

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 19, 2016**

Sucampo Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-33609

(Commission File No.)

30-0520478

(IRS Employer Identification No.)

**805 King Farm Blvd, Suite 550
Rockville, Maryland 20850**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(301) 961-3400**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On December 19, 2016, Sucampo Pharmaceuticals, Inc. the “**Registrant**”) issued a press release announcing its intention to offer, subject to market and other conditions, \$225.0 million principal amount of convertible senior notes due 2021 (the “**Notes**”) in a private offering (the “**Note Offering**”) to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended (the “**Securities Act**”). The Registrant also expects to grant the initial purchasers of the Notes a 13-day option to purchase up to an additional \$33.75 million principal amount of Notes, solely to cover over-allotments, if any. Copies of this press release and the slides that the Registrant expects to use in connection with the marketing of the Note Offering are furnished herewith as Exhibits 99.1 and 99.2 to this Current Report on Form 8-K, respectively, and are incorporated herein by reference.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release, dated December 19, 2016, titled “Sucampo Announces Proposed Convertible Senior Note Offering.”
99.2	Slide Presentation, titled “Sucampo Pharmaceuticals, Inc. Corporate Update.”

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 hereunto duly authorized.

Date: December 19, 2016

SUCAMPO PHARMACEUTICALS, INC.

By: /s/ Andrew P. Smith
Andrew P. Smith
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	Press Release, dated December 19, 2016, titled “Sucampo Announces Proposed Convertible Senior Note Offering.”
99.2	Slide Presentation, titled “Sucampo Pharmaceuticals, Inc. Corporate Update.”

Sucampo Announces Proposed Convertible Senior Note Offering

ROCKVILLE, Md., Dec. 19, 2016 (GLOBE NEWSWIRE) -- Sucampo Pharmaceuticals, Inc. (NASDAQ:SCMP), a global biopharmaceutical company, today announced its intention to offer, subject to market and other conditions, \$225.0 million principal amount of convertible senior notes due 2021 (the “notes”) in a private offering (the “Note Offering”) to qualified institutional buyers pursuant to Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”). Sucampo also expects to grant the initial purchasers of the notes a 13-day option to purchase up to an additional \$33.75 million principal amount of notes, solely to cover over-allotments, if any.

The notes will be senior unsecured obligations of Sucampo and will accrue interest payable semiannually in arrears. The notes will be convertible, at the option of the holders, into shares of Sucampo’s Class A common stock. The interest rate, initial conversion rate, initial effective conversion price and other terms of the notes will be determined at the time of pricing of the Note Offering.

Sucampo currently expects to use all of the net proceeds of the Note Offering, together with cash on hand, to repay in full amounts due under Sucampo’s senior secured credit facility, including all accrued but unpaid interest and a prepayment premium, concurrently with the closing of the Note Offering. Sucampo intends to use any remaining net proceeds from the Note Offering for general corporate purposes.

The notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the notes nor the shares of Class A common stock issuable upon conversion of the notes have been or are expected to be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. Any offers of the notes will be made only pursuant to Rule 144A under the Securities Act, including by means of a confidential offering memorandum.

About Sucampo Pharmaceuticals, Inc.

Sucampo Pharmaceuticals, Inc. is focused on the development and commercialization of medicines that meet major unmet medical needs of patients worldwide. Sucampo has two marketed products – AMITIZA, its lead product, and RESCULA. A global company, Sucampo is headquartered in Rockville, Maryland, and has operations in Japan, Switzerland and the U.K.

The Sucampo logo and the tagline, The Science of Innovation, are registered trademarks of Sucampo AG. AMITIZA is a registered trademark of Sucampo AG.

Forward-Looking Statements

This press release contains “forward-looking” statements, including all statements related to the anticipated timing, terms and use of proceeds of the proposed offering of the notes. Any statements contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Words such as “intends,” “expects,” “proposed,” “will” and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve risks and uncertainties. Sucampo’s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include risks and uncertainties associated with market conditions, whether Sucampo will offer the notes or be able to consummate the proposed offering at the anticipated size or on the anticipated terms, or at all, the satisfaction of closing conditions related to the proposed offering, and risks related to the application of the net proceeds, if any, from the proposed offering. There can be no assurance that Sucampo will be able to complete the proposed offering at the anticipated size or on the anticipated terms, or at all. In any event, Sucampo may continue to need additional funding and may be unable to raise capital when needed, which could force Sucampo to delay, reduce or eliminate its product development programs or commercialization efforts.

