

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

**FORM 8-K/A
Amendment No. 2**

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

Date of report (Date of earliest event reported): October 10, 2008

ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-32085
(Commission File Number)

36-4392754
(IRS Employer
Identification No.)

222 Merchandise Mart Plaza, Suite 2024, Chicago, Illinois 60654
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (866) 358-6869

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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

Introduction

As previously disclosed, on March 17, 2008, Allscripts Healthcare Solutions, Inc. (“Allscripts”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Misys plc (“Misys”), Misys Healthcare Systems, LLC (“MHS”), and Patriot Merger Company, LLC (“Patriot”). On October 10, 2008, Allscripts completed the transactions contemplated by the Merger Agreement (the “Transactions”), which included the merger of Patriot with and into MHS (the “Merger”), with MHS surviving as a wholly-owned subsidiary of Allscripts, and the purchase by Misys, through one of its subsidiaries, of shares of Allscripts’ common stock for \$330,000,000 in cash (the “Share Purchase”). At the closing of the Merger, Allscripts changed its name to Allscripts-Misys Healthcare Solutions, Inc. (“Allscripts-Misys”).

Item 7.01. Regulation FD Disclosure

Attached as Exhibit 99.3 is non-GAAP summary quarterly information for each of the four quarters in the year ended May 31, 2008 and for the three months ended August 31, 2008, combining the results of operations of Allscripts and MHS. The information furnished under this Item 7.01, including Exhibit 99.3 attached hereto, shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference to such filing. This Report will not be deemed an admission as to the materiality of any information in this Report that is being disclosed pursuant to Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of business acquired

The interim condensed consolidated financial statements of MHS as of August 31, 2008 and for the three-month periods ended August 31, 2008 and 2007 are filed as Exhibit 99.1. The audited combined balance sheets of MHS as of May 31, 2008 and May 31, 2007 for the years then ended and the audited combined statements of operations and cash flows of MHS as of May 31, 2008, May 31, 2007 and May 31, 2006 for the years then ended were previously reported as part of Allscripts’ definitive proxy statement filed with the SEC on August 21, 2008 and, accordingly, are not required to be filed herewith pursuant to General Instruction B.3 of Form 8-K.

(b) Pro forma financial information

The pro forma financial information as of August 31, 2008 and for the three months ended August 31, 2008 with respect to the Merger is filed as Exhibit 99.2. The pro forma financial information as of May 31, 2008 and for the twelve months ended May 31, 2008 with respect to the Merger was previously reported in Allscripts’ definitive proxy statement filed with the SEC on August 21, 2008 and, accordingly, is not required to be filed herewith pursuant to General Instruction B.3 of Form 8-K.

(d) Exhibits.

The following exhibits are included with this Report:

Exhibit 99.1	MHS historical unaudited consolidated financial statements as of August 31, 2008 and for the three months ended August 31, 2008 and 2007.
Exhibit 99.2	Unaudited pro forma condensed combined financial statements as of August 31, 2008 and for the three months ended August 31, 2008.
Exhibit 99.3	Non-GAAP summary quarterly information for each of the four quarters in the year ended May 31, 2008 and for the three months ended August 31, 2008, combining the results of operations of Allscripts and MHS.

SIGNATURE

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

ALLSCRIPTS-MISYS HEALTHCARE SOLUTIONS, INC.

Date: November 24, 2008

By: /s/ William J. Davis
William J. Davis
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

- Exhibit 99.1 MHS historical unaudited consolidated financial statements as of August 31, 2008 and for the three months ended August 31, 2008 and 2007.
- Exhibit 99.2 Unaudited pro forma condensed combined financial statements statements as of August 31, 2008 and for the three months ended August 31, 2008.
- Exhibit 99.3 Non-GAAP summary quarterly information for each of the four quarters in the year ended May 31, 2008 and for the three months ended August 31, 2008, combining the results of operations of Allscripts and MHS.

Misys Healthcare Systems
Combined Financial Statements (Unaudited)
For the Three Months Ended August 31, 2008 and 2007
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Misys Healthcare Systems
Combined Balance Sheet
(In thousands)

	August 31, 2008 (Unaudited)	May 31, 2008
Assets		
Current assets:		
Cash and cash equivalents	\$888	\$325
Trade receivables, net	49,582	48,250
Prepaid and other current assets	12,236	11,868
Deferred tax assets	266	852
Total current assets	62,972	61,295
Property and equipment, net	5,839	6,082
Deferred tax assets	8,215	8,254
Other long-term assets	9,238	4,594
Investment in iMedica	8,000	8,000
Goodwill	82,406	82,406
Intangible assets, net	8,047	8,637
Total assets	<u>\$184,717</u>	<u>\$179,268</u>
Liabilities and Parent's Net Investment		
Current liabilities		
Line of credit	\$832	\$3,232
Accounts payable	13,965	14,262
Accrued expenses	11,215	12,606
Accrued compensation and benefits	4,404	9,700
Deferred revenue	26,756	27,189
Current portion of capital lease obligation	812	1,082
Total current liabilities	57,984	68,071
Non-current portion of capital lease obligation	767	548
Total liabilities	58,751	68,619
Parent's net investment	125,966	110,649
Total liabilities and parent's net investment	<u>\$184,717</u>	<u>\$179,268</u>

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

Misys Healthcare Systems
Combined Statements of Operations
(in thousands)

	<u>Three Months Ended August 31,</u>	
	<u>2008</u>	<u>2007</u>
	(Unaudited)	
Revenue		
System sales	\$13,032	\$14,572
Professional services	7,404	7,171
Maintenance	36,670	34,891
Transaction processing and other	35,684	36,583
Total revenue	<u>92,790</u>	<u>93,217</u>
Cost of revenue		
System sales	7,160	7,687
Professional services	6,475	6,578
Maintenance	15,136	14,257
Transaction processing and other	14,024	14,976
Total cost of revenue	<u>42,795</u>	<u>43,498</u>
Gross profit	49,995	49,719
Selling, general and administrative	32,899	34,460
Research and development	7,958	11,451
Amortization of intangibles	187	5,474
Income (loss) from operations	<u>8,951</u>	<u>(1,666)</u>
Interest expense	(77)	(73)
Interest income and other, net	11	11
Net income (loss) before tax	8,885	(1,728)
Income tax benefit (provision)	<u>(3,514)</u>	<u>659</u>
Net income (loss)	<u>\$5,371</u>	<u>(\$1,069)</u>

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

Misys Healthcare Systems
Combined Statement of Parent's Net Investment
(In thousands)

	<u>(Unaudited)</u>
Parent's net investment as of May 31, 2008	\$ 110,649
Net income	5,371
Stock-based compensation	786
Change in parent's net investment, net	9,160
Parent's net investment as of August 31, 2008	<u>\$125,966</u>

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

Misys Healthcare Systems
Combined Statements of Cash Flows
(in thousands)

	<u>Three Months Ended August 31,</u>	
	<u>2008</u>	<u>2007</u>
	(Unaudited)	
Cash flows from operating activities:		
Net income (loss)	\$5,371	(\$1,069)
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Depreciation and amortization	743	896
Amortization of intangibles	590	5,877
Non-cash stock based compensation expense	786	943
Changes in deferred income taxes	625	(1,120)
Provision for doubtful accounts	1,253	426
Changes in operating assets and liabilities:		
Trade receivables	(2,585)	(5,106)
Prepaid and other current assets	(968)	(35)
Other long-term assets	752	—
Accounts payable	(297)	(9,114)
Accrued expenses	(1,391)	(3,937)
Accrued compensation and benefits	(5,296)	(4,443)
Deferred revenue	(433)	(1,696)
Net cash used in operating activities	<u>(850)</u>	<u>(18,378)</u>
Cash flows from investing activities:		
Purchase of preferred shares in iMedica	—	(8,000)
Purchase of property and equipment	(236)	(605)
Net cash used in investing activities	<u>(236)</u>	<u>(8,605)</u>
Cash flows from financing activities:		
Change in parent's net investment	4,364	23,727
Line of credit payments	(33,850)	(42,899)
Line of credit borrowings	31,450	45,200
Payment of capital lease obligation	(315)	(415)
Net cash provided by financing activities	<u>1,649</u>	<u>25,613</u>
Net increase (decrease) in cash and cash equivalents	563	(1,370)
Cash and cash equivalents at beginning of year	<u>325</u>	<u>1,370</u>
Cash and cash equivalents at end of year	<u>\$888</u>	<u>\$—</u>

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

Misys Healthcare Systems

(An operating unit of Misys Holdings, Inc., a subsidiary of Misys plc)

Notes to Combined Financial Statements (Unaudited)

(Dollars and share amounts in thousands, except per share amounts)

1. Description of Business

Misys Healthcare Systems (the “Company” or the “Business”) is a provider of healthcare information technology solutions for physician practices and home healthcare providers primarily in North America. The Business is headquartered in Raleigh, North Carolina and has operations in Richmond, Virginia, Austin, Texas and Bangalore, India. The Business is an operating unit of Misys Holdings, Inc. (the “Parent”), a wholly owned subsidiary of Misys plc. The Company operates with a May 31 fiscal year end.

