Quality Systems, Inc. NextGen

2008 annual report

quality systems, inc.

Quality Systems, Inc. ("QSI") and its NextGen Healthcare Information Systems ("NextGen") subsidiary develop and market computer-based practice management, patient records, connectivity and other applications and services for medical and dental group practices.

to: fellow shareholders, clients, and associates

It is my honor to once again share my thoughts on the year and the Company with each of you. As I leave the Company in the very capable hands of the talented team I have had the good fortune to work with over the past eight years, I would like to express my thanks to you for partnering with us.

Putting things into perspective:

- Revenue grew 19% and EPS grew 19% for Fiscal 2008—below prior year performance levels, though very respectable. We benefitted from the hard and good work of many during the year. Be assured that the team has designs on even loftier levels of performance in future years.
- We set revenue and EPS records in three of the four quarters of the year, and for 2008 as a whole. Many companies would be trumpeting these results far and wide to anyone who will listen. We, however, acknowledge a clear preference for four record quarters per year.
- While our share price declined during the course of the year, the passion, energy, and expertise of our team reached new heights. The pursuit of success for both shareholders and customers endures.
- The simple and straightforward strategy that has served us well to date remains intact, combining a focus on continued product development and innovation with emphasis on providing the highest levels of customer service and satisfaction.
- The stability, skill and leadership of the management team were keys to our results. Both Pat Cline (President of our NextGen Healthcare Information Systems Division) and Paul Holt (our CFO) continue to lead with distinction and Company veteran Donn Neufeld will provide insightful guidance to the QSI Division that he now leads. Clients, shareholders, and staff benefit greatly from their knowledge and work ethic and that of their growing and talented teams.
- The passing of Greg Flynn, a talented executive and gentleman who spent his entire 25-year career with the Company, represents a loss for the Company on many levels. His business vision, sound judgment, and moral compass provided valuable direction to the QSI Division and the Company as a whole. His death at the too early age of 48 is a reminder to all to "keep things in perspective."
- The addition of Healthcare Strategic Initiatives (HSI) to the QSI platform via acquisition in May 2008, confirms our long-held perspective on the value of prioritizing organic growth while selectively reviewing and pursuing acquisition opportunities. The combined management teams of both entities look forward to continued mutual success.

I wish you all a successful FY 2009 and beyond. It has been a privilege and an honor to work with and for you.

Sincerely,

Louis Silverman
President and Chief Executive Officer

perspectives on performance

In May 2008, we completed the acquisition of Healthcare Strategic Initiatives (HSI) which expanded our position in the growing and synergistic revenue cycle management marketplace. This enterprise will operate as a wholly owned subsidiary of NextGen Healthcare Information Systems.

"This acquisition represents the execution of part of our Practice Solutions strategy as we respond to industry demand for service-based RCM models," said *Patrick Cline, president of NextGen Healthcare*. "In addition to a shared vision and a commitment to client service, the companies share certain operational and strategic synergies. We're confident that many of HSI's clients are interested in electronic health records, and we're confident that many of NextGen Healthcare's customers will take advantage of services traditionally provided by HSI."

"We are honored to be part of such an established and well-respected company," says *Ben Tischler, a partner for HSI*. "Combining our extensive RCM offerings with the NextGen platform will create a new level of innovative solutions for the ambulatory market."

Banner Health has 20 hospitals in seven western states, and provides hospital care, home care, hospice care, long-term care, nursing registries, surgery centers, laboratories and rehabilitation services.

"Banner has purchased…licenses as it continues to strengthen its physician infrastructure and recruit more physicians within our health system," says *Brian S. Underwood, vice president, Physician Resources for Banner Health*. "Our partnership with NextGen Healthcare is critical to providing excellent patient care and exceeding the expectations of the people we serve."

Florida-based HMA owns and operates 57 hospitals, with approximately 8,100 licensed beds, in non-urban communities located throughout the United States. Services offered through NextGen Practice Solutions include eligibility checking; charge capture; claims scrubbing; electronic claims submission; payment posting; patient correspondence; image and document management; accounts receivable follow-up with payer organizations and patients; call center; and electronic medical records. These services are designed to increase collections, reduce A/R days, and improve efficiency in billing, scheduling, reporting and other critical practice functions.

