ARC DOCUMENT SOLUTIONS, INC.
Form 10-Q
May 06, 2015

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

Form 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2015

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: 001-32407

ARC DOCUMENT SOLUTIONS, INC.
(Exact name of Registrant as specified in its Charter)

Delaware	20-1700361
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1981 N. Broadway, Suite 385
Walnut Creek, California 94596
(925) 949-5100
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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 ý 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 ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer ý
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 Act). Yes ¨ No ý

As of April 30, 2015, there were 47,004,042 shares of the issuer's common stock outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains statements that are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this Form 10-Q, the words "believe," "expect," "anticipate," "estimate," "intend," "plan," "project," "target," "likely," "will," "would," "could," and variations of such words a expressions as they relate to our management or to ARC Document Solutions, Inc. (the "Company") are intended to identify forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated herein. We have described in Part II, Item 1A-"Risk Factors" a number of factors that could cause our actual results to differ from our projections or estimates. These factors and other risk factors described in this Form 10-Q are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, you are cautioned not to place undue reliance on such forward-looking statements.

Except where otherwise indicated, the statements made in this Form 10-Q are made as of the date we filed this report with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. All future written and verbal forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We undertake no obligation, and specifically disclaim any obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should, however, consult further disclosures we make in future filings of our Forms 10-K, Forms 10-Q, and Forms 8-K, and any amendments thereto, as well as our proxy statements.

PART I—FINANCIAL INFORMATION
Item 1. Condensed Consolidated Financial Statements
ARC DOCUMENT SOLUTIONS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands, except per share data)	March 31, 2015	December 31, 2014
Assets		
Current assets:		
Cash and cash equivalents	$17,561	$22,636
Accounts receivable, net of allowances for accounts receivable of $2,371 and $2,413	66,046	62,045
Inventories, net	17,354	16,251
Deferred income taxes	277	278
Prepaid expenses	5,247	4,767
Other current assets	3,913	6,080
Total current assets	110,398	112,057
Property and equipment, net of accumulated depreciation of $218,850 and $214,697	58,897	59,520
Goodwill	212,608	212,608
Other intangible assets, net	22,228	23,841
Deferred financing fees, net	2,296	2,440
Deferred income taxes	992	1,110
Other assets	2,686	2,492
Total assets	$410,105	$414,068
Liabilities and Equity		
Current liabilities:		
Accounts payable	$23,701	$26,866
Accrued payroll and payroll-related expenses	11,788	13,765
Accrued expenses	21,253	22,793
Current portion of long-term debt and capital leases	28,303	27,969
Total current liabilities	85,045	91,393
Long-term debt and capital leases	171,890	175,916
Deferred income taxes	34,050	33,463
Other long-term liabilities	3,464	3,458
Total liabilities	294,449	304,230
Commitments and contingencies (Note 7)		
Stockholders’ equity:		
ARC Document Solutions, Inc. stockholders’ equity:		
Preferred stock, $0.001 par value, 25,000 shares authorized; 0 shares issued and outstanding	—	—
Common stock, $0.001 par value, 150,000 shares authorized; 47,039 and 46,800 shares issued and 46,962 and 46,723 shares outstanding	47	47
Additional paid-in capital	112,573	110,650
Retained deficit	(2,917)	(7,353)
Accumulated other comprehensive loss	(678)	(161)
	109,025	103,183
Less cost of common stock in treasury, 77 and 77 shares	408	408
Total ARC Document Solutions, Inc. stockholders’ equity	108,617	102,775
Noncontrolling interest	7,039	7,063

Total equity	115,656	109,838
Total liabilities and equity	$410,105	$414,068

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

ARC DOCUMENT SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,	
(In thousands, except per share data)	2015	2014
Service sales	$93,325	$88,931
Equipment and supplies sales	10,994	11,442
Total net sales	104,319	100,373
Cost of sales	68,298	66,439
Gross profit	36,021	33,934
Selling, general and administrative expenses	27,455	26,106
Amortization of intangible assets	1,489	1,498
Restructuring expense	74	483
Income from operations	7,003	5,847
Other income, net	(26)	(26)
Interest expense, net	1,857	3,913
Income before income tax provision	5,172	1,960
Income tax provision	761	664
Net income	4,411	1,296
Loss attributable to noncontrolling interest	25	100
Net income attributable to ARC Document Solutions, Inc. shareholders	$4,436	$1,396
Earnings per share attributable to ARC Document Solutions, Inc. shareholders:		
Basic	$0.10	$0.03
Diluted	$0.09	$0.03
Weighted average common shares outstanding:		
Basic	46,443	45,990
Diluted	47,654	46,782

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

ARC DOCUMENT SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
(In thousands)	2015	2014
Net income	$4,411	$1,296
Other comprehensive loss, net of tax		
Foreign currency translation adjustments	(405)	(303)
Fair value adjustment of derivatives, net of tax	(111)	—
Other comprehensive loss, net of tax	(516)	(303)
Comprehensive income	3,895	993
Comprehensive loss attributable to noncontrolling interest	(24)	(165)
Comprehensive income attributable to ARC Document Solutions, Inc. shareholders	$3,919	$1,158

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

ARC DOCUMENT SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

	ARC Document Solutions, Inc. Shareholders							
	Common Stock							
(In thousands, except per share data)	Shares	Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Common Stock in Treasury	Noncontrolling Interest	Total
Balance at December 31, 2013	46,365	$46	$105,806	$(14,628)	$ 634	$(168)	$ 7,449	$99,139
Stock-based compensation	142	—	781	—	—	—	—	781
Issuance of common stock under Employee Stock Purchase Plan	3	—	21	—	—	—	—	21
Stock options exercised	174	—	991	—	—	—	—	991
Comprehensive income:								
Net income (loss)	—	—	—	1,396	—	—	(100)	1,296
Foreign currency translation adjustments, net of tax	—	—	—	—	(238)	—	(65)	(303)
Comprehensive income								993
Balance at March 31, 2014	46,684	$46	$107,599	$(13,232)	$ 396	$(168)	$ 7,284	$101,925

	ARC Document Solutions, Inc. Shareholders							
	Common Stock							
(In thousands, except per share data)	Shares	Par Value	Additional Paid-in Capital	Retained Deficit	Accumulated Other Comprehensive Income (loss)	Common Stock in Treasury	Noncontrolling Interest	Total
Balance at December 31, 2014	46,800	$47	$110,650	$(7,353)	$ (161)	$(408)	$ 7,063	$109,838
Stock-based compensation	115	—	1,351	—	—	—	—	1,351
Issuance of common stock under Employee Stock Purchase Plan	3	—	27	—	—	—	—	27
Stock options exercised	121	—	545	—	—	—	—	545
Comprehensive income:								
Net income (loss)	—	—	—	4,436	—	—	(25)	4,411
Fair value adjustment of derivatives, net of tax	—	—	—	—	(111)	—	—	(111)
Foreign currency translation adjustments, net of tax	—	—	—	—	(406)	—	1	(405)
Comprehensive income								3,895
Balance at March 31, 2015	47,039	$47	$112,573	$(2,917)	$ (678)	$(408)	$ 7,039	$115,656

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

ARC DOCUMENT SOLUTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
(In thousands)	2015	2014
Cash flows from operating activities		
Net income	$4,411	$1,296
Adjustments to reconcile net income to net cash provided by operating activities:		
Allowance for accounts receivable	26	147
Depreciation	7,066	6,995
Amortization of intangible assets	1,489	1,498
Amortization of deferred financing costs	161	183
Amortization of discount on long-term debt	—	225
Stock-based compensation	1,083	781
Deferred income taxes	2,176	1,893
Deferred tax valuation allowance	(1,534)	(1,289)
Restructuring expense, non-cash portion	—	384
Other non-cash items, net	(174)	(170)
Changes in operating assets and liabilities:		
Accounts receivable	(4,522)	(3,435)
Inventory	(1,093)	(2,014)
Prepaid expenses and other assets	1,999	222
Accounts payable and accrued expenses	(5,800)	998
Net cash provided by operating activities	5,288	7,714
Cash flows from investing activities		
Capital expenditures	(3,501)	(3,565)
Other	155	164
Net cash used in investing activities	(3,346)	(3,401)
Cash flows from financing activities		
Proceeds from stock option exercises	545	441
Proceeds from issuance of common stock under Employee Stock Purchase Plan	27	21
Payments on long-term debt agreements and capital leases	(6,067)	(7,963)
Net (repayments) borrowings under revolving credit facilities	(984)	402
Payment of deferred financing costs	(24)	(457)
Payment of hedge premium	(632)	—
Net cash used in financing activities	(7,135)	(7,556)
Effect of foreign currency translation on cash balances	118	(126)
Net change in cash and cash equivalents	(5,075)	(3,369)
Cash and cash equivalents at beginning of period	22,636	27,362
Cash and cash equivalents at end of period	$17,561	$23,993
Supplemental disclosure of cash flow information		
Noncash investing and financing activities		
Capital lease obligations incurred	$3,500	$4,088
Stock options exercised - unsettled	$—	$550

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

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ARC DOCUMENT SOLUTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share data or where otherwise noted)
(Unaudited)

1. Description of Business and Basis of Presentation

ARC Document Solutions, Inc. (“ARC Document Solutions,” “ARC” or the “Company”) is a leading document solutions company serving businesses of all types, with an emphasis on the non-residential segment of the architecture, engineering and construction (“AEC”) industry. ARC offers a variety of services including: Construction Document Information Management ("CDIM"), Managed Print Services ("MPS"), and Archive and Information Management ("AIM"). In addition, ARC also sells Equipment and Supplies. The Company conducts its operations through its wholly-owned operating subsidiary, ARC Document Solutions, LLC, a Texas limited liability company, and its affiliates.

Basis of Presentation

The accompanying interim Condensed Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and in conformity with the requirements of the SEC. As permitted under those rules, certain footnotes or other financial information required by GAAP for complete financial statements have been condensed or omitted. In management’s opinion, the accompanying interim Condensed Consolidated Financial Statements presented reflect all adjustments of a normal and recurring nature that are necessary to fairly present the interim Condensed Consolidated Financial Statements. All material intercompany accounts and transactions have been eliminated in consolidation. The operating results for the three months ended March 31, 2015 are not necessarily indicative of the results that may be expected for the year ending December 31, 2015.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the interim Condensed Consolidated Financial Statements and accompanying notes. The Company evaluates its estimates and assumptions on an ongoing basis and relies on historical experience and various other factors that it believes to be reasonable under the circumstances to determine such estimates. Actual results could differ from those estimates, and such differences may be material to the interim Condensed Consolidated Financial Statements.