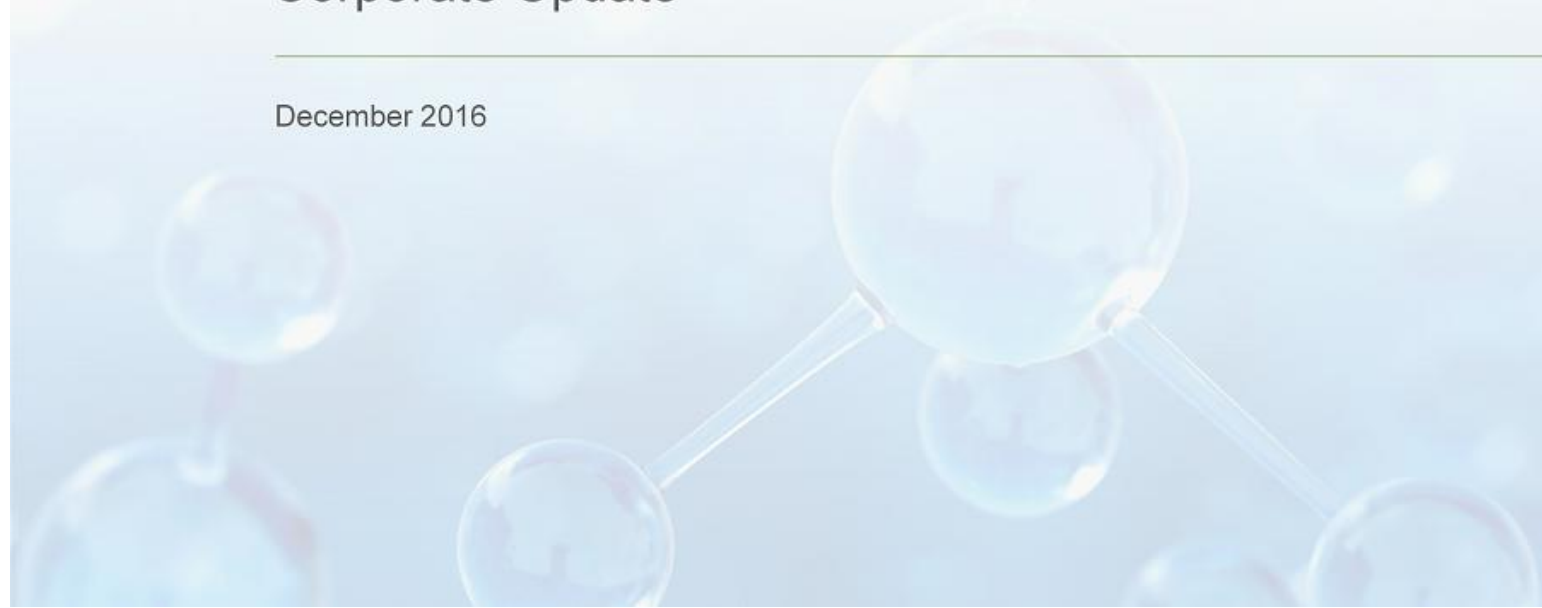
No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Sucampo undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this press release should be evaluated together with the many uncertainties that affect Sucampo's business, particularly those mentioned in the risk factors and cautionary statements in Sucampo's most recent Form 10-K as filed with the Securities and Exchange Commission on March 11, 2016, as amended, as well as its filings with the Securities and Exchange Commission on Forms 8-K and 10-Q since the filing of the Form 10-K, all of which Sucampo incorporates by reference.

Contact:
Sucampo Pharmaceuticals, Inc.
Silvia Taylor
Senior Vice President, Investor Relations and Corporate Affairs
1-240-223-3718
staylor@sucampo.com



Sucampo Pharmaceuticals, Inc. Corporate Update

December 2016



This presentation contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding product development, and other statements that are not historical facts. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the impact of pharmaceutical industry regulation and health care legislation; Sucampo's ability to accurately predict future market conditions; dependence on the effectiveness of Sucampo's patents and other protections for innovative products; the effects of competitive products on Sucampo's products; and the exposure to litigation and/or regulatory actions.