"After working with NextGen Healthcare on our initial technology deployments, we believe the company and its products and services are a great fit for us," says *Stan McLemore, senior vice president—operations finance for HMA*. "NextGen Practice Solutions will help us improve bottom line results and revenue cycle management while reducing the costs to operate the physician practices under our ownership. These services can also free up the internal resources needed to refocus on strategy and the future of our practices, as well as quality improvement initiatives."

financial recognition

Quality Systems is pleased to have earned continued recognition from the financial press in the form of inclusion in annual lists of high-performing companies. Our presence on these lists for the past multiple years is a tribute to the ongoing hard work and dedication of each and all of the members of the QSI and NextGen teams. Our performance over the past years has earned us the following most recent rankings:

#5 *Forbes* 200 Best Small Companies in America
• 7 consecutive years

#19 *BusinessWeek* 100 Hot Growth Companies
• 4 consecutive years

#52 *Fortune* America's 100 Fastest Growing Small Public Companies
• 4 consecutive years

financial performance

- For the FY 04–08 period, Company revenue has grown at the compounded annual rate of 27% per year.
- During this same period, NextGen revenue has grown at the compounded annual rate of 33% per year. For these years, revenue growth for NextGen and the Company as a whole was generated entirely by organic growth.
- During FY 08, NextGen generated 91% of total Company revenue.
- For the FY 04–08 period, Company Operating Income has grown at the compounded annual rate of 38% per year.
- During this same period, NextGen operating income has grown at the compounded annual rate of 44% per year.
- During this same FY 04–08 period, the Company's fully diluted earnings per share has grown at the compounded rate of 38% per year.

2008
form 10-k

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K

ANNUAL REPORT
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

[X] **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **March 31, 2008**

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____________ to _______________

Commission file number: 0-13801

Quality Systems, Inc.
(Exact name of Registrant as specified in its charter)

California	**95-2888568**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

18111 Von Karman Avenue, Suite 600, Irvine, California 92612
(Address of principal executive offices, including zip code)

(949) 255-2600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value $.01 per share	**Nasdaq Global Select Market**
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No **X**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes _____ No **X**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes **X** No____

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):
Large Accelerated Filer ___ Accelerated Filer **X** Non-Accelerated Filer ____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes _____ No **X**

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of September 30, 2007: $640,154,000 (based on the closing sales price of the Registrant's common stock as reported in the NASDAQ National Market System on that date, $36.63 per share).* (1)

The Registrant has no non-voting common equity.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Common Stock, $.01 par value	**27,454,221**
(Class)	(Outstanding at June 1, 2008)

* For purposes of this Report, in addition to those shareholders which fall within the definition of "affiliates" under Rule 405 of the Securities Act of 1933, as amended, holders of ten percent or more of the Registrant's common stock are deemed to be affiliates for purposes of this Report.

(1) On January 31, 2006, the registrant declared a 2-for-1 stock split with respect to its outstanding shares of common stock for shareholders of record on March 3, 2006. On February 2, 2005, the registrant declared a 2-for-1 stock split with respect to its outstanding shares of common stock for shareholders of record on March 4, 2005. All share prices and share amounts set forth herein have been retroactively adjusted to reflect such stock splits.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents (or parts thereof) are incorporated by reference into the following parts of this Form 10-K:

Proxy Statement for the 2008 Annual Meeting of Stockholders – Part III Items 10, 11, 12, 13 and 14.

CAUTIONARY STATEMENT

Statements made in this report, the Annual Report to Shareholders in which this report is made a part, other reports and proxy statements filed with the Securities and Exchange Commission ("Commission"), communications to shareholders, press releases and oral statements made by our representatives that are not historical in nature, or that state our or management's intentions, hopes, beliefs, expectations or predictions of the future, may constitute "forward-looking statements" within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements can often be identified by the use of forward-looking terminology, such as "could," "should," "will," "will be," "will lead," "will assist," "intended," "continue," "believe," "may," "expect," "hope," "anticipate," "goal," "forecast," "plan," or "estimate" or variations thereof or similar expressions. Forward-looking statements are not guarantees of future performance.

Forward-looking statements involve risks, uncertainties and assumptions. It is important to note that any such performance and actual results, financial condition or business, could differ materially from those expressed in such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, the risk factors discussed in Item 1A of this report as well as factors discussed elsewhere in this and other reports and documents we file with the Commission. Other unforeseen factors not identified herein could also have such an effect. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in future operating results, financial condition or business over time unless required by law. Interested persons are urged to review the risks described under Item 1A. "Risk Factors" and in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as in our other public disclosures and filings with the Commission.