These interim Condensed Consolidated Financial Statements and accompanying notes should be read in conjunction with the consolidated financial statements and notes included in the Company’s 2014 Form 10-K.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-05. The new guidance amends Accounting Standards Codification ("ASC") 350-40, Intangibles - Goodwill and Other, Internal-Use Software, to provide guidance on determining whether a cloud computing arrangement contains a software license that should be accounted for as internal-use software. ASU 2015-05 is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. Early adoption is permitted. The Company is currently in the process of evaluating the impact of the adoption of ASU 2015-05 on its condensed consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, which changes the presentation of deferred financing fees in an entity's financial statements. Under the ASU, deferred financing fees are to be presented in the balance sheet as a direct deduction from the related debt liability rather than as an asset. ASU 2015-03 is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. Early adoption is permitted. The Company expects to adopt ASU 2015-03 for the quarterly report on Form 10-Q for the three months ended March 31, 2016.

In May 2014, the FASB issued ASU 2014-09 which supersedes the existing revenue recognition requirements in “Revenue Recognition (Topic 605).” The new guidance requires entities to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early adoption is not permitted. The

Company is currently in the process of evaluating the impact of the adoption of ASU 2014-09 on its condensed consolidated financial statements.

In April 2014, the FASB issued ASU 2014-08. The new guidance raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. It was effective for annual periods beginning on or after December 15, 2014. The adoption of ASU 2014-08 had no impact to the Company's condensed consolidated financial statements.

Segment Reporting

The provisions of ASC 280, Disclosures about Segments of an Enterprise and Related Information, require public companies to report financial and descriptive information about their reportable operating segments. The Company identifies operating segments based on the various business activities that earn revenue and incur expense and whose operating results are reviewed by the Company's Chief Executive Officer, who is the Company's chief operating decision maker. Because its operating segments have similar products and services, classes of customers, production processes, distribution methods and economic characteristics, the Company operates as a single reportable segment.

In an effort to more closely align the Company's financial presentation to how it markets its services and products to its customers, beginning with this quarterly filing on Form 10-Q, the Company has re-categorized its offerings to better report distinct sales recognized from CDIM, MPS, AIM, and Equipment and Supplies Sales. MPS is a new categorization of sales, which combines the Company's previously reported Onsite Services sales with sales generated from the servicing of equipment, which was previously included in Traditional Reprographics. In addition, sales generated from the Company's AIM services were split out from the Company's previously reported Digital Services category and presented separately. The remaining sales generated from Traditional Reprographics, Color Services and Digital Services were combined into CDIM. Equipment and Supplies sales remained unchanged. Amounts for the prior year have been recast to conform to the current year presentation in the table below. The Company believes the updated presentation of its sales categories reflects the drivers of its consolidated sales and will provide greater insight into the opportunities and risk diversification provided by the Company's portfolio of service and product offerings.

Net sales of the Company’s principal services and products were as follows:

	Three Months Ended March 31,	
	2015	2014
Service Sales		
CDIM	$54,643	$53,340
MPS	35,877	33,009
AIM	2,805	2,582
Total service sales	93,325	88,931
Equipment and supplies sales	10,994	11,442
Total net sales	$104,319	$100,373

Risk and Uncertainties

The Company generates the majority of its revenue from sales of services and products to customers in the AEC industry. As a result, the Company’s operating results and financial condition can be significantly affected by economic factors that influence the AEC industry, such as non-residential construction spending, GDP growth, interest rates, unemployment rates, and office vacancy rates. Reduced activity (relative to historic levels) in the AEC industry would diminish demand for some of ARC’s services and products, and would therefore negatively affect revenues and have a material adverse effect on its business, operating results and financial condition.

As part of the Company’s growth strategy, ARC intends to continue to offer and grow a variety of service offerings that are relatively new to the Company. The success of the Company’s efforts will be affected by its ability to acquire new customers for the Company’s new service offerings, as well as to sell the new service offerings to existing customers. The Company’s inability to successfully market and execute these relatively new service offerings could significantly affect its business and reduce its long term revenue, resulting in an adverse effect on its results of operations and financial condition.

2. Earnings per Share

The Company accounts for earnings per share in accordance with ASC 260, Earnings Per Share. Basic earnings per share is computed by dividing net income attributable to ARC by the weighted-average number of common shares outstanding for the period. Diluted earnings per common share is computed similarly to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if common shares subject to outstanding options and acquisition rights had been issued and if the additional common shares were dilutive. Common share equivalents are excluded from the computation if their effect is anti-dilutive. For the three months ended March 31, 2015, stock options for 0.2 million common shares were excluded from the calculation of diluted net income attributable to ARC per common share because they were anti-dilutive. For the three months ended March 31, 2014, stock options for 1.2 million common shares were excluded from the calculation of diluted net income attributable to ARC per common share because they were anti-dilutive. The Company's common share equivalents consist of stock options issued under the Company's stock plan.

Basic and diluted weighted average common shares outstanding were calculated as follows for the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
Weighted average common shares outstanding during the period—basic	46,443	45,990
Effect of dilutive stock options	1,211	792
Weighted average common shares outstanding during the period—diluted	47,654	46,782

3. Restructuring Expenses

To ensure that the Company's costs and resources were in line with demand for its current portfolio of services and products, management initiated a restructuring plan in the fourth quarter of 2012. Restructuring activities associated with the plan concluded in the fourth quarter of 2013. Through December 31, 2013, the restructuring plan included the closure or downsizing of 56 of the Company's service centers, which represented more than 25% of its total number of service center locations. In addition, as part of the restructuring plan, the Company reduced headcount and middle management associated with its service center locations, streamlined the senior operational management team, and allocated more resources into growing sales categories such as MPS. The reduction in headcount totaled approximately 300 full-time employees, which represented approximately 10% of the Company's total workforce. To date, the Company has incurred $6.7 million of expense related to its restructuring plan.

Restructuring expenses include employee termination costs, estimated lease termination and obligation costs, and other restructuring expenses. Restructuring expenses for the three months ended March 31, 2015 primarily consisted of revised estimated lease termination and obligation costs resulting from facilities closed in 2013.

The following table summarizes restructuring expenses incurred in the three months ended March 31, 2015 and 2014:

	Three Months Ended March 31,	
	2015	2014
Employee termination costs	$—	$—
Estimated lease termination and obligation costs	74	367
Other restructuring expenses	—	116
Total restructuring expenses	$74	$483

The changes in the restructuring liability from December 31, 2014 through March 31, 2015 are summarized as follows:

	Three Months Ended March 31, 2015	
Balance, December 31, 2014	$113	
Restructuring expenses	74	
Payments	(118	)
Balance, March 31, 2015	$69	

4. Goodwill and Other Intangibles Resulting from Business Acquisitions

Goodwill

In connection with acquisitions, the Company applies the provisions of ASC 805, Business Combinations, using the acquisition method of accounting. The excess purchase price over the assessed fair value of net tangible assets and identifiable intangible assets acquired is recorded as goodwill.

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In accordance with ASC 350, Intangibles—Goodwill and Other, the Company assesses goodwill for impairment annually as of September 30, and more frequently if events and circumstances indicate that goodwill might be impaired. At September 30, 2014, the Company performed its assessment and determined that goodwill was not impaired.

Goodwill impairment testing is performed at the reporting unit level. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill.

Goodwill impairment testing is a two-step process. Step one involves comparing the fair value of the reporting units to its carrying amount. If the carrying amount of a reporting unit is greater than zero and its fair value is greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss is recognized equal to the difference.

The Company determines the fair value of its reporting units using an income approach. Under the income approach, the Company determined fair value based on estimated discounted future cash flows of each reporting unit. The cash flows are discounted by an estimated weighted-average cost of capital, which is intended to reflect the overall level of inherent risk of a reporting unit. Determining the fair value of a reporting unit is judgmental in nature and requires the use of significant estimates and assumptions, including revenue growth rates and EBITDA margins, discount rates and future market conditions, among others. The Company considered market information in assessing the reasonableness of the fair value under the income approach outlined above.

Given the current economic environment, the changing document and printing needs of the Company's customers, and the uncertainties regarding the related impact on the Company's business, there can be no assurance that the estimates and assumptions made for purposes of the Company's goodwill impairment testing in 2014 will prove to be accurate predictions of the future. If the Company's assumptions, including forecasted EBITDA of certain reporting units, are not achieved, the Company may be required to record additional goodwill impairment charges in future periods, whether in connection with the Company's next annual impairment testing in the third quarter of 2015, or on an interim basis, if any such change constitutes a triggering event (as defined under ASC 350, Intangibles—Goodwill and Other) outside of the quarter when the Company regularly performs its annual goodwill impairment test. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

There was no change to the carrying amount of goodwill from January 1, 2014 through March 31, 2015.

Long-lived Assets

The Company periodically assesses potential impairments of its long-lived assets in accordance with the provisions of ASC 360, Accounting for the Impairment or Disposal of Long-lived Assets. An impairment review is performed whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. The Company groups its assets at the lowest level for which identifiable cash flows are largely independent of the cash flows of the other assets and liabilities. The Company has determined that the lowest level for which identifiable cash flows are available is the regional level, which is the operating segment level.

Factors considered by the Company include, but are not limited to, significant underperformance relative to historical or projected operating results; significant changes in the manner of use of the acquired assets or the strategy for the overall business; and significant negative industry or economic trends. When the carrying value of a long-lived asset may not be recoverable based upon the existence of one or more of the above indicators of impairment, the Company estimates the future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the expected future undiscounted cash flows and eventual disposition is less than the carrying amount of the asset, the Company recognizes an impairment loss. An impairment loss is reflected as the amount by which the carrying amount of the asset exceeds the fair value of the asset, based on the fair value if available, or discounted cash flows, if fair value is not available. The Company had no long-lived asset impairments in the first quarter of 2015 or the year ended December 31, 2014.

Other intangible assets that have finite lives are amortized over their useful lives. Customer relationships are amortized using the accelerated method, based on customer attrition rates, over their estimated useful lives of 13 (weighted average) years.

The following table sets forth the Company’s other intangible assets resulting from business acquisitions as of March 31, 2015 and December 31, 2014 which continue to be amortized:

	March 31, 2015			December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizable other intangible assets						
Customer relationships	$99,319	$77,614	$21,705	$99,606	$76,298	$23,308
Trade names and trademarks	20,373	19,850	523	20,370	19,837	533
	$119,692	$97,464	$22,228	$119,976	$96,135	$23,841

Based on current information, estimated future amortization expense of amortizable intangible assets for the remainder of the 2015 fiscal year, each of the subsequent four fiscal years and thereafter are as follows:

2015 (excluding the three months ended March 31, 2015)	$4,160
2016	4,818
2017	4,258
2018	3,846
2019	3,129
Thereafter	2,017
	$22,228

5. Income Taxes

On a quarterly basis, the Company estimates its effective tax rate for the full fiscal year and records a quarterly income tax provision based on the anticipated rate in conjunction with the recognition of any discrete items within the quarter.

