

# CLEARSIGHT MONITOR

Market Perspective Trading Multiples Buzz Around the Industry Featured Transactions Public Market Activity

### Compliance – Q2 2019



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### Select Upcoming Conferences

September 15-18, 2019 18<sup>th</sup> Annual Compliance & Ethics Institute 2019 – Fort Washington, MD Event Website

September 21-24, 2019 **RAPS Regulatory Convergence** – Philadelphia, PA <u>Event Website</u>

# Privacy Regulation and Enforcement After a Year of GDPR

May 2019 marked the one-year anniversary of the implementation of the European Union's General Data Protection Regulation ("GDPR"). During the first year, there were more than 200,000 investigations; 64,000 were upheld with fines totaling €56M. Most fines were in the low thousands, yet the total number was carried by the €50M Google fine in January. Year two has started strong with large fines announced on back-to-back days in early July. The UK's Information Commissioner's Office ("ICO") announced that it plans to fine British Airways a recordbreaking £183M and Marriot £99M. GDPR's strict laws set the global standard for protecting personal information, and these increasingly large fines demonstrate a commitment to enforcement.

In the US, data privacy legislation has largely been handled at the state level. California has led the way with the California Consumer Privacy Act ("CCPA"). After it passed in 2018, multiple states introduced similar legislation to protect consumers. The International Association of Privacy Professionals ("IAPP") maintains an online table comparing state privacy laws that can be found on the next page.

(continued on next page)

# MARKET PERSPECTIVE

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As of July, it shows that only Maine and Nevada have passed comprehensive laws along with California, but those two bills contain far fewer privacy provisions tracked by the IAPP (*to see a full list of provisions, the full article can be found <u>here</u>). In addition, twelve other states are actively working on comprehensive privacy legislation.* 

State		Leç	gislati	ve Sta	age		Statue / Bill	Informal Name
California							Ca. Civ. Code §§ 1798 .100199	California Consumer Privacy Act
Connecticut							<del>RB 1108</del>	
Hawaii							SB 418	
Illinois							HB 3358	Data Transparency and Privacy Act
Louisiana							HB 465 <sup>1</sup>	Internet and Social Media Privacy and Protection Act
Maine							LD 946 <sup>2</sup>	An Act to Protect the Privacy of Online Consumer Information
Maryland							SB 613	Online Consumer Protection Act
Massachusetts							SD 341 / S 120	-
Minnesota							HF 2917 / SF 2912	-
Nevada							SB220 / Chapter 603A	-
New Jersey							S2834	-
New Mexico							<del>SB 176</del>	Consumer Information Privacy Act
New York							SB S5642 <sup>3</sup>	New York Privacy Act
North Dakota							<del>HB-1485</del> ⁴	
Pennsylvania							HB 1049	Consumer Data Privacy Act
Rhode Island							S0234	Consumer Privacy Protection Act
Texas							HB 4518	Texas Consumer Privacy Act
<del>Texas</del>							<del>HB 1485</del> ⁴	Texas Privacy Protection Act
Washington							SB 5376	Washington Privacy Act
<b>In Session:</b> CA, MA, NJ, PA	Introduced	In Committee	Crossed Chamber	<b>Cross Committee</b>	Passed	Signed	Bold - passed law Italics - proposed bill, not passed Strikethrough - bill postponed- indefinitely or substituted for- comprehensive bill	

1. Louisiana HB 465 applies only to internet service providers, internet service operators, and social media companies.

2. Maine LD 946 applies only to internet services providers.

3. New York SB S5642 includes a broad consumer right to opt-out of any processing, not just the sale of personal information

4. North Dakota HB 1485 is a broad prohibition on disclosure of personal information except upon explicit consent.

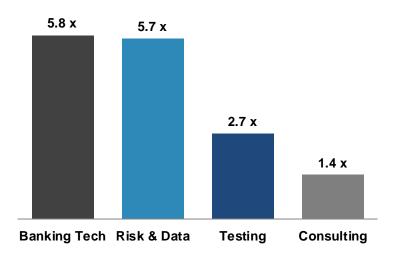
5. Texas HB 4390 is a GDPR-style restriction based bill that prohibits a business from collecting or processing information except under certain circumstances.