No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Sucampo undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this press release should be evaluated together with the many uncertainties that affect Sucampo's business, particularly those mentioned in the risk factors and cautionary statements in Sucampo's most recent Form 10-K as filed with the Securities and Exchange Commission on March 11, 2016, as amended, as well as its filings with the Securities and Exchange Commission on Forms 8-K and 10-Q since the filing of the Form 10-K, all of which Sucampo incorporates by reference in the offering memorandum.

Sucampo has prepared an offering memorandum for the offering to which this presentation relates. Before you invest, you should read the offering memorandum and the documents the Sucampo has filed with the SEC, which are incorporated by reference in the offering memorandum, for more complete information about the Sucampo and this offering. You may get these incorporated documents for free by visiting EDGAR on the SEC Web site at www.sec.gov.

Certain financial information included herein, including EBITDA and Adjusted EBITDA, are not presentations made in accordance with U.S. GAAP, and use of such terms varies from others in the same industry. Non-GAAP financial measures should not be considered as alternatives to income from continuing operations, income from operations or any other performance measures derived in accordance with U.S. GAAP as measures of operating performance or cash flows as measures of liquidity. Non-GAAP financial measures have important limitations as analytical tools, and you should not consider them in isolation or as substitutes for results as reported under U.S. GAAP. This presentation includes a reconciliation of certain non-GAAP financial measures to the most directly comparable financial measures calculated in accordance with U.S. GAAP.

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- Global biopharmaceutical company with proven track record of successful product development and focus on innovative R&D
 - Business model supports financial strength with significant EBITDA and cash flow to fuel continued transformation
 - Sustained revenue growth from AMITIZA® (lubiprostone): highly differentiated product with broadest label in \$5B+ constipation market
 - Transforming AMITIZA into a durable franchise that the Company will leverage to build a leading biopharmaceuticals company focused on specialty diseases
 - Business development strategy to bolster growth and diversify
 - Acquisition of R-Tech Ueno increases revenue and builds scale
 - Exclusive option to commercialize a Phase 3 program in familial adenomatous polyposis (FAP) with Cancer Prevention Pharmaceuticals
 - Deep management team with proven ability to transform the Company and create value

Experienced Management Team with Considerable Experience in Product Development and Commercialization

<p>Peter Greenleaf Chief Executive Officer</p>	
<p>Peter Kiener, D.Phil Chief Scientific Officer</p>	
<p>Andrew Smith Chief Financial Officer</p>	
<p>Matthias Alder Executive Vice President, Business Development & Licensing</p>	
<p>Max Donley Executive Vice President of Global Human Resource, IT and Strategy</p>	
<p>Steven Caffé, M.D. Senior Vice President, Global PV, Regulatory Affairs & Quality</p>	
<p>Elissa Cote Senior Vice President, Strategic Business Insights</p>	
<p>Peter Lichtlen, M.D., Ph.D. Chief Medical Officer</p>	
<p>Silvia Taylor Senior Vice President, Investor Relations and Corporate Affairs</p>	

	Secure	Advance	Transform
Revenue & Market Value	<ul style="list-style-type: none"> • Focus efforts and strengthen overall capabilities <ul style="list-style-type: none"> - Team - Development capability • Secure and grow AMITIZA revenues <ul style="list-style-type: none"> - Efforts to ensure consistent and sustainable growth - Global partnerships - Resolution of patent litigation with first filer • Optimize investment in current pipeline <ul style="list-style-type: none"> - Life cycle management (LCM) - Prioritize or exit programs to maximize return on investment (ongoing) 	<ul style="list-style-type: none"> • Execute on pipeline opportunities <ul style="list-style-type: none"> - File LCM programs for regulatory approvals • BD strategy <ul style="list-style-type: none"> - Additional accretive transactions - Late stage development programs to strengthen and accelerate the pipeline • Address capital structure <ul style="list-style-type: none"> - Diversify investor base 	<ul style="list-style-type: none"> • Launch AMITIZA LCM programs • Potentially launch first in disease FAP oncology product post Phase 3 • Sustainable pipeline of drug candidates with near term launch opportunities • Execute more transformative deals
	Achieved	Today	2017+

Significant unmet need in efficacy, safety and patient satisfaction

- U.S. constipation market is large and growing: ~\$5B
 - Branded and generic Rx market: \$4B / ~50M scripts/year ⁽¹⁾
 - OTC market: \$800M / 23M units (30-day supply) / year

Opportunity to convert unsatisfied patients from OTC, generic options

- Majority of prescription and OTC treated patients currently not satisfied with treatment
 - 60%+ of patients on OTCs report ineffective relief of multiple symptoms
 - OTCs not indicated for long term/chronic use
- Only 8% of Rx patients are on novel, branded products
 - Low awareness of chronic Rx options

Strategy: Convert from OTC and Generics to AMITIZA

1) Source: IMS and Wall Street research.