The Company recorded an income tax provision of $0.8 million in relation to pretax income of $5.2 million for the three months ended March 31, 2015, and an income tax provision of $0.7 million in relation to pretax income of $2.0 million for the three months ended March 31, 2014. The income tax provision in both periods was primarily due to the impact of amortization of tax basis goodwill in a deferred tax liability position.

In accordance with ASC 740-10, Income Taxes, the Company evaluates its deferred tax assets to determine if a valuation allowance is required based on the consideration of all available evidence using a “more likely than not” standard, with significant weight being given to evidence that can be objectively verified. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability; the length of statutory carryover periods for operating losses and tax credit carryovers; and available tax planning alternatives. As of June 30, 2011, the Company determined that cumulative losses for the preceding twelve quarters constituted sufficient objective evidence (as defined by ASC 740-10) that a valuation allowance was needed. As of March 31, 2015, the Company has a $80.4 million valuation allowance against certain of its deferred tax assets. Based on the Company’s assessment, the remaining net deferred tax assets of $1.3 million as of March 31, 2015, which relate to foreign entities, are considered more likely than not to be realized. The valuation allowance of $80.4 million may be increased or decreased as conditions change or if the Company is unable to implement certain available tax planning strategies. The realization of the Company’s net deferred tax assets ultimately depend on future taxable income, reversals of existing taxable temporary differences or through a loss carry back. The Company has income tax receivables of $45 thousand as of March 31, 2015 included in other current assets in its Condensed Consolidated Balance Sheet primarily related to income tax refunds for prior years.

6. Long-Term Debt

Long-term debt consists of the following:

	March 31, 2015	December 31, 2014
Term A loan facility maturing 2019; 2.77% and 2.74% interest rate at March 31, 2015 and December 31, 2014	$170,000	$173,000
Various capital leases; weighted average interest rate of 6.3% and 6.8% at March 31, 2015 and December 31, 2014; principal and interest payable monthly through March 2020	29,111	28,789
Borrowings from foreign revolving credit facilities; 0.6% interest rate at March 31, 2015 and December 31, 2014	917	1,897
Various other notes payable with a weighted average interest rate of 6.5% at March 31, 2015 and December 31, 2014; principal and interest payable monthly through June 2016	165	199
	200,193	203,885
Less current portion	(28,303)	(27,969)
	$171,890	$175,916

Term A Loan Facility

On November 20, 2014 the Company entered into a Credit Agreement (the “Term A Credit Agreement”) with Wells Fargo Bank, National Association, as administrative agent and the lenders party thereto.

The Term A Credit Agreement provides for the extension of term loans (“Term Loans”) in an aggregate principal amount of $175.0 million, the entirety of which was disbursed on the closing date in order to pay outstanding obligations under the Company’s then-existing Term Loan Credit Agreement dated as of December 20, 2013. The Credit Agreement also provides for the extension of revolving loans in an aggregate principal amount not to exceed $30.0 million. The Company may request incremental commitments to the aggregate principal amount of Term Loans and Revolving Loans available under the Term A Credit Agreement by an amount not to exceed $75.0 million in the aggregate. Unless an incremental commitment to increase the Term Loan or provide a new term loan matures at a later date, the obligations under the Term A Credit Agreement mature on November 20, 2019. As of March 31, 2015, the Company's borrowing availability under the Term A Credit Agreement was $27.7 million, which was the maximum borrowing limit of $30.0 million under the Revolving Loan facility reduced by outstanding letters of credit of $2.3 million.

Loans borrowed under the Term A Credit Agreement bear interest, in the case of LIBOR rate loans, at a per annum rate equal to the applicable LIBOR rate, plus a margin ranging from 1.50% to 2.50% per annum, based on the Company’s Total Leverage Ratio (as defined in the Term A Credit Agreement). Loans borrowed under the Term A Credit Agreement that are not LIBOR rate loans bear interest at a per annum rate equal to (i) the greatest of (A) the Federal Funds Rate plus 0.50% per annum, (B) the one month LIBOR rate plus 1.00% per annum, and (C) the rate of interest announced, from time to time, by Wells Fargo Bank, National Association as its “prime rate,” plus (ii) a margin ranging from 0.50% to 1.50% per annum, based on our Company’s Total Leverage Ratio.

The Company will pay certain recurring fees with respect to the credit facility, including administration fees to the administrative agent.

Subject to certain exceptions, including in certain circumstances, reinvestment rights, the loans extended under the Term A Credit Agreement are subject to customary mandatory prepayment provisions with respect to: the net proceeds from certain asset sales; the net proceeds from certain issuances or incurrences of debt (other than debt permitted to be incurred under the terms of the Term A Credit Agreement); the net proceeds from certain issuances of equity securities; and net proceeds of certain insurance recoveries and condemnation events of the Company.

The Term A Credit Agreement contains customary representations and warranties, subject to limitations and exceptions, and customary covenants restricting the ability (subject to various exceptions) of the Company and its subsidiaries to: incur additional indebtedness (including guarantee obligations); incur liens; sell certain property or assets; engage in mergers or other fundamental changes; consummate acquisitions; make investments; pay dividends, other distributions or repurchase equity interest of the Company or its subsidiaries; change the nature of their business; prepay or amend certain indebtedness; engage in certain transactions with affiliates; amend their organizational documents; or enter into certain restrictive agreements. In accordance with the Term A Credit Agreement, the Company is permitted to pay dividends related to its equity securities payable solely in shares of equity securities. In addition, the Term A Credit Agreement contains financial covenants which require the Company to maintain (i) at all times, a Total Leverage Ratio in an amount not to exceed 3.25 to 1.00 through the Company's fiscal quarter ending

September 30, 2016, and thereafter, in an amount not to exceed 3.00 to 1.00; and (ii) a Fixed Charge Coverage Ratio (as defined in the Term A Credit Agreement), as of the last day of each fiscal quarter, in an amount not less than 1.25 to 1.00.

The Term A Credit Agreement contains customary events of default, including with respect to: nonpayment of principal, interest, fees or other amounts; failure to perform or observe covenants; material inaccuracy of a representation or warranty when made; cross-default to other material indebtedness; bankruptcy, insolvency and dissolution events; inability to pay debts; monetary judgment defaults; actual or asserted invalidity or impairment of any definitive loan documentation, repudiation of guaranties or subordination terms; certain ERISA related events; or a change of control.

The obligations of the Company’s subsidiary that is the borrower under the Term A Credit Agreement are guaranteed by the Company and each other United States domestic subsidiary of the Company. The Term A Credit Agreement and any interest rate protection and other hedging arrangements provided by any lender party to the Credit Facility or any affiliate of such a lender are secured on a first priority basis by a perfected security interest in substantially all of the borrower’s, the Company’s and each guarantor’s assets (subject to certain exceptions).

Foreign Credit Agreement

In the third quarter of 2014, in conjunction with its Chinese operations, UNIS Document Solutions Co. Ltd. (“UDS”), the Company’s Chinese business venture with Beijing-based Unisplendour, entered into a revolving credit facility with a term of 12 months. The facility provides for a maximum credit amount of 20.0 million Chinese Yuan Renminbi, which translates to U.S. $3.3 million as of March 31, 2015. Draws on the facility are limited to 30 day periods and incur a fee of 0.05% of the amount drawn and no additional interest is charged.

Other Notes Payable

Includes notes payable collateralized by equipment previously purchased.

7. Commitments and Contingencies

Operating Leases. The Company has entered into various non-cancelable operating leases primarily related to facilities, equipment and vehicles used in the ordinary course of business.

Legal Proceedings. On October 21, 2010, a former employee, individually and on behalf of a purported class consisting of all non-exempt employees who work or worked for American Reprographics Company, L.L.C. and American Reprographics Company in the State of California at any time from October 21, 2006 through the present, filed an action against the Company in the Superior Court of California for the County of Orange. The complaint alleges, among other things, that the Company violated the California Labor Code by failing to (i) provide meal and rest periods, or compensation in lieu thereof, (ii) timely pay wages due at termination, and (iii) that those practices also violate the California Business and Professions Code. The relief sought includes damages, restitution, penalties, interest, costs, and attorneys’ fees and such other relief as the court deems proper. On March 15, 2013, the Company participated in a private mediation session with claimants’ counsel which did not result in resolution of the claim. Subsequent to the mediation session, the mediator issued a proposal that was accepted by both parties. The Company has received preliminary court approval of the settlement, and awaits final court approval. The Company has a liability of $0.9 million as of March 31, 2015 related to the claim, which represents management's best estimate based on information available.

On February 1, 2013, ARC filed a civil complaint against a competitor and a former employee in the Superior Court of California for Orange County, which alleged, among other claims, the misappropriation of ARC trade secrets; namely, proprietary customer lists that were used to communicate with ARC customers in an attempt to unfairly acquire their business. In prior litigation with the competitor based on related facts, in 2007 the competitor entered into a settlement agreement and stipulated judgment, which included an injunction. ARC instituted this suit to stop the defendant from using similar unfair business practices against it in the Southern California market. The case proceeded to trial in May 2014, and a jury verdict was entered for the defendants. In the first quarter of 2015, the Company settled with the defendants and paid $1.0 million, which had been accrued as of December 31, 2014.

In addition to the matters described above, the Company is involved in various additional legal proceedings and other legal matters from time to time in the normal course of business. The Company does not believe that the outcome of any of these matters will have a material effect on its consolidated financial position, results of operations or cash flows.

8. Stock-Based Compensation

At the Company's annual meeting of stockholders held on May 1, 2014, the Company's stockholders approved the Company's 2014 Stock Plan (the “2014 Stock Plan”) as previously adopted by the Company's board of directors. The 2014 Stock Plan replaces the American Reprographics Company 2005 Stock Plan (the "2005 Plan"). The 2014 Stock Plan provides for the grant of incentive and non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses and other forms of awards granted or denominated in the Company's common stock or units of the Company's common stock, as well as cash bonus awards to employees, directors and consultants of the Company. The 2014 Stock Plan authorizes the Company to issue up to 3.5 million shares of common stock. As of March 31, 2015, 2.3 million shares remain available for issuance under the Stock Plan.

Stock options granted under the 2014 Stock Plan generally expire no later than ten years from the date of grant. Options generally vest and become fully exercisable over a period of three to four years from date of award, except that options granted to non-employee directors may vest over a shorter time period. The exercise price of options must be equal to at least 100% of the fair market value of the Company’s common stock on the date of grant. The Company allows for cashless exercises of vested outstanding options.

During the three months ended March 31, 2015, the Company granted options to acquire a total of 526 thousand shares of the Company's common stock to certain key employees with an exercise price equal to the fair market value of the Company’s common stock on the date of grant. During the three months ended March 31, 2015, the Company granted 116 thousand shares of restricted stock to certain key employees at a price per share equal to the closing price of the Company's common stock on the date the restricted stock was granted. The granted stock options and restricted stock vest annually over three to four years from the grant date.

