

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

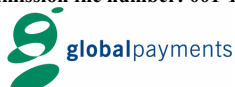
QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended February 29, 2012

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: 001-16111



**GLOBAL PAYMENTS INC.**

(Exact name of registrant as specified in charter)

**Georgia**

(State or other jurisdiction of  
incorporation or organization)

**58-2567903**

(I.R.S. Employer  
Identification No.)

10 Glenlake Parkway, North Tower, Atlanta, Georgia

(Address of principal executive offices)

30328

(Zip Code)

Registrant's telephone number, including area code: (770) 829-8000

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the issuer's common stock, no par value outstanding as of March 29, 2012 was 78,559,294.

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**GLOBAL PAYMENTS INC.**  
**FORM 10-Q**  
**For the quarterly period ended February 29, 2012**

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**PART I – FINANCIAL INFORMATION****Item 1. Financial Statements**

**GLOBAL PAYMENTS INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share data)

	Three Months Ended	
	February 29, 2012	February 28, 2011
Revenues	\$ 533,539	\$ 456,382
Operating expenses:		
Cost of service	194,218	168,332
Sales, general and administrative	246,973	209,851
	441,191	378,183
Operating income	92,348	78,199
Other income (expense):		
Interest and other income	2,368	1,631
Interest and other expense	(3,698)	(4,315)
	(1,330)	(2,684)
Income from continuing operations before income taxes	91,018	75,515
Provision for income taxes	(25,328)	(20,962)
Income from continuing operations	65,690	54,553
Loss from discontinued operations, net of tax	—	(430)
Net income including noncontrolling interests	65,690	54,123
Less: Net income attributable to noncontrolling interests, net of income tax provision of \$771 and \$644, respectively	(7,770)	(6,334)
Net income attributable to Global Payments	\$ 57,920	\$ 47,789
Amounts attributable to Global Payments:		
Income from continuing operations	\$ 57,920	\$ 48,219
Loss from discontinued operations, net of tax	—	(430)
Net income attributable to Global Payments	\$ 57,920	\$ 47,789
Basic earnings per share attributable to Global Payments:		
Income from continuing operations	\$ 0.74	\$ 0.60
Loss from discontinued operations	—	—
Net income attributable to Global Payments	\$ 0.74	\$ 0.60
Diluted earnings per share attributable to Global Payments:		
Income from continuing operations	\$ 0.73	\$ 0.60
Loss from discontinued operations	—	(0.01)
Net income attributable to Global Payments	\$ 0.73	\$ 0.59
Dividends per share	\$ 0.02	\$ 0.02

*See Notes to Unaudited Consolidated Financial Statements.*

**GLOBAL PAYMENTS INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share data)

	Nine Months Ended	
	February 29, 2012	February 28, 2011
Revenues	\$ 1,606,815	\$ 1,340,047
Operating expenses:		
Cost of service	571,685	473,578
Sales, general and administrative	737,593	623,019
	<u>1,309,278</u>	<u>1,096,597</u>
Operating income	297,537	243,450
Other income (expense):		
Interest and other income	7,128	7,239
Interest and other expense	(12,663)	(13,455)
	<u>(5,535)</u>	<u>(6,216)</u>
Income from continuing operations before income taxes	292,002	237,234
Provision for income taxes	(86,082)	(70,489)
Income from continuing operations	205,920	166,745
Loss from discontinued operations, net of tax	—	(946)
Net income including noncontrolling interests	205,920	165,799
Less: Net income attributable to noncontrolling interests, net of income tax provision of \$3,709 and \$1,949, respectively	(22,845)	(15,138)
Net income attributable to Global Payments	<u>\$ 183,075</u>	<u>\$ 150,661</u>
Amounts attributable to Global Payments:		
Income from continuing operations	\$ 183,075	\$ 151,607
Loss from discontinued operations, net of tax	—	(946)
Net income attributable to Global Payments	<u>\$ 183,075</u>	<u>\$ 150,661</u>
Basic earnings per share attributable to Global Payments:		
Income from continuing operations	\$ 2.32	\$ 1.90
Loss from discontinued operations	—	(0.01)
Net income attributable to Global Payments	<u>\$ 2.32</u>	<u>\$ 1.89</u>
Diluted earnings per share attributable to Global Payments:		
Income from continuing operations	\$ 2.30	\$ 1.89
Loss from discontinued operations	—	(0.02)
Net income attributable to Global Payments	<u>\$ 2.30</u>	<u>\$ 1.87</u>
Dividends per share	<u>\$ 0.06</u>	<u>\$ 0.06</u>

*See Notes to Unaudited Consolidated Financial Statements.*

**GLOBAL PAYMENTS INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	February 29, 2012	May 31, 2011
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 735,733	\$ 1,354,285
Accounts receivable, net of allowances for doubtful accounts of \$424 and \$472, respectively	156,038	166,540
Claims receivable, net of allowances for losses of \$4,417 and \$3,870, respectively	1,153	914
Settlement processing assets	179,515	280,359
Inventory	12,380	7,640
Deferred income taxes	3,943	2,946
Prepaid expenses and other current assets	37,737	35,291
Total current assets	1,126,499	1,847,975
Goodwill	760,972	779,637
Other intangible assets, net of accumulated amortization of \$230,173 and \$197,066, respectively	318,843	341,500
Property and equipment, net of accumulated depreciation of \$176,696 and \$147,670, respectively	288,428	256,301
Deferred income taxes	98,585	104,140
Other	23,644	20,978
Total assets	\$ 2,616,971	\$ 3,350,531
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Lines of credit	\$ 215,716	\$ 270,745
Current portion of long-term debt	82,505	85,802
Accounts payable and accrued liabilities	213,613	241,578
Settlement processing obligations	221,247	838,565
Income taxes payable	19,289	7,674
Total current liabilities	752,370	1,444,364
Long-term debt	177,846	268,217
Deferred income taxes	120,748	116,432
Other long-term liabilities	56,803	49,843
Total liabilities	1,107,767	1,878,856
Commitments and contingencies (See Note 11)		
Redeemable noncontrolling interest	141,897	133,858
Equity:		
Preferred stock, no par value; 5,000,000 shares authorized and none issued	—	—
Common stock, no par value; 200,000,000 shares authorized; 78,545,273 and 80,334,781 issued and outstanding at February 29, 2012 and May 31, 2011, respectively (see Note 1)	—	—
Paid-in capital (see Note 1)	354,191	419,591
Retained earnings (see Note 1)	842,487	685,624
Accumulated other comprehensive income	33,299	79,320
Total Global Payments shareholders' equity	1,229,977	1,184,535
Noncontrolling interest	137,330	153,282
Total equity	1,367,307	1,337,817
Total liabilities and equity	\$ 2,616,971	\$ 3,350,531

*See Notes to Unaudited Consolidated Financial Statements*

**GLOBAL PAYMENTS INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Nine Months Ended	
	February 29, 2012	February 28, 2011
Cash flows from operating activities:		
Net income including noncontrolling interests	\$ 205,920	\$ 165,799
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization of property and equipment	35,821	29,033
Amortization of acquired intangibles	37,676	27,486
Share-based compensation expense	12,796	11,748
Provision for operating losses and bad debts	18,833	15,301
Deferred income taxes	5,858	3,639
Loss on disposal of discontinued operations, non-cash	—	602
Other, net	(949)	(3,362)
Changes in operating assets and liabilities, net of the effects of acquisitions:		
Accounts receivable	10,502	(5,836)
Claims receivable	(11,744)	(11,534)
Settlement processing assets and obligations, net	(523,802)	444,174
Inventory	(4,773)	(69)
Prepaid expenses and other assets	(2,388)	(7,997)
Accounts payable and other accrued liabilities	(22,211)	45,182
Income taxes payable	11,615	19,125
Net cash (used in) provided by operating activities	<u>(226,846)</u>	<u>733,291</u>
Cash flows from investing activities:		
Business, intangible and other asset acquisitions, net of cash acquired	(44,245)	(167,775)
Capital expenditures	(71,084)	(77,095)
Preliminary settlement of working capital adjustments from disposition of business	—	(1,921)
Net decrease in financing receivables	1,862	1,514
Net cash used in investing activities	<u>(113,467)</u>	<u>(245,277)</u>
Cash flows from financing activities:		
Net (payments) borrowings on lines of credit	(55,029)	109,774
Proceeds from issuance of long-term debt	71,374	202,155
Principal payments under long-term debt	(162,482)	(248,996)
Proceeds from stock issued under employee stock plans	9,630	12,072
Common stock repurchased - share based compensation plans	(4,847)	—
Repurchase of common stock	(99,604)	(14,900)
Tax benefit from employee share-based compensation	2,036	1,335
Distributions to noncontrolling interest	(24,334)	(6,650)
Dividends paid	(4,740)	(4,782)
Net cash (used in) provided by financing activities	<u>(267,996)</u>	<u>50,008</u>
Effect of exchange rate changes on cash	<u>(10,243)</u>	<u>21,097</u>
(Decrease) Increase in cash and cash equivalents	(618,552)	559,119
Cash and cash equivalents, beginning of the period	1,354,285	769,946
Cash and cash equivalents, end of the period	<u>\$ 735,733</u>	<u>\$ 1,329,065</u>

*See Notes to Unaudited Consolidated Financial Statements*

**GLOBAL PAYMENTS INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(in thousands, except per share data)

	Number of Shares	Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)		Total Global Payments Shareholders' Equity	Noncontrolling Interest	Total Equity
					Currency Translation Adjustments	Minimum Pension Liability			
Balance at May 31, 2011, as previously reported	80,335	\$ 502,993	\$ (112,980)	\$ 715,202	\$ 82,159	\$ (2,839)	\$ 1,184,535	\$ 153,282	\$ 1,337,817
Retrospective adjustment for the correction of an error (see Note 1)		(112,980)	112,980	—	—	—	—	—	—
Retrospective adjustment for the change in accounting method for the retirement of repurchased shares (see Note 1)		29,578	—	(29,578)	—	—	—	—	—
Balance at May 31, 2011, as adjusted		419,591	—	685,624	82,159	(2,839)	1,184,535	153,282	1,337,817
Comprehensive income:									
Net income including noncontrolling interests				183,075			183,075	13,150	196,225
Foreign currency translation adjustment, net of tax of \$783					(46,021)		(46,021)	(12,492)	(58,513)
Total comprehensive income							137,054	658	137,712
Stock issued under employee stock plans, net	500	4,783					4,783		4,783
Tax benefit from employee share-based compensation, net		2,036					2,036		2,036
Share-based compensation expense		12,796					12,796		12,796
Distributions to noncontrolling interest								(16,610)	(16,610)
Redeemable noncontrolling interest valuation adjustment				(6,883)			(6,883)		(6,883)
Repurchase of common stock (see Note 1)	(2,290)	(85,015)		(14,589)			(99,604)		(99,604)
Dividends paid (\$0.06 per share)				(4,740)			(4,740)		(4,740)
Balance at February 29, 2012	78,545	\$ 354,191	\$ —	\$ 842,487	\$ 36,138	\$ (2,839)	\$ 1,229,977	\$ 137,330	\$ 1,367,307

*See Notes to Unaudited Consolidated Financial Statements.*

**GLOBAL PAYMENTS INC.**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(in thousands, except per share data)

	Number of Shares	Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss		Total Global Payments Shareholders' Equity	Noncontrolling Interest	Total Equity
					Currency Translation Adjustments	Minimum Pension Liability			
Balance at May 31, 2010, as previously reported	79,646	\$ 460,747	(100,000)	\$ 544,772	\$ (41,306)	\$ (2,949)	\$ 861,264	\$ 10,253	\$ 871,517
Retrospective adjustment for the correction of an error (see Note 1)		(100,000)	100,000	—	—	—	—	—	—
Retrospective adjustment for the change in accounting method for the retirement of repurchased shares (see Note 1)		29,578	—	(29,578)	—	—	—	—	—
Balance at May 31, 2010, as adjusted		390,325	—	515,194	(41,306)	(2,949)	861,264	10,253	871,517
Comprehensive income:									
Net income including noncontrolling interests				150,661			150,661	6,720	157,381
Foreign currency translation adjustment, net of tax of \$(6,630)					93,538		93,538		93,538
Total comprehensive income							244,199	6,720	250,919
Stock issued under employee stock plans, net	765	12,072					12,072		12,072
Tax benefit from employee share-based compensation, net		190					190		190
Share-based compensation expense		11,748					11,748		11,748
Noncontrolling interest in business acquisitions								132,784	132,784
Distributions to noncontrolling interest								(6,650)	(6,650)
Redeemable noncontrolling interests valuation adjustment				(15,469)			(15,469)		(15,469)
Repurchase of common stock (see Note 1)	(345)	(12,980)					(12,980)		(12,980)
Dividends paid (\$0.06 per share)				(4,782)			(4,782)		(4,782)
Balance at February 28, 2011	80,066	\$ 401,355	—	\$ 645,604	\$ 52,232	\$ (2,949)	\$ 1,096,242	\$ 143,107	\$ 1,239,349

*See Notes to Unaudited Consolidated Financial Statements.*



NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business, consolidation and presentation— Global Payments Inc. is a high-volume processor of electronic transactions for merchants, multinational corporations, financial institutions, consumers, government agencies and other business and non-profit business enterprises to facilitate payments to purchase goods and services or further other economic goals. Our role is to serve as an intermediary in the exchange of information and funds that must occur between parties so that a transaction can be completed. We were incorporated in Georgia as Global Payments Inc. in September 2000 and we spun-off from our former parent company on January 31, 2001. Including our time as part of our former parent company, we have been in business since 1967.

These unaudited consolidated financial statements include our accounts and those of our majority-owned subsidiaries and all intercompany balances and transactions have been eliminated. These unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and with Rule 10-01 of Regulation S-X.

In the opinion of our management, all known adjustments necessary for a fair presentation of the results of the interim periods have been made. These adjustments consist of normal recurring accruals and estimates that impact the carrying value of assets and liabilities. We suggest that these financial statements be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K for the fiscal year ended May 31, 2011.

Use of estimates— The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Correction of an error and change in accounting principle— During the three months ended August 31, 2011 we determined that our presentation of repurchased shares as a separate component of shareholders' equity ("Treasury stock") in previously issued financial statements was at variance with Georgia incorporation law. As such, our shares repurchased during fiscal year 2010 and the first quarter of fiscal 2011 should have been accounted for as constructively retired, and the cost of repurchased shares should have been charged to paid-in capital in accordance with our accounting policy at that time. As a result of this error, our previously reported balances of treasury stock and paid-in capital as of May 31, 2011 and 2010 were misstated. To correct this error we have restated our May 31, 2011 treasury stock and paid-in capital balances, including an adjustment of \$13.0 million for the nine months ended February 28, 2011. This adjustment is reflected in our consolidated statements of changes in equity by eliminating treasury stock and reclassifying this balance to paid-in capital. The May 31, 2011 treasury stock balance of \$113.0 million has been reclassified to reduce paid-in capital by \$113.0 million. The May 31, 2010 treasury stock balance of \$100.0 million has been reclassified to reduce paid-in capital by \$100.0 million. The effect of these misstatements was limited to treasury stock and paid-in capital.

Effective June 1, 2011, we elected to change our method of accounting for the retirement of repurchased shares. We previously accounted for the retirement of repurchased shares by charging the entire cost to paid-in capital. Our new method of accounting allocates the cost of repurchased and retired shares between paid-in capital and retained earnings. We believe that this method is preferable because it more accurately reflects our paid-in capital balances by allocating the cost of the shares repurchased and retired to paid-in capital in proportion to paid-in capital associated with the original issuance of said shares. We reflected the application of this new accounting method retrospectively by adjusting prior periods. This change is limited to an increase to the beginning balance of paid-in capital and a decrease to beginning balance of retained earnings of \$29.6 million at May 31, 2011 and 2010 and is reflected in our consolidated balance sheets and statements of changes in equity.