The Business has two reportable segments: Ambulatory and Homecare. The Ambulatory segment provides physician practices with clinical and practice management solutions and related services. Ambulatory solutions include electronic medical records (“EMR”) software, practice management (“PM”) software, related installation and training services, electronic claims administration (“EDI”) services and the resale of related hardware.

The Homecare segment provides home health providers with clinical and practice management solutions and related services. Homecare solutions include software, related installation and training services, and the resale of related hardware.

2. Basis of Presentation

These unaudited interim combined financial statements were derived from the books and records of certain subsidiaries of Misys Holdings, Inc. The financial statements reflect the assets, liabilities, revenues and expenses that are directly related to the Business as it was operated within Misys Holdings, Inc. General corporate expenses of Misys Holdings, Inc. which are not directly related to the Business including certain corporate executives’ salaries, accounting and legal fees, departmental costs for accounting, finance, legal, information technology, purchasing, marketing, human resources as well as other general overhead costs are allocated to the Business. These allocations are based on a variety of factors, dependent upon the nature of the costs being allocated, including revenues and number of employees. Management believes these allocations are made on a reasonable basis; however, the financial statements included herein may not necessarily reflect the Business’ results of operations, financial position and cash flows in the future or what its results of operations, financial position and cash flows would have been had the Business operated as a stand-alone entity during the periods presented.

Parent’s net investment in the Business as shown in the balance sheet includes capital contributed by Misys plc and the balance of intercompany advances. The advances are used by the Business, along with operating cash flows, for working capital needs and other general purposes. No interest has been recorded in these financial statements for the intercompany advances.

These unaudited interim combined financial statements have been prepared by the Company and reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management are necessary to fairly state the financial position and the results of operations for the interim periods presented. The combined financial statements omit certain information and footnote disclosures necessary to present the statements in accordance with accounting principles generally accepted in the United States. Results for the interim periods are not necessarily indicative of results for the entire fiscal year. The May 31, 2008 combined balance sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

3. Summary of Significant Accounting Policies

Revenue Recognition

Revenue represents the fair value of consideration received or receivable from clients for goods and services provided by the Business. Revenue from System Sales includes software and related hardware. Revenue from Professional Services includes implementation, training and consulting services. Revenue from Maintenance includes support and maintenance services. Revenue from Transaction Processing and Other includes EDI services and other.

Revenue from system sales is recognized when a signed contract exists, the fee is fixed or determinable, delivery to a customer has occurred, and the collection of the resulting receivable is considered probable. In instances where a significant vendor obligation exists, revenue recognition is delayed until the obligation has been satisfied. No revenue is recognized for multiple deliveries or multiple element products if an element of the contract remains undelivered and is essential to the functionality of the elements already delivered. In multiple element arrangements, the total arrangement fee is allocated according to the fair value of each element using vendor-specific objective evidence. Vendor-specific objective evidence of fair value is determined using the price charged when the element is sold separately. In software arrangements in which vendor specific objective evidence of fair value of all of the undelivered elements is known, but not of the delivered element, the residual method to record revenue is utilized. In the residual method, the fair value of the undelivered elements is deferred and the remaining portion of the arrangement fee is allocated to the delivered element and is recognized as revenue.

Revenue on certain larger contracts is recognized on a percentage of completion basis over the period from the commencement of performance on the contract to customer acceptance. The degree of completion of a contract is measured using the hours incurred to date compared to total hours expected to complete the contract. Losses on contracts are recognized as soon as a loss is foreseen by reference to the estimated costs of completion.

Maintenance fees are recognized ratably over the period of the contract based on vendor specific objective evidence of fair value. Revenue from professional services, such as implementation, training and consulting services, is recognized as the services are performed based on vendor specific objective evidence of fair value. Revenue from EDI services is recognized as services are provided and is determined based on the volume of transactions processed.

In accordance with Emerging Issues Task Force Issue Number 01-14, *Income Statement Characterization of Reimbursements Received for "Out-of-Pocket" Expenses Incurred* ("EITF 01-14"), the Company records reimbursements for out-of-pocket expenses incurred as revenue in the statement of operations. These amounts totaled approximately \$509 and \$906 for the three months ended August 31, 2008 and 2007, respectively.

Stock-Based Compensation

Effective June 1, 2006, the Company adopted the provisions of the SFAS No. 123(R), *"Share-Based Payment"* ("SFAS No. 123(R)"). SFAS No. 123(R) replaced SFAS No. 123, *"Accounting for Stock-Based Compensation"* ("SFAS No. 123"), and superseded Accounting Principles Board Opinion No. 25, *"Accounting for Stock Issued to Employees"* ("APB No. 25"). Under the fair value recognition provisions of this statement, stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period, which is the vesting period.

Income Taxes

The Company accounts for income taxes using the liability method, which requires the recognition of deferred tax assets or liabilities for the temporary differences between financial reporting and tax basis of the Company's assets and liabilities and for tax carryforwards at enacted statutory tax rates in effect for the years in which the differences are expected to reverse. The effect on deferred taxes of a change in tax rates is recognized in income in the period in which the enactment date of the tax rate change occurs. In addition, valuation allowances are established when necessary to reduce deferred tax assets to the amounts expected to be realized.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations* ("FAS 141R"). FAS 141R establishes principles and requirements for how the acquirer in a business combination recognizes and measures in its financial statements the fair value of identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the

acquiree at the acquisition date. FAS No. 141R is effective for fiscal years beginning after December 15, 2008 and will be applied by the Company to business combinations consummated after the effective date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements* ("FAS 160"), an amendment of Accounting Research Bulletin No. 51, *Consolidated Financial Statements* ("ARB 51"). FAS 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. Minority interests will be recharacterized as noncontrolling interests and will be reported as a component of equity separate from the parent's equity, and purchases or sales of equity interests that do not result in a change in control will be accounted for as equity transactions. In addition, net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement and upon a loss of control, the interest sold, as well as any interest retained, will be recorded at fair value with any gain or loss recognized in earnings. This pronouncement is effective for fiscal years beginning after December 15, 2008. Management does not believe the adoption will have a material effect on the combined financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* ("FAS 157"). FAS 157 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles, and expands disclosures about fair value measurements. FAS 157 clarifies that the fair value is the exchange price in an orderly transaction between market participants to sell the asset or transfer the liability in the market. The standard emphasizes that fair value is a market-based measurement, not an entity-specific measurement and a fair value measurement should therefore be based on the assumptions that market participants would use in pricing the asset or liability. In February 2008, the FASB issued FASB Staff Position ("FSP") No. FAS 157-2, "Effective Date of FASB Statement No. 157" ("FSP FAS 157-2"), which defers the effective date of Statement 157 for nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008, which for us is our fiscal 2010. The Company adopted Statement 157 for financial assets and financial liabilities during the three months ended August 31, 2008. The adoption of Statement 157 for financial assets and financial liabilities did not have a material effect on the combined financial statements. In accordance with FSP FAS 157-2, the Company elected to defer until fiscal year 2010 the adoption of FAS 157 for nonfinancial assets and nonfinancial liabilities. Management does not currently anticipate that the adoption of FAS 157 for nonfinancial assets and nonfinancial liabilities will have a material effect on the combined financial statements.