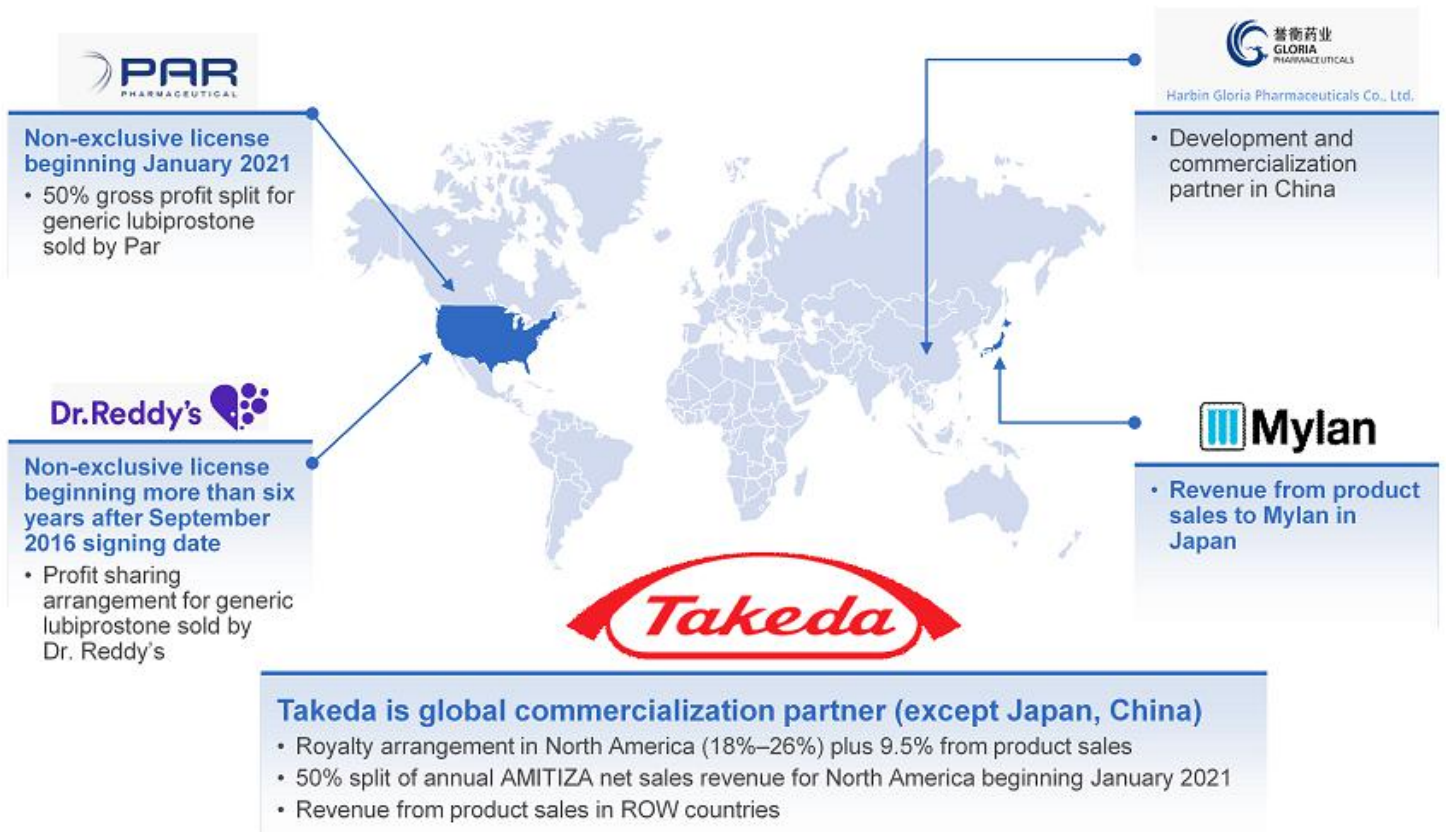
- **Only product approved for all 3 constipation indications**
 - Chronic Idiopathic Constipation (CIC): ~14% to 16% of adults globally
 - Irritable Bowel Syndrome-Constipation (IBS-C): ~15% of adults globally, 1/3 of which is IBS-C
 - Opioid Induced Constipation (OIC, non-cancer): ~2–4M moderate to severe sufferers in U.S.
- **Differentiated MOA: localized CIC-2 activation with dual action**
 - Increases intestinal fluid secretion
 - Stimulates recovery of mucosal barrier function
- **Key product characteristics**
 - Locally-acting
 - Rapid and predictable onset of action
 - Limited diarrhea and food effect
- **Demonstrated efficacy and tolerability**
 - Most experienced product: 2M patients and 11M+ exposures over 10+ years
 - Well-tolerated product with established safety profile:
 - No black box warning