Revenue recognition— Our two merchant services segments primarily include processing solutions for credit cards, debit cards, and check-related services. Revenue is recognized as such services are performed. Revenue for processing services provided directly to merchants is recorded net of interchange fees charged by card issuing banks. The majority of our business model provides payment products and services directly to merchants as our end customers. We also provide similar products and services to financial institutions and a limited number of Independent Sales Organizations (ISOs) that, in turn, resell our products and services, in which case, the financial institutions and select ISOs are our end customers. The majority of merchant services revenue is generated on services priced as a percentage of transaction value or a specified fee per transaction, depending on card type. We also charge other fees based

on specific services that are unrelated to the number of transactions or the transaction value. Revenue from credit cards and signature debit cards, which are only a U.S. based card type, is generally based on a percentage of transaction value along with other related fees, while revenue from PIN debit cards is typically based on a fee per transaction.

Cash and cash equivalents— Cash and cash equivalents include cash on hand and all liquid investments with an initial maturity of three months or less when purchased. Cash and cash equivalents include reserve funds collected from our merchants that serve as collateral (“Merchant Reserves”) to minimize contingent liabilities associated with any losses that may occur under the merchant agreement. We record a corresponding liability in settlement processing assets and settlement processing obligations in our consolidated balance sheet. While this cash is not restricted in its use, we believe that designating this cash to collateralize Merchant Reserves strengthens our fiduciary standing with our member sponsors and is in accordance with guidelines set by the card networks. As of February 29, 2012 and May 31, 2011, our cash and cash equivalents included \$330.9 million and \$271.4 million, respectively, related to Merchant Reserves.

Our cash and cash equivalents include settlement related cash balances. Settlement related cash balances represent surplus funds that we hold on behalf of our member sponsors when the incoming amount from the card networks precedes the member sponsors’ funding obligation to the merchant. Settlement related cash balances are not restricted; however, these funds are generally paid out in satisfaction of settlement processing obligations the following day. Please see *Settlement processing assets and obligations* below for further information.

Inventory— Inventory, which includes electronic point of sale terminals, automated teller machines, and related peripheral equipment, is stated at the lower of cost or fair value. Cost is determined by using the average cost method.

Settlement processing assets and obligations— We are designated as a Merchant Service Provider by MasterCard and an Independent Sales Organization by Visa. These designations are dependent upon member clearing banks (“Member”) sponsoring us and our adherence to the standards of the networks. We have five primary financial institution sponsors in the United States, Canada, the United Kingdom, Spain, Malta, the Asia-Pacific region and the Russian Federation with whom we have sponsorship or depository and clearing agreements. These agreements allow us to route transactions under the member banks’ control and identification numbers to clear credit card transactions through Visa and MasterCard. Visa and MasterCard set the standards with which we must comply. Certain of the member financial institutions of Visa and MasterCard are our competitors. In certain markets, we are members in various payment networks, allowing us to process and fund transactions without third-party sponsorship.

We also provide credit card transaction processing for Discover Financial Services or Discover Card (“Discover”) and are designated as an acquirer by Discover. Our agreement with Discover allows us to acquire, process and fund transactions directly through Discover’s network without the need of a financial institution sponsor. Otherwise, we process Discover transactions similarly to how we process MasterCard and Visa transactions. Discover publishes acquirer operating regulations, with which we must comply. We use our Members to assist in funding merchants for Discover transactions.

Funds settlement refers to the process of transferring funds for sales and credits between card issuers and merchants. Depending on the type of transaction, either the credit card interchange system or the debit network is used to transfer the information and funds between the Member and card issuer to complete the link between merchants and card issuers.

For transactions processed on our systems, we use our internal network telecommunication infrastructure to provide funding instructions to the Members who in turn fund the merchants. In certain of our markets, merchant funding primarily occurs after the Member receives the funds from the card issuer through the card networks creating a net settlement obligation on our balance sheet. In our other markets, the Member funds the merchants before the Member receives the net settlement funds from the card networks, creating a net settlement asset on our balance sheet. In certain markets in the Asia-Pacific region and Malta, the Member provides the payment processing operations and related support services on our behalf under a transition services agreement. In such instances, we do not reflect the related settlement processing assets and obligations in our consolidated balance sheet. The Member will continue to provide these operations and services until the integration to our platform is completed. After our integration, the Member will continue to provide funds settlement services similar to the functions performed by our Members in other markets at which point the related settlement assets and obligations will be reflected in our consolidated balance sheet.

Timing differences, interchange expense, Merchant Reserves and exception items cause differences between the amount the Member receives from the card networks and the amount funded to the merchants. The standards of the card networks restrict us from performing funds settlement or accessing merchant settlement funds, and, instead, require that these funds be in the possession

of the Member until the merchant is funded. However, in practice and in accordance with the terms of our sponsorship agreements with our Members, we generally follow a net settlement process whereby, if the incoming amount from the card networks precedes the Member's funding obligation to the merchant, we temporarily hold the surplus on behalf of the Member in our account at the Member bank and record a corresponding liability. Conversely, if the Member's funding obligation to the merchant precedes the incoming amount from the card networks, the amount of the Member's net receivable position is either subsequently advanced to the Member by us or the Member satisfies this obligation with its own funds. If the Member uses its own funds, the Member assesses a funding cost, which is included in interest and other expense on the accompanying consolidated statements of income. Each participant in the transaction process receives compensation for its services.

Settlement processing assets and obligations represent intermediary balances arising in our settlement process for direct merchants. Settlement processing assets consist primarily of (i) our receivable from merchants for the portion of the discount fee related to reimbursement of the interchange expense ("Interchange reimbursement"), (ii) our receivable from the Members for transactions we have funded merchants on behalf of the Members in advance of receipt of card association funding ("Receivable from Members"), (iii) our receivable from the card networks for transactions processed on behalf of merchants where we are a Member of that particular network ("Receivable from networks"), and (iv) exception items, such as customer chargeback amounts receivable from merchants ("Exception items"), all of which are reported net of (iv) Merchant Reserves held to minimize contingent liabilities associated with charges properly reversed by a cardholder ("Merchant Reserves"). Settlement processing obligations consist primarily of (i) Interchange reimbursement, (ii) our receivable from the Members for transactions for which we have funded merchants on behalf of the Members prior to the receipt of funding from the Members ("Receivable from Members") (iii) our liability to the Members for transactions for which we have received funding from the Members but have not funded merchants on behalf of the Members ("Liability to Members"), (iv) our liability to merchants for transactions that have been processed but not yet funded where we are a Member of that particular network ("Liability to merchants"), (v) Exception items, (vi) Merchant Reserves, (vii) the reserve for operating losses (see Reserve for operating losses below), and (viii) the reserve for sales allowances. In cases in which the Member uses its own funds to satisfy a funding obligation to merchants that precedes the incoming amount from the card network, we reflect the amount of this funding as a component of "Liability to Members."

A summary of these amounts as of February 29, 2012 and May 31, 2011 is as follows:

	February 29, 2012	May 31, 2011
<b>Settlement processing assets:</b>		
	(in thousands)	
Interchange reimbursement	\$ 23,717	\$ 72,022
Receivable from Members	55,262	142,117
Receivable from networks	101,005	124,980
Exception items	1,046	4,456
Merchant Reserves	(1,515)	(63,216)
Total	<u>\$ 179,515</u>	<u>\$ 280,359</u>
<b>Settlement processing obligations:</b>		
Interchange reimbursement	\$ 194,587	\$ 212,069
Receivable from (liability to) Members	19,740	(718,650)
Liability to merchants	(113,291)	(129,806)
Exception items	12,087	12,394
Merchant Reserves	(329,395)	(208,195)
Reserve for operating losses	(3,471)	(3,102)
Reserves for sales allowances	(1,504)	(3,275)
Total	<u>\$ (221,247)</u>	<u>\$ (838,565)</u>

*Reserve for operating losses*— As a part of our merchant credit and debit card processing and check guarantee services, we experience merchant losses and check guarantee losses, which are collectively referred to as "operating losses."

Our credit card processing merchant customers are liable for any charges or losses that occur under the merchant agreement. In the event, however, that we are not able to collect such amount from the merchants, due to merchant fraud, insolvency, bankruptcy or any other merchant-related reason, we may be liable for any such losses based on our merchant agreement. We require cash deposits (merchant reserves), guarantees, letters of credit, and other types of collateral by certain merchants to minimize any such contingent liability. We also utilize a number of systems and procedures to manage merchant risk. We have, however, historically experienced losses due to merchant defaults.

We account for our potential liability for the full amount of the operating losses discussed above as guarantees. We estimate the fair value of these guarantees by adding a fair value margin to our estimate of losses. This estimate of losses is comprised of estimated incurred losses and a projection of future losses. Estimated incurred loss accruals are recorded when it is probable that we have incurred a loss and the loss is reasonably estimable. These losses typically result from chargebacks related to merchant bankruptcies, closures, or fraud. Estimated incurred losses are calculated at the merchant level based on chargebacks received to date, processed volume, and historical chargeback ratios. The estimate is reduced for any collateral that we hold. Accruals for estimated incurred losses are evaluated periodically and adjusted as appropriate based on actual loss experience. Our projection of future losses is based on an assumed percentage of our direct merchant credit card and signature debit card sales volumes processed, or processed volume. Historically, this estimation process has been materially accurate.

As of February 29, 2012 and May 31, 2011, \$3.5 million and \$3.1 million, respectively, have been recorded to reflect the fair value of guarantees associated with merchant card processing. These amounts are included in settlement processing obligations in the accompanying consolidated balance sheets. The expense associated with the fair value of the guarantees of customer chargebacks is included in cost of service in the accompanying consolidated statements of income. For the three months ended February 29, 2012 and February 28, 2011, we recorded such expenses in the amounts of \$2.1 million and \$1.6 million, respectively. For the nine months ended February 29, 2012 and February 28, 2011, we recorded such expenses in the amounts of \$7.3 million and \$3.7 million, respectively.

In our check guarantee service offering, we charge our merchants a percentage of the gross amount of the check and guarantee payment of the check to the merchant in the event the check is not honored by the checkwriter's bank in accordance with the merchant's agreement with us. The fair value of the check guarantee approximates cost and is equal to the fee charged for the guarantee service, and we defer this fee revenue until the guarantee is satisfied. We have the right to collect the full amount of the check from the checkwriter but have not historically recovered 100% of the guaranteed checks. Our check guarantee loss reserve is based on historical and projected loss experiences. As of February 29, 2012 and May 31, 2011, we have a check guarantee loss reserve of \$4.4 million and \$3.9 million, respectively, which is included in net claims receivable in the accompanying consolidated balance sheets. For the three months ended February 29, 2012 and February 28, 2011, we recorded expenses of \$3.7 million and \$3.5 million, respectively. For the nine months ended February 29, 2012 and February 28, 2011, we recorded expenses of \$11.5 million and \$11.3 million, respectively, which are included in cost of service in the accompanying consolidated statements of income. The estimated check returns and recovery amounts are subject to the risk that actual amounts returned and recovered in the future may differ significantly from estimates used in calculating the receivable valuation allowance.

As the potential for merchants' failure to settle individual reversed charges from consumers in our merchant credit card processing offering and the timing of individual checks clearing the checkwriters' banks in our check guarantee offering are not predictable, it is not practicable to calculate the maximum amounts for which we could be liable under the guarantees issued under the merchant card processing and check guarantee service offerings. It is not practicable to estimate the extent to which merchant collateral or subsequent collections of dishonored checks, respectively, would offset these exposures due to these same uncertainties.

Property and equipment— Property and equipment are stated at amortized cost. Depreciation and amortization are calculated using the straight-line method, except for certain technology assets discussed below. Leasehold improvements are amortized over the lesser of the remaining term of the lease or the useful life of the asset. Maintenance and repairs are charged to operations as incurred.

We develop software that is used in providing processing services to customers. Capitalization of internally developed software, primarily associated with operating platforms, occurs when we have completed the preliminary project stage, management authorizes the project, management commits to funding the project, it is probable the project will be completed and the project will be used to perform the function intended. The preliminary project stage consists of the conceptual formulation of alternatives, the evaluation of alternatives, the determination of existence of needed technology and the final selection of alternatives. Costs incurred prior to the completion of the preliminary project stage are expensed as incurred.

During fiscal 2010, we placed into service \$54.9 million of hardware and software associated with our next generation technology processing platform, referred to as G2. The vision for this platform is to serve as a front-end operating environment for merchant processing and is intended to replace a number of legacy platforms that have higher cost structures. Depreciation and amortization associated with these costs is calculated based on transactions expected to be processed over the life of the platform. We believe that this method is more representative of the platform's use than the straight-line method. We are currently processing transactions on our G2 platform in seven markets in our Asia-Pacific region and for a limited number of U.S. merchants. As these markets represent a small percentage of our overall transactions, depreciation and amortization related to our G2 platform for the nine months ended February 29, 2012 was not significant. Depreciation and amortization expense will increase as we complete migrations of other markets to the G2 platform.

*Goodwill and other intangible assets*— We completed our most recent annual goodwill impairment test as of January 1, 2012 and determined that the fair value of each of our reporting units were substantially in excess of the carrying value. No events or changes in circumstances have occurred since the date of our most recent annual impairment test that would more likely than not reduce the fair value of a reporting unit below its carrying amount.

Goodwill is tested for impairment at the reporting unit level, and the impairment test consists of two steps. In the first step the reporting unit's carrying amount, including goodwill, is compared to its fair value. If the carrying amount of the reporting unit is greater than its fair value, goodwill is considered impaired and step two must be performed. Step two measures the impairment loss by comparing the implied fair value of reporting unit goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that unit (including unrecognized intangibles) as if the reporting unit had been acquired in a business combination. The excess of fair value over the amounts allocated to the assets and liabilities of the reporting unit is the implied fair value of goodwill. The excess of the carrying amount over the implied fair value is the impairment loss.

We have six reporting units: North America Merchant Services, UK Merchant Services, Asia Pacific Merchant Services, Central and Eastern Europe Merchant Services, Russia Merchant Services and Spain Merchant Services. We estimate the fair value of our reporting units using a combination of the income approach and the market approach. The income approach utilizes a discounted cash flow model incorporating management's expectations for future revenue, operating expenses, EBITDA, capital expenditures and an anticipated tax rate. We discount the related cash flow forecasts using our estimated weighted-average cost of capital for each reporting unit at the date of valuation. The market approach utilizes comparative market multiples in the valuation estimate. Multiples are derived by relating the value of guideline companies, based on either the market price of publicly traded shares or the prices of companies being acquired in the marketplace, to various measures of their earnings and cash flow. Such multiples are then applied to the historical and projected earnings and cash flow of the reporting unit in developing the valuation estimate.

Preparation of forecasts and the selection of the discount rates involve significant judgments about expected future business performance and general market conditions. Significant changes in our forecasts, the discount rates selected or the weighting of the income and market approach could affect the estimated fair value of one or more of our reporting units and could result in a goodwill impairment charge in a future period.

Other intangible assets primarily represent customer-related intangible assets (such as customer lists and merchant contracts), contract-based intangible assets (such as non-compete agreements, referral agreements and processing rights), and trademarks associated with acquisitions. Customer-related intangible assets, contract-based intangible assets and certain trademarks are amortized over their estimated useful lives of up to 30 years. The useful lives for customer-related intangible assets are determined based primarily on forecasted cash flows, which include estimates for the revenues, expenses, and customer attrition associated with the assets. The useful lives of contract-based intangible assets are equal to the terms of the agreements. The useful lives of amortizable trademarks are based on our plans to phase out the trademarks in the applicable markets.