4. Trade Receivables

The components of trade receivables consist of the following:

	<u>August 31, 2008</u>	<u>May 31, 2008</u>
Amounts billed	\$39,733	\$35,000
Amounts unbilled	14,184	16,601
Allowance for doubtful accounts	(4,335)	(3,351)
Trade receivables, net	<u>\$49,582</u>	<u>\$48,250</u>

5. Prepaid and Other Current Assets

	<u>August 31, 2008</u>	<u>May 31, 2008</u>
Prepaid sales commissions	\$6,609	\$4,795
Prepaid postage, maintenance and other	1,241	2,269
Prepaid resold software royalties	2,759	2,387
Hardware inventory	1,451	1,917
Other assets	176	500
Total	<u>\$12,236</u>	<u>\$11,868</u>

During fiscal year 2008, the Company began paying sales commissions at the time contracts with customers are signed or shortly thereafter. Prior to fiscal year 2008, the Company paid sales commissions based on certain contract milestones, which more closely corresponded to when revenue was recognized on the related contracts. To the extent that sales commissions paid relate to revenue not yet recognized, these amounts are recorded as prepaid sales commissions and are recognized as expense as the revenue is recognized.

6. Property and Equipment

Property and equipment consist of the following:

	Useful Life (Years)	August 31, 2008	May 31, 2008
Computer equipment	3	\$15,492	\$15,063
Software	3	7,876	7,759
Leasehold improvements	see below	4,016	4,016
Office equipment	5	6,213	6,213
		<u>33,597</u>	<u>33,051</u>
Less accumulated depreciation and amortization		<u>(27,758)</u>	<u>(26,969)</u>
Property and equipment, net		<u>\$5,839</u>	<u>\$6,082</u>

Leasehold improvements are depreciated over the lesser of the estimated useful life of the asset or the lease term. Depreciation and amortization expense was approximately \$743 and \$896 for the three months ended August 31, 2008 and 2007, respectively.

7. Investment in iMedica

On August 23, 2007, the Company purchased 20,000 shares of iMedica Series C Preferred Stock for \$8,000, or \$0.40 per share. This investment represents approximately an 18% equity ownership in iMedica and is recorded under the cost method of accounting. The fair value of this investment was not estimated as there have been no identified events or circumstances that may have a significant effect on the fair value of this investment (see note 15).

Also on August 23, 2007, the Company entered into a strategic OEM agreement with iMedica whereby the Company licensed certain iMedica electronic health and practice management software to be marketed under the Company's MyWay brand for an initial royalty payment of \$5,000. Prepaid royalty fees related to this agreement of

\$4,442 and \$133 remain in other long-term assets and prepaid and other current assets, respectively, on the combined balance sheet as of August 31, 2008. During the three months ended August 31, 2008 the Company expensed \$152 in royalty fees for licenses sold during the period in accordance with the OEM agreement, which is included in system sales cost of sales on the combined statement of operations. No royalty fees were incurred during the three months ended August 31, 2007.

8. Goodwill and Intangible Assets

Goodwill and intangible assets consist of the following:

	August 31, 2008			May 31, 2008		
	Gross Assets	Accumulated Amortization	Net Assets	Gross Assets	Accumulated Amortization	Net Assets
Amortizable intangible assets						
Proprietary technology	\$115,660	\$111,647	\$4,013	\$115,660	\$111,244	\$4,416
Customer relationships	221,755	218,003	3,752	221,755	217,849	3,906
Trade name	19,656	19,374	282	19,656	19,341	315
	<u>\$357,071</u>	<u>\$349,024</u>	<u>\$8,047</u>	<u>\$357,071</u>	<u>\$348,434</u>	<u>\$8,637</u>
Indefinite-lived intangible assets						
Goodwill	<u>\$519,915</u>	<u>\$437,509</u>	<u>\$82,406</u>	<u>\$519,915</u>	<u>\$437,509</u>	<u>\$82,406</u>

Goodwill is entirely allocated to the Ambulatory segment. The proprietary technology, customer relationships and trade name intangible assets are being amortized over their average useful lives. The Company recorded amortization expense related to the intangible assets amounting to \$590 and \$5,877 for the three months ended August 31, 2008 and 2007, respectively. Of the total amortization expense, amounts related to proprietary technology of \$403 for the three months ended August 31, 2008 and 2007 have been included in cost of revenue, system sales. The remainder is reflected as amortization of intangibles on the combined statements of operations.

9. Income Taxes

The Company's income taxes are calculated on a separate tax return basis, although the Company's operations have historically been included in the U.S. federal and state returns of the U.S. Misys consolidated group of companies.

On June 1, 2007, the Company adopted the provisions of FIN 48. The Company believes it has no material exposures which are not currently provided for. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to FIN 48. In addition, the Company did not record a cumulative effect adjustment related to the adoption of FIN 48. The Company's policy for recording interest and penalties associated with tax audits is to record such items as a component of income taxes.

The provision for income taxes reflects the Company's estimate of the effective tax rate expected to be applicable for the full fiscal year. The effective tax rate was 39.5% and 38.1% for the three months ended August 31, 2008 and 2007, respectively. The increase in the effective rate is primarily as a result of non-deductible merger related (see note 15) integration costs that were expensed during the three months ended August 31, 2008.

10. Promissory Note

The Company has an unsecured \$8,000 line of credit promissory note with a national bank, which bears interest at Libor plus 0.5% and expires on October 31, 2008. The outstanding balance on the line of credit was \$832 and \$3,232 as of August 31, 2008 and May 31, 2008, respectively. The weighted average interest rate on the line of credit was 3.0% and 4.8% as of August 31, 2008 and May 31, 2008, respectively.

11. Stock-Based Compensation

Misys plc operates several share based compensation plans. The Misys plc plans include both market price awards (options priced at fair value of Misys plc stock at date of grant) and nil cost awards (zero strike price). Certain of the awards include performance based vesting conditions, otherwise options vest over a service period, generally three years. Periodically, and in accordance with the plans, Misys plc grants share options to employees of the Business. The fair value of these awards is recorded as compensation cost over the term of vesting period. Compensation cost related to these awards totaled \$786 and \$943 for the three months ended August 31, 2008 and 2007, respectively.

The fair value of each option grant was estimated at the date of grant using the Black-Scholes option pricing model.

Additional information with respect to the plan activity related to the Business for the three months ended August 31, 2008 is summarized as follows:

	Nil Cost		Market Value		
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value
At May 31, 2008	1,832	—	5,272	\$5.67	—
Granted	136	\$3.34	—	—	—
Exercised	(295)	—	—	—	—
Canceled or expired	(33)	—	(305)	\$5.03	—
At August 31, 2008	<u>1,640</u>	—	<u>4,967</u>	<u>\$5.24</u>	—
Options Exercisable	—	—	4,732	\$5.28	—

The weighted-average fair value of all options granted during the three months ended August 31, 2008 was \$3.34. The weighted-average remaining contractual term of options outstanding was 2.62 years as of August 31, 2008. The weighted average remaining contractual term of options exercisable was 1.6 years as of August 31, 2008. The total compensation cost related to non-vested awards not yet recognized as of August 31, 2008 was \$3,028 and the weighted average period over which it will be recognized is 1.6 years. The aggregate intrinsic value of all options outstanding and all options exercisable at August 31, 2008 was \$5,006 and \$0, respectively. The total intrinsic value of options exercised during the three months ended August 31, 2008 was \$8,263.

The following table summarizes information about stock options outstanding and exercisable at August 31, 2008:

Range of Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Outstanding	Weighted-Average Remaining Contractual Life (in Years)	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
\$0	1,640	4.86	\$0	—	\$0
\$3.18-\$4.35	2,345	2.43	\$3.67	2,110	\$3.59
\$4.80-\$4.84	1,405	1.90	\$4.84	1,405	\$4.84
\$5.59-\$11.97	1,214	0.80	\$8.43	1,214	\$8.43
\$19.19	3	1.54	\$19.19	3	\$19.19
	<u>6,607</u>			<u>4,732</u>	

12. Business Segments

SFAS No. 131, "Disclosures about Segments of a Business Enterprise and Related Information", establishes standards for reporting information about operating segments in annual financial statements and requires selected information about operating segments in interim financial reports issued to stockholders. Operating segments are defined as components of an enterprise for which separate financial information is available that is

evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company currently organizes its business around groups of similar customers, which results in two reportable segments: Ambulatory and Homecare. The Ambulatory segment derives its revenue from the sale of clinical and practice management solutions and related services to physicians. Ambulatory solutions include electronic medical records software, practice management software, related installation and training services, electronic claims administration services and the resale of related hardware. The Homecare segment derives its revenue from the sale of clinical and practice management solutions and related services to home health providers. Homecare solutions include software, related installation and training services, and the resale of related hardware.