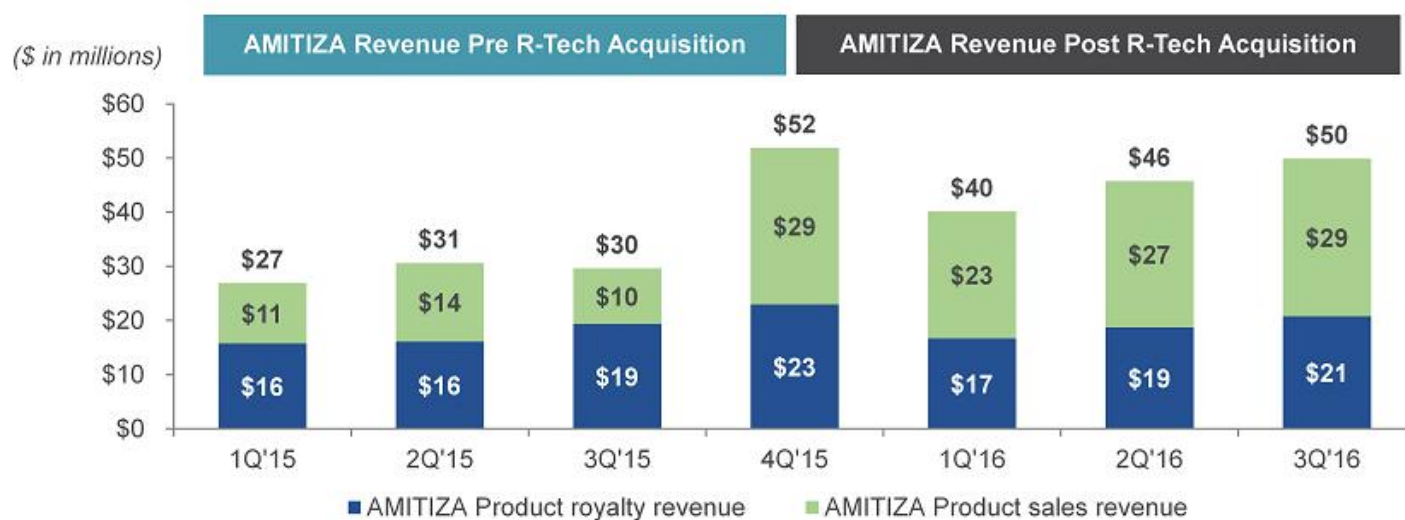
amitiza®
lubiprostone

AMITIZA is Well Positioned for Continued Growth

	Drug	Rx or OTC	Company	Target Indication			Commentary
				CIC	IBS-C	OIC	
Branded / Patented	amitiza lubiprostone	Rx	Sucampo (Marketed by Takeda)	✓ <i>All adults</i>	✓ <i>Adult women</i>	✓ <i>All adults</i>	<ul style="list-style-type: none"> Long history of usage Well-tolerated product with an established safety profile No limitation on duration of use
	Linzess ^{1,2} (linaclotide) capsules	Rx	Ironwood (Marketed by Actavis)	✓ <i>All adults</i>	✓ <i>All adults</i>	✗	<ul style="list-style-type: none"> Black box warning against pediatric use Often used for the most severe patients Food restrictions Convenient dosing
	RELISTOR methylthiopyrene bromide subcutaneous injection	Rx	Valeant/Progenics	✗	✗	✓ <i>All adults</i>	<ul style="list-style-type: none"> Low market penetration for injection formulation
	movantik [™] naloxegol tablets	Rx	AstraZeneca	✗	✗	✓ <i>All adults</i>	<ul style="list-style-type: none"> Launch September 2016 Limited uptake since launch in March 2015 for OIC Post marketing safety commitment in place
All Branded / Patented: 8% of market							
Generic	MiraLAX	OTC	Schering-Plough	✗	✗	✗	<ul style="list-style-type: none"> Short-term indications no longer than 2 weeks Used to treat one-time symptoms but not chronic conditions Use of laxatives for CIC and IBS-C is not supported by long-term, well-controlled clinical trial data
	Bentyl (Dicyclomine)	Rx	Pantheon & Akorn (Marketed by Axcan)	✗	✗	✗	<ul style="list-style-type: none"> Does not relieve constipation Primarily used to reduce stomach and intestinal cramping that is symptom of IBS
	Other Therapies		Various	✗	✗	✗	<ul style="list-style-type: none"> Includes Stool softener with stim (Docusate/ Senna S), PEG preps (Osmi Prep), Irritant-stimulant (Ex-Lax, Dulcolax), Bulk Fiber, Oils and Enemas
All Generic: 92% of market							



Recent Deals Have Unlocked Substantial AMITIZA Value



- Sucampo's acquisition of R-Tech Ueno closed on 12/03/2015
- Secured a larger portion of the global economics of AMITIZA and greater control over the manufacturing and supply chain for the product