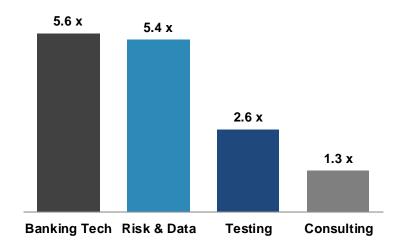
At the national level, the Federal Trade Commission ("FTC") has announced the two highest penalties in privacy enforcement history against Equifax and Facebook. Equifax agreed to pay at least \$575M and up to \$700M to help compensate the 147M victims of the 2017 data breach. Facebook will pay a \$5B fine to settle charges alleging the company of violating a 2012 FTC order by deceiving users about their ability to control the privacy of their personal information.

Going forward, a growing concern for companies is the risk of private litigation. According to William Long and Wim Nauwelaerts of the law firm Sidley Austin, under GDPR, individuals can file claims for damage as a result of a breach of the regulation. British Airways was threatened with a £500M class-action lawsuit related to the same incident for which it was fined by the ICO. The airline had previously promised that "no British Airways customer will be left out of pocket as a result of this criminal cyber attack." Clearly, the recent increase in privacy activity is just the beginning of a long road of future regulation, litigation, and hopefully, enhanced compliance.

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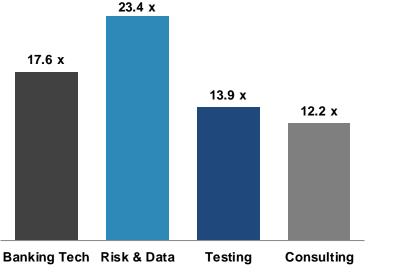


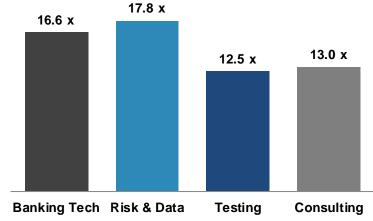




2019E EV / EBITDA







Note: GRC index has been excluded from analysis due to insufficient material information; detailed adjustments made to the Public Companies Analysis (pages 9 and 10).

Source: Capital IQ, market data as of 28-Jun-2019

# **BUZZ** AROUND THE INDUSTRY

### **GENERAL COMPLIANCE**

**Walmart Agrees to \$282.7M FCPA Resolution.** "Walmart... agreed to pay a combined total of \$282.7 million to resolve a more than seven-year investigation resulting from violations of the Foreign Corrupt Practices Act." Read more <u>here</u>.

**Facebook Hires Two of Coinbase's Former Compliance Managers.** "Facebook hired two Coinbase veterans to work in compliance this month, and at least one of them is involved with the social media giant's blockchain effort." Read more <u>here</u>.

What Brands Can Learn from a Year of GDPR in Preparing for the California Consumer Privacy Act. "There are data privacy regulations that are anticipated that may change the game with enforcement. One significant development that's coming is the ePrivacy Regulation, which defines policies about cookies, what consent is needed, who companies can email and for what reasons, tracking and so on, adding a more definitive layer to the broader concept of personal data." Read more here.

### FINANCIAL SERVICES COMPLIANCE

Afterpay's Compliance with Anti-Money Laundering Laws under AUSTRAC Scrutiny. "The financial intelligence regulator has ordered Afterpay to appoint an external auditor to examine its compliance with anti-money laundering and counterterrorism financing laws." Read more <u>here</u>.

**IBM, Thomson Reuters Introduce Powerful New AI and Data Combination to Simplify How Financial Institutions Tackle Regulatory Compliance Challenges.** "IBM and Thomson Reuters Regulatory Intelligence will now offer financial institutions access to a RegTech solution delivered from the IBM Cloud that features real-time financial services data from thousands of content sources." Read more <u>here</u>.