The Company does not track its assets by segment. The Company does not allocate interest expense or income taxes to its operating segments. In addition, the Company records corporate selling, general, and administrative expenses and amortization of intangibles in its unallocated corporate costs. These costs are not included in the evaluation of the financial performance of the operating segments.

	<u>Three Months Ended August 31,</u>	
	<u>2008</u>	<u>2007</u>
Revenue		
Ambulatory	\$83,263	\$84,973
Homecare	9,527	8,244
Total revenue	<u>\$92,790</u>	<u>\$93,217</u>
Income from Operations		
Ambulatory	11,569	8,112
Homecare	2,440	2,951
Unallocated corporate expenses	(5,058)	(12,729)
Total income (loss) from operations	8,951	(1,666)
Interest expense	(77)	(73)
Interest income and other, net	11	11
Net income before tax	<u>\$8,885</u>	<u>(\$1,728)</u>

13. Related Party

General corporate expenses of Misys Holdings, Inc. which were not directly related to the Business including certain corporate executives' salaries, accounting and legal fees, departmental costs for accounting, finance, legal, IT, purchasing, marketing, human resources as well as other general overhead costs have been allocated to the Business. Selling, general and administrative expenses in the combined statements of operations include corporate expense allocations of \$3,746 and \$1,810 for the three months ended August 31, 2008 and 2007, respectively.

14. Reorganization Costs

During the three months ended August 31, 2007, the Company made organizational changes that included new executive appointments and a reduction of headcount to both realign the organization and reduce costs. Related to this reorganization the Company recorded severance expense of \$2,146 during the three months ended August 31, 2007, which is reflected in selling, general and administrative expenses on the combined statement of operations. Severance of \$690 and \$1,375 remains accrued at August 31, 2008 and May 31, 2008, respectively, and is included in accrued compensation and benefits on the combined balance sheet.

15. Subsequent Events

iMedica Agreement

During September 2008, the Company and iMedica signed an agreement (the "Agreement") related to the Company's iMedica investment and related OEM agreement (see note 7). Under the Agreement, the Company will continue to license certain iMedica health and practice management software, marketed under the Misys MyWay

brand. The licenses granted under the Agreement will continue to provide the Company with rights to the current version of the iMedica software for the Company to license to, and use to support, customers. The Agreement also provides that iMedica will license to the Company a new version of the iMedica software source code that, from acceptance, will give the Company additional rights to develop future products. Each party will continue to develop their products independently and neither party will have any rights to the other party's future source code or products, nor any obligation to share any future source code or products. Once the consideration outlined below is paid there will be no further royalty payments due to iMedica. In consideration for entering into the Agreement, the Company has agreed to pay iMedica a total of \$12,000 in cash over time contingent upon delivery by iMedica and acceptance by the Company of the source code and services and the Company has agreed to surrender its minority equity stake in iMedica and any outstanding prepaid royalties. Misys plc has agreed to make the \$12,000 cash payment on the Company's behalf.

Allscripts Merger

On October 10, 2008, the Company completed the transactions (the "Transactions") contemplated by the Agreement and Plan of Merger dated as of March 17, 2008 by and among Misys plc, Allscripts, Misys Healthcare Systems and Patriot Merger Company, LLC ("Patriot") which consisted of (i) the cash payment by an affiliate of Misys plc of approximately \$330,000 and (ii) the merger of Patriot with and into the Company, with the Company being the surviving company. As a result of the completion of the Transactions, the Company became a wholly-owned subsidiary of Allscripts and Misys plc obtained a controlling interest in Allscripts. In connection with the closing of the Transactions, Allscripts issued an aggregate of 82,886 shares of its common stock to two subsidiaries of Misys plc, which as of the closing of the Transactions, represent approximately 56.8% of the number of outstanding shares of Allscripts common stock. Management believes that the Transactions will significantly enhance the Business's position in the overall healthcare information technology sector and create an industry leader in the EMR and PM markets.

In connection with the Transactions, the Company has capitalized merger related costs totaling \$4,796, primarily consisting of legal and accounting fees. These costs are included in other long-term assets as of August 31, 2008 and were paid for by Misys plc on the Company's behalf.

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements combine the historical consolidated financial statements of Allscripts Healthcare Solutions Inc. (“Allscripts,” which changed its name to Allscripts-Misys Healthcare Solutions, Inc. at the closing of the Transactions, as defined below) and Misys Healthcare Systems, LLC (“MHS,” which until the completion of the Transactions was an operating unit of Misys Holdings, Inc., a subsidiary of Misys). These unaudited pro forma condensed combined financial statements give effect to the Transactions, which will be accounted for as a reverse acquisition under the purchase method of accounting. For this purpose, MHS will be deemed the accounting acquirer, and Allscripts will be deemed the accounting acquiree. The pre-acquisition combined financial statements of MHS will be treated as the historical financial statements of the combined company, and Allscripts’ historical stockholders’ equity will not be carried forward to the combined company.

Allscripts had a fiscal year end as of December 31, and Misys and MHS have a fiscal year end as of May 31. Allscripts adopted the fiscal year end of MHS upon the October 10, 2008 consummation of the Transactions. These unaudited pro forma condensed combined financial statements are presented as if Allscripts had adopted the fiscal year end as of August 31. As permitted by SEC rules and regulations, Allscripts has combined Allscripts consolidated statement of operations for the three-months ended September 30, 2008 with MHS’ statement of operations for the three-months ended August 31, 2008, for purposes of the unaudited pro forma condensed combined financial statements.

The unaudited pro forma condensed combined statement of operations for the quarter ended August 31, 2008 gives effect to the Transactions as if they had occurred June 1, 2007. The unaudited pro forma condensed combined balance sheet assumes that the Transactions were consummated on August 31, 2008, and combines Allscripts’ historical consolidated balance sheet as of September 30, 2008 with MHS’ historical combined balance sheet as of August 31, 2008. The unaudited pro forma condensed consolidated balance sheet of Allscripts as of August 31, 2008 was derived from its unaudited condensed consolidated financial statements as of September 30, 2008 (as filed on Form 10-Q with the SEC on November 10, 2008).

The pro forma adjustments are based upon available information, preliminary estimates and certain assumptions that Allscripts believes are reasonable and are described in the accompanying notes to the unaudited pro forma condensed combined financial statements. The unaudited pro forma condensed combined financial statements do not take into account (i) any synergies or cost savings that may or are expected to occur as a result of the Transactions or (ii) any cash or non-cash charges that Allscripts may incur in connection with the Transactions, the level and timing of which cannot yet be determined. The unaudited pro forma condensed combined financial statements have been prepared in accordance with SEC rules and regulations.

The unaudited pro forma condensed combined financial statements assume that the merger transaction would be accounted for using the purchase method of accounting in accordance with Financial Accounting Standards Board (“FASB”) Statement No. 141, “Business Combinations” (“SFAS No. 141”), and the resultant goodwill and other intangible assets will be accounted for under FASB Statement No. 142, “Goodwill and Other Intangible Assets” (“SFAS No. 142”). The total purchase price has been preliminarily allocated based on available information and preliminary estimates and assumptions that management believes are reasonable. However, the allocation of purchase price has not been finalized and the actual adjustments to our combined financial statements will depend on a number of factors, including additional information available and the net assets on the closing date of the Transaction. Additionally, the value of the identified intangibles is also preliminary and has not been valued at the reporting unit level and potentially, other intangible assets may exist, such as in-process research and development and unfavorable/favorable contracts. Accordingly, there can be no assurance that the final allocation of purchase price will not materially differ from the preliminary allocations reflected in the unaudited pro forma combined financial statements.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only and are subject to a number of uncertainties and assumptions and do not purport to represent what the combined companies’ actual performance or financial position would have been had the Transactions occurred on the dates indicated and does not purport to indicate financial position or results of operations as of any future date or for any

future period. Please refer to the following information in conjunction with these unaudited pro forma condensed combined financial statements: the accompanying notes to these unaudited pro forma condensed combined financial statements, MHS' and Allscripts' historical financial statements and the accompanying notes thereto included in or incorporated by reference in Allscripts' definitive proxy statement filed with the SEC on August 21, 2008 (the "Proxy Statement"), MHS' Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Proxy Statement and "Management's Discussion and Analysis of Financial Condition and Results of Operations" from Allscripts' Annual Report on Form 10-K as of and for the year ended December 31, 2007 and from Allscripts' Quarterly Report on Form 10-Q as of and for the three and nine months ended September 30, 2008, MHS historical unaudited consolidated financial statements as of and for the three months ended August 31, 2008 included with this Report as Exhibit 99.1, and Allscripts' historical unaudited consolidated financial statements as of and for the three and nine months ended September 30, 2008 from Allscripts' Quarterly Report on Form 10-Q as of and for the three months ended September 30, 2008.

