Current M&A trends in software

On the heels of a record year in M&A activity in 2021 fueled by post-COVID tailwinds, the overall M&A appetite has cooled off in 2022 but continues to stabilize at high levels. This comes as the cocktail of four-decade high inflation, rising interest rates, the war in Ukraine and weaker demand expectations have propagated fears for a global economic downturn.

For the software sector, valuations and the number of deals have both come down since peaking at the end of 2021. Despite the macro headwinds, software is still commanding high amounts of organizational spend and digital transformation continues across many industries.

New technologies are opening new growth opportunities and, together with a shift to cloud, this will cause transformational changes in the sector. As COVID-19 fast-tracked adoption of digital technologies for organizations across the board, corporate leaders have understood that their business must be run efficiently with superior internal software. According to IDC, the average annual growth of the software market between 2017 and 2026 is predicted to be 11%.

In the M&A context, strategic buyer valuations have declined over the last few quarters and have led to difficulty in paying an accretive price. Intellectual property is also not fetching as much of a premium as we saw from 2021 levels. Valuations of unprofitable companies have faced a bigger hit, as those of its profitable peers and the spotlight for software companies have shifted from growth at all costs to balance between growth and profitability.

To weather ongoing economic uncertainty, software companies should look to maintaining cash reserves and raising capital to bolster those reserves. Owners of profitable companies who are thinking about raising or divesting their business continue to be in a good position, as investment dollars are chasing a smaller pool. Companies with negative cashflows that are experiencing headwinds in their next round of equity financing may find it more lucrative to consider debt financing or other near-term alternatives.

What should software companies do?

What are investors looking for?

Balance of revenue growth and profitability

For a while, investors were mostly focused on revenue growth and retention as their KPIs. They would also look at growth efficiency but may have been comfortable with negative cash-flow if there was growth to offset this. The key trend now is balance – investors want to see growth while also being able to maintain positive cash flows.

1 IDC Semiannual software tracker, updated 2 September 2022.
EY advised Rev-Up NV (“StepUp RGM”) on its sale to Kantar and SilverTree Equity (the “Purchasers”).

TO LEARN MORE

Sid Nair
Canada Technology M&A Leader,
Senior Vice President
+1 416 943 3404 | sid.nair@ca.ey.com

Devon MacMurray
Vice President
+1 416 932 6131 | devon.macmurray@ca.ey.com

*Ernst and Young Orenda Corporate Finance Inc.

About the Company

StepUp RGM is a global leading Revenue Growth Management (RGM) software and big data solutions vendor. The StepUp RGM solutions enable full RGM roadmap development and implementation for consumer goods (CPG) brands, using AI-driven data-sourcing, enriching and modelling within its software-as-a-service (SaaS) platform.

The Win-Win

StepUp will join Kantar XTEL, Kantar’s trade optimization business, to create one of the most comprehensive end-to-end integrated Revenue Management Software platform in the CPG market. The new, combined offer will support global CPG brands in seamlessly managing and optimizing their commercial levers and trade spend, to deliver revenue and margin growth.
Some of our recent deals include:

- **StepUp** has been sold to **XTel**.
  - Backed by **KANTAR** and **silverTree**.

- **Metro** has been acquired by **Nasdaq**.
  - EY acted as the exclusive financial advisor to StepUp.

- **Verdazo** has been acquired by **Vela Software**.
  - EY acted as the exclusive financial advisor to Metro.

- **3v Geomatics** has been acquired by **NielsenIQ**.
  - EY acted as the exclusive financial advisor to Verdazo.

- **Refresh Financial** has been acquired by **Borrowell**.
  - EY acted as the exclusive financial advisor to Refresh Financial on its sale to Borrowell.

- **Wellness Checkpoint** has been acquired by **Carebook**.
  - EY advised Wellness Checkpoint, its buyer, on its sale to Carebook.

- **Filefacets** has sold Intellectual property rights and assets to **Fresnel Vitruvian Software**.
  - EY acted as exclusive financial advisor to Filefacets, Inc.

- **Cornerstone Capabilities** has been acquired by **AFL**.
  - EY advised the exclusive financial advisor to Cornerstone Capabilities.

* Ernst and Young Orenda Corporate Finance Inc.
Sep 28, 2022: EQT Group announced the acquisition of BTRS Holdings Inc., a leading provider of cloud-based software and integrated payment processing solutions, for a transaction value of approximately $1.7 billion. The transaction represents an enterprise value of 11.5x revenue.

Sep 26, 2022: KINS Technology Group Inc. (Nasdaq: KINZ) announced a merger with CXApp Holdings Corp., (subsidiary of Inpixon), a provider of a platform that offers a suite of workplace experience solutions including an enterprise workplace application, events platform, indoor mapping, and augmented reality technologies, in a SPAC deal at an approximate enterprise value of $69 million.

Sep 22, 2022*: SSIMWave Inc., a leading provider of AI-driven video quality solutions for media and entertainment companies, for a transaction value of approximately $19 million, including earnings of $3 million.