Amortization for most of our customer-related intangible assets is calculated using an accelerated method. In determining amortization expense under our accelerated method for any given period, we calculate the expected cash flows for that period that were used in determining the acquired value of the asset and divide that amount by the expected total cash flows over the estimated life of the asset. We multiply that percentage by the initial carrying value of the asset to arrive at the amortization expense for that period. If the cash flow patterns that we experience are less favorable than our initial estimates, we will adjust the amortization schedule accordingly. These cash flow patterns are derived using certain assumptions and cost allocations due to a significant amount of asset interdependencies that exist in our business.

*Impairment of long-lived assets*— We regularly evaluate whether events and circumstances have occurred that indicate the carrying amount of property and equipment and finite-lived intangible assets may not be recoverable. When factors indicate that these long-lived assets should be evaluated for possible impairment, we assess the potential impairment by determining whether the carrying value of such long-lived assets will be recovered through the future undiscounted cash flows expected from use of the asset and its eventual disposition. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values or discounted cash flow analyses as applicable. We regularly evaluate whether events and circumstances have occurred that indicate the useful lives of property and equipment and finite-life intangible assets may warrant revision. In our opinion, the carrying values of our long-lived assets, including property and equipment and finite-life intangible assets, were not impaired at February 29, 2012 and May 31, 2011.

*Income taxes*— Deferred income taxes are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax laws and rates. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Our effective tax rate was 27.8% for the three months ended February 29, 2012 and February 28, 2011. Our effective tax rates were 29.5% and 29.7% for the nine months ended February 29, 2012 and February 28, 2011, respectively. The effective tax rates for the nine months ended February 29, 2012 and February 28, 2011 reflect adjustments to our UK deferred tax asset due to legislated enacted corporate tax rate reductions in the United Kingdom of 2% and 1%, respectively. Please see Note 5 – Income Tax for further information.

*Fair value of financial instruments*— We consider that the carrying amounts of our financial instruments, including cash and cash equivalents, receivables, lines of credit, accounts payable and accrued liabilities, approximate their fair value given the short-term nature of these items. Our term loans include variable interest rates based on the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. At February 29, 2012, the carrying amount of our term loans approximates fair value. Our subsidiary in the Russian Federation has notes payable with interest rates ranging from 8.0% to 10.0% and maturity dates ranging from March 2012 through December 2016. At February 29, 2012, we believe the carrying amount of these notes approximates fair value. Please see Note 4 – Long-Term Debt and Credit Facilities for further information.

*Financing receivables*— Our subsidiary in the Russian Federation purchases Automated Teller Machines (ATMs) and leases those ATMs to our sponsor bank. We have determined these arrangements to be direct financing leases. Accordingly, we have \$14.8 million and \$18.9 million of financing receivables included in our February 29, 2012 and May 31, 2011 consolidated balance sheets, respectively.

There is an inherent risk that our customer may not pay the contractual balances due. We periodically review the financing receivables for credit losses and past due balances to determine whether an allowance should be recorded. Historically we have not had any credit losses or past due balances associated with these receivables, and therefore we do not have an allowance recorded. We have had no financing receivables modified as troubled debt restructurings nor have we had any purchases or sales of financing receivables.

*Foreign currencies*— We have significant operations in a number of foreign subsidiaries whose functional currency is their local currency. Gains and losses on transactions denominated in currencies other than the functional currencies are included in determining net income for the period. For the three and nine months ended February 29, 2012 and February 28, 2011, our transaction gains and losses were insignificant.

The assets and liabilities of subsidiaries whose functional currency is a foreign currency are translated at the period-end rate of exchange. Income statement items are translated at the weighted average rates prevailing during the period. The resulting translation adjustment is recorded as a component of other comprehensive income and is included in equity. Translation gains and losses on intercompany balances of a long-term investment nature are also recorded as a component of other comprehensive income.

*Earnings per share*— Basic earnings per share is computed by dividing reported earnings available to common shareholders by the weighted average shares outstanding during the period. Earnings available to common shareholders are the same as reported net income attributable to Global Payments for all periods presented.

Diluted earnings per share is computed by dividing reported earnings available to common shareholders by the weighted

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average shares outstanding during the period and the impact of securities that would have a dilutive effect on earnings per share. All options with an exercise price less than the average market share price for the period are assumed to have a dilutive effect on earnings per share. The diluted share base for both the three months ended February 29, 2012 and February 28, 2011 excludes shares of 0.1 million related to stock options. The diluted share base for the nine months ended February 29, 2012 and February 28, 2011 excludes shares of 0.3 million and 0.7 million, respectively, related to stock options. These shares were not considered in computing diluted earnings per share because including them would have had an antidilutive effect. No additional securities were outstanding that could potentially dilute basic earnings per share.

The following table sets forth the computation of diluted weighted average shares outstanding for the three and nine months ended February 29, 2012 and February 28, 2011 (in thousands):

	Three Months Ended		Nine Months Ended	
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011
Basic weighted average shares outstanding	78,421	79,897	78,937	79,711
Plus: dilutive effect of stock options and other share-based awards	644	836	574	702
Diluted weighted average shares outstanding	<u>79,065</u>	<u>80,733</u>	<u>79,511</u>	<u>80,413</u>

New accounting pronouncements— From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB”) or other standards setting bodies that are adopted by us as of the specified effective date. Unless otherwise discussed, our management believes that the impact of recently issued standards that are not yet effective will not have a material impact on our consolidated financial statements upon adoption.

In December 2011, the FASB issued Accounting Standards Update (“ASU”) 2011-12, *“Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No 2011-05”* (“ASU 2011-12”). The amendments in ASU 2011-12 defer the changes in ASU 2011-05 that relate to the presentation of reclassification adjustments out of accumulated other comprehensive income. See below for the provisions of ASU 2011-05.

In December 2011, the FASB issued ASU 2011-11, *“Disclosures About Offsetting Assets and Liabilities”* (“ASU 2011-11”). The amendments in ASU 2011-11 require entities to disclose information about offsetting and related arrangements to enable users of financial statements to understand the effect of those arrangements on an entity's financial position. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (i) offset in accordance with current literature or (2) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current literature. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. This standard will become effective for us beginning June 2013. The disclosures required by ASU 2011-11 will be applied retrospectively for all comparative periods presented. We are currently evaluating the impact of ASU 2011-11 on our settlement processing assets and obligations disclosures.

In September 2011, the FASB issued ASU 2011-08, *“Testing Goodwill for Impairment”* (“ASU 2011-08”). The amendments in ASU 2011-08 will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. This standard will become effective for us beginning June 2012. Early adoption is permitted. We are currently evaluating the impact of ASU 2011-08 on our goodwill impairment testing process.

In June 2011, the FASB issued ASU 2011-05, *“Presentation of Comprehensive Income”* (“ASU 2011-05”). In accordance with ASU 2011-05, an entity has the option to present the total of comprehensive income, the components of net income, and the

components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. ASU 2011-05 does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 is effective retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. This standard will become effective for us beginning June 2012. We are currently evaluating the options provided in the standard for reporting comprehensive income.

In May 2011, the FASB issued ASU 2011-04, "Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS" ("ASU 2011-04"). The amendments in ASU 2011-04 result in common fair value measurement and disclosure requirements in U.S. GAAP and IFRS. Consequently, ASU 2011-04 changes the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend for the amendments in ASU 2011-04 to result in a change in the application of the requirements in FASB Accounting Standards Codification Topic 820. ASU 2011-04 is effective prospectively for interim and annual reporting periods beginning after December 15, 2011. This ASU will become effective for us beginning in the quarter ended May 31, 2012. We do not expect an impact on our consolidated financial statements.

## NOTE 2—BUSINESS AND INTANGIBLE ASSET ACQUISITIONS

### Fiscal 2012

#### *Alfa-Bank*

On December 5, 2011, we acquired the merchant acquiring business of Alfa-Bank ("Alfa"), the largest privately owned bank in Russia, for \$14.1 million in cash. This acquisition has been recorded as a business combination, and the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values. The purchase price of Alfa was determined by analyzing the historical and prospective financial statements. The results of operations of this business were not significant to our consolidated results of operations and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the preliminary purchase price allocation (in thousands):

Goodwill	\$ 3,021
Customer-related intangible assets	7,004
Fixed Assets	1,137
Other Assets	2,888
Net assets acquired	<u>\$ 14,050</u>

The customer-related intangible assets have estimated amortization periods of 10 years.

#### *Malta*

On December 30, 2011, we acquired a merchant acquiring business in Malta from HSBC Malta for \$14.5 million in cash. This acquisition has been recorded as a business combination, and the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values. In conjunction with the acquisition, HSBC Malta agreed to a 10 year marketing alliance agreement in which HSBC Malta will refer customers to us for payment processing services in Malta and provide sponsorship into the card networks. The purchase price of our merchant acquiring business in Malta was determined by analyzing the historical and prospective financial statements. The results of operations of this business were not significant to our consolidated results of operations and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the preliminary purchase price allocation (in thousands):



Goodwill	\$ 6,341
Customer-related intangible assets	4,543
Contract-based intangible assets	2,796
Fixed assets	798
Net assets acquired	<u>\$ 14,478</u>

The goodwill associated with the acquisition is not deductible for tax purposes. The customer-related intangible assets have estimated amortization periods of 16 years. The contract-based intangible assets have estimated amortization periods of 10 years.

*CyberSource*

On January 31, 2012, we acquired the U.S. merchant portfolio of CyberSource from Visa for \$14.9 million. The merchant portfolio has been classified as customer-related intangible assets with estimated amortization periods of 10 years.

**Fiscal 2011**

*Comercia Global Payments Entidad de Pago, S.L.*

On December 20, 2010, we acquired a 51% controlling financial interest in Comercia Global Payments Entidad de Pago, S.L. (“Comercia”), a newly formed company into which Caixa d’Estalvis i Pensions de Barcelona (“la Caixa”) contributed its merchant acquiring business in Spain. “la Caixa” owns the remaining 49% of Comercia. We formed Comercia with “la Caixa”, one of the largest retail banks in Spain, to provide merchant acquiring services to merchants in Spain. We purchased our share of Comercia for €125 million. The shareholders contributed a total of €6.4 million as initial capital to form Comercia. Our total investment in Comercia, including our 51% share of the initial capital was €128.3 million (\$173.5 million as of the closing date). We manage the day-to-day operations of the corporation, control all major decisions and, accordingly, consolidate the corporation’s financial results for accounting purposes effective with the closing date. In conjunction with the acquisition, “la Caixa” agreed to a twenty year marketing alliance agreement in which “la Caixa” will refer customers to Comercia for payment processing services in Spain and provide sponsorship into the card networks. We funded the purchase with a combination of existing cash resources in Europe and borrowings on our Corporate Credit Facility. During fiscal 2011, we expensed acquisition costs of \$1.0 million associated with this transaction. These costs were recorded in selling, general and administrative expenses in the accompanying consolidated statements of income. The revenues and earnings of Comercia from the date of acquisition through the end of fiscal 2011 were not significant to our fiscal 2011 consolidated results of operations.

The purchase price of Comercia was determined by analyzing the historical and prospective financial statements. The results of operations of this business were not significant to our consolidated results of operations and accordingly, we have not provided pro forma information relating to this acquisition.

The following table summarizes the purchase price allocation (in thousands):

Goodwill	\$ 147,535
Customer-related intangible assets	96,100
Contract-based intangible assets	54,141
Working capital, net	8,476
Total assets acquired	<u>306,252</u>
Non-controlling interest	(132,738)
Net assets acquired	<u>\$ 173,514</u>

The goodwill associated with the acquisition is deductible for tax purposes. The customer-related intangible assets have estimated amortization periods of 10 years. The contract-based intangible assets have estimated amortization periods of 20 years.

*Other*

During fiscal year 2011, we acquired contract-based and customer related intangible assets in our United States merchant

services channel for \$3.5 million. These intangible assets are being amortized on a straight-line basis over their estimated useful lives of 5 to 7 years.

**NOTE 3—GOODWILL AND INTANGIBLE ASSETS**

As of February 29, 2012 and May 31, 2011, goodwill and intangible assets consisted of the following:

	February 29, 2012	May 31, 2011
	(in thousands)	
Goodwill	\$ 760,972	\$ 779,637
Other intangible assets:		
Customer-related intangible assets	\$ 469,668	\$ 457,226
Trademarks, finite life	8,463	8,659
Contract-based intangible assets	70,885	72,681
	549,016	538,566
Less accumulated amortization on:		
Customer-related intangible assets	210,075	181,372
Trademarks	4,769	4,138
Contract-based intangible assets	15,329	11,556
	230,173	197,066
	<u>\$ 318,843</u>	<u>\$ 341,500</u>

The following table discloses the changes in the carrying amount of goodwill for the nine months ended February 29, 2012 (in thousands):

	North America merchant services	International merchant services	Total
	(in thousands)		
Balance at May 31, 2011	\$ 217,422	\$ 562,215	\$ 779,637
Accumulated impairment losses	—	—	—
	217,422	562,215	779,637
Goodwill acquired	—	9,362	9,362
Effect of foreign currency translation	(2,190)	(25,837)	(28,027)
Balance at February 29, 2012	<u>\$ 215,232</u>	<u>\$ 545,740</u>	<u>\$ 760,972</u>

**NOTE 4—LONG-TERM DEBT AND CREDIT FACILITIES**

Outstanding debt consisted of the following:

	February 29, 2012	May 31, 2011
	(in thousands)	
Lines of credit:		
Corporate Credit Facility - long-term	\$ 154,500	\$ 183,975
Short-term lines of credit:		
United Kingdom Credit Facility	85,661	108,333
Hong Kong Credit Facility	74,400	73,554
Canada Credit Facility	5,800	18,725
Malaysia Credit Facility	10,343	17,743
Spain Credit Facility	15,096	17,646
Singapore Credit Facility	10,013	17,245
Philippines Credit Facility	6,354	9,736
Maldives Credit Facility	3,362	3,202
Macau Credit Facility	2,468	2,372
Sri Lanka Credit Facility	2,219	2,189
Total short-term lines of credit	<u>215,716</u>	<u>270,745</u>
Total lines of credit	370,216	454,720
Notes Payable	11,819	14,285
Term loans	94,032	155,759
Total debt	<u>\$ 476,067</u>	<u>\$ 624,764</u>
Current portion	\$ 298,221	\$ 356,547
Long-term debt	177,846	268,217
Total debt	<u>\$ 476,067</u>	<u>\$ 624,764</u>

**Lines of Credit**

The Corporate Credit Facility is available for general corporate purposes and to fund future strategic acquisitions. Our short-term line of credit facilities are used to fund settlement and provide a source of working capital. With certain of our credit facilities, the facility nets the amounts pre-funded to merchants against specific cash balances in local Global Payments accounts, which we characterize as cash and cash equivalents. Therefore, the amounts reported in lines of credit, which represents the amounts pre-funded to merchants, may exceed the stated credit limit, when in fact the combined position is less than the credit limit. The total available incremental borrowings under our credit facilities at February 29, 2012 were \$990.4 million, of which \$445.5 million is available under our Corporate Credit Facility.

**Term Loans**

We have a five year unsecured \$200.0 million term loan agreement with a syndicate of banks in the United States which we used to partially fund our HSBC Merchant Services LLP acquisition. The term loan expires in June 2013 and bears interest, at our election, at the prime rate or LIBOR, plus a leverage based margin. As of February 29, 2012 the interest rate on the term loan was 1.25%. The term loan calls for quarterly principal payments of \$5.0 million beginning with the quarter ended August 31, 2008 and increasing to \$10.0 million beginning with the quarter ended August 31, 2010 and \$15.0 million beginning with the quarter ending August 31, 2011. As of February 29, 2012, the outstanding balance of the term loan was \$75.0 million.