As used herein, (i) the terms "we", "our", "us", "Allscripts" and "the Company" refer to Allscripts-Misys Healthcare Solutions, Inc. and its consolidated subsidiaries and (ii) the term "MHS" refers to Misys Healthcare Systems.

Description of the Transactions and acquisition and basis of presentation

The Transactions

On March 17, 2008, Allscripts entered into an Agreement and Plan of Merger (the "Merger Agreement") with Misys plc ("Misys"), a public limited company incorporated under the laws of England, Misys Healthcare Systems, LLC ("MHS"), a North Carolina limited liability company and wholly-owned indirect subsidiary of Misys, and Patriot Merger Company, LLC, a North Carolina limited liability company and wholly-owned subsidiary of Allscripts ("Patriot").

On October 10, 2008, Allscripts completed the transactions contemplated by the Merger Agreement, which consisted of (i) the cash payment by an affiliate of Misys of approximately \$330 million (the "Share Purchase") and (ii) the merger of Patriot with and into MHS, with MHS being the surviving company (the "Merger" and together with the Share Purchase, the "Transactions"). As a result of the Transactions, Misys, through its subsidiaries, owns approximately 82.886 million shares of Allscripts common stock, or approximately 56.8% of the number of outstanding shares of Allscripts common stock. Pursuant to the Merger Agreement, Allscripts declared and paid a special cash dividend of \$330 million or \$5.23 per share in connection with the closing of the Transactions.

The transaction is a reverse merger under SFAS No. 141 where MHS is the accounting acquirer and Allscripts the legal acquirer. Allscripts' fiscal year end was December 31 for financial reporting purposes, whereas MHS' fiscal year end is May 31. Allscripts adopted the May 31 fiscal year end of MHS on October 10, 2008, upon consummation of the Transactions. The unaudited pro forma condensed combined financial statements are presented as if Allscripts had adopted the May 31 fiscal year end.

Physicians Interactive Sale

On September 30, 2008, Allscripts sold its Physicians Interactive business. The operating results of the Physicians Interactive business have been presented as discontinued operations in the unaudited consolidated statement of operations in the Allscripts Form 10-Q for the three and nine months ended September 30, 2008 (filed with the SEC on November 10, 2008) and in the unaudited pro forma condensed combined financial statements for the three months ended August 31, 2008. The consolidated balance sheet as of September 30, 2008 excludes the Physicians Interactive business due to the closing of the Physicians Interactive sale occurring on September 30, 2008. Exclusion of the Physicians Interactive contribution from the unaudited pro forma balance sheet is appropriate treatment since there will be no Physicians Interactive income or balance sheet activity in the Allscripts-Misys entity.

Basis of presentation

The unaudited pro forma condensed combined financial statements have been prepared based on the historical financial information of Allscripts and MHS giving effect to the merger transaction and acquisition and related adjustments described in these notes. Certain note disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted as permitted by the SEC rules and regulations.

These unaudited pro forma condensed combined financial statements are not necessarily indicative of the results of operations that would have been achieved had the Transactions actually taken place at the dates indicated and do not purport to be indicative of future position or operating results.

Purchase accounting

The Merger has been accounted for using the purchase method of accounting in accordance with SFAS No. 141 as a reverse merger. In a reverse merger, the post-acquisition net assets of the surviving combined company includes the historical cost basis of the net assets of the accounting acquirer, MHS, plus the fair value of the net assets of the accounting acquiree, Allscripts, representing a complete (i.e., 100%) change in accounting basis of Allscripts' assets and liabilities. Further, under the purchase method, the purchase price is allocated to the assets acquired and liabilities assumed based on their estimated fair values, with any excess of the purchase price over the estimated fair value of the identifiable net assets acquired recorded as goodwill.

The cost of acquisition and related purchase price allocation included in the accompanying unaudited pro forma condensed combined financial statements is based on a preliminary evaluation of the fair value of the assets and liabilities assumed of Allscripts and may change when the final valuation of certain intangible assets and acquired working capital is determined. Given a complete change in accounting basis of Allscripts, the cost of acquisition represents the total fair value of Allscripts at the date of acquisition plus estimated acquisition-related transaction costs and exchanges in certain share-based awards. The total fair value of Allscripts was calculated by adding the converted 3.5% convertible senior debentures, stock options exercised at close and restricted stock that experienced accelerated vesting due to the close of the Transactions to the outstanding common shares of Allscripts at date of announcement on March 18, 2008 multiplied by Allscripts' five day average share price at the date of announcement. For purposes of these pro formas, the value of Allscripts stock price is more readily determinable than the value of its net assets and, therefore, we believe this calculation represents an appropriate fair value for purpose of the cost of acquisition.

The following represents the preliminary allocation of the cost of acquisition (in millions):

Fair value of Allscripts	\$591.2
Share-based compensation fair value	15.4
Estimated acquisition-related transaction costs	<u>6.0</u>
Total preliminary purchase price	<u>\$612.6</u>

Acquisition related transaction costs include our estimate of certain banking, legal and accounting fees and other external costs related to the Transactions.

Allscripts cash balances are expected to decrease by approximately \$28.0 million for deal related costs that will be paid subsequent to September 30, 2008 upon consummation of the Transactions, which primarily consist of approximately \$9.0 million in investment banker fees, \$7.2 million in consummation and retention bonuses, \$5.0 million in reimbursable deal costs to Misys, \$0.5 million in legal costs, integration consulting costs, professional fees and other integration related costs totaling approximately \$6.3 million. Approximately \$6.0 million of the total deal related costs represent deal costs for purchase accounting consideration and the remaining \$22.0 million in deal related costs will be expensed as incurred.

Allscripts is treated as the accounting acquiree for financial reporting purposes, and as a result its outstanding vested stock options and awards are deemed to be newly issued awards and treated as purchase consideration. The purchase price attributable to the share-based awards represents the fair value of Allscripts vested options using the Black-Scholes option pricing model as of the announcement date.

The following represents the allocation of the total purchase price based on management's preliminary valuation (in millions):

Total preliminary purchase consideration	\$612.6
Less: Historical Allscripts' net assets acquired	353.3
Excess purchase price over adjusted historical net assets acquired	<u>259.3</u>
Step-up of net intangible assets	(97.6)
Fair value adjustment to deferred revenues	(13.4)
Deferred income taxes associated with pro forma adjustments	43.3
Capitalized merger related costs	<u>4.8</u>
Pro forma adjustment to goodwill	<u>\$196.4</u>

Goodwill represents the excess of the purchase price over the fair value of net tangible and identifiable intangible assets acquired. Goodwill is not amortized, but rather tested for impairment on an annual basis or between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value below its carrying value. In the event that we determine that the value of goodwill has become impaired, we will incur an accounting charge for the amount of impairment during the fiscal quarter in which such determination is made.

Identifiable intangible assets acquired consist of developed technology, core technology, trade names, customer relationships and sales backlog. The fair value of identifiable intangible assets is based on a preliminary estimate of fair value. Net tangible assets were valued at their respective carrying amounts, which we believe approximate fair market value, except for adjustments to deferred revenues.

As part of the Transactions, our Board of Directors approved a plan to accelerate, as of October 9, 2008, the record date for the special cash dividend, vesting of certain restricted stock unit awards that were not due to fully vest until the closing of the Transactions. As a result of the acceleration of these restricted stock units and the acceleration of restricted stock in connection with the Transactions, Allscripts will incur an additional, non-cash, non-recurring stock-based compensation expense of approximately \$16.8 million. This amount represents a nonrecurring charge which results directly from the transaction and therefore will not be shown in the unaudited condensed and combined financial statements.