**Citi Global Trade Uses AI to Digitize Compliance in NextGen Project.** "Citi announced today its NextGen project, an initiative with EY and SAS, using artificial intelligence to develop an advanced risk analytics scoring engine. NextGen was created to help streamline the time-consuming, highly manual processes associated with reviewing high volumes of global trade transactions while ensuring regulatory compliance." Read more <u>here</u>.

### HEALTHCARE COMPLIANCE

**Proposed Bill Would Close HIPAA Gaps, Curb Health App Privacy Risks.** "A proposed bipartisan bill would direct HHS to create regulations for health tech like apps and direct-to-consumer genetic tests, which HIPAA does not cover, to bolster patient privacy." Read more <u>here</u>.

**DOJ's Updated Compliance Guidance is Important for Healthcare Entities.** "The Guidance directs prosecutors – and, by implication, a corporation's compliance personnel and outside counsel – to address three 'fundamental questions': Is the corporation's compliance program well designed? Is the program being implemented effectively? Does the corporation's compliance program work in practice?" Read more <u>here</u>.

**Tips to Hack Your Healthcare Security Strategy.** "As security threats evolve, organizations must account for new attack methods to protect themselves against looming threats." Read more <u>here</u>.

# **BUZZ** AROUND THE INDUSTRY

### LIFE SCIENCES COMPLIANCE

**First Major Drug Distribution Company, Former Executives, Criminally Charged in Opioid Crisis.** "Laurence Doud III, the company's former chief executive, and William Pietruszewski, the company's former chief compliance officer, are individually charged with conspiracy to distribute controlled substances and conspiracy to defraud the U.S." Read more <u>here</u>.

**Can Data Inventory Reduce Medical Device Risk to Patient Safety?** "Medical devices and legacy systems are some of the healthcare sector's most vulnerable areas when it comes to keeping patient data and networks secure, according to a recent report from Vectra that analyzed recent cyber incidents across the industry." Read more <u>here</u>.

**Now that Trump's Forced Drug Prices into Ads, What's Next?** "Last week, the Trump administration said it would... require drug makers [to] put list prices into TV ads, and followed up by publishing the rule... in the Federal Register. It's set to go into effect July 9." Read more <u>here</u>.

### DATA & PRIVACY

**U.S. Companies Repeating Data Privacy Compliance Mistakes, Study Shows.** "U.S. companies haven't learned much from the missteps they made while preparing for the European Union's General Data Protection Regulation, suggests a new study on data privacy regulation compliance." Read more <u>here</u>.

**Compliance is the New Normal -- It's Time to Lock Down the Data.** "There is a broadening recognition and acceptance that privacy regulations aren't going away. In a recent Gartner survey, executives named accelerating privacy regulation as their top concern of Q1 2019, with 64% of respondents citing it as a key risk facing their organizations." Read more <u>here</u>.

### **BLOCKCHAIN**

**JPMorgan Expanding Blockchain Project with 220 Banks to Include Payments.** "Investment banking giant JPMorgan Chase is planning to expand an existing blockchain project to include settlement features as it seeks to fend off competition from payments upstarts such as TransferWise and Ripple." Read more <u>here</u>.

**Rakuten Brings in Compliance Partner for New Crypto Exchange.** "Japanese e-commerce giant Rakuten, has partnered with blockchain analytics firm CipherTrace to help ensure compliance for its soon-to-go-live cryptocurrency exchange." Read more <u>here</u>.

The Government's Set a Steep Learning Curve for Crypto Compliance. "Cryptocurrency prices remain significantly below their high-water marks, while regulators in the U.S. sustain, or even increase, their scrutiny of ICOs and other market actors. Those are only two of the factors likely to impact both the pace of M&A activity and that well-counseled cryptocurrency entrepreneurs, investors and potential acquirers should consider." Read more <u>here</u>.