- Settlement agreements with Par Pharmaceutical and Dr. Reddy's Laboratories provide additional durability to AMITIZA after 2021

AMITIZA Product royalty revenue represents royalty revenue earned on the net sales of AMITIZA in North America. AMITIZA Product sales revenue represents drug product net sales of AMITIZA in North America, Japan and Europe.

Expand AMITIZA Franchise Through New Formulation and New Indication

New Pediatric Functional Constipation (PFC) Indication

- U.S. Prevalence: 18% of pediatric population (13.5M)
- Unmet need: No FDA-approved therapies for PFC (black box warning for linaclotide; prucalopride failed in Phase 4); patients use OTC drugs off-label

Phase 3 program in children 6–17:

- Trend to efficacy observed
- Achieved statistical significance in key secondary endpoints: overall SBM frequency, straining, stool consistency
- Well-tolerated
- Sufficient evidence to warrant moving forward with pediatric program and development of sprinkle formulation – subject to discussions with FDA

Phase 3 program in Pediatrics (6 months–5 years)

- Subject to positive sprinkle formulation data in adults and discussions with FDA, intend to initiate program in mid-2017

Alternate Sprinkle Formulation

- Alternate formulation for additional adult and pediatric patients who cannot tolerate capsules, or naso-gastric tube fed patients
- ~40% of adults have difficulty swallowing pills
- Phase 3 in adults with CIC to initiate by year-end
- Expect to report results by mid-2017



Program	Target	Indication(s)	Development Stage	(s)NDA / MAA Filing	Approval
Marketed Products					
AMITIZA	CIC2	Chronic constipation, adult CIC, IBS-C, OIC	Marketed	–	–
GI/Metabolic/Inflammation					
AMITIZA	CIC2	Pediatric functional constipation (6–17 yrs.)	P3	2017	2017
Lubiprostone Microparticle Formulation	CIC2	Pediatric functional constipation (6 mos–5 yrs.) (1); adult CIC (2)	P3	2018 (1); 2017 (2)	2019 (1); 2018 (2)
CPP-1X/sulindac combination product	Polyamines	Familial Adenomatous Polyposis	P3	2018	2019
Other					
RTU-009	Vap-1 inhibitor	Chronic Inflammatory Conditions	Preclinical		

Sucampo Program

Option

Sucampo has the sole option to acquire an exclusive license to commercialize the CPP-1X/sulindac combination product in North America.