Unaudited Pro Forma Condensed Combined Balance Sheet
As of August 31, 2008

	Historical <u>Allscripts*</u>	Historical <u>MHS</u>	Pro Forma <u>Adjustments</u>	Pro Forma <u>Combined</u>
(In millions, except per share data)				
Assets				
Current Assets:				
Cash and cash equivalents	\$71.2	\$0.9	\$302.0 ^A	\$374.1
Marketable securities	5.4	—	—	5.4
Accounts receivable, net	95.6	49.6	—	145.2
Deferred taxes, net	5.5	0.3	—	5.8
Inventories	5.2	—	—	5.2
Prepaid expenses and other current assets	17.9	12.2	—	30.1
Total current assets	<u>200.8</u>	<u>63.0</u>	<u>302.0</u>	<u>565.8</u>
Long-term marketable securities	2.8	—	—	2.8
Fixed assets, net	20.3	5.8	—	26.1
Deferred income taxes, net	—	8.2	(8.2) ^E	—
Software development costs, net	23.0	—	(23.0) ^B	—
Intangible assets, net	97.0	8.1	120.6 ^B	225.7
Goodwill	247.5	82.4	196.4 ^C	526.3
Other assets	4.0	17.2	(4.8) ^C	16.4
Total assets	<u>\$595.4</u>	<u>\$184.7</u>	<u>\$583.0</u>	<u>\$1,363.1</u>
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	\$13.4	\$14.0	\$—	\$27.4
Accrued expenses	22.7	11.2	—	33.9
Accrued compensation	6.5	4.4	—	10.9
Dividends payable	—	—	330.0 ^A	330.0
Deferred revenue	54.3	26.8	(13.4) ^D	67.7
Current portion of long-term debt, line of credit and capital lease obligation	0.3	1.6	(0.9) ^{F,G}	1.0
Total current liabilities	<u>97.2</u>	<u>58.0</u>	<u>315.7</u>	<u>470.9</u>
Long-term debt	134.9	0.7	(54.6) ^{F,J}	81.0
Deferred income taxes, net	8.2	—	35.1 ^E	43.3
Other liabilities	1.8	—	—	1.8
Total liabilities	<u>242.1</u>	<u>58.7</u>	<u>296.2</u>	<u>597.0</u>
Stockholders' equity and net parent investment				
Preferred stock	—	—	—	—
Common stock	0.6	—	1.5	2.1
Misys plc's net parent investment	—	126.0	(126.0)	—
Additional paid in capital	859.8	—	(95.8)	764.0
Accumulated deficit	(506.8)	—	506.8	—
Accumulated other comprehensive loss	(0.3)	—	0.3	—
Total stockholders' equity and net parent investment	<u>353.3</u>	<u>126.0</u>	<u>286.8^F</u>	<u>766.1</u>
Total liabilities and stockholders' equity and net parent investment	<u>\$595.4</u>	<u>\$184.7</u>	<u>\$583.0</u>	<u>\$1,363.1</u>

* As of September 30, 2008

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Operations
Three Months ended August 31, 2008

	<u>Historical Allscripts*</u>	<u>Historical MHS</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Combined</u>
	(In millions, except per share data)			
Revenue:				
Software and related services	\$71.8	\$92.8	\$—	\$164.6
Prepackaged medications	10.0	—	—	10.0
Total revenue	81.8 _k	92.8 _k	— _k	174.6 _k
Cost of revenue:				
Software and related services	33.0	42.8	— ^B	75.8
Prepackaged medications	8.4	—	—	8.4
Total cost of revenue	41.4	42.8	—	84.2
Gross profit	40.4	50.0	—	90.4
Selling, general and administrative expenses	32.7	32.9	—	65.6
Research and development	—	7.9	—	7.9
Amortization of intangible assets	3.4	0.2	(2.3) ^B	1.3
Income from continuing operations	4.3	9.0	2.3	15.6
Interest expense	(1.5)	(0.1)	(0.1) ^G	(1.7)
Interest income and other, net	0.1	—	—	0.1
Income from continuing operations before income taxes	2.9	8.9	2.2	14.0
Provision (benefit) for income taxes	1.1	3.5	0.9 ^H	5.5
Net income from continuing operations	\$1.8	\$5.4	\$1.3	\$8.5
Income from discontinued operations (includes net gain on disposal of \$1,985 for the three months ended September 30, 2008, net of tax)	2.2	—	—	2.2
Net income	\$4.0	\$5.4	\$1.3	\$10.7
Net income per share—basic	\$0.07			\$0.07
Net income per share—diluted	\$0.07			\$0.07
Weighted-average shares of common stock outstanding used in computing basic net income per share	57.0			144.7 _t
Weighted-average shares of common stock outstanding used in computing diluted net income per share	58.2			145.9 _t

* For the three months ended September 30, 2008

See accompanying notes to the unaudited pro forma condensed combined financial statements.

Notes To Unaudited Pro Forma Condensed Combined Financial Statements

- (A) The Merger Agreement provides for Misys or its affiliated designee to purchase shares of Allscripts common stock for an aggregate purchase price of \$330.0 million. Pursuant to the Merger Agreement, Allscripts declared and paid a special cash dividend of \$330.0 million, in the aggregate. The special cash dividend was paid on October 17, 2008 to holders of record of Allscripts common stock (other than Misys and its affiliates) as of the close of business on October 9, 2008. In addition, Allscripts cash balances are expected to decrease by approximately \$28 million for deal related costs that will be paid subsequent to September 30, 2008 upon consummation of the deal with Misys, which primarily consist of approximately \$9 million in investment banker fees, \$7.2 million in consummation and retention bonuses, \$5 million in reimbursable deal costs to Misys, \$0.5 million in legal costs, integration consulting costs, professional fees and other integration related costs totaling approximately \$6.3 million. Approximately \$6 million of the total deal related costs represent deal costs for purchase accounting consideration and the remaining \$22 million in deal related costs will be expensed as incurred. The following cash adjustments are reflected in the pro forma condensed combined balance sheet as of August 31, 2008:

Dividend cash received pursuant to the Merger Agreement	\$ 330.0
Estimated acquisition costs	<u>(28.0)</u>
	<u>\$302.0</u>

- (B) Reflects the pro forma impact of the recognized intangible assets of Allscripts. The preliminary estimate of the step up to fair value of intangible assets acquired of \$97.6 million has been allocated to developed technology with useful lives of 7-9 years and customer relationships with useful lives of 15-20 years. Net software development costs of \$23.0 million have been reclassified to intangible assets and are a component of the \$97.6 million step up adjustment. The preliminary intangible amortization related to the acquired intangible assets is as follows:

	<u>Preliminary Allscripts intangible asset value</u>	<u>Estimated intangible lives (straight-line amortization assumed)</u>	<u>Quarterly intangible amortization</u>
Preliminary pro forma combined Allscripts intangible asset valuation	<u>\$225.7</u>	7-20 years	<u>\$4.2</u>
Portion of amortization related to acquired technology (A)	<u>\$86.6</u>	7-9 years	<u>\$2.9</u>
Less: historical capitalized software and acquired technology amortization recorded in cost of revenue to be reclassified as amortization of acquired technology			<u>(2.9)</u>
Amortization adjustment related to acquired technology—adjustment recorded in cost of revenue			<u>—</u>
Portion of amortization related to customer relationships and other intangibles (B)	<u>\$139.1</u>	15-20 years	<u>\$1.3</u>
Less: historical intangible amortization related to customer relationships and other intangibles			<u>(3.6)</u>
Amortization adjustment related to acquired customer relationships and other intangibles – adjustment recorded in operating expenses			<u>(2.3)</u>
Total amortization (A+B)			<u>\$4.2</u>

- (C) Reflects the pro forma impact of the recognized goodwill of Allscripts. The preliminary adjustment to estimate the fair value of goodwill is \$196.4 million. The following represents the pro forma adjustment to goodwill based on management's preliminary valuation:

Excess purchase price over adjusted historical net assets acquired	\$259.3
Step-up of net intangible assets	(97.6)
Fair value adjustment to deferred revenues	(13.4)
Deferred income taxes associated with pro forma adjustments	43.3
Capitalized merger related costs	4.8
Pro forma adjustment to goodwill	<u>\$196.4</u>

- (D) Reflects the preliminary fair value adjustment to deferred revenues acquired of Allscripts. The preliminary fair value represents an amount equivalent to the estimated cost plus an appropriate profit margin to perform services based on deferred revenue balances of Allscripts as of August 31, 2008. The following adjustment represents the August 31, 2008 balance sheet adjustment:

	Allscripts deferred revenue at <u>August 31, 2008</u>	Deferred revenue adjustment to reflect future service	Revised deferred revenue as of August 31, 2008
As of August 31, 2008	\$54.3	(\$13.4)	<u>\$40.9</u>

- (E) The pro forma adjustment to deferred taxes represents the estimated impact of the pro forma adjustments at a statutory tax rate of 39%. A deferred tax liability of \$38.0 million has been recorded based on the preliminary step-up value of \$97.6 million that has been allocated to acquired intangible assets as of August 31, 2008. A deferred tax liability of \$5.3 million has been recorded based on the preliminary adjustments for deferred revenue of \$13.4 million to revenue as of August 31, 2008. Additionally, an \$8.2 million long-term deferred tax asset for MHS has been reclassified as a deferred tax liability for MHS.