# FEATURED M&A TRANSACTIONS

Announced	Target / Issuer	Buyer	Transaction Value (\$mm)		Target Description
19-Jun-19		<b>O</b> INVERNESS GRAHAM	N/A	leading ind	ghthouse Services will combine to create dustry provider of integrated eLearning, reporting hotline, and case management
19-Jun-19	DECERNIS	FOODCHAIN D®	N/A		elops technology and content software product compliance, safety, and risk
10-Jun-19	<b>red</b> land	ideagen	\$18.0		ness Solutions provides regulatory and offware to the financial services industry
6-Jun-19	INTELEX	INDUSTRIAL SCIENTIFIC	\$570.0	olutions for e	ologies develop web and mobile software environmental, health, safety, and quality in North America
30-May-19		SUNSTONE	N/A	uShield Se nterprise Se	rtners acquired Terra Verde Security, curity Solutions, and Sword & Shield ecurity to form one combined managed leader under the name Avertium
29-May-19	🙀 Twistlock	palo <mark>alto</mark> networks.	\$410.0		vides docker container security solutions vith seamless CI integration, API support, framework
28-May-19	cority	THOMA BRAVO	N/A	oftware allo sights from	es environmental, health, and safety wing organizations to gain actionable their data, manage risk and compliance, business performance
15-May-19	WERLFORCE	o pec	N/A	olutions for l	elops workforce and community safety businesses; the combined company has s largest interconnected safety and etwork
11-Apr-19	<b>GB</b> protect	nuspire	N/A	pecializing	managed security services company, in security operations, managed nd strategic consulting services
9-Apr-19	A TROSY	PEI Alternative Insight	N/A	ivate equity	Group is a provider of information for and venture capital executives relating to hing and data information and intelligence
4-Apr-19	unicorn	access	N/A	arning soft	ing Group designs and develops online ware solutions for risk governance, raining, learning management systems, ontent

#### Q2 2019 Compliance M&A Transactions

Source: Capital IQ.