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We have a \$300.0 million term loan agreement (\$230.0 million and £43.5 million) with a syndicate of financial institutions. In December 2010, the entire balance of the United States dollar portion of the term loan was repaid by a borrowing on the Corporate Credit Facility, and the facility terms were amended. The term loan expires in July 2012 and has a variable interest rate based on LIBOR plus a leverage based margin. As of February 29, 2012, the interest rate on the remaining British Pound Sterling portion of the term loan was 2.12%. The term loan requires quarterly principal payments of £2.2 million beginning with the quarter ended August 31, 2009 and increasing to £3.3 million beginning with the quarter ended August 31, 2010. As of February 29, 2012, the outstanding balance of this term loan was \$19.0 million (£12.0 million).

### **Notes Payable**

UCS, our subsidiary in the Russian Federation, has notes payable with a total outstanding balance of approximately \$11.8 million at February 29, 2012. These notes have fixed interest rates ranging from 8.0% to 10.0% with maturity dates ranging from March 2012 through December 2016.

### **Compliance with Covenants**

There are certain financial and non-financial covenants contained in our various credit facilities and term loans. Our term loan agreements include financial covenants requiring a leverage ratio no greater than 3.25 to 1.00 and a fixed charge coverage ratio no less than 2.50 to 1.00. We complied with these covenants as of and for the nine months ended February 29, 2012.

### **NOTE 5—INCOME TAX**

We have a deferred tax asset of \$95.1 million at February 29, 2012 primarily associated with the purchase of the remaining 49% interest in HSBC Merchant Services LLP ("UK deferred tax asset").

Our effective tax rate was 27.8% for the three months ended February 29, 2012 and February 28, 2011. Our effective tax rates were 29.5% and 29.7% for the nine months ended February 29, 2012 and February 28, 2011, respectively. The effective tax rates for the nine months ended February 29, 2012 and February 28, 2011 reflect adjustments to our UK deferred tax asset due to legislated enacted corporate tax rate reductions in the United Kingdom of 2% and 1%, respectively.

As of February 29, 2012 and May 31, 2011, other long-term liabilities included liabilities for unrecognized income tax benefits of \$44.3 million and \$37.2 million, respectively. During the three and nine months ended February 29, 2012, we recognized additional liabilities of \$3.3 million and \$7.1 million, respectively, for unrecognized income tax benefits. During both the nine months ended February 29, 2012 and February 28, 2011, amounts recorded for accrued interest and penalty expense related to the unrecognized income tax benefits were insignificant. We expect the amounts of unrecognized tax benefits to increase by approximately \$11 million within the next twelve months.

We conduct business globally and file income tax returns in the United States federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, United Kingdom and Canada. With few exceptions, we are no longer subject to income tax examinations for years ended May 31, 2005 and prior.

### **NOTE 6—SHAREHOLDERS' EQUITY**

On August 8, 2011, our Board of Directors approved a share repurchase program that authorized the purchase of up to \$100.0 million of Global Payments' stock in the open market at the current market price, subject to market conditions, business opportunities, and other factors. Under this authorization, we repurchased 2,290,059 shares of our common stock at a cost of \$99.6 million, or an average of \$43.49 per share, including commissions during fiscal 2012. This share repurchase program has concluded.

During the first quarter of fiscal 2011, we used the \$13.0 million remaining under the authorization from our original share repurchase program initiated during fiscal 2007 to repurchase 344,847 shares of our common stock at a cost of \$13.0 million, or an average of \$37.64 per share, including commissions.

### **NOTE 7—SHARE-BASED AWARDS AND OPTIONS**

As of February 29, 2012, we have awards outstanding under four share-based employee compensation plans. The fair value of share-based awards is amortized as compensation expense on a straight-line basis over the vesting period.

Non-qualified stock options and restricted stock have been granted to officers, key employees and directors under the Global Payments Inc. 2000 Long-Term Incentive Plan, as amended and restated (the "2000 Plan"), the Global Payments Inc. Amended and Restated 2005 Incentive Plan (the "2005 Plan"), an Amended and Restated 2000 Non-Employee Director Stock Option Plan (the "Director Plan"), and the Global Payments Inc. 2011 Incentive Plan (the "2011 Plan") (collectively, the "Plans"). There were no further grants made under the 2000 Plan after the 2005 Plan was effective and the Director Plan expired by its terms on February 1, 2011 so no further grants will be granted thereunder.

On September 27, 2011, we held our 2011 Annual Meeting of Shareholders (the "Annual Meeting"). At the Annual Meeting, our shareholders approved the 2011 Plan, a plan that permits for grants of equity to employees, officers, directors and consultants. A total of 7.0 million shares of our common stock were reserved and made available for issuance pursuant to awards granted under the 2011 Plan. Effective with the adoption of the 2011 Plan, there will be no future grants under the 2005 Plan.

Certain executives are granted two different types of performance units under our restricted stock program. A portion of those performance units represent the right to earn 0% to 200% of a target number of shares of Global Payments stock depending upon the achievement level of certain performance measures during the grant year ("PRSUs"). The target number of PRSUs and the performance measures (at threshold, target, and maximum) are set by our Compensation Committee. PRSUs are converted to a time-based restricted stock grant only if the Company's performance during the fiscal year exceeds pre-established goals. The other portion of these performance units represent the right to earn 0% to 200% of target shares of Global Payments stock based on Global Payments' relative total shareholder return compared to peer companies over a three year performance period ("TSRs"). The target number of TSRs for each executive is set by our Compensation Committee and a monte carlo simulation is used to calculate the estimated share payout.

The following table summarizes the share-based compensation cost charged to income for (i) all stock options granted, (ii) our restricted stock program (including PRSUs and TSRs), and (iii) our employee stock purchase plan. The total income tax benefit recognized for share-based compensation in the accompanying unaudited statements of income is also presented.

	Three Months Ended		Nine Months Ended	
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011
	(in millions)			
Share-based compensation cost	\$ 4.4	\$ 4.1	\$ 12.8	\$ 11.7
Income tax benefit	\$ 1.5	\$ 1.5	\$ 4.2	\$ 4.1

### Stock Options

Stock options are granted at 100% of fair market value on the date of grant and have 10-year terms. Stock options granted vest one year after the date of grant in 25% increments over a four year period. The Plans provide for accelerated vesting under certain conditions. We have historically issued new shares to satisfy the exercise of options. There were no options granted under the 2005 or 2011 Plans during the nine months ended February 29, 2012.

The following is a summary of our stock option plans as of and for the nine months ended February 29, 2012:

	Options (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in millions)
Outstanding at May 31, 2011	2,453	\$ 32	5.1	\$ 45.9
Granted	—	\$ —		
Forfeited	(48)	\$ 40		
Exercised	(237)	\$ 32		
Outstanding at February 29, 2012	<u>2,168</u>	\$ 33	4.3	\$ 40.1
Options vested and exercisable at February 29, 2012	<u>1,789</u>	\$ 32	3.6	\$ 35.7

The aggregate intrinsic value of stock options exercised during the nine months ended February 29, 2012 and February 28, 2011 was \$4.0 million and \$7.4 million, respectively. As of February 29, 2012, we had \$4.9 million of total unrecognized compensation cost related to unvested options which we expect to recognize over a weighted average period of 1.4 years.

The weighted average grant-date fair values of each option granted during the nine months ended February 28, 2011 were \$12. The fair value of each option granted was estimated on the date of grant using the Black-Scholes valuation model with the following weighted average assumptions for grants during the period:

	Nine Months Ended	
	February 29, 2012	February 28, 2011
<b>2005 Plan</b>		
Risk-free interest rates	—	1.74%
Expected volatility	—	31.96%
Dividend yields	—	0.21%
Expected lives	—	5 years
<b>Directors Plan</b>		
Risk-free interest rates	—	1.31%
Expected volatility	—	31.96%
Dividend yields	—	0.21%
Expected lives	—	5 years

The risk-free interest rate is based on the yield of a zero coupon U.S. Treasury security with a maturity equal to the expected life of the option from the date of the grant. Our assumption on expected volatility is based on our historical volatility. The dividend yield assumption is calculated using our average stock price over the preceding year and the annualized amount of our current quarterly dividend. We based our assumptions on the expected lives of the options on our analysis of the historical exercise patterns of the options and our assumption on the future exercise pattern of options.

**Restricted Stock**

Shares and performance units awarded under the restricted stock program of the 2000 Plan and 2005 Plan are held in escrow and released to the grantee upon the grantee's satisfaction of conditions of the grantee's restricted stock agreement. The grant date

fair value of restricted stock awards is based on the quoted fair market value of our common stock at the award date.

Grants of restricted awards are subject to forfeiture if a grantee, among other conditions, leaves our employment prior to expiration of the restricted period. New grants of restricted awards generally vest one year after the date of grant in 25% increments over a four year period, with the exception of TSRs which vest after a three year period.

The following table summarizes the changes in non-vested restricted stock awards for the nine months ended February 29, 2012.

	<u>Share Awards</u>	<u>Weighted Average Grant-Date Fair Value</u>
	(in thousands)	
Non-vested at May 31, 2011	869	\$ 40
Granted	467	48
Vested	(318)	40
Forfeited	(61)	42
Non-vested at February 29, 2012	<u>957</u>	<u>44</u>

The total fair value of shares vested during the nine months ended February 29, 2012 was \$12.7 million. During the nine months ended February 28, 2011, the weighted average grant-date fair value of shares vested was \$42 and the total fair value of shares vested was \$10.8 million.

We recognized compensation expense for restricted stock of \$3.7 million and \$3.2 million in the three months ended February 29, 2012 and February 28, 2011, respectively. We recognized compensation expense for restricted stock of \$10.7 million and \$9.2 million in the nine months ended February 29, 2012 and February 28, 2011, respectively. As of February 29, 2012, there was \$33.7 million of total unrecognized compensation cost related to unvested restricted stock awards that is expected to be recognized over a weighted average period of 2 years.

#### **Employee Stock Purchase Plan**

We have an Employee Stock Purchase Plan under which the sale of 2.4 million shares of our common stock has been authorized. Employees may designate up to the lesser of \$25,000 or 20% of their annual compensation for the purchase of stock. The price for shares purchased under the plan is 85% of the market value on the last day of the quarterly purchase period. As of February 29, 2012, 1.0 million shares had been issued under this plan, with 1.4 million shares reserved for future issuance.

The weighted average grant-date fair value of each designated share purchased under this plan during the nine months ended February 29, 2012 and February 28, 2011 was \$7 and \$6, respectively, which represents the fair value of the 15% discount.

#### **NOTE 8—SUPPLEMENTAL CASH FLOW INFORMATION**

Supplemental cash flow disclosures are as follows:

	Nine Months Ended	
	February 29, 2012	February 28, 2011
	(in thousands)	
Income taxes paid, net of refunds	\$ 46,112	\$ 36,065
Interest paid	10,431	11,882
Financing receivables:		
Investment (sale) in equipment for financing leases	\$ —	\$ (54)
Principal collections from customers – financing leases	1,862	1,568
Net decrease in financing receivables	<u>\$ 1,862</u>	<u>\$ 1,514</u>

**NOTE 9—NONCONTROLLING INTERESTS**

The following table details the components of redeemable noncontrolling interests for the nine months ended February 29, 2012 and February 28, 2011:

	Nine Months Ended	
	February 29, 2012	February 28, 2011
	(in thousands)	
Beginning balance	\$ 133,858	\$ 102,672
Net income attributable to redeemable noncontrolling interest	9,695	8,418
Distributions to redeemable noncontrolling interest	(7,724)	—
Foreign currency translation adjustment	(815)	—
Increase in the maximum redemption amount of redeemable noncontrolling interest	6,883	15,469
Ending balance	<u>\$ 141,897</u>	<u>\$ 126,559</u>

For the nine months ended February 29, 2012 and February 28, 2011, net income included in the consolidated statements of changes in shareholders' equity is reconciled to net income presented in the consolidated statements of income as follows:

	Nine Months Ended	
	February 29, 2012	February 28, 2011
	(in thousands)	
Net income attributable to Global Payments	\$ 183,075	\$ 150,661
Net income attributable to nonredeemable noncontrolling interest	13,150	6,720
Net income attributable to redeemable noncontrolling interest	9,695	8,418
Net income including noncontrolling interest	<u>\$ 205,920</u>	<u>\$ 165,799</u>

**NOTE 10—SEGMENT INFORMATION**

**General information**

We operate in two reportable segments, North America Merchant Services and International Merchant Services. The merchant services segments primarily offer processing solutions for credit cards, debit cards, and check-related services.

**Information about profit and assets**

We evaluate performance and allocate resources based on the operating income of each segment. The operating income of



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each segment includes the revenues of the segment less those expenses that are directly related to those revenues. Operating overhead, shared costs and certain compensation costs are included in Corporate in the following table. Interest expense or income and income tax expense are not allocated to the individual segments. Lastly, we do not evaluate performance or allocate resources using segment asset data. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies in Note 1.

Information on segments, including revenues by geographic distribution within segments, and reconciliations to consolidated revenues and consolidated operating income are as follows for the three and nine months ended February 29, 2012 and February 28, 2011:

	Three Months Ended		Nine Months Ended	
	February 29, 2012	February 28, 2011	February 29, 2012	February 28, 2011
	(in thousands)			
<b>Revenues:</b>				
United States	\$ 302,105	\$ 249,194	\$ 882,946	\$ 750,495
Canada	76,677	81,066	253,419	243,733
North America merchant services	378,782	330,260	1,136,365	994,228
Europe	116,196	90,531	360,779	244,208
Asia-Pacific	38,561	35,591	109,671	101,611
International merchant services	154,757	126,122	470,450	345,819
Consolidated revenues	\$ 533,539	\$ 456,382	\$ 1,606,815	\$ 1,340,047
<b>Operating income for segments:</b>				
North America merchant services	\$ 62,462	\$ 62,916	\$ 204,893	\$ 198,415
International merchant services	47,911	35,537	148,063	102,279
Corporate	(18,025)	(20,254)	(55,419)	(57,244)
Consolidated operating income	\$ 92,348	\$ 78,199	\$ 297,537	\$ 243,450
<b>Depreciation and amortization:</b>				
North America merchant services	\$ 9,124	\$ 7,961	\$ 26,191	\$ 23,874
International merchant services	15,212	13,336	45,091	31,626
Corporate	922	494	2,215	1,019
Consolidated depreciation and amortization	\$ 25,258	\$ 21,791	\$ 73,497	\$ 56,519

Our results of operations and our financial condition are not significantly reliant upon any single customer.

**NOTE 11—COMMITMENTS AND CONTINGENCIES**

**Redeemable Noncontrolling Interest**

We have a redeemable noncontrolling interest associated with our Asia-Pacific merchant services business. Global Payments Asia-Pacific, Limited, or GPAP, is the entity through which we conduct our merchant acquiring business in the Asia-Pacific region. We own 56% of GPAP and HSBC Asia Pacific owns the remaining 44%. The GPAP shareholders agreement includes provisions pursuant to which HSBC Asia Pacific may compel us to purchase, at the lesser of fair value or a net revenue multiple, additional GPAP shares from HSBC Asia Pacific (the "Put Option"). HSBC Asia Pacific may exercise the Put Option on each anniversary of

the closing of the acquisition. HSBC Asia Pacific did not exercise the Put Option on the first exercisable date of July 24, 2011. By exercising the Put Option, HSBC Asia Pacific can require us to purchase, on an annual basis, up to 15% of the total issued shares of GPAP. We estimate the maximum total redemption amount of the redeemable noncontrolling interest under the Put Option would be \$141.9 million as of February 29, 2012, \$45.6 million of which was puttable to us on July 24, 2011. We have adjusted our redeemable noncontrolling interest to reflect the maximum redemption amount as of February 29, 2012 on our consolidated balance sheet.