PART I

ITEM 1. BUSINESS

Company Overview

Quality Systems Inc., comprised of the QSI Division (QSI Division) and a wholly-owned subsidiary, NextGen Healthcare Information Systems, Inc. (NextGen Division) (collectively, "our company," "we," "our," or "us") develops and markets healthcare information systems that automate certain aspects of medical and dental practices, networks of practices such as physician hospital organizations (PHO's) and management service organizations (MSO's), ambulatory care centers, community health centers, and medical and dental schools.

Quality Systems, Inc., a California corporation formed in 1974, was founded with an early focus on providing information systems to dental group practices. In the mid-1980's, we capitalized on the increasing focus on medical cost containment and further expanded our information processing systems to serve the medical market. In the mid- 1990's we made two acquisitions that accelerated our penetration of the medical market. These two acquisitions formed the basis for the NextGen Division. Today, we serve the medical and dental markets through our two divisions.

The two divisions operate largely as stand-alone operations, with each division maintaining its own distinct product lines, product platforms, development, implementation and support teams, sales staffing, and branding. The two divisions share the resources of our "corporate office" which includes a variety of accounting and other administrative functions. Additionally, there are a small number of clients who are simultaneously utilizing software from each of our two divisions.

The QSI Division, co-located with our Corporate Headquarters in Irvine, California, currently focuses on developing, marketing and supporting software suites sold to dental and certain niche medical practices. In addition, the division supports a number of medical clients that utilize the division's UNIX[1] based medical practice management software product.

The NextGen Division, with headquarters in Horsham, Pennsylvania, and a second significant location in Atlanta, Georgia, focuses principally on developing and marketing products and services for medical practices.

Both divisions develop and market practice management software that is designed to automate and streamline a number of the administrative functions required for operating a medical or dental practice. Examples of practice management software functions include scheduling and billing capabilities. It is important to note that in both the medical and dental environments, practice management software systems have already been implemented by the vast majority of practices. Therefore, we actively compete for the replacement market. In addition, both divisions develop and market software that automates the patient record. Adoption rates for this software, commonly referred to as clinical software, are relatively low. Therefore, we are typically competing to replace paper-based patient record alternatives as opposed to replacing previously purchased systems.

Electronic Data Interchange (EDI)/connectivity products are intended to automate a number of manual, often paper-based or telephony intensive communications between patients and/or providers and/or payors. Two of the more common EDI services are forwarding insurance claims electronically from providers to payors and assisting practices with issuing statements to patients. Most client practices utilize at least some of these services from us or one of our competitors. Other EDI/connectivity services are used more sporadically by client practices. We typically compete to displace incumbent vendors for claims and statements accounts, and attempt to increase usage of other elements in our EDI/connectivity product line. In general, EDI services are only sold to those accounts utilizing software from one of our divisions.

The NextGen Division also offers Revenue Cycle Management (RCM) services under the Practice Solutions name. Services provided through the Practice Solutions/RCM unit consist primarily of billing and collections services for medical practices. The Practice Solutions unit utilizes NextGen EPM software to a significant extent.

The QSI Division's practice management software suite utilizes a UNIX operating system. Its Clinical Product Suite (CPS) utilizes a Windows NT[2] operating system and can be fully integrated with the practice management software from each division. CPS incorporates a wide range of clinical tools including, but not limited to, periodontal charting and digital imaging of X-ray and inter-oral camera images as part of the electronic patient record. The division develops, markets, and manages our EDI/connectivity applications. The QSInet Application Service Provider (ASP/Internet) offering is also developed and marketed by the Division.