# FEATURED PRIVATE PLACEMENT

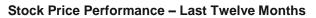
Q2 2019 Comp	oliance Private	<b>Placements</b>
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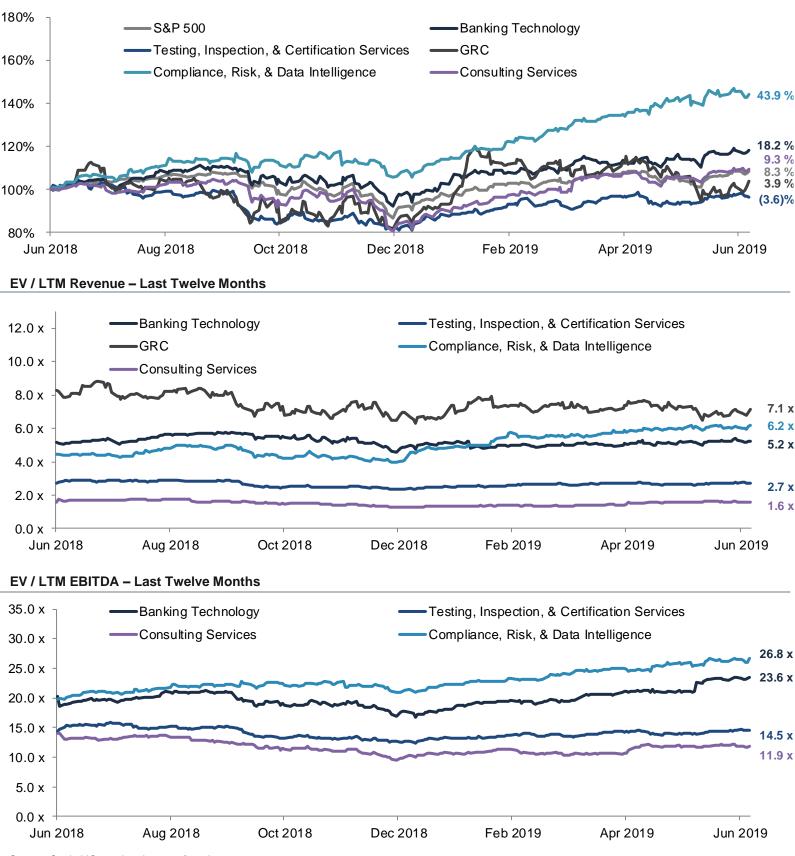
Announced	Target / Issuer	Investor(s)	Transaction Value (\$mm)	Target Description
20-Jun-19	BLECKWEN		\$9.0	<ul> <li>Bleckwen is a cybersecurity firm utilizing machine- learning and artificial intelligence-based solutions for fraud detection and prevention for banks and financial technology organizations</li> </ul>
18-Jun-19	ᡷ aptible	Maverick	\$12.0	<ul> <li>Aptible helps companies of all sizes to automate security and compliance workflows for common regulations and security frameworks such as ISO 27001, SOC 2, HIPAA, and GDPR</li> </ul>
13-Jun-19	SecurityScorecard	riverwood 🗲 Capital	\$50.0	<ul> <li>SecurityScorecard develops a cybersecurity rating and continuous monitoring platform that monitors and assesses cybersecurity strength of third party vendors or businesses</li> </ul>
7-Jun-19	KnowBe4	KKR	\$309.4	<ul> <li>KnowBe4 is an IT security company providing cloud- based security awareness training and simulated phishing platforms to manage problems of social engineering</li> </ul>
4-Jun-19	SentinelOne <sup>®</sup>	VENTURE PARTNERS	\$120.0	<ul> <li>SentinelOne provides real-time endpoint protection on laptops, phones, containers, cloud services, and most recently IoT devices on a network through a completely autonomous, AI-based platform</li> </ul>
20-May-19	NOGGİN	DARBY CAPITAL PARTNERS	N/A	<ul> <li>Noggin designs and develops enterprise level safety and security software solutions, known as Noggin OCA and Noggin Crisis</li> </ul>
15-May-19	4STOP	<b>V</b> VENTECH	\$2.5	<ul> <li>FourStop GmbH develops a platform for global KYC, compliance, and anti-fraud risk management sectors</li> </ul>
22-Apr-19	CENSINET	CEDARS-SINAI.	\$7.8	<ul> <li>Censinet provides a third-party risk management platform built for healthcare providers to manage the threats to patient care that exist within an expanding ecosystem of vendor</li> </ul>
17-Apr-19		idinvest Partners	\$13.0	<ul> <li>Alsid SAS designs and develops solutions to protect directory infrastructures</li> </ul>
10-Apr-19	BlueVoyant	fiserv.	\$82.5	<ul> <li>BlueVoyant provides and manages cyber threat intelligence solutions and cyber security services companies</li> </ul>
9-Apr-19	APPRISS <sup>®</sup> Knowledge for good. <sup>™</sup>	CLEARLAKE CAPITAL INSIGHT VENTURE PARTNERS	N/A	<ul> <li>Appriss offers SaaS based public safety, risk and compliance, health information, and insurance solutions in the United States</li> </ul>

Note: Private placement transactions listed may include other investors; primary investor(s) only included above.

Source: Capital IQ.

# **PUBLIC** MARKET ACTIVITY





Source: Capital IQ, market data as of 28-Jun-2019

Notes: Price Performance is market capitalization-weighted; the multiples charts may differ from the Comparable Companies Analysis due to detailed adjustments made to the Comparable Companies Analysis; GRC index has been excluded from EV / LTM EBITDA due to insufficient material information.

## **PUBLIC** MARKET ACTIVITY

#### **Public Market Comparable Companies**

#### **Select GRC Companies**

	Closing Price	% of 52 Week	Equity Market Cap	Enterprise Value	EV / Revenue Multiples			EV / EBITDA Multiples			LTM EBITDA
GRC	28-Jun-2019	High			LTM	2019	2020	LTM	2019	2020	Margin
Proofpoint	\$ 120.25	91.5 %	\$ 7,352	\$ 7,265	9.6 x	8.3 x	6.8 x	NM	NM	NM	NM
Qualys	87.08	88.6	3,693	3,429	11.9	10.6	9.1	NM	NM	NM	NM
SecureWorks	13.29	53.4	1,128	1,045	2.0	1.9	1.8	NM	NM	NM	NM
	High	91.5 %	\$ 7,352	\$ 7,265	11.9 x	10.6 x	9.1 x	NM	NM	NM	NM
	Median	88.6	3,693	3,429	9.6	8.3	6.8	NM	NM	NM	NM
	Mean	77.8	4,058	3,913	7.8	7.0	5.9	NM	NM	NM	NM
	Low	53.4	1,128	1,045	2.0	1.9	1.8	NM	NM	NM	NM