### **Processing System Intrusion**

Subsequent to February 29, 2012, we announced an unauthorized access into our processing system. We immediately launched an investigation to prevent further intrusion, mitigate the impact of the unauthorized access and identify the perpetrators. We promptly notified appropriate federal law enforcement and industry parties to allow them to minimize potential cardholder impact. We believe that the affected portion of our processing system is confined to North America and less than 1,500,000 card numbers may have been exported. The investigation to date has revealed that Track 2 card data may have been stolen, but that cardholder names, addresses and social security numbers were not obtained by the criminals. Based on our forensic analysis to date, network monitoring and additional security measures, we believe that this incident is contained. We continue to work with industry third parties, regulators and law enforcement. We have engaged multiple information security and forensics firms to investigate and address this issue.

Based on our public disclosure that card data may have been accessed, we have been advised by Visa that Visa has removed us from Visa's published list of PCI-DSS compliant service providers until we are able to provide to Visa either a forensic report indicating that we remain PCI DSS compliant or a PCI DSS Report on Compliance and Attestation of Compliance from a Qualified Security Assessor highlighting us as PCI DSS compliant. We must complete our forensic investigation and provide our report to Visa before we can revalidate our PCI DSS compliance.

Because we are in the early stages of our investigation, we cannot reasonably estimate the amount or range of any potential losses related to this incident. Accordingly, we have not accrued any losses associated with this matter. If we determine, as more information becomes available, that it is probable that we have incurred losses and we can reasonably estimate those losses, we will accrue such losses in the period in which we make those determinations. Any such losses could be material and may adversely impact our results of operations. Subsequent to February 29, 2012, we have incurred costs associated with the investigation and remediation of this incident, and we are expensing those costs as they are incurred in accordance with our accounting policy for such costs. We have insurance that we believe may cover certain costs and losses associated with this matter, but we have not yet confirmed the extent of such coverage.

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

For an understanding of the significant factors that influenced our results, the following discussion should be read in conjunction with our unaudited consolidated financial statements and related notes appearing elsewhere in this report. This management's discussion and analysis should also be read in conjunction with the management's discussion and analysis and consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended May 31, 2011.

### **General**

We are a provider of electronic payments transaction processing services for consumers, merchants, Independent Sales Organizations (ISOs), financial institutions, government agencies and multi-national corporations located throughout the United States, Canada, the United Kingdom, Spain, the Asia-Pacific region, the Czech Republic and the Russian Federation. We serve as an intermediary to facilitate payments transactions and operate in two business segments, North America Merchant Services and International Merchant Services. We were incorporated in Georgia as Global Payments Inc. in September 2000 and spun-off from our former parent company on January 31, 2001. Including our time as part of our former parent company, we have been in business since 1967.

Our North America Merchant Services and International Merchant Services segments target customers in many vertical industries including financial institutions, gaming, government, health care, professional services, restaurants, retail, universities, nonprofit organizations and utilities.

Our offerings provide merchants, ISOs and financial institutions with credit and debit card transaction processing and check-related services. The majority of our business model provides payment products and services directly to merchants as our end customers. We also provide similar products and services to financial institutions and a limited number of ISOs that, in turn, resell our products and services, in which case, the financial institutions and select ISOs are our end customers. These particular services are marketed in the United States, Canada, and parts of Eastern Europe.

The majority of merchant services revenue is generated on services priced as a percentage of transaction value or a specified fee per transaction, depending on card type. We also charge other fees based on specific services that are unrelated to the number of transactions or the transaction value. Revenue from credit cards and signature debit cards, which are only a U.S. based card type, is generally based on a percentage of transaction value along with other related fees, while revenue from PIN debit cards is typically based on a fee per transaction.

Our products and services are marketed through a variety of sales channels that include a dedicated direct sales force, ISOs, an internal telesales group, retail outlets, trade associations, alliance bank relationships and financial institutions. We seek to leverage the continued shift to electronic payments by expanding market share in our existing markets through our distribution channels or through acquisitions in North America, the Asia-Pacific region and Europe, and investing in and leveraging technology and people, thereby maximizing shareholder value. We also seek to enter new markets through acquisitions in the Asia-Pacific region, Europe, and Latin America.

Our business does not have pronounced seasonality in which more than 30% of our revenues occur in one quarter. However, each geographic channel has somewhat higher and lower quarters given the nature of the portfolio. While there is some variation in seasonality across markets, the first and fourth quarters are generally the strongest, and the third quarter tends to be the slowest due to lower volumes in the months of January and February.

### **Executive Overview**

Revenues increased \$266.8 million, or 20%, during the nine months ended February 29, 2012 compared to the prior year's comparable period. Revenue growth was driven by strong performance across certain of our regions, and the impact of our acquisition in Spain on December 20, 2010.

Operating income increased \$54.1 million during the nine months ended February 29, 2012 compared to the prior year's comparable period. Operating margins for the nine months ended February 29, 2012 increased to 18.5% compared to 18.2% during the nine months ended February 28, 2011. The increase in operating margin is primarily due to strong results in our International

merchant services segment, partially offset by the margin dilutive effect of our U.S. ISO channel.

For the nine months ended February 29, 2012 currency exchange rate fluctuations increased our revenues by \$11.5million and our earnings by \$0.04 per diluted share. To calculate this impact, we converted our fiscal 2012 actual revenues and expenses from continuing operations at fiscal 2011 currency exchange rates. Further fluctuations in currency exchange rates or decreases in consumer spending could cause our results to differ from our current expectations.

During our third fiscal quarter we completed three acquisitions which expand our International and e-commerce presence. In December 2011, our UCS subsidiary acquired Alfa-Bank's merchant acquiring business. Alfa-Bank is the largest privately owned bank in Russia. In December 2011, we also acquired a merchant acquiring business in Malta and in January 2012 acquired a U.S. e-commerce portfolio. The aggregate purchase price for these three transactions was approximately \$44 million.

**Results of Operations**

The following table shows key selected financial data for the three months ended February 29, 2012 and February 28, 2011, this data as a percentage of total revenue, and the changes between three months ended February 29, 2012 and February 28, 2011, in dollars and as a percentage of the prior year's comparable period. Comercia's results of operations are included in our consolidated results of operations and results of operations of our International merchant services segment from December 20, 2010, the date we acquired our controlling financial interest.

	Three Months Ended February 29, 2012	% of Revenue <sup>(1)</sup>	Three Months Ended February 28, 2011	% of Revenue <sup>(1)</sup>	Change	% Change
(dollar amounts in thousands)						
<b>Revenues:</b>						
United States	\$ 302,105	57	\$ 249,194	55	\$ 52,911	21
Canada	76,677	14	81,066	18	(4,389)	(5)
North America merchant services	378,782	71	330,260	72	48,522	15
Europe	116,196	22	90,531	20	25,665	28
Asia-Pacific	38,561	7	35,591	8	2,970	8
International merchant services	154,757	29	126,122	28	28,635	23
Total revenues	<u>\$ 533,539</u>	<u>100</u>	<u>\$ 456,382</u>	<u>100</u>	<u>\$ 77,157</u>	<u>17</u>
<b>Consolidated operating expenses:</b>						
Cost of service	\$ 194,218	36.4	\$ 168,332	36.9	\$ 25,886	15
Sales, general and administrative	246,973	46.3	209,851	46.0	37,122	18
Operating income	<u>\$ 92,348</u>	<u>17.3</u>	<u>\$ 78,199</u>	<u>17.1</u>	<u>\$ 14,149</u>	<u>18</u>
<b>Operating income for segments:</b>						
North America merchant services	\$ 62,462		\$ 62,916		\$ (454)	(1)
International merchant services	47,911		35,537		12,374	35
Corporate	(18,025)		(20,254)		2,229	11
Operating income	<u>\$ 92,348</u>		<u>\$ 78,199</u>		<u>\$ 14,149</u>	<u>18</u>
<b>Operating margin for segments:</b>						
North America merchant services	16.5%		19.1%		(2.6)%	
International merchant services	31.0%		28.2%		2.8 %	

<sup>(1)</sup> Percentage amounts may not sum to the total due to rounding.

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The following table shows key selected financial data for the nine months ended February 29, 2012 and February 28, 2011, this data as a percentage of total revenue, and the changes between nine months ended February 29, 2012 and February 28, 2011, in dollars and as a percentage of the prior year's comparable period. Comercia's results of operations are included in our consolidated results of operations and results of operations of our International merchant services segment from December 20, 2010, the date we acquired our controlling financial interest. Accordingly, results of operations for the nine months ended February 29, 2012 reflect the results of Comercia's operations, while results of operations for seven of the nine months ended February 28, 2011 do not reflect these results for the entire prior year.

	Nine Months Ended February 29, 2012	% of Revenue <sup>(1)</sup>	Nine Months Ended February 28, 2011	% of Revenue <sup>(1)</sup>	Change	% Change
(dollar amounts in thousands)						
<b>Revenues:</b>						
United States	\$ 882,946	55	\$ 750,495	56	\$ 132,451	18
Canada	253,419	16	243,733	18	9,686	4
North America merchant services	1,136,365	71	994,228	74	142,137	14
Europe	360,779	22	244,208	18	116,571	48
Asia-Pacific	109,671	7	101,611	8	8,060	8
International merchant services	470,450	29	345,819	26	124,631	36
<b>Total revenues</b>	<b>\$ 1,606,815</b>	<b>100</b>	<b>\$ 1,340,047</b>	<b>100</b>	<b>\$ 266,768</b>	<b>20</b>
<b>Consolidated operating expenses:</b>						
Cost of service	\$ 571,685	35.6	\$ 473,578	35.3	\$ 98,107	21
Sales, general and administrative	737,593	45.9	623,019	46.5	114,574	18
Operating income	\$ 297,537	18.5	\$ 243,450	18.2	\$ 54,087	22
<b>Operating income for segments:</b>						
North America merchant services	\$ 204,893		\$ 198,415		\$ 6,478	3
International merchant services	148,063		102,279		45,784	45
Corporate	(55,419)		(57,244)		1,825	3
Operating income	\$ 297,537		\$ 243,450		\$ 54,087	22
<b>Operating margin for segments:</b>						
North America merchant services	18.0%		20.0%		(2.0)%	
International merchant services	31.5%		29.6%		1.9%	

<sup>(1)</sup> Percentage amounts may not sum to the total due to rounding.

Processing System Intrusion

Subsequent to February 29, 2012, we announced an unauthorized access into our processing system. We immediately launched an investigation to prevent further intrusion, mitigate the impact of the unauthorized access and identify the perpetrators. We promptly notified appropriate federal law enforcement and industry parties to allow them to minimize potential cardholder impact. We believe that the affected portion of our processing system is confined to North America and less than 1,500,000 card numbers may have been exported. The investigation to date has revealed that Track 2 card data may have been stolen, but that cardholder names, addresses and social security numbers were not obtained by the criminals. Based on our forensic analysis to date, network monitoring and additional security measures, we believe that this incident is contained. We continue to work with industry third parties, regulators and law enforcement. We have engaged multiple information security and forensics firms to investigate and address this issue.

Based on our public disclosure that card data may have been accessed, we have been advised by Visa that Visa has removed us from Visa's published list of PCI-DSS compliant service providers until we are able to provide to Visa either a forensic report indicating that we remain PCI DSS compliant or a PCI DSS Report on Compliance and Attestation of Compliance from a Qualified Security Assessor highlighting us as PCI DSS compliant. We must complete our forensic investigation and provide our report to Visa before we can revalidate our PCI DSS compliance.

Because we are in the early stages of our investigation, we cannot reasonably estimate the amount or range of any potential losses related to this incident. Accordingly, we have not accrued any losses associated with this matter. If we determine, as more information becomes available, that it is probable that we have incurred losses and we can reasonably estimate those losses, we will accrue such losses in the period in which we make those determinations. Any such losses could be material and may adversely impact our results of operations. Subsequent to February 29, 2012, we have incurred costs associated with the investigation and remediation of this incident, and we are expensing those costs as they are incurred in accordance with our accounting policy for such costs. We have insurance that we believe may cover certain costs and losses associated with this matter, but we have not yet confirmed the extent of such coverage.

### Revenues

We derive our revenues from three primary sources: charges based on volumes and fees for services, charges based on transaction quantity, and equipment sales and rentals, and service fees. Revenues generated by these areas depend upon a number of factors, such as demand for and price of our services, the technological competitiveness of our product offerings, our reputation for providing timely and reliable service, competition within our industry and general economic conditions.

For the three months ended February 29, 2012, revenues increased 17% to \$533.5 million compared to the prior year's comparable period. For the nine months ended February 29, 2012, revenues increased 20% to \$1,606.8 million compared to the prior year's comparable period primarily due to strong performance across certain of our regions, and the impact of our acquisition in Spain on December 20, 2010

Our revenues have been affected by fluctuations in foreign currency exchange rates. For the three months ended February 29, 2012, currency exchange rate fluctuations decreased our revenues by \$5.4 million. For the nine months ended February 29, 2012, currency exchange rate fluctuations increased our revenues by \$11.5 million.

### *North America Merchant Services Segment*

For the three months ended February 29, 2012, revenue from our North America merchant services segment increased 15% to \$378.8 million compared to the prior year's comparable period. For the nine months ended February 29, 2012, revenue from our North America merchant services segment increased 14% to \$1,136.4 million compared to the prior year's comparable period. North America revenue growth was driven by our U.S. ISO channel, reduced interchange expenses due to legislation as explained below, strong growth from our gaming business and solid performance from our direct sales channel.

We grow our United States revenue by adding small and mid-market merchants in diversified vertical markets, primarily through our ISO channel. For the three and nine months ended February 29, 2012, our United States direct credit and debit card processed transactions grew 12% and 13%, respectively, compared to the prior year period. Increased spreads, primarily driven by the Durbin amendment, have offset the impact of lower average ticket, which decreased by 6% and 4% for the three and nine months ended February 29, 2012, respectively. This decline in average ticket is primarily due to a shift toward smaller merchants added through our ISO channel. Smaller merchants tend to have lower average tickets than larger merchants. The effect of consumers replacing cash-based payments with debit card transactions also lowers our overall average ticket amounts. Based on our mix of merchants, slightly more than half of our United States transactions are comprised of a combination of signature- and PIN-based debit transactions, with PIN-based debit transactions representing less than 10% of our total transactions.

On June 29, 2011, the Federal Reserve board adopted the final rule implementing Section 1075 ("the Durbin amendment") of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Effective October 1, 2011, the Durbin amendment capped the

amount of debit interchange that card issuers may charge on debit transactions. Our interchange expenses decreased as a result of the Durbin amendment. We recognize revenue net of interchange expense; therefore, our revenues increased for the three and nine months ended February 29, 2012 as a result of lower interchange expense. We believe that any future benefits resulting from the Durbin amendment are uncertain due to our competitive marketplace.

For the three months ended February 29, 2012, our Canadian revenue decreased 5%, and our credit and debit card processed transactions grew 6% compared to the prior year period. The decrease in revenues is primarily due to market driven pricing pressure and unfavorable currency trends in Canada.

For the nine months ended February 29, 2012, our Canadian revenue increased 4%, and our credit and debit card processed transactions grew 5% compared to the prior year period. The increase in revenue was due to Canada credit and debit card transaction growth and favorable currency trends in Canada, which were somewhat offset by market-driven pricing pressure compared to the prior year's comparable period.

#### *International Merchant Services Segment*

For the three months ended February 29, 2012, International merchant services revenue increased 23% to \$154.8 million compared to the prior year's comparable period. For the nine months ended February 29, 2012, International merchant services revenue increased 36% to \$470.5 million compared to the prior year's comparable period.

Our Europe merchant services revenue for the three months ended February 29, 2012 increased 28% to \$116.2 million compared to the prior year period. Our Europe merchant services revenue for the nine months ended February 29, 2012 increased 48% to \$360.8 million compared to the prior year period. These revenue increases were driven primarily by the impact of our acquisition in Spain on December 20, 2010, pricing benefits in the United Kingdom and favorable foreign currency trends during the nine months ended February 29, 2012.