Our NextGen Division develops and sells proprietary electronic medical records software and practice management systems under the NextGen®[3] product name. Major

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1 UNIX is a registered trademark of the AT&T Corporation.
2 Microsoft Windows, Windows NT, Windows 95, Windows 98, Windows XP, and Windows 2000 are registered trademarks of the Microsoft Corporation.
3 NextGen is a registered trademark of NextGen Healthcare Information Systems, Inc.

product categories of the NextGen suite include Electronic Medical Records (NextGen^{emr}), Enterprise Practice Management (NextGen^{epm}), Enterprise Appointment Scheduling (NextGen^{eas}), Enterprise Master Patient Index (NextGen^{epi}), NextGen Image Control System (NextGen^{ics}), Managed Care Server (NextGen^{mcs}), Electronic Data Interchange, System Interfaces, Internet Operability (NextGen^{web}), a Patient-centric and Provider-centric Web Portal solution (NextMD[4].com), NextGen Express, a version of NextGen^{emr} designed for small practices and NextGen Community Health Solution (NextGen^{chs}). NextGen products utilize Microsoft Windows technology and can operate in a client-server environment as well as via private intranet, the Internet, or in an ASP environment.

We continue to pursue product enhancement initiatives within each division. The majority of such expenditures are currently targeted to the NextGen Division product line and client base.

Inclusive of divisional EDI revenue, the NextGen Division accounted for approximately 91.4% of our revenue for fiscal year 2008 compared to 89.4% in fiscal year 2007. Inclusive of divisional EDI revenue, the QSI Division accounted for 8.6% and 10.6% of revenue in fiscal year 2008 and 2007, respectively. The NextGen Division's revenue grew at 21.3% and 35.5% in fiscal year 2008 and 2007, respectively, while the QSI Division's revenue decreased by 3.3% and increased by 6.7% in fiscal year 2008 and 2007, respectively.

In addition to the aforementioned software solutions which we offer through our two divisions, each division offers comprehensive hardware and software installation services, maintenance and support services, and system training services.

On May 20, 2008, the Company acquired Lackland Acquisition II, LLC dba Healthcare Strategic Initiatives (HSI). The acquisition resulted in HSI becoming a wholly owned subsidiary of QSI. We plan to operate HSI as a stand alone Company within the NextGen Division.

HSI is a full-service healthcare revenue management company servicing the revenue cycle management needs of physician groups and a variety of other healthcare clients. HSI has historically and primarily focused on assisting its clients in increasing the accuracy and speed of client billing and collections activities.

Industry Background

To compete in the continually changing healthcare environment, providers are increasingly using technology to help maximize the efficiency of their business practices, to assist in enhancing patient care, and to maintain the privacy of patient information.

As the reimbursement environment continues to evolve, more healthcare providers enter into contracts, often with multiple entities, which define the terms under which care is administered and paid for. The diversity of payor organizations, as well as additional government regulation and changes in reimbursement models, have greatly increased the complexity of pricing, billing, reimbursement, and records management for medical and dental practices. To operate effectively, healthcare provider organizations must efficiently manage patient care and other information and workflow processes which increasingly extend across multiple locations and business entities.

4 NextMD is a registered trademark of NextGen Healthcare Information Systems, Inc.

In response, healthcare provider organizations have placed increasing demands on their information systems. Initially, these information systems automated financial and administrative functions. As it became necessary to manage patient flow processes, the need arose to integrate "back-office" data with such clinical information as patient test results and office visits. We believe information systems must facilitate management of patient information incorporating administrative, financial and clinical information from multiple entities. In addition, large healthcare organizations increasingly require information systems that can deliver high performance in environments with multiple concurrent computer users.

Many existing healthcare information systems were designed for limited administrative tasks such as billing and scheduling and can neither accommodate multiple computing environments nor operate effectively across multiple locations and entities. We believe that practices that leverage technology to more efficiently handle patient clinical data as well as administrative, financial and other practice management data will be best able to enhance patient flow, pursue cost efficiencies, and improve quality of care. As healthcare organizations transition to new computer platforms and newer technologies, we believe such organizations will be migrating toward the implementation of enterprise-wide, patient-centric computing systems embedded with automated clinical patient records.

Our Strategy

Our strategy is, at present, to focus on providing software and services to medical and dental practices. Among the key elements of this strategy are:

- Continued development and enhancement of select software solutions in target markets;
- Continued investments in our infrastructure including but not limited to product development, sales, marketing, implementation, and support;
- Continued efforts to make infrastructure investments within an overall context of maintaining reasonable expense discipline;
- Addition of new customers through maintaining and expanding sales, marketing and product development activities; and
- Expanding our relationship with existing customers through delivery of new products and services.

While these are the key elements of our current strategy, there can be no guarantees that our strategy will not change, or that we will succeed in achieving these goals individually or collectively.