The impact of stock-based compensation before income taxes on the interim Condensed Consolidated Statements of Operations was $1.1 million and $0.8 million for the three months ended March 31, 2015 and 2014, respectively.

As of March 31, 2015, total unrecognized compensation cost related to unvested stock-based payments totaled $6.0 million and is expected to be recognized over a weighted-average period of 2.6 years.

9. Derivatives and Hedging Transactions

The Company uses derivative financial instruments to hedge its exposure to interest rate volatility related to its Term A Loan Facility. The Company does not use derivative financial instruments for speculative or trading purposes. Such derivatives are designated as cash flow hedges and accounted for under ASC 815, Derivatives and Hedging. Derivative instruments are recorded at fair value as either assets or liabilities in the interim condensed consolidated balance sheets. Changes in fair value of cash flow hedges that are designated as effective hedging instruments are deferred in equity as a component of accumulated other comprehensive loss ("AOCL"). Any ineffectiveness in such cash flow hedges is immediately recognized in earnings. Changes in the fair value of hedges that are not designated as effective hedging instruments are immediately recognized in earnings. Cash flows from the Company’s derivative instruments are classified in the condensed consolidated statements of cash flows in the same category as the items being hedged.

In January 2015, the Company entered into three interest rate cap contracts to hedge against its exposure to interest rate volatility: (1) $80.0 million notional interest rate cap effective in 2015, (2) $65.0 million notional forward interest rate cap effective in 2016, and (3) $50.0 million notional forward interest rate cap effective in 2017. Over the next twelve months, the Company expects to reclassify $57 thousand from AOCL to interest expense.

The following table summarizes the fair value and classification on the Condensed Consolidated Balance Sheets of the Company's derivatives as of March 31, 2015:

	Balance Sheet Classification	Fair Value March 31, 2015
Derivative designated as hedging instrument under ASC 815		
Interest rate cap contracts - current portion	Other current assets	$7
Interest rate cap contracts - long-term portion	Other assets	514
Total derivatives designated as hedging instruments		$521

As of and for the year ended December 31, 2014 the Company was not party to any derivative or hedging transactions.

The following table summarizes the loss recognized in AOCL of derivatives, designated and qualifying as cash flow hedges for the three months ended March 31, 2015:

Derivative in ASC 815 Cash Flow Hedging Relationship	Amount of Loss Recognized in AOCL on Derivative March 31, 2015
Interest rate cap contracts	$(111)

The following table summarizes the effect of the interest rate cap on the Condensed Consolidated Statements of Income for the three months ended March 31, 2015:

	Amount of Gain or (Loss) Reclassified from AOCL into Income Three Months Ended March 31, 2015	
Location of Loss Reclassified from AOCL into Income	Effective Portion	Ineffective Portion
Interest expense	$1	$—

10. Fair Value Measurements
In accordance with ASC 820, Fair Value Measurement, the Company has categorized its assets and liabilities that are measured at fair value into a three-level fair value hierarchy as set forth below. If the inputs used to measure fair value fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement. The three levels of the hierarchy are defined as follows:
Level 1-inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
Level 2-inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
Level 3-inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following table summarizes the bases used to measure certain assets and liabilities at fair value on a recurring basis in the condensed consolidated financial statements as of and for the three months ended March 31, 2015 and 2014:

	March 31, 2015			December 31, 2014		
	Level 2	Level 3	Total Losses	Level 2	Level 3	Total Losses
Recurring Fair Value Measure						
Interest rate cap contracts	$521	$—	$ —	$—	$—	$ —
Contingent purchase price consideration for acquired businesses	$—	$1,579	$ —	$—	$1,768	$ —

The Company determines the fair value of its interest rate cap contracts based on observable interest rate yield curves and represent the expected discounted cash flows underlying the financial instruments.

The Company recognizes liabilities for future earnout obligations on business acquisitions, or contingent purchase price consideration for acquired businesses, at their fair value based on discounted projected payments on such obligations. The inputs to the valuation, which are level 3 inputs within the fair value hierarchy, are projected sales to be provided by the acquired businesses based on historical sales trends for which earnout amounts are contractually based. Based on the Company's assessment as of March 31, 2015, the estimated contractually required earnout amounts would be achieved. The following table presents the change in the Level 3 contingent purchase price consideration liability for 2015.

Balance, December 31, 2014	$1,768
Additions related to acquisitions	—
Payments	(26)
Adjustments included in earnings	—
Foreign currency translation adjustments	(163)
Balance, March 31, 2015	$1,579

Fair Values of Financial Instruments. The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments for disclosure purposes:

Cash equivalents: Cash equivalents are time deposits with maturity of three months or less when purchased, which are highly liquid and readily convertible to cash. Cash equivalents reported in the Company's Condensed Consolidated Balance Sheets were $7.9 million and $9.2 million as of March 31, 2015 and December 31, 2014, respectively, and are carried at cost and approximate fair value due to the relatively short period to maturity of these instruments.

Short and long-term debt: The carrying amount of the Company's capital leases reported in the Condensed Consolidated Balance Sheets approximates fair value based on the Company's current incremental borrowing rate for similar types of borrowing arrangements. The carrying amount reported in the Company's Condensed Consolidated Balance Sheet as of March 31, 2015 for borrowings under its Term Loan Credit Agreement is $170.0 million. The Company has determined, utilizing observable market quotes, that the fair value of borrowings under its Term Loan Credit Agreement is $170.0 million as of March 31, 2015.

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

The following discussion should be read in conjunction with our interim Condensed Consolidated Financial Statements and the related notes and other financial information appearing elsewhere in this report as well as Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2014 Form 10-K and this Quarterly Report on Form 10-Q for the quarter ended March 31, 2015.

Business Summary

ARC Document Solutions, Inc. ("ARC Document Solutions," "ARC," "we," "us," or "our") is the nation's leading document solutions provider for the architectural, engineering and construction ("AEC") industry while also providing document solutions to businesses of all types.

Our customers need us to manage the scale, complexity and workflow of their documents. We help them reduce their costs and increase their efficiency by improving their access and control over documents, and we offer a wide variety of ways to produce, distribute, collaborate on, and store documents.

Each of our service offerings is enabled through a suite of supporting proprietary technology and a wide variety of value-added services. In an effort to more closely align our financial presentation to how we market our services and products to our customers, beginning with this quarterly filing on Form 10-Q, we have re-categorized our offerings to better report distinct sales recognized from Construction Document Information Management ("CDIM"), Managed Print Services ("MPS"), Archiving and Information Management ("AIM"), and Equipment and Supplies Sales. MPS is a new categorization of sales, which combines our previously reported Onsite Services sales with sales generated from the servicing of equipment, which was previously included in Traditional Reprographics. In addition, sales generated from our AIM services were split out from our previously reported Digital Services category and presented separately. The remaining sales generated from Traditional Reprographics, Color Services and Digital Services were combined into CDIM. Equipment and Supplies sales remained unchanged. We believe the updated presentation of our sales categories reflects the drivers of our consolidated sales and will provide greater insight into the opportunities and risk diversification provided by our portfolio of service and product offerings.

As noted above, we have categorized our service and product offerings to report distinct sales recognized from:

Construction Document and Information Management (CDIM), which consists of the management, distribution, and production of documents and information related to construction projects, including large-format construction drawings (frequently referred to as "blueprints"), black and white and color signage, specification documents, and marketing material. Primary services include document management, digital document distribution, and black and white and color document production. CDIM services can be managed by our customers through a number of digital tools and services including ARC's SKYSITE™ application, a cloud-based construction document management solution. CDIM sales are driven by the volume of construction and other project-related activity in our local, regional and national markets.

Managed Print Services (MPS), which consists of placement, management, and optimization of print and imaging equipment in our customers' offices, job sites, and other facilities. MPS relieves our customers of the burden of owning and managing print devices and print networks, and shifts their costs to a "per-use" basis. MPS is supported by our proprietary technology, Abacus™, which allows our customers to capture, control, manage, print, and account for their documents. Primary services include the assumption of existing equipment, new equipment placement, and print infrastructure optimization. MPS sales growth is driven by the ongoing print needs of our customers at their facilities, and represents contracted, recurring revenue.

Archiving and Information Management (AIM), which consists of services that facilitate the capture, management, access, workflow and use of documents and information that have been produced in the past. AIM services are enabled by our proprietary technology, PlanWell® Archive. Primary services include the digital capture of hardcopy and digital documents, programming the organization and workflow of such documents, and their cloud-based storage and maintenance. AIM sales are driven by the need to leverage past intellectual property for present or future use, improve business process automation, facilitate cost savings over current hardcopy and digital storage methods, as well as comply with regulatory and records retention requirements.

Equipment and Supplies, which consists of reselling printing, imaging, and related equipment to customers primarily in the AEC industry.

We have expanded our business beyond the services we traditionally provided to the AEC industry in the past and are currently focused on growing MPS, AIM and CDIM, as we believe the mix of services demanded by the AEC industry continues to shift toward document management at customer locations and in the cloud (represented primarily by our MPS and AIM revenues), and away from its historical emphasis on large-format construction drawings produced "offsite" in our service centers (represented primarily by our historical Traditional Reprographics revenues). MPS is our fastest-growing service offering and has continued to grow at a rate of more than 8% on a year-over-year basis. It should be noted that our AIM offering grew equally as fast as MPS in the first quarter of 2015.

We deliver our services via the cloud, through a nationwide network of service centers, regionally-based technical specialists, locally-based sales executives, and a national/regional sales force known as Global Solutions.

Acquisition activity during the last three years has been minimal and did not materially affect our overall business.

We believe we offer a distinct portfolio of services within the AEC industry, though non-AEC clients continue to show significant interest in many of our offerings. Based on our analysis of our operating results, we estimate that sales to the AEC industry accounted for approximately 78% of our net sales for the three months ended March 31, 2015, with the remaining 22% consisting of sales to non-AEC industries.

We identify operating segments based on the various business activities that earn revenue and incur expense. Our operating results are reviewed by the Company's Chief Executive Officer, who is our Company's chief operating decision maker. Since our operating segments have similar products and services, classes of customers, production processes, distribution methods and economic characteristics, we have a single reportable segment. See Note 1 "Description of Business and Basis of Presentation" for further information.

Costs and Expenses

Our cost of sales consists primarily of materials (paper, toner and other consumables), labor, and "indirect costs" which consist primarily of equipment expenses related to our MPS contracts and our service center facilities. Facilities and equipment expenses include maintenance, repairs, rents, insurance, and depreciation. Paper is the largest component of our material cost; however, paper pricing typically does not significantly affect our operating margins due, in part, to our efforts to pass increased costs on to our customers. We closely monitor material cost as a percentage of net sales to measure volume and waste. We also track labor utilization, or net sales per employee, to measure productivity and determine staffing levels.