CPP-1X/sulindac Combo: Exclusive Option for Phase 3 Asset in FAP

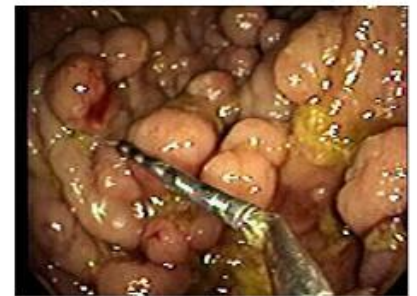
- **Significant opportunity**

- Orphan indication in U.S. for familial adenomatous polyposis (FAP)
 - ~30K cases currently
- No approved treatment options
- Dire patient need
 - 100% risk of colon cancer
 - Progressive removal of colon/rectum
- Incremental opportunity of ~\$200M–\$400M



- **De-risked**

- Exclusive Option with Cancer Prevention Pharma for N. America
- Strong scientific rationale and Phase 2 proof of concept data in sporadic colon adenoma/FAP
- Defined regulatory pathway



- **Phase 3 Clinical development**

- Fully enrolled, registration eligible study
- 150-patient, three-arm, double-blind randomized trial of the combination agent and the single agent comparators
- Expected to conclude in 2018, with potential approval in 2019

- **Additional opportunity in sporadic colon adenoma therapy (CAT)**

Product	Event	Expected Timing
AMITIZA	Initiation of Phase 3 pivotal alternate formulation in adults	2H16
AMITIZA	File sNDA for PFC (6–17 years)	1H17
CPP-1X/sulindac combination product	Phase 3 futility analysis	
AMITIZA	Top-line data from Phase 3 pivotal alternate formulation in adults	
AMITIZA	Initiation of Phase 3 pivotal PFC (6 months–5 years)	Mid-2017
AMITIZA	File NDA for alternate formulation for adults in the U.S.	2H17
AMITIZA	Initiation of Phase 3 open-label PFC (6 months–5 years)	
CPP-1X/sulindac combination product	Top-line data from Phase 3 pivotal; decision to opt into product licensing	2018

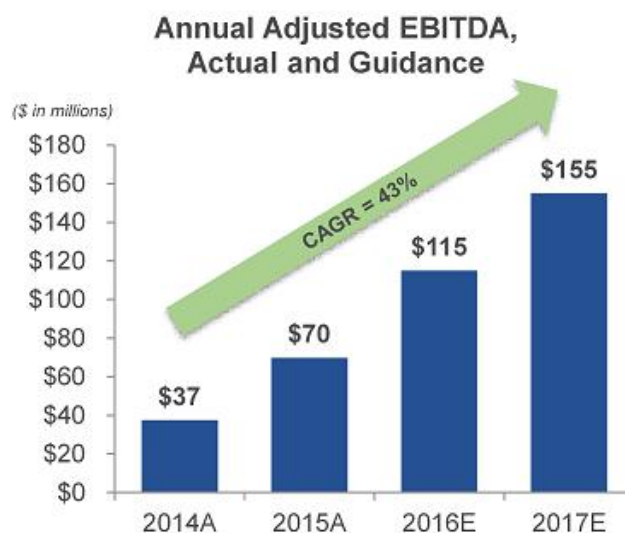
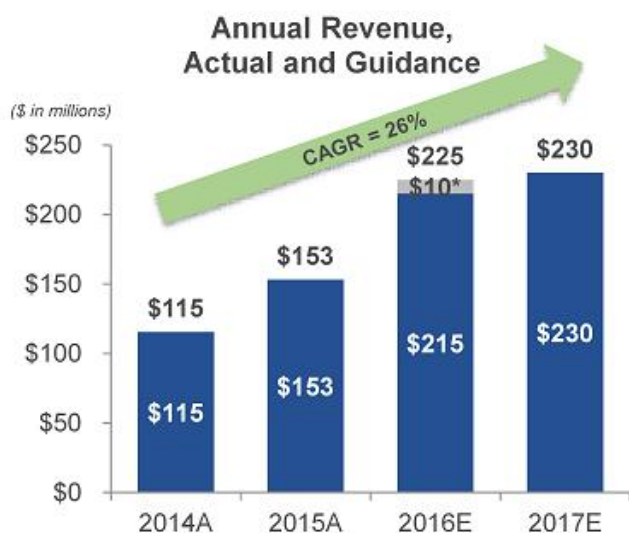
Summary of Results	Q3-16	% Increase on Q3-15
Revenue	\$57.9M	49%
Net Income GAAP	\$8.1M	12%
EPS GAAP – Diluted	\$0.19	19%
EBITDA	\$35.6M	197%
Adjusted Net Income*	\$12.4M	58%
Adjusted EPS – Diluted*	\$0.28	68%
Adjusted EBITDA*	\$28.8M	97%

Balance Sheet	End 9/30/16	Change	End 12/31/15
Cash, Cash Equivalents and Restricted Cash	\$153.7M	(\$9.8M)	\$163.5M
Notes Payable	(\$218.7M)	\$33.7M	(\$252.4M)
Net Debt	(\$65.0M)	\$23.9M	(\$88.9M)

*A reconciliation of adjusted Net Income to GAAP Net Income and adjusted EBITDA to net income, the most directly comparable GAAP financial measure, is included in the Appendix.