Asia-Pacific merchant services revenue for the three months ended February 29, 2012 increased 8% to \$38.6 million compared to the prior year's comparable period. Asia-Pacific merchant services revenue for the nine months ended February 29, 2012 increased 8% to \$109.7 million compared to the prior year's comparable period. The growth was due to solid business performance across the region. Revenues in the prior year included the roll-out of new products by a major retailer.

#### *Consolidated Operating Expenses*

Cost of service consists primarily of the following costs: operations-related personnel, including those who monitor our transaction processing systems and settlement functions; assessment fees paid to card networks; transaction processing systems, including third-party services; network telecommunications capability; depreciation and occupancy costs associated with the facilities performing these functions; amortization of intangible assets; and provisions for operating losses.

Cost of service increased 15% and 21% for the three and nine months ended February 29, 2012, respectively, compared to the prior year's comparable period primarily driven by revenue growth.

Sales, general and administrative expenses consists primarily of salaries, wages and related expenses paid to sales personnel; non-revenue producing customer support functions and administrative employees and management; commissions paid to ISOs, independent contractors, and other third parties, advertising costs; other selling expenses, share-based compensation expenses and occupancy of leased space directly related to these functions.

Sales, general and administrative expenses increased 18% for the three months and nine months ended February 29, 2012 compared to the prior year's comparable period. This increase is primarily due to an increase in commission payments to ISOs. As a percentage of revenue, sales, general and administrative expense remained relatively flat at 46.3% for the three months ended February 29, 2012 compared to 46.0% in the prior year's comparable period. As a percentage of revenue, sales, general and administrative expense decreased to 45.9% for the nine months ended February 29, 2012 compared to 46.5% in the prior year's comparable period. This decrease is due to increasing revenues due to pricing changes in the United Kingdom which did not have proportional increases in sales, general and administrative expenses.



Operating Income and Operating Margin for Segments

For the purpose of discussing segment operations, we refer to operating income as calculated by subtracting segment direct expenses from segment revenue. Overhead and shared expenses, including share-based compensation costs, are not allocated to segment operations; they are reported in the caption "Corporate." Similarly, references to operating margin regarding segment operations mean segment operating income divided by segment revenue.

*North America Merchant Services Segment*

Operating income in the North America merchant services segment decreased 1% for the three months ended February 29, 2012 compared to the prior year's comparable period. The operating margin was 16.5% and 19.1% for the three months ended February 29, 2012 and February 28, 2011, respectively. The decrease in operating margin was primarily driven by ISO channel dilution, including the impact of the Durbin amendment and spread compression and unfavorable currency trends in Canada.

Operating income in the North America merchant services segment increased 3% for the nine months ended February 29, 2012 compared to the prior year's comparable period. The increase in operating income was driven by growth in the U.S. primarily driven by our ISO channel resulting in operating margins decreasing during fiscal 2012. The operating margin was 18.0% and 20.0% for the nine months ended February 29, 2012 and February 28, 2011, respectively.

Effective October 1, 2011, the new debit interchange legislation capped the amount of interchange that card issuers may charge on debit transactions. Our interchange expenses decreased as a result of this. We recognize revenue net of interchange expense; therefore, our revenues increased as a result of lower interchange expense with a resulting increase in operating income as well. Increased revenues came primarily through our ISO channel, where reduced interchange fees led to higher revenues and a proportional increase in ISO commission expense, with an associated reduction in our operating margin.

*International Merchant Services Segment*

Operating income in the International merchant services segment increased 35% to \$47.9 million for the three months ended February 29, 2012 compared to the prior year's comparable period. The operating margin was 31.0% and 28.2% for the three months ended February 29, 2012 and February 28, 2011, respectively.

Operating income in the International merchant services segment increased 45% to \$148.1 million for the nine months ended February 29, 2012 compared to the prior year's comparable period. The operating margin was 31.5% and 29.6% for the nine months ended February 29, 2012 and February 28, 2011, respectively. The increase in operating margin is due to the strong segment results, pricing benefits in the United Kingdom and a marketing fee true-up in Spain.

*Corporate*

Our corporate expenses include costs associated with our Atlanta headquarters, expenses related to our Global Service Center in Manila, Philippines that have not been allocated to our business segments, insurance, employee incentive programs, and certain corporate staffing areas, including finance, accounting, information technology, legal, human resources, marketing, and executive. Corporate also includes expenses associated with our share-based compensation programs. Our corporate costs decreased 11% to \$18.0 million for the three months ended February 29, 2012 compared to the prior year's comparable period. Our corporate costs decreased 3% to \$55.4 million for the nine months ended February 29, 2012 compared to the prior year's comparable period. Prior year corporate costs included expenses related to our Global Service Center in Manila, Philippines and employee and termination benefits.

*Consolidated Operating Income*

During the three months ended February 29, 2012, our consolidated operating income increased \$14.1 million to \$92.3 million compared to the prior year's comparable period. During the nine months ended February 29, 2012, our consolidated operating income increased \$54.1 million to \$297.5 million compared to the prior year's comparable period. The increase in our consolidated operating income is primarily due to the strong performance in our International merchant services segment.

*Consolidated Other Income/Expense, Net*

Other income and expense consists primarily of interest income and interest expense. Other expense, net, decreased to \$1.3 million for the three months ended February 29, 2012 compared to \$2.7 million in the prior year's comparable period. Other expense, net, decreased to \$5.5 million for the nine months ended February 29, 2012 compared to \$6.2 million in the prior year's comparable period. Interest expense decreased during the three and nine months ended February 29, 2012 due to lower term loan borrowings.

*Provision for Income Taxes*

Our effective tax rate was 27.8% for the three months ended February 29, 2012 and February 28, 2011. Our effective tax rates were 29.5% and 29.7% for the nine months ended February 29, 2012 and February 28, 2011, respectively. The effective tax rates for the nine months ended February 29, 2012 and February 28, 2011 reflect adjustments to our UK deferred tax asset due to legislated enacted corporate tax rate reductions in the United Kingdom of 2% and 1%, respectively.

*Noncontrolling Interests, Net of Tax*

Noncontrolling interests, net of tax increased to \$7.8 million from \$6.3 million for the three months ended February 29, 2012 and February 28, 2011, respectively. Noncontrolling interests, net of tax increased to \$22.8 million from \$15.1 million for the nine months ended February 29, 2012 and February 28, 2011, respectively. This increase is primarily due to our acquisition of a 51% controlling financial interest in Comercia on December 20, 2010.

**Liquidity and Capital Resources**

A significant portion of our liquidity comes from operating cash flows. Cash flow from operations is used to make planned

capital investments in our business, to pursue acquisitions that meet our corporate objectives, to pay dividends, and to pay off debt and repurchase our shares at the discretion of our Board of Directors. Accumulated cash balances are invested in high quality and marketable short term instruments.

Our capital plan objectives are to support the Company's operational needs and strategic plan for long-term growth while maintaining a low cost of capital. Lines of credit are used in certain of our markets to fund settlement and as a source of working capital and, along with other bank financing, to fund acquisitions. We regularly evaluate our liquidity and capital position relative to cash requirements, and we may elect to raise additional funds in the future, either through the issuance of debt, equity or otherwise.

At February 29, 2012, we had cash and cash equivalents totaling \$735.7 million. Of this amount, we consider \$240.6 million to be available cash. Our available cash balance includes \$211.5 million of cash held by foreign subsidiaries whose earnings are considered permanently reinvested for U.S. tax purposes. These cash balances reflect our capital investments in these subsidiaries and the accumulation of cash flows generated by each subsidiary's operations, net of cash flows used to service debt locally and fund non-US acquisitions. We believe that we are able to maintain a sufficient level of liquidity for our domestic operations and commitments without repatriation of the cash held by these foreign subsidiaries. If we were to repatriate some or all of the cash held by such foreign subsidiaries, we do not believe that the associated income tax liabilities would have a significant impact on our liquidity.

Available cash generally excludes settlement related and merchant reserve cash balances. Settlement related cash balances represent funds that we hold on behalf of our member sponsors when the incoming amount from the card networks precedes the member sponsors' funding obligation to the merchant. Merchant reserve cash balances represent funds collected from our merchants that serve as collateral ("Merchant Reserves") to minimize contingent liabilities associated with any losses that may occur under the merchant agreement. At February 29, 2012, our cash and cash equivalents included \$330.9 million related to Merchant Reserves. While this cash is not restricted in its use, we believe that designating this cash to collateralize Merchant Reserves strengthens our fiduciary standing with our member sponsors and is in accordance with the guidelines set by the card networks. See *Cash and cash equivalents* and *Settlement processing assets and obligations* under Note 1 in the notes to the consolidated financial statements for additional details.

Operating activities used net cash of \$226.8 million during the nine months ended February 29, 2012 compared to providing net cash of \$733.3 million during the prior year's comparable period. The decrease in cash flow from operating activities was primarily due the change in net settlement processing assets and obligations of \$968.0 million. At February 29, 2012 we had lower settlement related cash balances due to settlement timing. Our settlement cash balances and the corresponding settlement processing obligations were unusually high at May 31, 2011 due to the timing of month end cut off. See *Settlement processing assets and obligations* under Note 1 in the notes to the unaudited consolidated financial statements for additional details.

Net cash used in investing activities decreased \$131.8 million to \$113.5 million for the nine months ended February 29, 2012 from the prior year's comparable period, primarily due to our \$165.0 million, net of cash, investment in a limited partnership with "la Caixa" during the nine months ended February 28, 2011. During the nine months ended February 29, 2012, our business, intangible and other asset acquisitions were \$44.2 million.

For the nine months ended February 29, 2012, we used \$268.0 million in cash for financing activities compared to \$50.0 million cash provided by financing activities in the prior year. The increase in cash used in financing activities was primarily due to increased payments on our line of credit borrowings and long-term debt obligations which was offset by an increase in borrowings on our Corporate Credit Facility primarily to fund the share repurchase program. Distributions to noncontrolling interest partners also increased for the nine months ended February 29, 2012 when compared to the prior year. During the nine months ended February 29, 2012 we repurchased 2,290,059 shares of our common stock at a cost of \$99.6 million.

We believe that our current level of cash and borrowing capacity under our lines of credit described below, together with future cash flows from operations, are sufficient to meet the needs of our existing operations and planned requirements for the foreseeable future. During fiscal year 2012, we expect capital expenditures to range between \$95.0 and \$105.0 million.

#### **Contractual Obligations**

The operating lease commitments disclosed in our Annual Report on Form 10-K for the year ended May 31, 2011 have not changed significantly. Our remaining current contractual and other obligations are as follows:

*Redeemable Noncontrolling interest*

We have a redeemable noncontrolling interest associated with our Asia-Pacific merchant services business. Global Payments Asia-Pacific, Limited, or GPAP, is the entity through which we conduct our merchant acquiring business in the Asia-Pacific region. We own 56% of GPAP and HSBC Asia Pacific owns the remaining 44%. The GPAP shareholders agreement includes provisions pursuant to which HSBC Asia Pacific may compel us to purchase, at the lesser of fair value or a net revenue multiple, additional GPAP shares from HSBC Asia Pacific (the “Put Option”). HSBC Asia Pacific may exercise the Put Option on each anniversary of the closing of the acquisition. HSBC Asia Pacific did not exercise the Put Option on the first exercisable date of July 24, 2011. By exercising the Put Option, HSBC Asia Pacific can require us to purchase, on an annual basis, up to 15% of the total issued shares of GPAP. We estimate the maximum total redemption amount of the redeemable noncontrolling interest under the Put Option would be \$141.9 million as of February 29, 2012, \$45.6 million of which was puttable to us on July 24, 2011. We have adjusted our redeemable noncontrolling interest to reflect the maximum redemption amount as of February 29, 2012 on our consolidated balance sheet. If we were to purchase some or all of HSBC's interest in GPAP on a mutually agreed upon basis, the purchase price of such interest would be the subject of negotiations with HSBC.

*Data Center Relocation*

We have undertaken the relocation of our primary data center. We have entered into agreements related to this relocation and for the ongoing management of the data center, and we are contractually committed to make payments for the ongoing management of our data center through December 31, 2016 of approximately \$13 million per year.

*Long-Term Debt and Credit Facilities*

Outstanding debt consisted of the following:

	February 29, 2012	May 31, 2011
	(in thousands)	
Lines of credit:		
Corporate Credit Facility - long term	\$ 154,500	\$ 183,975
Short-term lines of credit:		
United Kingdom Credit Facility	85,661	108,333
Hong Kong Credit Facility	74,400	73,554
Canada Credit Facility	5,800	18,725
Malaysia Credit Facility	10,343	17,743
Spain Credit Facility	15,096	17,646
Singapore Credit Facility	10,013	17,245
Philippines Credit Facility	6,354	9,736
Maldives Credit Facility	3,362	3,202
Macau Credit Facility	2,468	2,372
Sri Lanka Credit Facility	2,219	2,189
Total short-term lines of credit	<u>\$ 215,716</u>	<u>\$ 270,745</u>
Total lines of credit	370,216	454,720
Notes Payable	11,819	14,285
Term loans	94,032	155,759
Total debt	<u>\$ 476,067</u>	<u>\$ 624,764</u>
Current portion	\$ 298,221	\$ 356,547
Long-term debt	177,846	268,217
Total debt	<u>\$ 476,067</u>	<u>\$ 624,764</u>

## Lines of Credit

The Corporate Credit Facility is available for general corporate purposes and to fund future strategic acquisitions. Our short-term line of credit facilities are used to fund settlement and provide a source of working capital. With certain of our credit facilities, the facility nets the amounts pre-funded to merchants against specific cash balances in local Global Payments accounts, which we characterize as cash and cash equivalents. Therefore, the amounts reported in lines of credit, which represents the amounts pre-funded to merchants, may exceed the stated credit limit, when in fact the combined position is less than the credit limit. The total available incremental borrowings under our credit facilities at February 29, 2012 were \$990.4 million, of which \$445.5 million is available under our Corporate Credit Facility.

During the quarter ended February 29, 2012 the maximum and average borrowings under our credit facilities were \$987.4 million and \$542.1 million, respectively. The weighted average interest rates on these borrowings were 1.77% and 1.70%, respectively. Our maximum borrowed amount was greater than our average and period end borrowings due to the timing of settlement funding.

## Term Loans

We have a five year unsecured \$200.0 million term loan agreement with a syndicate of banks in the United States which we used to partially fund our HSBC Merchant Services LLP acquisition. The term loan bears interest, at our election, at the prime rate or LIBOR, plus a leverage based margin. As of February 29, 2012 the interest rate on the term loan was 1.25%. The term loan calls for quarterly principal payments of \$5.0 million beginning with the quarter ended August 31, 2008 and increasing to \$10.0 million beginning with the quarter ended August 31, 2010 and \$15.0 million beginning with the quarter ending August 31, 2011. As of February 29, 2012, the outstanding balance of the term loan was \$75.0 million.

We have a \$300.0 million term loan agreement (\$230.0 million and £43.5 million) with a syndicate of financial institutions. We used the proceeds of this term loan to pay down our then-existing credit facility which had been used to initially fund the purchase of the remaining 49% interest in the LLP. In December 2010, the entire balance of the United States dollar portion of the term loan was repaid by a borrowing on the Corporate Credit Facility, and the facility terms were amended. The term loan expires in July 2012 and has a variable interest rate based on LIBOR plus a leverage based margin. As of February 29, 2012, the interest rate on the remaining British Pound Sterling portion of the term loan was 2.12%. The term loan requires quarterly principal payments of £2.2 million beginning with the quarter ended August 31, 2009 and increasing to £3.3 million beginning with the quarter ended August 31, 2010. As of February 29, 2012, the outstanding balance of this term loan was \$19.0 million (£12.0 million).

## Notes Payable

UCS, our subsidiary in the Russian Federation has notes payable with a total outstanding balance of approximately \$11.8 million at February 29, 2012. These notes have fixed interest rates ranging from 8.0% to 10.0% with maturity dates ranging from March 2012 through December 2016.