We maintain low levels of inventory. Historically, our capital expenditure requirements have varied due to the cost and availability of capital lease lines of credit. Our relationships with credit providers have provided attractive lease rates over the past two years, and as a result, we chose to lease rather than purchase equipment in the majority of our engagements.

Research and development costs consist mainly of the salaries, leased building space, and computer equipment that comprises our data storage and development centers in Fremont, California and Kolkata, India. Such costs are primarily recorded to cost of sales.

We believe customers are increasingly (1) adopting technology and digital document management practices, and (2) changing their workflow patterns to reduce their hardcopy document and printing needs. We saw the first material evidence of this in 2012. While there were indications that the non-residential construction market strengthened in 2012, by the third quarter we felt that Traditional Reprographics sales would not likely recover at the same pace due to the factors listed above. To ensure that the Company's costs and resources were in line with demand for our then-current portfolio of services and products, management initiated a restructuring plan in October of 2012 that was completed by the fourth quarter of 2013. The restructuring plan included the closure or downsizing of 33 of the Company's service centers in 2012, which represented more than 10% of our total number of service center locations, and an additional 23 service centers in 2013. In addition, as part of the restructuring plan, we reduced headcount and middle management associated with our service center locations, streamlined the senior operational management team, and allocated more resources into growing sales categories such as MPS and AIM. The reduction in headcount totaled approximately 300 full-time employees, which represented approximately 10% of our total workforce.

Non-GAAP Financial Measures

EBIT, EBITDA and related ratios presented in this report are supplemental measures of our performance that are not required by or presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These measures are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income, income from operations, or any other performance measures derived in accordance with GAAP or as an alternative to cash flows from operating, investing or financing activities as a measure of our liquidity.

EBIT represents net income before interest and taxes. EBITDA represents net income before interest, taxes, depreciation and amortization. EBIT margin is a non-GAAP measure calculated by dividing EBIT by net sales. EBITDA margin is a non-GAAP measure calculated by dividing EBITDA by net sales.

We have presented EBIT, EBITDA and related ratios because we consider them important supplemental measures of our performance and liquidity. We believe investors may also find these measures meaningful, given how our management makes use of them. The following is a discussion of our use of these measures.

We use EBIT and EBITDA to measure and compare the performance of our operating segments. Our operating segments' financial performance includes all of the operating activities except debt and taxation which are managed at the corporate level for U.S. operating segments. As a result, we believe EBIT is the best measure of operating segment profitability and the most useful metric by which to measure and compare the performance of our operating segments. We use EBITDA to measure performance for determining consolidated-level compensation. In addition, we use EBIT and EBITDA to evaluate potential acquisitions and potential capital expenditures.

EBIT, EBITDA and related ratios have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are as follows:

- They do not reflect our cash expenditures, or future requirements for capital expenditures and contractual commitments;
- They do not reflect changes in, or cash requirements for, our working capital needs;
- They do not reflect the significant interest expense, or the cash requirements necessary, to service interest or principal payments on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies, including companies in our industry, may calculate these measures differently than we do, limiting their usefulness as comparative measures.

Because of these limitations, EBIT, EBITDA, and related ratios should not be considered as measures of discretionary cash available to us to invest in business growth or to reduce our indebtedness. We compensate for these limitations by relying primarily on our GAAP results and using EBIT, EBITDA and related ratios only as supplements.

Our presentation of adjusted net income and adjusted EBITDA over certain periods is an attempt to provide meaningful comparisons to our historical performance for our existing and future investors. The unprecedented changes in our end markets over the past several years have required us to take measures that are unique in our history and specific to individual circumstances. Comparisons inclusive of these actions make normal financial and other performance patterns difficult to discern under a strict GAAP presentation. Each non-GAAP presentation, however, is explained in detail in the reconciliation tables below.

Specifically, we have presented adjusted net income attributable to ARC and adjusted earnings per share attributable to ARC shareholders for the three months ended March 31, 2015 and 2014 to reflect the exclusion of restructuring expense, trade secret litigation costs, and changes in the valuation allowances related to certain deferred tax assets and other discrete tax items. We have presented adjusted cash flows from operating activities for the three months ended March 31, 2015 and 2014 to reflect the exclusion of cash payments related to trade secret litigation costs and cash payments related to restructuring expenses. This presentation facilitates a meaningful comparison of our operating results for the three months ended March 31, 2015 and 2014. We believe these charges were the result of the current macroeconomic environment, our capital restructuring, or other items which are not indicative of our actual operating performance.

We have presented adjusted EBITDA in the three months ended March 31, 2015 and 2014 to exclude trade secret litigation costs, stock-based compensation expense, and restructuring expense. The adjustment of EBITDA for these items is consistent with the definition of adjusted EBITDA in our credit agreement; therefore, we believe this information is useful to investors in assessing our financial performance.

The following is a reconciliation of cash flows provided by operating activities to EBIT, EBITDA, and net income attributable to ARC Document Solutions, Inc. shareholders:

	Three Months Ended March 31,	
(In thousands)	2015	2014
Cash flows provided by operating activities	$5,288	$7,714
Changes in operating assets and liabilities, net of effect of business acquisitions	9,416	4,229
Non-cash expenses, including depreciation, amortization and restructuring	(10,293)	(10,647)
Income tax provision	761	664
Interest expense, net	1,857	3,913
Loss attributable to the noncontrolling interest	25	100
EBIT	7,054	5,973
Depreciation and amortization	8,555	8,493
EBITDA	15,609	14,466
Interest expense, net	(1,857)	(3,913)
Income tax provision	(761)	(664)
Depreciation and amortization	(8,555)	(8,493)
Net income attributable to ARC Document Solutions, Inc. shareholders	$4,436	$1,396

The following is a reconciliation of net income attributable to ARC Document Solutions, Inc. to EBIT, EBITDA and adjusted EBITDA:

	Three Months Ended March 31,	
(In thousands)	2015	2014
Net income attributable to ARC Document Solutions, Inc. shareholders	$4,436	$1,396
Interest expense, net	1,857	3,913
Income tax provision	761	664
EBIT	7,054	5,973
Depreciation and amortization	8,555	8,493
EBITDA	15,609	14,466
Trade secret litigation costs[1]	34	398
Restructuring expense	74	483
Stock-based compensation	1,083	781
Adjusted EBITDA	$16,800	$16,128

(1) On February 1, 2013, we filed a civil complaint against a competitor and a former employee in the Superior Court of California for Orange County, which alleged, among other claims, the misappropriation of ARC trade secrets; namely, proprietary customer lists that were used to communicate with ARC customers in an attempt to unfairly acquire their business. In prior litigation with the competitor based on related facts, in 2007 the competitor entered into a settlement agreement and stipulated judgment, which included an injunction. We instituted this suit to stop the defendant from using similar unfair business practices against us in the Southern California market. The case proceeded to trial in May 2014, and a jury verdict was entered for the defendants. In the first quarter of 2015, we entered into a settlement and paid the defendant. Legal fees associated with the litigation totaled $34 thousand and $0.4 million for the three months ended March 31, 2015 and 2014, respectively, and were recorded as selling, general and administrative expense.

The following is a reconciliation of cash flows provided by operating activities to adjusted cash flows provided by operating activities:

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	Three Months Ended March 31,	
(in thousands)	2015	2014
Cash flows provided by operating activities	$5,288	$7,714
Payments related to trade secret litigation costs	999	119
Payments related to restructuring expenses	118	303
Adjusted cash flows provided by operating activities	$6,405	$8,136

The following is a reconciliation of net income margin attributable to ARC to EBIT margin, EBITDA margin and adjusted EBITDA margin:

	Three Months Ended March 31,			
	2015		2014 (1)	
Net income margin attributable to ARC	4.3	%	1.4	%
Interest expense, net	1.8		3.9	
Income tax provision	0.7		0.7	
EBIT margin	6.8		6.0	
Depreciation and amortization	8.2		8.5	
EBITDA margin	15.0		14.4	
Trade secret litigation costs	—		0.4	
Restructuring expense	0.1		0.5	
Stock-based compensation	1.0		0.8	
Adjusted EBITDA margin	16.1	%	16.1	%

(1) Column does not foot due to rounding

The following is a reconciliation of net income attributable to ARC Document Solutions, Inc. to unaudited adjusted net income attributable to ARC Document Solutions, Inc.:

	Three Months Ended March 31,	
(In thousands, except per share amounts)	2015	2014
Net income attributable to ARC Document Solutions, Inc.	$4,436	$1,396
Restructuring expense	74	483
Trade secret litigation costs	34	398
Income tax benefit related to above items	(42)	(344)
Deferred tax valuation allowance and other discrete tax items	(1,256)	(157)
Unaudited adjusted net income attributable to ARC Document Solutions, Inc.	$3,246	$1,776
Actual:		
Earnings per share attributable to ARC Document Solutions, Inc. shareholders:		
Basic	$0.10	$0.03
Diluted	$0.09	$0.03
Weighted average common shares outstanding:		
Basic	46,443	45,990
Diluted	47,654	46,782
Adjusted:		
Earnings per share attributable to ARC Document Solutions, Inc. shareholders:		
Basic	$0.07	$0.04
Diluted	$0.07	$0.04
Weighted average common shares outstanding:		
Basic	46,443	45,990
Diluted	47,654	46,782

Results of Operations

(In millions, except percentages)	Three Months Ended March 31, 2015	2014 (1)	Increase (decrease) $	%
CDIM	$54.6	$53.3	$1.3	2.4 %
MPS	35.9	33.0	2.9	8.7 %
AIM	2.8	2.6	0.2	8.6 %
Total service sales	93.3	88.9	4.4	4.9 %
Equipment and supplies sales	11.0	11.4	(0.4)	(3.9)%
Total net sales	$104.3	$100.4	$3.9	3.9 %
Gross profit	$36.0	$33.9	$2.1	6.2 %
Selling, general and administrative expenses	$27.5	$26.1	$1.3	5.2 %
Amortization of intangibles	$1.5	$1.5	$—	(0.6)%
Restructuring expense	$0.1	$0.5	$(0.4)	(84.7)%
Interest expense, net	$1.9	$3.9	$(2.1)	(52.5)%
Income tax provision	$0.8	$0.7	$0.1	14.6 %
Net income attributable to ARC	$4.4	$1.4	$3.0	217.8 %
Adjusted net income attributable to ARC	$3.2	$1.8	$1.5	82.8 %
EBITDA	$15.6	$14.5	$1.1	7.9 %
Adjusted EBITDA	$16.8	$16.1	$0.7	4.2 %

(1) Column does not foot due to rounding

The following table provides information on the percentages of certain items of selected financial data as a percentage of net sales for the periods indicated:

	As Percentage of Net Sales Three Months Ended March 31, 2015 (1)	2014 (1)
Net Sales	100.0 %	100.0 %
Cost of sales	65.5	66.2
Gross profit	34.5	33.8
Selling, general and administrative expenses	26.3	26.0
Amortization of intangibles	1.4	1.5
Restructuring expense	0.1	0.5
Income from operations	6.7	5.8
Interest expense, net	1.8	3.9
Income before income tax provision	5.0	2.0
Income tax provision	0.7	0.7
Net income	4.2	1.3
Loss (income) attributable to the noncontrolling interest	—	0.1
Net income attributable to ARC	4.3 %	1.4 %
EBITDA	15.0 %	14.4 %
Adjusted EBITDA	16.1 %	16.1 %

(1) Column does not foot due to rounding

Three Months Ended March 31, 2015 Compared to Three Months Ended March 31, 2014

Net Sales

Net sales for the three months ended March 31, 2015 increased by 3.9%, compared to the same period in 2014. The increase was primarily due to higher sales activity for CDIM Services and MPS Services, which was partially offset by lower sales activity in our Equipment and Supplies sales.