#### Select Banking Technology Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / Revenue Multiples			EV / EBITDA Multiples			LTM EBITDA
Banking Technology	28-Jun-2019	High	Cap	Value	LTM	2019	2020	LTM	2019	2020	Margin
ACI Worldwide	\$ 34.34	95.8 %	\$ 3,968	\$ 4,466	3.5 x	3.4 x	3.0 x	19.4 x	12.2 x	10.4 x	18.1 %
Computer Services	36.90	92.3	1,027	976	3.6	NA	NA	13.8	NA	NA	26.2
Bottomline Technologies	44.24	59.7	2,023	2,045	4.9	4.7	4.3	NM	20.3	18.9	10.7
Fidelity	122.68	97.9	40,697	49,346	5.9	5.8	5.6	20.5	14.9	13.9	28.6
Fiserv <sup>1</sup>	91.16	98.8	35,877	41,300	7.0	6.7	6.4	21.8	17.6	16.6	32.2
Jack Henry & Associates	133.92	81.8	10,382	10,347	6.5	6.5	6.0	21.6	19.9	18.5	29.8
	High	98.8 %	\$ 40,697	\$ 49,346	7.0 x	6.7 x	6.4 x	21.8 x	20.3 x	18.9 x	32.2 %
	Median	94.0	7,175	7,407	5.4	5.8	5.6	20.5	17.6	16.6	27.4
	Mean	87.7	15,662	18,080	5.2	5.4	5.1	19.4	17.0	15.7	24.3
	Low	59.7	1,027	976	3.5	3.4	3.0	13.8	12.2	10.4	10.7

#### Select Compliance, Risk, & Data Intelligence Companies

	Closing	% of 52	Equity								LTM
Compliance, Risk,	Price	Week	Market	Enterprise	EV / R	evenue Mult	iples	EV / I	ples	EBITDA	
& Data Intelligence	28-Jun-2019	High	Сар	Value	LTM	2019	2020	LTM	2019	2020	Margin
EQS Group	\$ 75.10	78.6 %	\$ 108	\$ 110	2.4 x	2.3 x	2.0 x	NM	NM	NM	NM
GB Group	7.03	86.7	1,358	1,441	7.7	6.2	5.4	NM	25.9	22.4	21.8
Thomson Reuters	64.58	95.1	32,825	34,001	6.1	5.7	5.5	NM	23.4	17.8	18.6
Wolters Kluwer	72.85	97.1	19,800	22,124	4.5	4.3	4.1	16.6	14.9	14.1	27.4
Workiva	58.09	99.0	3,019	2,927	11.5	10.3	8.8	NM	NM	NM	NM
	High	99.0 %	\$ 32,825	\$ 34,001	11.5 x	10.3 x	8.8 x	16.6 x	25.9 x	22.4 x	27.4 %
	Median	95.1	3,019	2,927	6.1	5.7	5.4	16.6	23.4	17.8	21.8
	Mean	91.3	11,422	12,121	6.4	5.8	5.2	16.6	21.4	18.1	22.6
	Low	78.6	108	110	2.4	2.3	2.0	16.6	14.9	14.1	18.6

Source: Capital IQ, market data as of 28-Jun-2019.

Notes: Any negatives multiples or multiples greater than 35.0x are marked "NM," detailed adjustments made to the Comparable Companies Analysis; Fiserv announced an acquisition of First Data Corporation on January 16, 2019. Acquisition had yet to officially close as of the end of June – market information for the company as reported above does not reflect the combined entity.