2016 Updated Guidance	
Total Revenue:	\$220M – \$225M
Adjusted Net Income:	\$50M to \$55M
Adjusted EPS:	\$1.20 to \$1.25
Adjusted EBITDA:	\$110M to \$115M

2017 Preliminary Guidance	
Total Revenue:	\$220M – \$230M
Adjusted Net Income:	\$75M to \$85M
Adjusted EBITDA:	\$145M to \$155M



*One-time \$10.0 million milestone in the fourth quarter of 2016 related to the achievement of sales milestone from Mylan related to sales of AMITIZA in Japan. 2014-2015 are actual numbers. 2016 and 2017 are Sucampo Management's guidance.

Provides the Company with the Strategic Flexibility Needed to Continue to Unlock Value for Shareholders

- Refinancing existing term loan with convertible senior notes is substantially cash flow positive to the Company and accretive to EPS
- Leverages the Company's credit quality and cash generation
- Provides operational and M&A / strategic flexibility
- Lowers the Company's cost of capital / debt service burden
- Diversifies shareholder base

Appendix



Reconciliation for Non-GAAP Metrics

Consolidated Statements of Operations and Comprehensive Income (unaudited)			
(in thousands, except per share data)		Three months ended September 30,	
		2016	2015
Adjusted Non-GAAP Income			
GAAP net income		8,092	7,205
Amortization Intangibles		6,672	-
Intangible Impairment		7,286	-
Legal Settlement		(9,260)	-
Restructuring Costs		208	-
Acquisition Related Expenses		605	943
Amortization of Financing Costs		875	-
Tax Effect of Adjustments		(2,107)	(313)
Adjusted Net Income		12,371	7,835
Adjusted Net Income Per Share:			
	Diluted	\$ 0.28	\$0.17
		2016	2015
EBITDA			
GAAP net income		8,092	7,236
Income Tax Provision		7,410	4,327
Interest income		(31)	(30)
Interest payable		5,899	243
Depreciation		223	201
Amortization of Acquired Intangibles		6,672	-
Intangible Impairment		7,286	-
EBITDA		35,551	11,977
Non-GAAP Adjustments			
Share Based Compensation Expense		1,722	1,718
Restructuring Costs		208	-
Acquisition Related Expenses		605	943
Legal settlement		(9,260)	-
Adjusted EBITDA		28,826	14,638

Reconciliation for Non-GAAP Metrics

Consolidated Statements of Operations and Comprehensive Income (unaudited)			
(in thousands, except per share data)		For the year ended December 31,	
		2015	2014
Adjusted Non-GAAP Income			
GAAP net income		33,371	13,128
Amortization Intangibles		3,732	-
Amortization Inventory Step Up		5,645	-
Intangible Asset Impairment		-	5,631
Legal Settlement			
Restructuring Costs		958	
Acquisition Related Expenses		5,135	
Amortization of Financing Costs		870	-
Acceleration of Deferred Revenue		(4,079)	
Tax Effect of Adjustments		(2,119)	(829)
Adjusted Net Income		43,513	17,930
Adjusted Net Income Per Share:		0.99	0.41
	Diluted	0.95	0.40
EBITDA			
GAAP net income		33,371	13,128
Income Tax Provision		10,304	14,005
Interest expense		6,854	1,348
Depreciation		623	1,090
Amortization of Acquired Intangibles		3,732	
Amortization Inventory Step Up		5,645	
Intangible Impairment		-	5,631
EBITDA		60,530	35,202
Non-GAAP Adjustments			
Share Based Compensation Expense		7,349	2,287
Restructuring Costs		958	-
Acquisition Related Expenses		5,135	-
Acceleration of Deferred Revenue		(4,079)	-
Adjusted EBITDA		69,892	37,489