CDIM. Year-over-year sales of CDIM services increased $1.3 million, or 2.4%, during the three months ended March 31, 2015. Our year-over-year sales growth in CDIM was partly due to realized sales from the acquisition of two color imaging businesses in the United Kingdom during the second quarter of 2014. Also contributing to the increase in CDIM was higher construction activity levels in the first quarter of 2015 compared to the same period in 2014, as severe weather and its associated disruptions had less of an effect. CDIM services represented 52% of total net sales for the three months ended March 31, 2015, as compared to 53% during the same period in 2014.

MPS. Year-over-year sales of MPS services increased by $2.9 million, or 8.7%, for the three months ended March 31, 2015. Revenues from MPS Services sales represented 34.4% of total net sales for the three months ended March 31, 2015, compared to 32.9% for the three months ended March 31, 2014. MPS Services revenue is derived from two sources: 1) an engagement with the customer to place primarily large-format equipment, that we own or lease, at a construction site or in our customers' offices, and 2) an arrangement by which our customers outsource their printing function to us, including all office printing, copying, and reprographics printing. In both cases we are paid a single cost per unit of material used, often referred to as a "click charge."

The number of MPS accounts has grown to approximately 8,660 as of March 31, 2015, an increase of approximately 800 locations compared to March 31, 2014, due primarily to growth in new MPS placements in which customers outsource their entire printing function to us. We believe MPS is a high growth area for us as demonstrated by the adoption of our services by large, multi-national firms in the AEC space over the past several years. We intend to continue the expansion of our MPS offering through our regional sales force and through Global Solutions, our national accounts group. Our Global Solutions sales force has established long-term contract relationships with 22 of the largest 50 AEC firms. As MPS becomes a larger percentage of our sales, our overall sales will be less exposed to the seasonality associated with construction projects. MPS services are driven primarily by the number of customer employees at an office and largely by non-construction project related work such as office printing and copying.

AIM. Year-over-year sales of AIM Services increased by $0.2 million, or 8.6%, for the three months ended March 31, 2015. Revenues from AIM Services sales remained consistent at 3% of total net sales for the three months ended March 31, 2015, as compared to the same period in 2014. The growth in AIM was driven by our focus on selling this service offering and the opening of dedicated AIM service centers in various U.S. locations in 2014. Achieving growth in AIM is a primary focus of our management, as we believe we have developed a valuable solution to offer our existing AEC customers who wish to leverage past intellectual property for present or future use, to improve business process automation, to facilitate cost savings over current hardcopy and digital storage methods, as well as to comply with regulatory and records retention requirements.

Equipment and Supplies Sales. Year-over-year sales of Equipment and Supplies decreased by $0.4 million, or 3.9% for the three months ended March 31, 2015, driven by a decline in equipment sales in the United States. Revenues from Equipment and Supplies Sales represented approximately 11% of total net sales for both the three months ended March 31, 2015 and 2014. Equipment and Supplies Sales derived from UNIS Document Solutions Co. Ltd ("UDS"), our Chinese business venture, for the first quarters of both 2015 and 2014 were $3.9 million. Quarterly movements in Equipment and Supplies Sales are largely driven by the timing of replacements of aging equipment fleets for customers who prefer to own their equipment. In the long term we do not anticipate growth in Equipment and Supplies Sales in the United States, as we are placing more focus on growth in MPS and converting sales contracts to MPS agreements.

Gross Profit

During the three months ended March 31, 2015, gross profit and gross margin increased to $36.0 million, and 34.5%, compared to $33.9 million, and 33.8%, during the same period in 2014, on a sales increase of $3.9 million.

We were able to achieve expansion of our gross margins of 70 basis points for the three months ended March 31, 2015, due primarily to (1) increased sales that allow us to better leverage our fixed costs and labor, (2) margin expansion programs at our service centers and customer MPS locations, and (3) the decline in lower-margin equipment and supplies sales. Specifically, year-over-year overhead costs as a percentage of sales decreased by approximately 30 basis points for the three months ended March 31, 2015. The shift in our business mix during the quarter also contributed to a 20 basis point decrease in material costs as a percentage of consolidated sales for the three months ended March 31, 2015, as compared to the same periods in 2014.

We believe the savings from these efforts are sustainable, and we believe the effect of these measures, coupled with leveraging our fixed costs in an environment of increasing sales, should result in continued margin expansion in 2015, though at an abated level from 2014.

Selling, General and Administrative Expenses

The year-over-year increase of $1.3 million in selling, marketing, general and administrative expenses during the three months ended March 31, 2015 was primarily due to the investment in staff to support our technology-enabled offerings.

General and administrative expenses for the three months ended March 31, 2015 increased $0.7 million or 4.5%, compared to the same periods in 2014. The rise in expenses was primarily due to severance related costs due to the departure of our CFO in the first quarter of 2015. In addition, we made investments in general and administrative staff to support our new technology-enabled offerings.

Year-over-year sales and marketing expenses increased $0.7 million, for the three months ended March 31, 2015, driven by increased sales commissions resulting from an increase in sales year-over-year, as well as our continued investment in our sales team which included: (1) hiring of new sales and sales administrative personnel, and (2) expanded training of new and existing sales personnel to implement specific sales initiatives supporting our MPS, AIM, and other technology-enabled offerings.

Amortization of Intangibles

Amortization of intangibles of $1.5 million for the three months ended March 31, 2015, remained consistent, compared to the same period in 2014, primarily due to the increase in amortization driven by acquisitions made in 2014 being offset by the complete amortization of certain customer relationships related to historical acquisitions.

Restructuring expense

Restructuring expenses for the three months ended March 31, 2015 totaled $0.1 million, primarily consisting of revised estimated lease termination and obligation costs resulting from facilities closed in 2013.

For further information, please see Note 3 “Restructuring Expenses” to our Condensed Consolidated Financial Statements.

Interest Expense, Net

Net interest expense totaled $1.9 million for the three months ended March 31, 2015, compared to $3.9 million for the same period in 2014. The decrease was due to the reduction in principal of our previous Term B Loan Facility in 2014 with an effective interest rate of 6.25%, coupled with the refinancing of our previous Term B Loan Facility into a Term A Loan Facility with an effective interest rate of 2.77% at March 31, 2015.

Income Taxes

We recorded an income tax provision of $0.8 million in relation to pretax income of $5.2 million for the three months ended March 31, 2015.

For the three months ended March 31, 2015, our income tax provision was primarily due to the impact of amortization of tax basis goodwill in a deferred tax liability position. Our gross deferred tax assets remain available to us for use in future years until they fully expire. As of March 31, 2015, we had approximately $94.3 million of consolidated federal, $105.4 million of state and $2.1 million of foreign net operating loss and charitable contribution carryforwards available to offset future taxable income. The federal net operating loss carryforward began in 2011 and will begin to expire in varying amounts between 2031 and 2034. The charitable contribution carryforward began in 2009 and will begin to expire in varying amounts between 2015 and 2019. The state net operating loss carryforwards expire in varying amounts between 2015 and 2034. The foreign net operating loss carryforwards begin to expire in varying amounts between 2015 and 2034.

Noncontrolling Interest

Net income attributable to noncontrolling interest represents 35% of the income of UDS and its subsidiaries, which together comprise our Chinese joint-venture operations.

Net Income Attributable to ARC

Net income attributable to ARC was $4.4 million, during the three months ended March 31, 2015, as compared to $1.4 million and in the same period in 2014. The increase in net income attributable to ARC in 2015 versus the prior year period is primarily

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due to the increase sales and gross margins and a reduction in interest expense in 2015. This increase was partially offset by the increase in selling, general and administrative expenses, as noted above.

EBITDA

EBITDA margin increased to 15.0% for the three months ended March 31, 2015 from 14.4% for the same period of 2014. Excluding the effect of stock-based compensation, legal fees associated with trade secret litigation, and restructuring expense, adjusted EBITDA margin remained consistent at 16.1% during both the three months ended March 31, 2015 and 2014. The increase in adjusted EBITDA was due primarily to the increase in sales gross margins, as noted above.

Impact of Inflation

We believe inflation has not had a significant effect on our operations. Price increases for raw materials, such as paper and fuel charges, typically have been, and we expect will continue to be, passed on to customers in the ordinary course of business.

Liquidity and Capital Resources

Our principal sources of cash have been operations and borrowings under our debt and lease agreements. Our recent historical uses of cash have been for ongoing operations, payment of principal and interest on outstanding debt obligations, and capital expenditures.

Total cash and cash equivalents as of March 31, 2015 was $17.6 million. Of this amount, $12.8 million was held in foreign countries, with $11.6 million held in China.

Supplemental information pertaining to our historical sources and uses of cash is presented as follows and should be read in conjunction with our interim Condensed Consolidated Statements of Cash Flows and notes thereto included elsewhere in this report.

	Three Months Ended March 31,	
(In thousands)	2015	2014
Net cash provided by operating activities	$5,288	$7,714
Net cash used in investing activities	$(3,346)	$(3,401)
Net cash used in financing activities	$(7,135)	$(7,556)

Operating Activities

Cash flows from operations are primarily driven by sales and net profit generated from these sales, excluding non-cash charges.

The overall reduction in cash flows from operations during the three months ended March 31, 2015 over the same periods in 2014 were primarily due to: the payment of employee bonuses in the three months ended March 31, 2015 related to the Company's 2014 performance; the timing of interest payments related to borrowings under our Term A Loan Facility; a settlement payment of $1.0 million in March, 2015 related to trade secret litigation; and the timing of sales and cash collections on increasing revenue in the first quarter of 2015. These reductions were partially offset by: the increase in our net income driven by our expansion of EBITDA as described above; a reduction in our interest expense resulting from our debt refinancing in 2014; and the receipt of vendor rebates in the first quarter of 2015.