Sep 19, 2022: Vista Equity Partners announced the acquisition of KnowBe4, Inc., provider of one of the leading security awareness training and simulated phishing platform, for a transaction value of approximately $4.4 billion. The acquisition represents an enterprise value of 14.1x revenue.

Sep 15, 2022: Adobe Inc. (Nasdaq: ADBE) entered into a merger agreement to acquire Figma Inc., developer of a leading web-first collaborative design platform that allows users to create and share interface and application designs, for a transaction value of approximately $20 billion.

Sep 14, 2022: PubMatic, Inc. (Nasdaq: PUBM) announced the acquisition of Consultmates, Inc., a provider of media measurement and reporting platform, for a transaction value of approximately $45 million, including earnings of $14 million.

Sep 13, 2022: Altair Engineering Inc. (Nasdaq: ALT) acquired RapidMiner, Inc., a leading provider of advanced data analytics and machine learning software, for a transaction value of $100 million.

Sep 12, 2022: Newfold Digital, Inc. announced the acquisition of MarkMonitor Inc., a provider of an industry-leading enterprise-level domain management solutions, for a transaction value of approximately $302.5 million.

Sep 09, 2022: Abri Merger Sub, Inc., a wholly owned subsidiary of Abri SPAC I, Inc. (Nasdaq: ASPA) announced a merger with DLQ, Inc., a provider of e-commerce and digital customer acquisition solutions by simplifying digital advertising, in a SPAC deal, at an approximate enterprise value of $114 million.

Sep 06, 2022: Commerce Technologies, LLC announced the acquisition of ChannelAdvisor Corporation, a leading provider of cloud-based e-commerce solutions that enable brands and retailers to increase global sales, for an approximate transaction value of $732.7 million. The acquisition represents an enterprise value of 3.6x revenue and 26.0x EBITDA.

Sep 05, 2022: Reliance Industries Ltd. (NSEI: RELIANCE) announced the acquisition of SenseHawk, Inc., a developer of software-based management tools for the solar energy generation industry, for a transaction value of $32 million. The acquisition represents an enterprise value of 34.6x revenue.

Sep 02, 2022*: Advanced Human Imaging Ltd (ASX: AHI) announced the acquisition of Welldige Digital Health Inc., a provider of digital corporate wellness solutions offering data-driven personalized health and wellness coaching, for a transaction value of $3.0 million. The acquisition represents an enterprise value of 0.8x revenue.

Sep 01, 2022*: WonderFi Technologies Inc. (TSX: WNDR) announced the acquisition of Blockchain Foundry Inc., a developer of blockchain-based business and consumer solutions, with a focus on infrastructure for digital assets, for a transaction value of $8.8 million. The acquisition represents an enterprise value of 3.7x revenue.

Aug 30, 2022: Roper Technologies, Inc. (NYSE: ROP) announced the acquisition of Frontline Technologies Group, LLC, provider of cloud-based connected platform of administrative solutions built for K-12 education, including human capital management, business operations management, student management and analytics, for a transaction value of approximately $3.4 billion.

Aug 29, 2022*: N. Harris Computer Corporation announced the acquisition of NexJ Systems Inc., a provider of intelligent customer management solutions to the financial services industry, for a transaction value of approximately $9.5 million. The acquisition represents an enterprise value of ~0.5x revenue.

*Dash indicated are Canadian deals
All currencies are in US$
Aug 17, 2022*: EGF Theramed Health Corp. (CNSX: TMED) announced the acquisition of Reefer Keeper Delivery Corp., developer of a delivery application and web-based platform that provides cannabis products for a transaction value of approximately $0.7 million.

Aug 17, 2022: Etoro Group Ltd. announced the acquisition of Gatsby Digital Inc., provider of options trading platform tailored to a new generation of investors, for a transaction value of approximately $50 million.

Aug 15, 2022: Baker Hughes Holdings LLC announced the acquisition of Quest Integrity Group, LLC, a leading player in the development and delivery of technology-enabled asset inspection and reliability management solutions across the pipeline, refining, petrochemical, and power generation sectors, for a transaction value of approximately $280 million. The acquisition represents an enterprise value of 3.5x revenue.

Aug 08, 2022: Vista Equity Partners announced the acquisition of Avalara, Inc., a leading provider of tax compliance automation solutions for businesses of all sizes, for a transaction value of approximately $8.4 billion. The acquisition represents an enterprise value of 11.1x revenue.

Aug 03, 2022: Thoma Bravo L.P. announced the acquisition of Ping Identity Holding Corp., a provider of flexible identity solutions, accelerating digital business initiatives and secure the enterprise through multi-factor authentication, for a transaction value of approximately $2.8 billion. The acquisition represents an enterprise value of 8.7x revenue.

Aug 01, 2022: Social Leverage Acquisition Corp I (NYSE: SLAC) announced a merger with W3BCLOUD Holdings Inc., a leading storage and compute infrastructure provider for Web3 protocols, in a SPAC deal at an approximate enterprise value of $1.1 billion.

Jul 25, 2022: Cadence Design Systems, Inc. (Nasdaq: CDNS) announced the acquisition of OpenEye Scientific Software, Inc., a leading provider of computational molecular modeling and simulation software used by pharmaceutical and biotechnology companies for drug discovery, for a transaction value of approximately $500 million.