The deferred taxes adjustments are as follows:

Deferred tax liability for preliminary step-up value for acquired intangible assets	\$ 38.0
Deferred tax liability for deferred revenue adjustment	5.3
Reclassification of long-term deferred tax asset	(8.2)
Pro forma adjustment to deferred taxes	<u>\$35.1</u>

- (F) In a reverse acquisition, the capital stock account of the combined entity reflects the par value of the legal acquirer's stock, and the capital stock of the accounting acquirer would be adjusted with an offset to additional paid in capital. Further, retained earnings (deficit) of the accounting acquirer is carried forward after the acquisition, and the retained earnings of the legal acquirer is eliminated with an offset to additional paid in capital. MHS was a carve-out entity of an operating unit of Misys Holdings, Inc. (a subsidiary of Misys) with a "Parent's net investment" account that combines the equity accounts of MHS. As such and for purposes of the unaudited pro forma condensed combined balance sheet, accumulated deficit of Allscripts has been eliminated with an offset to additional paid in capital, and the capital account of Allscripts has been maintained to reflect the capital stock of the combined entity. Stockholders' equity is computed as follows:

Fair value of Allscripts at announcement date	\$591.2
Share-based compensation fair value	15.4
Less: Allscripts historical stockholders' equity	(353.3)
Less: Additional deal related costs	(22.0)
Add: 3.5% senior debentures converted into equity (see footnote J)	54.6
Add: Misys assumption of unsecured line of credit obligation	0.9
Pro forma adjustment to stockholders' equity	<u>\$286.8</u>

- (G) In accordance with the Merger Agreement, all debt obligations of MHS will be assumed by Misys. As of August 31, 2008, MHS had a balance of \$0.9 million under its unsecured line of credit which has been eliminated in the pro forma condensed balance sheet. The related interest expense of \$0.1 million has also been eliminated for the three months ended August 31, 2008, respectively. The interest expense adjustments are as follows:

	<u>Total interest expense as reported</u>	<u>Increase in interest expense for new credit facility</u>	<u>Decrease in interest expense due to elimination of MHS debt</u>	<u>Decrease in interest expense due to debt conversion</u>	<u>Total increase in interest expense</u>
For the three months ended August 31, 2008	\$1.5	\$0.7	(\$0.1)	(\$0.5)	\$0.1

- (H) The pro forma adjustment to income tax expense represents the estimated income tax impact of the pro forma adjustments at a statutory tax rate of 39%.

- (I) Pro forma earnings per share (EPS), basic and diluted, includes the addition of 82.9 million shares of common stock which were issued to Misys at the close of the transaction in order for Misys to acquire its 56.8% ownership, on a fully-diluted basis, of the combined entity, which includes 0.9 million shares of restricted stock awards that will vest at consummation of merger. Pro forma earnings per share, basic and diluted, also includes the addition of 4.8 million shares of common stock issued to the debentures which were converted at the close of the transaction. Diluted EPS also includes the effect of dilutive securities. The numerator in the calculation for basic EPS does not include dividends payable to Allscripts' stockholders.

	<u>Historical weighted average shares - basic</u>	<u>Share Issuance to Misys</u>	<u>Share Issuance to holders of debentures</u>	<u>Pro forma weighted average shares - basic</u>
For the three months ended August 31, 2008	57.0	82.9	4.8	144.7

	<u>Historical weighted average shares - diluted</u>	<u>Share Issuance to Misys</u>	<u>Share Issuance to holders of debentures</u>	<u>Pro forma weighted average shares - diluted</u>
For the three months ended August 31, 2008	58.2	82.9	4.8	145.9

- (J) Upon consummation of the transaction, the holders of approximately \$54,632 of its 3.50% convertible senior debentures ("Debentures") converted their debt holdings into equity, resulting in the issuance of approximately 4.8 million common shares. As described in footnote G to the unaudited pro forma financial statements above, there is a reduction in pretax interest expense totaling \$0.5 million for the three months ended August 31, 2008, respectively.
- (K) The following represents a summary of Allscripts' and MHS' revenue reported in the pro forma condensed combined income statement for the three months ended August 31, 2008:

	<u>Historical Allscripts</u>	<u>Historical Misys Healthcare</u>	<u>Pro Forma Combined</u>
Revenue:			
Combined software and services revenue under percentage-of-completion accounting	\$9.8	\$—	\$9.8
System sales	18.7	13.0	31.7
Support and maintenance	27.1	7.4	34.5
Professional services	8.9	36.7	45.6
Transaction processing and other services	7.3	35.7	43.0
Total software and related services	<u>\$71.8</u>	<u>\$92.8</u>	<u>\$164.6</u>
Prepackaged medications	10.0	—	10.0
Total revenue	<u>\$81.8</u>	<u>\$92.8</u>	<u>\$174.6</u>

The following represents a summary of MHS' cost of revenue reported in the pro forma condensed combined income statement for the three months ended August 31, 2008:

	<u>Historical Misys Healthcare</u>
Cost of revenue:	
System sales	\$7.2
Professional services	6.5
Support and maintenance	15.1
Transaction processing and other services	14.0
Total cost of revenue	<u>\$42.8</u>

Allscripts has not historically separated its cost of revenue into separate cost categories including amounts for contracts accounted for under the percentage-of-completion method (such as internal implementation payroll costs, capitalized software amortization, travel costs, third party consultants and third party content costs). This is due to Allscripts' current accounting system design and related financial processes not being structured to accommodate this segregation of costs.

In conjunction with the consummation of the merger, Allscripts is consolidating both companies into one financial accounting system platform and will implement new financial processes that will allow it to segregate revenue and related cost of revenue, including contracts accounted for under the percentage-of-completion into separate revenue and cost of revenue categories.

The revenue and cost of revenues for MHS have been combined into one line item in Allscripts' pro forma condensed combined income statement to conform to the Allscripts' presentation of its disclosure for software and related services due to Allscripts inability to disclose the related revenue and cost of revenue categories.

In addition to the full pro forma financial statements, we have also included non-GAAP summary quarterly information for each of the four quarters in the year ended May 31, 2008 and for the three months ended August 31, 2008. Allscripts reports its financial results in accordance with generally accepted accounting principles, or GAAP. To supplement this information, Allscripts has presented non-GAAP combined quarterly information and non-GAAP net income, which are non-GAAP financial measures under Section 101 of Regulation G under the Securities Exchange Act of 1934, as amended. Non-GAAP net income consists of GAAP net income, excluding acquisition-related amortization, stock-based compensation expense under SFAS No. 123R, and transaction-related expenses, in each case net of any related tax benefit.

Management believes that these non-GAAP performance measures provide useful supplemental information to management and investors regarding the underlying performance of the Company's business operations and facilitates comparisons to its historical operating results. Note however, that the non-GAAP combined quarterly information and non-GAAP net income are performance measures only, and do not provide any measure of the Company's cash flow or liquidity. Non-GAAP financial measures are not in accordance with, or an alternative for, measures of financial performance prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with Allscripts results of operations as determined in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures with GAAP financial measures filed herewith.