Days sales outstanding (“DSO”) increased to 57 days as of March 31, 2015 compared to 53 as of March 31, 2014 due to the timing of collections. We continue our focus on the timely collection of our accounts receivable.

Investing Activities

Net cash used in investing activities was primarily related to capital expenditures. We incurred capital expenditures totaling $3.5 million and $3.6 million for the three months ended March 31, 2015 and 2014, respectively. The decrease in capital expenditures is primarily due to our increased reliance on leasing rather than purchasing equipment. As we continue to foster our relationships with credit providers and obtain attractive lease rates, we may increasingly choose to lease rather than purchase equipment in the future.

Financing Activities

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Net cash of $7.1 million used in financing activities during the three months ended March 31, 2015 primarily relates to payments on our debt agreements and capital leases. As of March 31, 2015, we have paid $3.0 million in aggregate principal amount of our $175.0 million Term Loan Credit Agreement.

Our cash position, working capital, and debt obligations as of March 31, 2015, and December 31, 2014, are shown below and should be read in conjunction with our Condensed Consolidated Balance Sheets and notes thereto contained elsewhere in this report.

(In thousands)	March 31, 2015	December 31, 2014
Cash and cash equivalents	$17,561	$22,636
Working capital	$25,353	$20,664
Borrowings from term loan facility and senior secured credit facility	$170,000	$173,000
Other debt obligations	30,193	30,885
Total debt obligations	$200,193	$203,885

The increase of $4.7 million in working capital in 2015 was primarily due to a decrease in accounts payable and accrued expenses of $4.7 million, an increase in accounts receivable of $4.0 million, and a decrease in accrued payroll and payroll-related expenses of 2.0 million. These variances were partially offset by a decrease in cash of $5.1 million. The decrease in accounts payable and accrued expenses is primarily due to the timing of trade payables and the timing of interest payments related to our Term A Loan Facility. The decrease in accrued payroll and payroll-related expenses is due to the payment of employee bonuses earned in 2014 but paid in the first quarter of 2015. The increase in accounts receivable was due primarily to the increase in sales of 3.9% during the first quarter of 2015, as compared to the same period in prior year, and the timing of collections on those sales. To manage our working capital, we chiefly focus on our number of days sales outstanding and monitor the aging of our accounts receivable, as receivables are the most significant element of our working capital.

We believe that our current cash balance of $17.6 million, availability under our revolving credit facility, availability under our equipment lease lines, and cash flows provided by operations should be adequate to cover the next twelve months of working capital needs, debt service requirements consisting of scheduled principal and interest payments, and planned capital expenditures, to the extent such items are known or are reasonably determinable based on current business and market conditions. In addition, we may elect to finance certain of our capital expenditure requirements through borrowings under our revolving credit facility, which had no debt outstanding as of March 31, 2015, other than contingent reimbursement obligations for undrawn standby letters of credit described below that were issued under this facility. See “Debt Obligations” section for further information related to our revolving credit facility.

We generate the majority of our revenue from sales of services and products to the AEC industry. As a result, our operating results and financial condition can be significantly affected by economic factors that influence the AEC industry, such as non-residential and residential construction spending. Additionally, a general economic downturn may adversely affect the ability of our customers and suppliers to obtain financing for significant operations and purchases, and to perform their obligations under their agreements with us. We believe that credit constraints in the financial markets could result in a decrease in, or cancellation of, existing business, could limit new business, and could negatively affect our ability to collect our accounts receivable on a timely basis.

While we have not been actively seeking growth through acquisition during the last three years, the executive team continues to selectively evaluate potential acquisitions.

Debt Obligations

Term A Loan Facility

On November 20, 2014 we entered into a Credit Agreement (the “Term A Credit Agreement”) with Wells Fargo Bank, National Association, as administrative agent and the lenders party thereto.

The Term A Credit Agreement provides for the extension of term loans (“Term Loans”) in an aggregate principal amount of $175.0 million, the entirety of which was disbursed on the Closing Date in order to pay outstanding obligations under the Company's Term Loan Credit Agreement dated as of December 20, 2013. The Credit Agreement also provides for the extension of revolving loans in an aggregate principal amount not to exceed $30.0 million. The Company may request incremental commitments to the aggregate principal amount of Term Loans and Revolving Loans available under the Credit Agreement by an amount not to exceed

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$75 million in the aggregate. Unless an incremental commitment to increase the Term Loan or provide a new term loan matures at a later date, the obligations under the Credit Agreement mature on November 20, 2019.
Loans borrowed under the Term A Credit Agreement bear interest, in the case of LIBOR rate loans, at a per annum rate equal to the applicable LIBOR rate, plus a margin ranging from 1.50% to 2.50%, based on the Company's Total Leverage Ratio (as defined in the Term A Credit Agreement). Loans borrowed under the Term A Credit Agreement that are not LIBOR rate loans bear interest at a per annum rate equal to (i) the greatest of (A) the Federal Funds Rate plus 0.50%, (B) the one month LIBOR rate plus 1.00% per annum, and (C) the rate of interest announced, from time to time, by Wells Fargo Bank, National Association as its "prime rate," plus (ii) a margin ranging from 0.50% to 1.50%, based on our Company's Total Leverage Ratio.
We will pay certain recurring fees with respect to the credit facility, including administration fees to the administrative agent.
Subject to certain exceptions, including in certain circumstances, reinvestment rights, the loans extended under the Term A Credit Agreement are subject to customary mandatory prepayment provisions with respect to: the net proceeds from certain asset sales; the net proceeds from certain issuances or incurrences of debt (other than debt permitted to be incurred under the terms of the Term A Credit Agreement); the net proceeds from certain issuances of equity securities; and net proceeds of certain insurance recoveries and condemnation events of our Company.
The Term A Credit Agreement contains customary representations and warranties, subject to limitations and exceptions, and customary covenants restricting the ability (subject to various exceptions) of our Company and its subsidiaries to: incur additional indebtedness (including guarantee obligations); incur liens; sell certain property or assets; engage in mergers or other fundamental changes; consummate acquisitions; make investments; pay dividends, other distributions or repurchase equity interest of our Company or its subsidiaries; change the nature of their business; prepay or amend certain indebtedness; engage in certain transactions with affiliates; amend their organizational documents; or enter into certain restrictive agreements. In accordance with the Term A Credit Agreement, we are permitted to pay dividends related to our equity securities payable solely in shares of equity securities. In addition, the Term A Credit Agreement contains financial covenants which requires us to maintain (i) at all times, a Total Leverage Ratio in an amount not to exceed 3.25 to 1.00 through the Company's fiscal quarter ending September 30, 2016, and thereafter, in an amount not to exceed 3.00 to 1.00; and (ii) a Fixed Charge Coverage Ratio (as defined in the Term A Credit Agreement), as of the last day of each fiscal quarter, in an amount not less than 1.25 to 1.00.
The Term A Credit Agreement contains customary events of default, including with respect to: nonpayment of principal, interest, fees or other amounts; failure to perform or observe covenants; material inaccuracy of a representation or warranty when made; cross-default to other material indebtedness; bankruptcy, insolvency and dissolution events; inability to pay debts; monetary judgment defaults; actual or asserted invalidity or impairment of any definitive loan documentation, repudiation of guaranties or subordination terms; certain ERISA related events; or a change of control.

The obligations of the Company's subsidiary that is the borrower under the Credit Agreement are guaranteed by the Company and each other United States domestic subsidiary of the Company. The Credit Agreement and any interest rate protection and other hedging arrangements provided by any lender party to the Credit Facility or any affiliate of such a lender are secured on a first priority basis by a perfected security interest in substantially all of the borrower's, the Company's and each guarantor's assets (subject to certain exceptions).
Foreign Credit Agreement
In the third quarter of 2014, UDS, ARC's Chinese operations, entered into a revolving credit facility with a term of 12 months. The facility provides for a maximum credit amount of $20.0 million Chinese Yuan Renminbi, which translates to U.S. $3.3 million as of March 31, 2015. Draws on the facility are limited to 30 day periods and incur a fee of 0.05% of the amount drawn and no additional interest is charged. As of March 31, 2015, there was $0.9 million in outstanding debt drawn on our foreign credit facility.
Capital Leases

As of March 31, 2015, we had $29.1 million of capital lease obligations outstanding, with a weighted average interest rate of 6.3% and maturities between 2015 and 2020.

Other Notes Payable

As of March 31, 2015, we had $0.2 million of notes payable outstanding, with an interest rate of 6.5% and maturities through 2016. These notes include notes payable collateralized by equipment previously purchased.

Off-Balance Sheet Arrangements

As of March 31, 2015, we did not have any off-balance-sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K.

Contractual Obligations and Other Commitments

Operating Leases. We have entered into various non-cancelable operating leases primarily related to facilities, equipment and vehicles used in the ordinary course of business.

Contingent Transaction Consideration. We have entered into earnout obligations in connection with prior acquisitions. If the acquired businesses generate sales and/or operating profits in excess of predetermined targets, we are obligated to make additional cash payments in accordance with the terms of such earnout obligations. As of March 31, 2015, we recorded liabilities related to future earnout payments consummated subsequent to the adoption of ASC 805, Business Combinations, of $1.6 million. Liabilities related to future earnout payments are carried at fair value, and any changes in fair value at each reporting period, are recognized in our consolidated statement of operations.

Legal Proceedings. On October 21, 2010, a former employee—individually and on behalf of a purported class consisting of all non-exempt employees who work or worked for American Reprographics Company, LLC and American Reprographics Company in the State of California at any time from October 21, 2006 through the present—filed an action against us in the Superior Court of California for the County of Orange. The complaint alleges, among other things, that the Company violated the California Labor Code by failing to (i) provide meal and rest periods, or compensation in lieu thereof, (ii) timely pay wages due at termination, and (iii) that those practices also violate the California Business and Professions Code. The relief sought includes damages, restitution, penalties, interest, costs, and attorneys' fees and such other relief as the court deems proper. On March 15, 2013, we participated in a private mediation session with claimants' counsel which did not result in resolution of the claim. Subsequent to the mediation session, the mediator issued a proposal that was accepted by both parties. We have received preliminary court approval of the settlement, and we await final court approval. We recorded a liability of $0.9 million as of March 31, 2015 related to the claim, which represents management's best estimate of the probable outcome based on information available.

On February 1, 2013, we filed a civil complaint against a competitor and a former employee in the Superior Court of California for Orange County, which alleged, among other claims, the misappropriation of ARC trade secrets; namely, proprietary customer lists that were used to communicate with ARC customers in an attempt to unfairly acquire their business. In prior litigation with the competitor based on related facts, in 2007 the competitor entered into a settlement agreement and stipulated judgment, which included an injunction. We instituted this suit to stop the defendant from using similar unfair business practices against us in the Southern California market. The case proceeded to trial in May 2014, and a jury verdict was entered for the defendants. In the first quarter of 2015, we settled with the defendants and paid $1.0 million, which had been accrued as of December 31, 2014.