## Compliance with Covenants

There are certain financial and non-financial covenants contained in our various credit facilities and term loans. Our term loan agreements include financial covenants requiring a leverage ratio no greater than 3.25 to 1.00 and a fixed charge coverage ratio no less than 2.50 to 1.00. We complied with these covenants as of and for the nine months ended February 29, 2012.

## Critical Accounting Estimates

In applying the accounting policies that we use to prepare our consolidated financial statements, we necessarily make accounting estimates that affect our reported amounts of assets, liabilities, revenues, and expenses. Some of these accounting estimates require us to make assumptions about matters that are highly uncertain at the time we make the accounting estimates. We base these assumptions and the resulting estimates on historical information and other factors that we believe to be reasonable under the circumstances, and we evaluate these assumptions and estimates on an ongoing basis; however, in many instances we reasonably could have used different accounting estimates, and in other instances changes in our accounting estimates are reasonably likely to

occur from period to period, with the result in each case being a material change in the financial statement presentation of our financial condition or results of operations. We refer to accounting estimates of this type as “critical accounting estimates.”

Accounting estimates necessarily require subjective determinations about future events and conditions. During the nine months ended February 29, 2012, we have not adopted any new critical accounting policies, have not changed any critical accounting policies and have not changed the application of any critical accounting policies from the year ended May 31, 2011. You should read the Critical Accounting Estimates in Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations, Item 1A – Risk Factors included in our Annual Report on Form 10-K for the year ended May 31, 2011 and our summary of significant accounting policies in Note 1 of our notes to the unaudited consolidated financial statements in this Form 10-Q.

#### **Special Cautionary Notice Regarding Forward-Looking Statements**

We believe that it is important to communicate our plans and expectations about the future to our shareholders and to the public. Investors are cautioned that some of the statements we use in this report, and in some of the documents we incorporate by reference in this report, contain forward-looking statements and are made pursuant to the “safe-harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve a number of risks and uncertainties, are predictive in nature, and depend upon or refer to future events or conditions. You can sometimes identify forward-looking statements by our use of the words “believes,” “anticipates,” “expects,” “intends,” “plans” and similar expressions. Actual events or results might differ materially from those expressed or forecasted in these forward-looking statements.

Although we believe that the plans and expectations reflected in or suggested by our forward-looking statements are reasonable, those statements are based on a number of assumptions, estimates, projections or plans that are inherently subject to significant risks, uncertainties, and contingencies that are subject to change. Accordingly, we cannot guarantee you that our plans and expectations will be achieved. Our actual revenues, revenue growth and margins, other results of operations and shareholder values could differ materially from those anticipated in our forward-looking statements as a result of many known and unknown factors. We advise you to review the risk factors presented in Item 1A – Risk Factors of our Annual Report on Form 10-K for the fiscal year ended May 31, 2011 for information on some of the matters which could adversely affect our business and results of operations.

Our forward-looking statements speak only as of the date they are made and should not be relied upon as representing our plans and expectations as of any subsequent date. While we may elect to update or revise forward-looking statements at some time in the future, we specifically disclaim any obligation to release publicly the results of any revisions to our forward-looking statements. You are advised, however, to consult any further disclosures we make in our reports filed with the Securities and Exchange Commission and in our press releases.

#### **Where to Find More Information**

We file annual and quarterly reports, proxy statements and other information with the SEC. You may read and print materials that we have filed with the SEC from their website at [www.sec.gov](http://www.sec.gov). In addition, certain of our SEC filings, including our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and amendments thereto can be viewed and printed from the investor information section of our website at [www.globalpaymentsinc.com](http://www.globalpaymentsinc.com) free of charge. Certain materials relating to our corporate governance, including our senior financial officers’ code of ethics, are also available in the investor information section of our website. Copies of our filings and specified exhibits and these corporate governance materials are also available, free of charge, by writing or calling us using the address or phone number on the cover of this Form 10-Q. You may also telephone our investor relations office directly at (770) 829-8234. We are not including the information on our website as a part of, or incorporating it by reference into, this report.

Our SEC filings may also be viewed and copied at the following SEC public reference room, and at the offices of the New York Stock Exchange, where our common stock is quoted under the symbol “GPN.”

SEC Public Reference Room  
100 F Street, N.E.  
Washington, DC 20549  
(You may call the SEC at 1-800-SEC-0330 for further information on the public reference room.)

NYSE Euronext  
20 Broad Street  
New York, NY 10005

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

We are exposed to market risk related to changes in interest rates on our debt and cash investments. Our long-term debt has the option of variable interest rates based on the prime rate or London Interbank Offered Rate plus a margin based on our leverage position. We invest our excess cash in securities that we believe are highly liquid and marketable in the short term. These investments are not held for trading or other speculative purposes. Interest rates on our lines of credit are based on market rates and fluctuate accordingly. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes and believe the market risk arising from investment instruments and debt to be minimal.

Although the majority of our operations are conducted in U.S. dollars, a substantial amount of our operations are conducted in foreign currencies. Consequently, a portion of our revenues and expenses may be affected by fluctuations in foreign currency exchange rates. We are also affected by fluctuations in exchange rates on assets and liabilities related to our foreign operations. We have not hedged our translation risk on foreign currency exposure. For the nine months ended February 29, 2012, currency rate fluctuations increased our revenues by \$11.5 million and our diluted earnings per share by \$0.04. To calculate this we converted our fiscal 2012 actual revenues and expenses from continuing operations at fiscal 2011 currency exchange rates.

### **Item 4. Controls and Procedures**

As of February 29, 2012, management carried out, under the supervision and with the participation of our principal executive officer and principal financial officer, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of February 29, 2012, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and are designed to ensure that information required to be disclosed in those reports is accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

We have and plan to continue to rely on Caixa d'Estalvis i Pensions de Barcelona ("la Caixa") to provide financial data, such as revenue billed to merchants, to assist us with compiling our accounting records until we can fully integrate the Comercia financial reporting functions into our own. Accordingly, our internal controls over financial reporting could be materially affected, or are reasonably likely to be materially affected, by la Caixa internal controls and procedures. In order to mitigate this risk, we have implemented internal controls over financial reporting which monitor the accuracy of the financial data being provided by la Caixa.

There were no changes in our internal control over financial reporting during the quarter ended February 29, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **Item 1A. Risk Factors**

There have been no material changes from the risk factors disclosed in Part 1, Item 1A, of our Annual Report on Form 10-K for the fiscal year ended May 31, 2011 other than the risk factor entitled "*Security breaches could harm our reputation and adversely affect future earnings*" which is revised and set forth below:

*Security breaches could harm our reputation and adversely affect future earnings*

We collect and store sensitive data about merchants and cardholders, including names, addresses, social security numbers, drivers' license numbers, and checking account numbers. In addition, we maintain a database of cardholder data relating to specific transactions, including bankcard numbers, in order to process the transactions and for fraud prevention. We process that data and deliver our products and services by utilizing computer systems and telecommunications networks operated both by us and by third party service providers.

Computer malware, viruses and hacking attacks have become more prevalent in our industry, have occurred on our systems in the past, and may occur on our systems in the future. For example, recently we announced an unauthorized access into a portion of our processing system and determined card data may have been accessed. We immediately launched an investigation to prevent further intrusion, mitigate the impact of the unauthorized access and identify the perpetrators. We promptly notified appropriate federal law enforcement and industry parties to allow them to minimize potential cardholder impact. We believe that the affected portion of our processing system is confined to North America and less than 1,500,000 card numbers may have been exported. The investigation to date has revealed that Track 2 card data may have been stolen, but that cardholder names, addresses and social security numbers were not obtained by the criminals. Based on our forensic analysis to date, network monitoring and additional security measures, we believe that this incident is contained. We continue to work with industry third parties, regulators and law enforcement. We have engaged multiple information security and forensics firms to investigate and address this issue.

This and any other security breach or other misuse of such data could affect us in the following ways:

- harm our reputation, which may deter customers from using our products and services, and adversely affect investor confidence;
- increase our operating expenses due to the employment of consultants and third party experts and the purchase of unbudgeted infrastructure, all in order to correct the breaches or failures;
- disrupt our operations, including potential service interruptions, if we do not fully identify and remediate this or other security breaches;
- increase our risk of regulatory scrutiny;
- result in the imposition of penalties and fines under state, federal and foreign laws, and fines and reissue fees from the card networks;
- adversely affect our continued card network registration and financial institution sponsorship; and
- subject us to potential litigation from customers, investors, industry participants, regulatory agencies, state governments, and others.

Despite our efforts to ensure the integrity of our systems, it is possible that we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because security attacks can originate from a wide variety of sources. We also face the risk of operational disruption, failure, termination or capacity constraints of any of the third parties that facilitate our business, such as telecommunications providers.

Global does carry insurance intended to provide the resources necessary to correct any breaches or failures and minimize the adverse effect on our operations and financial performance; however, we cannot assure you that such insurance would be sufficient for those purposes, and in addition, insurance payments would not alleviate the effect of a breach on our reputation and customer loyalty, among other things.

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

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The shares repurchased in the third quarter of fiscal 2012, the average price paid, including commissions, and the dollar value remaining available for purchase are as follows:



<b>Period</b>	<b>Total Number of Shares (or Units) Purchased (a)</b>	<b>Average Price Paid per Share (or Unit) (b)</b>	<b>Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (c)</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (d)</b>
December 1, 2011 – December 31, 2011	—	—	—	\$ —
January 1, 2012 – January 31, 2012	—	—	—	\$ —
February 1, 2012 – February 29, 2012	—	—	—	\$ —
Total	—	—	—	

Note: On August 8, 2011, our Board of Directors approved a share repurchase program that authorized the purchase of up to \$100 million of Global Payments' stock in the open market or at the current market price, subject to market conditions, business opportunities, and other factors. Repurchased shares under this authorization were retired. This share repurchase program has concluded.

**Item 6. Exhibits**

List of Exhibits

- 3.1 Amended and Restated Articles of Incorporation of Global Payments Inc., filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated January 31, 2001, File No. 001-16111, and incorporated herein by reference.
- 3.2 Fourth Amended and Restated By-laws of Global Payments Inc., filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2003, File No. 001-16111, and incorporated herein by reference.
- 10.1 Amended and Restated Credit Agreement with exhibits and schedules among Global Payments Direct, Inc., Canadian Imperial Bank of Commerce, and lenders named therein, dated November 19, 2004, filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.2 Term Loan Credit Agreement with exhibits and schedules dated as of June 23, 2008, among Global Payments Inc., JPMorgan Chase, N.A., Wells Fargo Bank, N.A., Bank of America, N.A., Regions Bank and lenders named therein, filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.3 Term Loan Credit Agreement with exhibits and schedules dated as of July 10, 2009, among Bank of America, N.A., Banc of America Securities LLC, Compass Bank, Toronto Dominion (New York) LLC, Bank of Tokyo-Mitsubishi UFJ Trust Company, SunTrust Bank, and U.S. Bank, N/A., and lenders named therein, filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.4 Revolving Credit Agreement with exhibits and schedules dated as of Credit Agreement dated December 7, 2010, among Global Payments Inc. and a syndicate of financial institutions, filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111
- 10.5 Global Payments Inc. Annual Performance Plan (sub-plan to the Third Amended and Restated Global Payments Inc. 2005 Incentive Plan, dated December 31, 2008) dated August 29, 2011, filed as Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.6 Form of the Performance Unit Award Agreement pursuant to the Third Amended and Restated Global Payments Inc. 2005 Incentive Plan, dated December 31, 2008, filed as Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.7 Form of the Performance Unit Award Agreement (TSR) pursuant to the Third Amended and Restated Global Payments Inc. 2005 Incentive Plan, dated December 31, 2008, filed as Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.8 Global Payments Inc. 2011 Non-Employee Director Compensation Plan (sub-plan to the Global Payments Inc. 2011 Incentive Plan, dated September 27, 2011) dated September 28, 2011, filed as Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q dated August 31, 2011, File No. 001-16111.
- 10.9 Global Payments Inc. Amendment to Employment Agreement for Morgan M. Schuessler dated January 30, 2012, filed as Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q dated February 29, 2012, File No. 001-16111.
- 18 Preferability letter from Deloitte & Touche LLP regarding a change in accounting method dated October 11, 2011.
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of CEO
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of CFO
- 32.1 CEO and CFO Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from the Quarterly Report on Form 10-Q for the fiscal quarter ended February 29, 2012, formatted in XBRL ("Extensible Business Reporting Language") and furnished electronically herewith: (i) the Consolidated Statements of Income; (ii) the Consolidated Balance Sheets; (iii) the Consolidated Statements of Cash Flows; (iv) the Consolidated Statements of Changes in Equity; and (v) the Notes to the Consolidated Financial Statements.

**Signatures**

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

Global Payments Inc.  
(Registrant)

Date: April 2, 2012 /s/ David E. Mangum

David E. Mangum  
Chief Financial Officer

Date: April 2, 2012 /s/ Daniel C. O'Keefe

Daniel C. O'Keefe  
Chief Accounting Officer

## AMENDMENT TO EMPLOYMENT AGREEMENT

Whereas, Global Payments Inc. (“Global”) and Morgan M. Schuessler (“Executive”) are parties to an Employment Agreement dated as of May 1, 2007, as amended effective of January 1, 2009 (the “Agreement”); and

Whereas, the parties now desire to further amend certain of the terms of the Agreement;

Now, Therefore, in consideration of the foregoing recitals and the mutual covenants and conditions contained herein, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto acknowledge that the Agreement is hereby amended as follows:

### ***Article 1. Clarification of Title***

1. The first sentence under the heading “BACKGROUND” is hereby deleted and replaced with the following:

“Executive is currently serving as the Executive Vice President and Chief Administrative Officer.”

2. Section 2 of the Agreement is hereby deleted in its entirety and replaced with the following:

“Executive is employed as the Executive Vice President and Chief Administrative Officer. In such capacity, Executive shall have the responsibilities as shall be assigned to him by the Company.”

### ***Article 2. Addition of a term.***

Section 3 of the Agreement is hereby deleted in its entirety and replaced with the following:

“Subject to Section 7, Executive's initial employment period under this Agreement shall be the period which starts on January 30, 2012 and then continues without interruption until May 31, 2015; provided, Executive's initial employment period shall automatically be extended for one additional year on June 1, 2014 and on each subsequent anniversary of such date unless either the Company or Executive provides notice (in accordance with Section 17(f)) before such anniversary date that there will be no such extension. Executive's initial employment period and any subsequent extension of the initial Employment Period shall be referred to collectively as Executive's “Employment Period.” A failure to extend Executive's Employment Period shall not be treated for any reason whatsoever as a termination of Executive's employment under Section 7.”

### ***Article 3. Reflection of Updated Base Salary***

Section 5(a) is hereby deleted and replaced with the following:

“(a) Base Salary. During the Employment Period, the Company will pay to Executive a base salary in the amount of U.S. \$350,000 per year (“Base Salary”), less normal withholdings, payable in equal bi-weekly or other installments as are customary under the Company's payroll practices from time

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to time. Executive's Base Salary will be reviewed periodically and the Company may change Executive's Base Salary from time to time. The periodic review of Executive's salary will consider, among other things, Executive's own performance and the Company's performance.”

**Article 4. Addition of Right to Clawback**

Section 5(b) is hereby amended by adding a Section 5(b)(iii):

“(iii) Clawback Policy. Notwithstanding anything contained in this Agreement, in the event that the Company institutes a clawback policy with respect to its bonus benefit or long term incentive benefits, any bonuses or long-term incentive benefits provided will be subject to such policy and Executive hereby agrees to comply with such policy.”

**Article 5. Removal of severance related to termination for Poor Performance and stating that severance is consideration for the Restrictive Covenants.**

1. Section 7(b) is hereby amended by deleting the first sentence and replacing it with the following:

“The Company may terminate Executive's employment with or without Cause.”