Products

In response to the growing need for more comprehensive, cost-effective healthcare information solutions for physician and dental practices, our systems provide our clients with the ability to redesign patient care and other workflow processes while improving productivity through facilitation of managed access to patient information. Utilizing our proprietary software in combination with third party hardware and software solutions, our products enable the integration of a variety of administrative and clinical information operations. Leveraging more than 30 years of experience in the healthcare information services industry, we believe that we continue to add value by providing our clients with sophisticated, full-featured software systems along with comprehensive systems implementation, maintenance and support services. Any single transaction may or may not include software, hardware or services.

Practice Management Systems. Our products consist primarily of proprietary healthcare software applications together with third party hardware and other non-industry specific software. The systems range in capacity from one to thousands of users, allowing us to address the needs of both small and large organizations. The systems are modular in design and may be expanded to accommodate changing client requirements.

The QSI Division's character-based practice management system is available in both dental and medical versions and primarily uses the IBM RS6000[5] central processing unit and IBM'S AIX[6] version of the UNIX operating system as a platform for our application software enabling a wide range of flexible and functional systems. The hardware components, as well as the requisite operating system licenses, are purchased from manufacturers or distributors of those components. We configure and test the hardware components and incorporate our software and other third party packages into completed systems. We continually evaluate third party hardware components with a view toward utilizing hardware that is functional, reliable and cost-effective.
NextGen EPM is the NextGen division's practice management offering. NextGen EPM has been developed using a graphical user interface (GUI) client-server platform for compatibility with Windows 2000, Windows NT and Windows XP operating systems and relational databases that are ANSI SQL-compliant. NextGen EPM is scalable and includes a master patient index, enterprise-wide appointment scheduling with referral tracking, clinical support, and centralized or decentralized patient financial management based on either a managed care or fee-for-service model. The system's multi-tiered architecture allows work to be performed on the database server, the application server and the client workstation.

We also offer practice management solutions for both dental and medical practices through the Internet. These products are marketed under the QSINet and NextGen WEB trade names, respectively.

Clinical Systems. Our dental charting software system, the Clinical Product Suite (CPS), is a comprehensive solution designed specifically for the dental group practice environment. CPS integrates the dental practice management product with a computer-based clinical information system that incorporates a wide range of clinical tools, including:

- Electronic charting of dental procedures, treatment plans and existing conditions;
- Periodontal charting via light-pen, voice-activation, or keyboard entry for full periodontal examinations and PSR scoring;
- Digital imaging of X-ray and intra-oral camera images;
- Computer-based patient education modules, viewable chair-side to enhance case presentation;
- Full access to patient information, treatment plans, and insurance plans via a fully integrated interface with our dental practice management product; and
- Document and image scanning for digital storage and linkage to the electronic patient record.

The result is a comprehensive clinical information management system that helps practices save time, reduce costs, improve case presentation, and enhance the delivery of dental services and quality of care. Clinical information is managed

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5 RS6000 is a registered trademark of International Business Machines Corporation.
6 AIX is a registered trademark of International Business Machines Corporation.

and maintained electronically thus forming an electronic patient record that allows for the implementation of the "chartless" office.

CPS incorporates Windows-based client-server technology consisting of one or more file servers together with any combination of one or more desktop, laptop, or pen-based PC workstations. The file server(s) used in connection with CPS utilize(s) a Windows NT or Windows 2000 or Windows XP operating system and the hardware is typically a Pentium[7]-based single or multi-processor platform. Based on the server configuration chosen, CPS is scalable from one to hundreds of workstations. A typical configuration may also include redundant disk storage, magnetic tape units, intra- and extra-oral cameras, digital X-ray components, digital scanners, conventional and flat screen displays, and printers. The hardware components, including the requisite operating system licenses, are purchased from third party manufacturers or distributors either directly by the customer or by us for resale to the customer.

NextGen provides clinical software applications that are complementary to, and are integrated with, our medical practice management offerings and interface with many of the other leading practice management software systems on the market. The applications incorporated into our practice management solutions and others such as scheduling, eligibility, billing and claims processing are augmented by clinical information captured by NextGen^emr, including services rendered and diagnoses used for billing purposes. We believe that we currently provide a comprehensive information management solution for the medical marketplace.