<i>Q1 2008 (in millions)</i>	MHS 8/31/07	AHS 9/30/07(1)	Physicians Interactive Elimination	Non-GAAP Combined Q1 2008 (1)
Revenue	\$93.2	\$73.4	(\$3.6)	\$163.0
Gross margin	49.7	36.8	(1.1)	85.4
Operating income	(1.7)	6.9	0.0	5.2
Net income as reported	(\$1.0)	\$4.1	\$0.0	\$3.1
Tax adjusted at 39%	0.0	0.1		0.1
Stock-based compensation	0.6	0.9		1.5
Deal-related amortization	3.3	1.7		5.0
One-time costs / Transaction-related expenses	1.7	—		1.7
Non-GAAP net income	\$4.6	\$6.8	\$0.0	\$11.4
<i>Q2 2008 (in millions)</i>	MHS 11/30/07	AHS 12/31/07(1)	Physicians Interactive Elimination	Non-GAAP Combined Q2 2008 (1)
Revenue	\$96.4	\$73.4	(\$3.7)	\$166.1
Gross margin	53.9	35.9	(1.2)	88.6
Operating income	8.9	6.5	(0.7)	14.7
Net income as reported	\$5.5	\$5.9	(\$0.4)	\$11.0
Tax adjusted at 39%	(0.1)	(2.0)	—	(2.1)
Stock-based compensation	0.3	0.9	—	1.2
Deal-related amortization	3.2	1.5	—	4.7
One-time costs / Transaction-related expenses	1.1	—	—	1.1
Non-GAAP net income	\$10.0	\$6.3	(\$0.4)	\$15.9
<i>Q3 2008 (in millions)</i>	MHS 2/29/08	AHS 3/31/08(1)	Physicians Interactive Elimination	Non-GAAP Combined Q3 2008 (1)
Revenue	\$97.2	\$72.1	(\$3.9)	\$165.4
Gross margin	52.4	36.0	(1.4)	87.0
Operating income	16.4	1.2	(0.3)	17.3
Net income as reported	\$10.0	\$0.1	(\$0.2)	\$9.9
Tax adjusted at 39%	(0.1)	(0.0)		(0.1)
Stock-based compensation	0.4	1.2		1.6
Deal-related amortization	—	2.1		2.1
One-time costs / Transaction-related expenses	1.1	1.6		2.7
Non-GAAP net income	\$11.4	\$5.0	(\$0.2)	\$16.2

<i>Q4 2008 (in millions)</i>	MHS 5/31/08	AHS 6/30/08(1)	Physicians Interactive Elimination	Non-GAAP Combined Q4 2008 (1)
Revenue	\$97.0	\$81.5	(\$3.8)	\$174.7
Gross margin	50.9	41.2	(1.3)	90.8
Operating income	16.6	4.9	(0.3)	21.2
Net income as reported	\$11.0	\$2.4	(\$0.2)	\$13.2
Tax adjusted at 39%	(0.8)	(0.0)		(0.8)
Stock-based compensation	0.1	1.0		1.1
Deal-related amortization	—	2.1		2.1
One-time costs / Transaction-related expenses	0.6	1.8		2.4
Non-GAAP net income	\$10.9	\$7.3	(\$0.2)	\$18.0

<i>Fiscal 2008 (in millions)</i>	MHS Twelve Months Ended 5/31/08	AHS Twelve Months Ended 6/30/08(1)	Physicians Interactive Elimination	Non-GAAP Combined Fiscal 2008 (1)
Revenue	\$383.8	\$300.4	(\$15.0)	\$669.2
Gross margin	206.9	149.9	(5.0)	351.8
Operating income	40.2	19.5	(1.3)	58.4
Net income as reported	\$25.5	\$12.5	(\$0.8)	\$37.2
Tax adjusted at 39%	(1.0)	(1.9)		(2.9)
Stock-based compensation	1.4	4.0		5.4
Deal-related amortization	6.5	7.4		13.9
One-time costs / Transaction-related expenses	4.5	3.4		7.9
Non-GAAP net income	\$36.9	\$25.4	(\$0.8)	\$61.5

<i>Q1 2009 (in millions)</i>	MHS 8/31/08	AHS 9/30/08(1)	Physicians Interactive Elimination(2)	Non-GAAP Combined Q1 2009(1)
Revenue	\$92.8	\$81.8	—	\$174.6
Gross margin	50.0	40.4	—	90.4
Operating income	9.0	4.3	—	13.3
Net income as reported	\$5.4	\$4.0	(\$2.2)	\$7.2
Tax adjusted at 39%	(0.0)	0.0		(0.0)
Stock-based compensation	0.5	1.0		1.5
Deal-related amortization	0.4	2.1		2.5
One-time costs / Transaction-related expenses	0.9	1.3		2.2
Non-GAAP net income	\$7.2	\$8.4	(\$2.2)	\$13.4

- On October 10, 2008, Allscripts Healthcare Solutions, Inc. (which changed its name to Allscripts-Misys Healthcare Solutions, Inc. on October 10, 2008, “Allscripts”) completed the transactions (the “Transactions”) contemplated by an Agreement and Plan of Merger dated as of March 17, 2008 by and among Misys plc, Misys Healthcare Systems, LLC (“MHS”), Allscripts and Patriot Merger Company, LLC. As a result of the Transactions, MHS became a wholly-owned subsidiary of Allscripts and Allscripts changed its fiscal year to end on May 31. Since the Transactions constituted a “reverse acquisition” for accounting purposes, the pre-acquisition financial statements of MHS will be treated as the historical financial statements of Allscripts going forward. Although the historical financial information for legacy Allscripts Healthcare Solutions, Inc. is included in the combined summary quarterly information above, this historical information will not be part of the reported GAAP historical financial information for Allscripts prior to October 10, 2008, the date of the “reverse acquisition” for accounting purposes.
- On September 30, 2008, Allscripts sold its Physicians Interactive business. The operating results of the Physicians Interactive business were presented as discontinued operations for the three months ended September 30, 2008 in Allscripts Quarterly Report on Form 10-Q, filed with the SEC on November 10, 2008. In the schedule above, we have only included the metrics for the results of continuing operations for Q1 2009 and therefore our Physicians Interactive contribution for the three months ended September 30, 2008 is excluded from the Q1 2009 presentation above.

Explanation of Non-GAAP Financial Measures

Allscripts reports its financial results in accordance with generally accepted accounting principles, or GAAP. To supplement this information, Allscripts has presented non-GAAP combined quarterly information and non-GAAP net income, which are non-GAAP financial measures under Section 101 of Regulation G under the Securities Exchange Act of 1934, as amended. Non-GAAP net income consists of GAAP net income tax effected at 39%, excluding stock-based compensation expense under SFAS No. 123R, deal-related amortization and one-time costs and transaction-related expenses, in each case net of any related tax benefit.

- Stock-Based Compensation Expense.** Stock-based compensation expense is a non-cash expense arising from the grant of stock awards to employees. Allscripts excludes stock-based compensation expense from non-GAAP net income because it believes (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of Allscripts business operations and (ii) such expenses can vary significantly between periods as a result of the timing of grants of new stock-based awards, including grants in connection with acquisitions. Investors should note that stock-based compensation is a key incentive offered to employees whose efforts contributed to the operating results in the periods presented and are expected to contribute to operating results in future periods and should also note that such expense will recur in future periods.
- Acquisition-Related Amortization.** Acquisition-related amortization expense is a non-cash expense arising from the acquisition of intangible assets

in connection with acquisitions or investments. Allscripts excludes acquisition-related amortization expense from non-GAAP net income because it believes (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of Allscripts business operations and (ii) such expenses can vary significantly between periods as a result of new acquisitions and full amortization of previously acquired intangible assets. Investors should note that the use of these intangible assets contributed to revenue in the periods presented and will contribute to future revenue generation and should also note that such expense will recur in future periods.

- **One-Time Costs and Transaction-Related Expenses.** Transaction-related expenses are fees and expenses, including legal, investment banking and accounting fees, incurred in connection with announced transactions. Allscripts excludes transaction-related expenses from non-GAAP net income because it believes (i) the amount of such expenses in any specific period may not directly correlate to the underlying performance of Allscripts business operations and (ii) such expenses can vary significantly between periods. In Q1 2009, the gain on the sale of the Company's Physicians Interactive business is a cash gain that we have excluded because this gain is not directly associated with Allscripts' continuing operations and it will not be recurring. Allscripts believes this adjustment is useful to investors as a measure of a one-time non-recurring gain that is not a recurring part of continuing operations.

Management also believes that non-GAAP combined quarterly information and non-GAAP net income provide useful supplemental information to management and investors regarding the underlying performance of the Company's business operations and facilitates comparisons to its historical operating results. Management also uses this information internally for forecasting and budgeting as it believes that the measures are indicative of the Company's core operating results. Note however, that non-GAAP combined quarterly information and non-GAAP net income are performance measures only, and do not provide any measure of the Company's cash flow or liquidity. Non-GAAP financial measures are not in accordance with, or an alternative for, measures of financial performance prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with Allscripts results of operations as determined in accordance with GAAP. Investors and potential investors are encouraged to review the reconciliation of non-GAAP financial measures with GAAP financial measures contained above.