2. Section 7 (b) is further amended by deleting the definition of “Poor Performance”.

3. The last sentence of Section 7(d) is hereby deleted in its entirety and replaced with the following:

“The failure by Executive or the Company to set forth in the Notice of Termination any fact or circumstance which contributes to a showing of Good Reason or Cause shall not waive any right of Executive or the Company, respectively, hereunder or preclude Executive or the Company, respectively, from asserting such fact or circumstance in enforcing Executive's or the Company's rights hereunder.”

4. Section 8(a) shall be deleted in its entirety and replaced with the following:

“(a) Prior to a Change in Control: Termination by Executive for Good Reason; Termination by the Company Other Than for Cause or Disability. If, prior to a Change in Control, the Company shall terminate Executive's employment other than for Cause or Disability, or Executive shall terminate employment for Good Reason within a period of 90 days after the occurrence of the event giving rise to Good Reason, then as consideration for the Restrictive Covenants as defined in Section 13 hereof (and with respect to the payments and benefits described in clauses (ii) through (ix) below, only if Executive executes (and does not revoke) a Release in substantially the form of Exhibit A hereto (the “Release”) within 60 days after the Date of Termination):”

5. Section 8 (b) shall be deleted in its entirety and replaced with “Intentionally Deleted”.

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6. Section 8(c) shall be deleted in its entirety and replaced with the following:

“(c) After or in Connection with a Change in Control: Termination by Executive for Good Reason; Termination by the Company Other Than for Cause or Disability. If there occurs a Change in Control and, within 24 months following such Change in Control (or if Executive can reasonably show that such termination by the Company was in anticipation of the Change in Control), the Company shall terminate Executive's employment other than for Cause or Disability, or Executive shall terminate employment for Good Reason, then as consideration for the Restrictive Covenants as defined in Section 13 hereof (and with respect to the payments and benefits described in clauses (ii) through (ix) below, only if Executive executes (and does not revoke) the Release within 60 days after the Date of Termination):”

***Article 6. Removal of Excise Tax Gross-up.***

Section 10 shall be deleted in its entirety and replaced with the following:

“10. Mandatory Reduction of Payments in Certain Events.

(a) Anything in this Agreement to the contrary notwithstanding, in the event it shall be determined that any payment or distribution by the Company to or for the benefit of Executive (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) (a "Payment") would be subject to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then, prior to the making of any Payment to Executive, a calculation shall be made comparing (i) the net benefit to Executive of the Payment after payment of the Excise Tax, to (ii) the net benefit to Executive if the Payment had been limited to the extent necessary to avoid being subject to the Excise Tax. If the amount calculated under (i) above is less than the amount calculated under (ii) above, then the Payment shall be limited to the extent necessary to avoid being subject to the Excise Tax (the "Reduced Amount"). The reduction of the Payments due hereunder, if applicable, shall be made by reducing Payments in the following order: (A) the cash Payment under Section 8(a)(ii) or 8(c)(ii), as the case may be; (B) cash Payments under Section 8(a)(iii) or 8(c)(iii), as the case may be; (C) the cash Payment under Section 8(a)(ix) or 8(c)(viii), as the case may be; and (D) then, to the extent necessary, reducing those Payments having the next highest ratio of Parachute Value to actual present value of such Payments as of the date of the change of control, as determined by the Determination Firm (as defined in Section 10(b) below). For purposes of this Section 10, present value shall be determined in accordance with Section 280G(d)(4) of the Code. For purposes of this Section 10, the "Parachute Value" of a Payment means the present value as of the date of the change of control of the portion of such Payment that constitutes a "parachute payment" under Section 280G(b)(2) of the Code, as determined by the Determination Firm for purposes of determining whether and to what extent the Excise Tax will apply to such Payment.

(b) The determination of whether an Excise Tax would be imposed, the amount of such Excise Tax, and the calculation of the amounts referred to

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Section 10(a)(i) and (ii) above shall be made by an independent, nationally recognized accounting firm or compensation consulting firm mutually acceptable to the Company and Executive (the "Determination Firm") which shall provide detailed supporting calculations. Any determination by the Determination Firm shall be binding upon the Company and Executive. As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Determination Firm hereunder, it is possible that Payments which Executive was entitled to, but did not receive pursuant to Section 10(a), could have been made without the imposition of the Excise Tax ("Underpayment"). In such event, the Determination Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be promptly paid by the Company to or for the benefit of Executive but no later than March 15 of the year after the year in which the Underpayment is determined to exist, which is when the legally binding right to such Underpayment arises.

(c) In the event that the provisions of Code Section 280G and 4999 or any successor provisions are repealed without succession, this Section 10 shall be of no further force or effect."

**Article 7. Change to severance period**

1. Section 8 (a)(ii), (iii), and (iv) shall be deleted in its entirety and replaced with the following:

"(ii) on the day following the six (6) month anniversary of the Date of Termination (the "Pay Date"), the Company shall pay Executive a lump sum equal to one-half of the amount of Executive's annual Base Salary; provided however, that the Company shall have no obligation to make such payment if Executive has violated any of the Restrictive Covenants (as defined in Section 13 of this Agreement) and failed to remedy such violation to the satisfaction of the Chief Executive Officer within 10 days of notice of such violation; and

(iii) thereafter, for up to twelve (12) additional months, the Company will continue to pay Executive an amount equal to his monthly Base Salary, payable in equal monthly or more frequent installments as are customary under the Company's payroll practices from time to time; provided, however that the Company's obligation to make or continue such payments shall cease if Executive becomes employed with a subsequent employer or earns an income which will be reportable as non-employee compensation on a 1099 form provided such non-employee compensation is reasonably anticipated to be more than \$100,000 a year or if Executive violates any of the Restrictive Covenants (as defined in Section 13 of this Agreement) and fails to remedy such violation to the satisfaction of the Board within 10 days of notice of such violation; and

(iv) for a period of eighteen (18) months after the Date of Termination, Executive shall have the right to elect continuation of health care coverage under the Company's group health plan in accordance with "COBRA," and the Company shall pay all premiums for such COBRA coverage for Executive and his covered dependents for such period, *provided, however,* that the

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obligation of the Company to pay the cost for such COBRA coverage shall terminate upon Executive's obtaining other employment to the extent that such health care coverage is provided by the new employer, and”

2. Section 8(c)(ii), (iii), and (iv) shall be deleted in their entirety and replaced with the following:

“(ii) on the day following the six (6) month anniversary of the Date of Termination (the “Pay Date”), the Company (or its successor) shall pay Executive a lump sum equal to one-half of the amount of Executive's annual Base Salary; provided however, that the Company shall have no obligation to make such payment if Executive has violated any of the Restrictive Covenants (as defined in Section 13 of this Agreement) and failed to remedy such violation to the satisfaction of the Board within 10 days of notice of such violation;

(i) thereafter, for up to eighteen (18) additional months, the Company (or its successor) will continue to pay Executive an amount equal to his monthly Base Salary, payable in equal monthly or more frequent installments as are customary under the Company's payroll practices from time to time; provided, however that the Company's obligation to make or continue such payments shall cease if Executive violates any of the Restrictive Covenants (as defined in Section 13 of this Agreement) and fails to remedy such violation to the satisfaction of the Board within 10 days of notice of such violation; and

(ii)  
(iii) for a period of eighteen (18) months after the Date of Termination, Executive shall have the right to elect continuation of health care coverage under the Company's group health plan in accordance with “COBRA,” and the Company shall pay all premiums for such COBRA coverage for Executive and his covered dependents for such period, *provided, however,* that the obligation of the Company to pay the cost for such COBRA coverage shall terminate upon Executive's obtaining other employment to the extent that such health care coverage is provided by the new employer, and”

***Article 8. Change to definition of “Good Reason”***

1. Section 7(c)(i) is hereby deleted in its entirety and replaced with the following:

“(i) a reduction by the Company in Executive's Base Salary or Bonus Opportunity as in effect on the Effective Date or as the same may be increased from time to time, or a material reduction by the Company in Executive's long term incentive opportunity (material for this purpose being defined as 20% or more from the baseline value which will be determined by reference to the value of Executive's long term compensation granted in the immediately preceding year, with value determined in accordance with typically used and accepted valuation methods applied in a consistent manner), in any case unless a similar reduction is made in the salary and incentives of similarly-situated employees which reduction is not rescinded within ten (10) days after the Company receives written notice from Executive that he believes that the reduction constitutes Good Reason and that he intends to resign if it is not rescinded; or”

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2. Section 7(c)(iii) shall be deleted in its entirety and replaced with the following:

“(iii) a requirement that Executive be based in any office or location more than 50 miles from the then current office location; or”

3. Section 7(c)(iv) shall be deleted in its entirety and replaced with the following:

“(iv) without the written consent of Executive, the assignment to Executive to a position which is not comparable to an Executive Vice President and Chief Administrative Officer and which assignment is not rescinded within ten (10) days after the Company receives written notice from Executive that he believes that the assignment constitutes Good Reason and that he intends to resign if it is not rescinded; or”

4. A new Section 7(c)(v) is hereby added which shall read as follows:

“(v) without the written consent of Executive, the Company changes its reporting structure such that Executive no longer reports directly and exclusively to the Chief Executive Officer of a publicly traded company having a class of securities registered pursuant to the Securities Exchange Act of 1934, as amended, which reporting change is not rescinded within ten (10) days after the Company receives written notice from Executive that he believes that the assignment constitutes Good Reason and that he intends to resign if it is not rescinded.”

***Article 9. Change to restricted stock acceleration and clarification regarding performance units.***

1. Section 8(a)(v) is hereby deleted in its entirety and replaced with the following:

“(v) all grants of restricted stock of the Company held by Executive as of the Date of Termination will become immediately vested as of the Date of Termination except for restricted stock which is subject to the next sentence. As for any outstanding grant of performance-based restricted stock which represent a right to receive Company stock contingent on the satisfaction of the related performance requirements and for which the Date of Termination falls during a Performance Cycle (as defined in the applicable award agreement), the Compensation Committee shall certify the results and shall deliver to Executive 50% of the number of whole number of the shares of Company stock, if any, that vested based on the actual satisfaction of such performance requirements no later than 2½ months after the last day of the period in which such Performance Cycle ends; and”

2. Section 8(c)(v) is hereby deleted in its entirety and replaced with the following:

“(v) all grants of restricted stock of the Company held by Executive as of the Date of Termination will become immediately vested as of the Date of Termination except for restricted stock which is subject to the next sentence. As for any outstanding grant of performance-based restricted stock which represent a right to receive Company stock contingent on the satisfaction of the related performance requirements and for which the Date of Termination

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falls during a Performance Cycle (as defined in the applicable award agreement), the Compensation Committee shall certify the results and shall deliver to Executive 100% of the number of whole number of the shares of Company stock, if any, that vested based on the actual satisfaction of such performance requirements no later than 2½ months after the last day of the period in which such Performance Cycle ends; and”

**Article 10. Inclusion of bonus in severance.**

1. Section 8(a) shall be amended by adding the word “and” to the end of Section 8(a)(viii) and adding the following as Section 8(a)(ix):

“(ix) the Company will pay Executive a pro-rated annual bonus for the fiscal-year in which the Date of Termination occurs equal to (i) the amount Executive would have earned, if any, under Section 5(b)(i) for the year of termination based on actual financial performance for such fiscal year, times (ii) a fraction, the numerator of which is the number of full months in the fiscal year preceding the Date of Termination and the denominator of which is 12; provided that such bonus shall be paid only if the pre-established performance targets are in fact certified by the Committee to have been met, and such bonus shall be paid in a single lump sum cash payment no later than 2½ months after the end of the fiscal year in which the bonus is earned.”

2. Section 8(c) is hereby amended by deleting Section 8(c)(viii) in its entirety and replacing it with the following:

“(viii) the Company (or its successor) will pay Executive a pro-rated annual bonus for the fiscal-year in which the Date of Termination occurs equal to (i) the amount Executive would have earned, if any, under Section 5(b)(i) for the year of termination based on actual financial performance for such fiscal year, times (ii) a fraction, the numerator of which is the number of full months in the fiscal year preceding the Date of Termination and the denominator of which is 12; provided that such bonus shall be paid only if the pre-established performance targets are in fact certified by the Compensation Committee to have been met, and such bonus shall be paid in a single lump sum cash payment no later than 2½ months after the end of the fiscal year in which the bonus is earned; and, as additional severance, the Company (or its successor) will pay Executive a lump sum equal to two (2) times the amount of Executive's target Bonus Opportunity (as in effect on the Date of Termination) on the date that is nine (9) months and one (1) day after the Date of Termination; provided however, that the Company shall have no obligation to make any payment under this §8(c)(viii) if Executive has violated any of the Restrictive Covenants (as defined in §13) and failed to remedy such violation to the satisfaction of the Board within 10 days of notice of such violation; and”

**Article 11. Making Rabbi Trust Revocable.**

Section 15 is hereby amended by adding the following sentence to the end of the Section:

“For greater certainty, the foregoing trust shall be a revocable trust in the event

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the potential Change in Control which precipitated the funding of such trust is not consummated.”

**Article 12. Timing of Expense Reimbursement.**

Section 11 is hereby amended by deleting the last sentence thereof in its entirety and replacing it with the following:

“Any costs or expenses that otherwise meet the requirements for reimbursement under this Section 11 shall be reimbursed within 60 days of submission by Executive for a request for reimbursement, but in no event later than March 15 of the year following the year in which the Executive becomes entitled to such reimbursement by reason of being successful on at least one material issue (provided a request for reimbursement has been made).”

**Article 13. Timing of Payment Contingent on Release of Claims**

Section 17(h) is hereby amended by adding the following sentences to the end of the Section:

“Whenever in this Agreement a payment or benefit is conditioned on Executive's execution of a Release, such Release must be executed and all revocation periods shall have expired within 60 days after the Date of Termination; failing which such payment or benefit shall be forfeited. If such payment or benefit constitutes non-exempt deferred compensation for purposes of Section 409A of the Code, and if such 60-day period begins in one calendar year and ends in the next calendar year, the payment or benefit shall not be made or commence before the second such calendar year, even if the Release becomes irrevocable in the first such calendar year. In other words, Executive is not permitted to influence the calendar year of payment based on the timing of his signing of the Release.”

Except as modified hereby, the terms and conditions of the Agreement shall remain in full force and effect; provided, however, that if any term or condition of the Agreement conflicts with or is inconsistent with any term or condition of this Amendment, such terms and conditions hereof shall prevail and be controlling.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their respective officers duly authorized as of the 30th day of January, 2012.

**Global Payments Inc.**

By: \_\_\_\_\_  
Name: Suellyn P. Tornay  
Title: General Counsel  
Date: \_\_\_\_\_ 1/30/2012

\_\_\_\_\_  
Morgan M. Schuessler  
\_\_\_\_\_  
Executive  
Date: \_\_\_\_\_ 1/30/2012

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Paul R. Garcia, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Payments Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 2, 2012 By: /s/ Paul R. Garcia

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Paul R. Garcia  
Chief Executive Officer

**CERTIFICATION PURSUANT TO  
RULE 13a-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David E. Mangum, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Global Payments Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 2, 2012 By: /s/ DAVID E. MANGUM

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David E. Mangum  
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Global Payments Inc. on Form 10-Q for the period ended August 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Paul R. Garcia, Chief Executive Officer of Global Payments Inc. (the "Company"), and David E. Mangum, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;  
and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Paul R. Garcia

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**Paul R. Garcia**  
**Chief Executive Officer**  
**Global Payments Inc.**

April 2, 2012

/s/ David E. Mangum

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**David E. Mangum**  
**Chief Financial Officer**  
**Global Payments Inc.**

April 2, 2012

A signed original of this written statement required by Section 906 has been provided to Global Payments Inc. and will be retained by Global Payments Inc. and furnished to the Securities and Exchange Commission upon request.