Jul 25, 2022: Tremor International Ltd. (NASDAQ: TRMR) announced the acquisition of Amobee, Inc., leading global advertising platform that optimizes outcomes for advertisers and media companies, for a transaction value of approximately $239 million.

Jul 20, 2022: SPS Commerce, Inc. (NASDAQ: SPSC) announced the acquisition of GCommerce, Inc., a provider of cloud-based automation solutions to the durable goods distribution industries, for a transaction value of approximately $45 million.

Jul 14, 2022*: Hulk Labs announced the acquisition of Playte Group, a blockchain technology company, building a set of software and tools to onboard, manage and track players and assets in the play-to-earn economy, for a transaction value of approximately $0.3 million.

Jul 06, 2022: Envestnet, Inc. (NYSE: ENV) announced the acquisition of Redi2 Technologies, Inc., a provider of revenue management and hosted fee-billing solutions for the financial services industry, for a transaction value of approximately $70 million.

*Deals indicated are Canadian deals
All currencies are in US$
Historical M&A activity

Both deal values and deal volumes have declined compared to Q3 2021 levels

Public company multiples remain volatile, subsequent to the highs observed throughout 2021

Revenue transaction multiples for half of the categories declined compared to Q3 2021

EBITDA transaction multiples for half of the categories declined compared to Q3 2021

Sample size for M&A deal multiples has been sourced from S&P Capital IQ and comprises transactions completed between Oct 1, 2018 and Sep 30, 2022 in Canada and the US. The sample has been compiled by EY Orenda Corporate Finance Inc. based on a subjective assessment of transactions in the IT Services sector. Furthermore, the categorization of the sample across various sub-sectors and any analysis thereof, by EY Orenda Corporate Finance Inc. is solely for illustrative purposes and were not created to serve as benchmarks. Every transaction has specific characteristics that impact value and corresponding multiples. It is necessary to understand the background and circumstances surrounding each transaction to extract meaningful insights.

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Our Deal Team

National Leader
Barry Munro *
+1 403 206 5017
barry.q.munro@ca.ey.com

National TMT team
Ontario
Andrew Schafer
+1 416 932 6244
andrew.schafer@ca.ey.com

Chris Hutchinson *
+1 416 943 6002
chris.hutchinson@ca.ey.com

Sid Nair
+1 416 943 3404
sid.nair@ca.ey.com

Kevin Casey *
+1 519 571 3311
kevin.j.casey@ca.ey.com

Quebec
Sid Nair
Canada TMT M&A Leader, Senior Vice President
+1 416 943 3404
sid.nair@ca.ey.com

Ken Brooks *
+1 514 874 4412
ken.m.brooks@ca.ey.com

Todd Caluori *
+1 514 879 2793
todd.m.caluori@ca.ey.com

Wadi Safi
+1 514 879 8029
wadi.safi@ca.ey.com

Stefan Tellier *
+1 514 874 4351
stefan.tellier@ca.ey.com

Atlantic
Michael Lutes
+1 416 943 2699
michael.lutes@ey.com

Western Canada
Barry Munro *
+1 403 206 5017
barry.q.munro@ca.ey.com

Darcy Yamada
+1 780 441 2406
darcy.yamada@ca.ey.com

Bill Wu
+1 416 943 2545
bill.wu@ca.ey.com

Ujjwal Bhati
Senior Associate
+1 604 891 8325
ujjwal.bhati@ca.ey.com

Logan Day
+1 780 441 4226
logan.d.day@ca.ey.com

Barkin Sayiner
+1 416 943 3890
barkin.sayiner@ca.ey.com

Jack Quaglia
Analyst
+1 416 932 4495
jack.quaglia@ca.ey.com

Ross Johnson
+1 403 206 5253
ross.johnson@ca.ey.com

Robert Withers *
+1 604 899 3550
robert.withers@ca.ey.com

Capital Markets
Devon MacMurray
Vice President
+1 416 932 6133
devon.macmurray@ca.ey.com

Walid Safi
+1 514 879 8029
wadi.safi@ca.ey.com

François Tellier *
+1 514 874 4351
francois.tellier@ca.ey.com

Barry Munro *
+1 403 206 5017
barry.q.munro@ca.ey.com

Brock McMillan *
+1 403 206 5335
brock.mcmillan@ca.ey.com

Mike Campbell
+1 306 649 8305
michael.campbell@ca.ey.com

Shane Dunn *
+1 403 206 5011
shane.dunn@ca.ey.com

Darcy Yamada
+1 780 441 2406
darcy.yamada@ca.ey.com

Logan Day
+1 780 441 4226
logan.d.day@ca.ey.com

Mike Campbell
+1 306 649 8305
michael.campbell@ca.ey.com

Jatinder Wadhwa *
+1 416 932 3078
jatinder.wadhwa@ca.ey.com

Ross Johnson
+1 403 206 5253
ross.johnson@ca.ey.com

Sid Nair
+1 416 943 3404
sid.nair@ca.ey.com

Kevin Casey *
+1 519 571 3311
kevin.j.casey@ca.ey.com

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