## **PUBLIC** MARKET ACTIVITY

#### **Public Market Comparable Companies**

#### **Select Consulting Services Companies**

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / R	levenue Mult	tiples	EV / E	BITDA Multi	oles	LTM EBITDA
<b>Business Consulting</b>	28-Jun-2019	High	Сар	Value	LTM	2019	2020	LTM	2019	2020	Margin
Accenture	\$ 184.77	98.6 %	\$ 121,252	\$ 116,909	2.8 x	2.7 x	2.5 x	17.2 x	15.9 x	14.6 x	16.5 %
Capgemini	124.43	91.3	21,452	24,921	1.6	1.6	1.5	12.9	10.5	9.8	12.8
CBIZ	19.59	80.4	1,109	1,454	1.6	1.5	1.4	13.5	12.2	11.2	11.6
CRA International	38.33	65.2	328	418	1.0	0.9	0.9	10.7	9.8	9.3	9.2
Franklin Covey	34.00	95.5	488	521	2.3	2.2	2.1	NA	NA	NA	6.4
FTI Consulting	83.84	96.0	3,353	3,616	1.7	1.7	1.7	12.7	13.7	13.5	13.7
Heidrick & Struggles	29.97	66.2	591	599	0.8	0.8	0.8	7.0	6.8	6.5	11.7
Huron Consulting	50.38	88.4	1,216	1,603	2.0	1.9	1.8	16.7	15.9	14.1	11.9
ICF International	72.80	88.5	1,451	1,820	1.3	1.2	1.2	14.5	12.9	11.9	9.1
Korn Ferry	40.07	58.1	2,320	1,919	1.0	1.0	0.9	7.0	6.1	5.9	14.2
Navigant Consulting	23.19	84.6	949	952	1.4	1.3	1.2	15.1	12.4	11.3	9.1
Resources Connection	16.01	82.1	516	510	0.7	0.7	0.7	8.8	8.9	8.1	8.0
	High	98.6 %	\$ 121,252	\$ 116,909	2.8 x	2.7 x	2.5 x	17.2 x	15.9 x	14.6 x	16.5 %
	Median	86.5	1,162	1,529	1.5	1.4	1.3	12.9	12.2	11.2	11.7
	Mean	82.9	12,919	12,937	1.5	1.5	1.4	12.4	11.4	10.6	11.2
	Low	58.1	328	418	0.7	0.7	0.7	7.0	6.1	5.9	6.4

### Select Testing, Inspection, & Certification Companies

	Closing Price	% of 52 Week	Equity Market	Enterprise	EV / Revenue Multiples			EV / EBITDA Multiples			LTM EBITDA
TIC	28-Jun-2019	High	Сар	Value	LTM	2019	2020	LTM	2019	2020	Margin
Applus Services	\$ 13.60	91.9 %	\$ 1,946	\$ 2,542	1.3 x	1.3 x	1.2 x	10.6 x	7.5 x	7.1 x	12.6 %
Bureau Veritas	24.72	92.2	11,127	13,578	2.5	2.4	2.3	14.1	12.7	11.9	17.5
Intertek Group	69.92	90.4	11,273	12,304	3.4	3.3	3.1	17.3	15.9	14.9	19.9
SGS	2,548.68	92.2	19,765	21,993	3.3	3.1	2.9	17.9	15.0	14.2	18.2
	High	92.2 %	\$ 19,765	\$ 21,993	3.4 x	3.3 x	3.1 x	17.9 x	15.9 x	14.9 x	19.9 %
	Median	92.1	11,200	12,941	2.9	2.7	2.6	15.7	13.9	13.0	17.8
	Mean	91.7	11,028	12,604	2.6	2.5	2.4	15.0	12.8	12.0	17.0
	Low	90.4	1,946	2,542	1.3	1.3	1.2	10.6	7.5	7.1	12.6

# **RECENT** DEALS



We would like to thank all of our clients, colleagues, and friends for helping to reinforce Clearsight as the *leader* in advising high-end technology and business services companies.



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