In addition to the matters described above, we are involved in various additional legal proceedings and other legal matters from time to time in the normal course of business. We do not believe that the outcome of any of these matters will have a material effect on our consolidated financial position, results of operations or cash flows.

Critical Accounting Policies

Critical accounting policies are those accounting policies that we believe are important to the portrayal of our financial condition and results and require our most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our 2014 Annual Report on Form 10-K includes a description of certain critical accounting policies, including those with respect to goodwill, revenue recognition, and income taxes. There have been no material changes to our critical accounting policies described in our 2014 Annual Report on Form 10-K.

Goodwill Impairment

In connection with acquisitions, we apply the provisions of ASC 805, Business Combinations, using the acquisition method of accounting. The excess purchase price over the fair value of net tangible assets and identifiable intangible assets acquired is recorded as goodwill.

In accordance with ASC 350, Intangibles - Goodwill and Other, we assess goodwill for impairment annually as of September 30, and more frequently if events and circumstances indicate that goodwill might be impaired.

At September 30, 2014, we performed our assessment and determined that goodwill was not impaired.

Goodwill impairment testing is performed at the reporting unit level. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill.

Goodwill impairment testing is a two-step process. Step one involves comparing the fair value of our reporting units to their carrying amount. If the carrying amount of a reporting unit is greater than zero and its fair value is greater than its carrying amount, there is no impairment. If the reporting unit's carrying amount is greater than the fair value, the second step must be completed to measure the amount of impairment, if any. Step two involves calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit from the fair value of the reporting unit as determined in step one. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss is recognized equal to the difference.

We determine the fair value of our reporting units using an income approach. Under the income approach, we determined fair value based on estimated discounted future cash flows of each reporting unit. Determining the fair value of a reporting unit is judgmental in nature and requires the use of significant estimates and assumptions, including revenue growth rates and EBITDA margins, discount rates and future market conditions, among others.

Our projections are driven, in part, by industry data gathered from third parties, including projected growth rates of the AEC industry by segment (i.e., residential and non-residential) and anticipated GDP growth rates, as well as company-specific data such as estimated composition of our customer base (i.e. non-AEC vs. AEC, residential vs. non- residential), historical revenue trends, and EBITDA margin performance of our reporting units. Our revenue projections for each of ARC's reporting units include the estimated respective customer composition for each reporting unit, year-to-date revenue at the time of the goodwill impairment analysis, and projected growth rates for the related customer types. Although we rely on a variety of internal and external sources in projecting revenue, our relative reliance on each source or trend changes from year to year. In 2012 and into 2013, we noted a continued divergence between our historic revenue growth rates and AEC non-residential construction growth rates, as well as the "dilution" of traditional reprographics as the Company's dominant business line. Therefore, we increased our reliance upon internal sources for our short-term and long-term revenue forecasts. Once the forecasted revenue was established for each of the reporting units based on the process noted above, using the current year EBITDA margin as a base line, we forecasted future EBITDA margins. In general, our EBITDA margins are significantly affected by (1) revenue trends and (2) cost management initiatives. Revenue trends impact our EBITDA margins because a significant portion of our cost of sales are considered relatively fixed therefore an increase in forecasted revenue (particularly when combined with any cost management or productivity enhancement initiatives) would result in meaningful gross margin expansion. Similarly, a significant portion of our selling, general, and administrative expenses are considered fixed. Hence, in forecasting EBITDA margins, significant reliance was placed on the historical impact of revenue trends on EBITDA margin.

The estimated fair values of our reporting units were based upon their respective projected EBITDA margins, which were anticipated to increase between 0 and 200 basis points from 2014 to 2015, followed by year-over-year increases of approximately 100 to 200 basis points in 2016, with stabilization expected in 2017. These cash flows were discounted using a weighted average cost of capital ranging from 11% to 13%, depending upon the size and risk profile of the reporting unit. We considered market information in assessing the reasonableness of the fair value under the income approach described above.

The results of step one of the goodwill impairment test, as of September 30, 2014, were as follows:

(Dollars in thousands)	Number of Reporting Units	Representing Goodwill of
No goodwill balance	1	$—
Reporting units failing step one that continue to carry a goodwill balance	—	—
Fair value of reporting unit exceeds its carrying value by 25%-30%	1	7,285
Fair value of reporting unit exceeds its carrying value by more than 75%	5	205,323
	7	$212,608

Based upon a sensitivity analysis, a reduction of approximately 50 basis points of projected EBITDA in 2014 and beyond, assuming all other assumptions remain constant, would result in no reporting unit proceeding to step two of the analysis.

Based upon a separate sensitivity analysis, a 50 basis point increase to the weighted average cost of capital would result in no reporting unit proceeding to step two of the analysis.

Given the current economic environment and the changing document and printing needs of our customers and the uncertainties regarding the effect on our business, there can be no assurance that the estimates and assumptions made for purposes of our goodwill impairment testing in 2014 will prove to be accurate predictions of the future. If our assumptions, including forecasted EBITDA of certain reporting units, are not achieved, we may be required to record additional goodwill impairment charges in future periods, whether in connection with our next annual impairment testing in the third quarter of 2014, or on an interim basis, if any such change constitutes a triggering event (as defined under ASC 350, Intangibles - Goodwill and Other) outside of the quarter when we regularly perform our annual goodwill impairment test. It is not possible at this time to determine if any such future impairment charge would result or, if it does, whether such charge would be material.

Income Taxes

Deferred tax assets and liabilities reflect temporary differences between the amount of assets and liabilities for financial and tax reporting purposes. Such amounts are adjusted, as appropriate, to reflect changes in tax rates expected to be in effect when the temporary differences reverse. A valuation allowance is recorded to reduce our deferred tax assets to the amount that is more likely than not to be realized. Changes in tax laws or accounting standards and methods may affect recorded deferred taxes in future periods.

When establishing a valuation allowance, we consider future sources of taxable income such as future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards and tax planning strategies. A tax planning strategy is an action that: is prudent and feasible; an enterprise ordinarily might not take, but would take to prevent an operating loss or tax credit carryforward from expiring unused; and would result in realization of deferred tax assets. In the event we determine the deferred tax assets, more likely than not, will not be realized in the future, the valuation adjustment to the deferred tax assets will be charged to earnings in the period in which we make such a determination.

As of June 30, 2011, we determined that cumulative losses for the preceding twelve quarters constituted sufficient objective evidence (as defined by ASC 740-10, Income Taxes) that a valuation allowance was needed. As of March 31, 2015, the valuation allowance against certain deferred tax assets was $80.4 million.

In future quarters we will continue to evaluate our historical results for the preceding twelve quarters and our future projections to determine whether we will generate sufficient taxable income to utilize our deferred tax assets, and whether a partial or full valuation allowance is still required. Should we generate sufficient taxable income, however, we may reverse a portion or all of the then current valuation allowance. Based on recent earnings in certain jurisdictions there is a reasonable possibility that, within the next year, sufficient positive evidence may become available to reach a conclusion that a portion of the valuation allowance will no longer be needed. As such, we may release a significant portion of the valuation allowance within the next 12 months. This release would result in the recognition of certain deferred tax assets and a decrease to income tax expense for the period such release is recorded. Any such adjustment could materially impact our financial position and results of operations.

We calculate our current and deferred tax provision based on estimates and assumptions that could differ from the actual results reflected in income tax returns filed in subsequent years. Adjustments based on filed returns are recorded when identified.

Income taxes have not been provided on certain undistributed earnings of foreign subsidiaries because such earnings are considered to be permanently reinvested.

The amount of taxable income or loss we report to the various tax jurisdictions is subject to ongoing audits by federal, state and foreign tax authorities. Our estimate of the potential outcome of any uncertain tax issue is subject to management's assessment of relevant risks, facts, and circumstances existing at that time. We use a more-likely-than-not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. We record a liability for the difference between the benefit recognized and measured and tax position taken or expected to be taken on our tax return. To the extent that our assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. We report tax-related interest and penalties as a component of income tax expense.

For further information regarding the accounting policies that we believe to be critical accounting policies and that affect our more significant judgments and estimates used in preparing our interim condensed consolidated financial statements see our 2014 Annual Report on Form 10-K.

Recent Accounting Pronouncements

See Note 1, "Description of Business and Basis of Presentation" to our interim condensed consolidated financial statements for disclosure on recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our primary exposure to market risk is interest rate risk associated with our debt instruments. We use both fixed and variable rate debt as sources of financing. In 2014, we entered into a $175.0 million Term A Credit Agreement. Borrowings under the Term A Credit Agreement bear interest at a rate equal to an applicable margin plus a variable rate. As such, our Term A Credit Agreement exposes us to market risk for changes in interest rates. To manage our exposure to interest rate volatility associated with borrowings under our Term A Credit, we entered into interest rate cap agreements in the first quarter of 2015. We have not, and do not plan to, enter into any derivative financial instruments for trading or speculative purposes.

As of March 31, 2015, we had $200.2 million of total debt and capital lease obligations, of which approximately 15% was at a fixed rate, with the remainder at variable rates. Given our debt position at March 31, 2015 and the effect of a 100 basis point increase in LIBOR on our interest expense would be approximately $1.3 million annually.

Although we have international operating entities, our exposure to foreign currency rate fluctuations is not significant to our financial condition or results of operations.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934 are recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of March 31, 2015. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that as of March 31, 2015, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

There were no changes to internal control over financial reporting during the three months ended March 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

This information is included under the caption “Legal Proceedings” in Note 7 to our Condensed Consolidated Financial Statements in Part 1, Item 1 of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

Information concerning certain risks and uncertainties appears in Part I, Item 1A “Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2014. You should carefully consider those risks and uncertainties, which could materially affect our business, financial condition and results of operations. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 6. Exhibits

Exhibit Number	Description
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
101.INS	XBRL Instance Document *
101.SCH	XBRL Taxonomy Extension Schema *
101.CAL	XBRL Taxonomy Extension Calculation Linkbase *
101.DEF	XBRL Taxonomy Extension Definition Linkbase *
101.LAB	XBRL Taxonomy Extension Label Linkbase *
101.PRE	XBRL Taxonomy Extension Presentation Linkbase *

* Filed herewith

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.

Date: May 6, 2015

ARC DOCUMENT SOLUTIONS, INC.

/s/ KUMARAKULASINGAM SURIYAKUMAR
Kumarakulasingam Suriyakumar
Chairman, President and Chief Executive Officer

/s/ JORGE AVALOS
Jorge Avalos
Chief Financial Officer

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