NextGen^emr was developed with client-server architecture and a GUI and utilizes Microsoft Windows 2000, Windows NT or Windows XP on each workstation and either Windows 2000, Windows NT, Windows XP or UNIX on the database server. NextGen^emr maintains data using industry standard relational database engines such as Microsoft SQL Server[8] or Oracle[9]. The system is scalable from one to thousands of workstations.

NextGen^emr stores and maintains clinical data including:

- Data captured using user-customizable input "templates";
- Scanned or electronically acquired images, including X-rays and photographs;
- Data electronically acquired through interfaces with clinical instruments or external systems;
- Other records, documents or notes, including electronically captured handwriting and annotations; and
- Digital voice recordings.

NextGen^emr also offers a workflow module, prescription management, automatic document and letter generation, patient education, referral tracking, interfaces to billing and lab systems, physician alerts and reminders, and powerful reporting and data analysis tools. NextGen Express is a version of NextGen^emr designed for small practices.

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7 Pentium is a registered trademark of Intel Corporation.
8 Microsoft and SQL Server is a registered trademark of Microsoft Corporation.
9 Oracle is a registered trademark of Oracle Corporation.

The NextGen Division also markets NextGen® Community Health Solution (NextGen CHS). NextGen CHS facilitates cross-enterprise data sharing, enabling individual medical practices in a given community to selectively share critical data such as demographics, referrals, medications lists, allergies, diagnoses, lab results, histories and more. This is accomplished through a secure, community-wide data repository that links health care providers, whether they have the NextGen® Electronic Medical Record (NextGen^{emr}) system, another compatible EMR system, or no EMR, together with hospitals, payors, labs and other entities. The product is designed to facilitate a Regional Health Information Organization, or "RHIO." The result is that for every health care encounter in the community, a patient-centric and complete record is accessible for the provider. The availability, currency and completeness of information plus the elimination of duplicate data entry can lead to significantly improved patient safety, enhanced decision making capabilities, time efficiencies and cost savings.

NextGen also markets revenue cycle management services through our Practice Solutions unit. This service provides billing services to solo and group practices.

Connectivity Services. We make available EDI capabilities and connectivity services to our customers. The EDI/connectivity capabilities encompass direct interfaces between our products and external third party systems, as well as transaction-based services. Services include:

- Electronic claims submission through our relationships with a number of payors and national claims clearinghouses;
- Electronic patient statement processing, appointment reminder cards and calls, recall cards, patient letters, and other correspondence;
- Electronic insurance eligibility verification; and
- Electronic posting of remittances from insurance carriers into the accounts receivable application.

Revenue Cycle Management Services Our NextGen Practice Solutions unit offers revenue cycle management services to physicians. On May 20, 2008, we acquired HSI, a full-service healthcare revenue management company servicing the revenue cycle management needs of physician groups and a variety of other healthcare clients. HSI has historically and primarily focused on assisting its clients in increasing the accuracy and speed of client billing and collections activities.

Internet Applications. Our NextGen Division maintains an Internet-based patient health portal, NextMD®. NextMD is a vertical portal for the healthcare industry, linking patients with their physicians, while providing a centralized source of health-oriented information for both consumers and medical professionals. Patients whose physicians are linked to the portal are able to request appointments, send appointment changes or cancellations, receive test results on-line, request prescription refills, view and/or pay their statements, and communicate with their physicians, all in a secure, on-line environment. Our NextGen suite of information systems are or can be linked to NextMD, integrating a number of these features with physicians' existing systems.

Sales and Marketing

We sell and market our products nationwide primarily through a direct sales force. The efforts of the direct sales force are augmented by a small number of reseller relationships established by us. Software license sales to resellers represented less than 10% of total revenue for the years ended March 31, 2008, 2007 and 2006.

Our direct sales force typically makes presentations to potential clients by demonstrating the system and our capabilities on the prospective client's premises. Sales efforts aimed at smaller practices can be performed on the prospective clients' premises, or remotely via telephone or Internet-based presentations. Our sales and marketing employees identify prospective clients through a variety of means, including referrals from existing clients, industry consultants, contacts at professional society meetings, trade shows and seminars, trade journal advertising, direct mail advertising, and telemarketing.

Our sales cycle can vary significantly and typically ranges from six to twenty four months from initial contact to contract execution. Software licenses are normally delivered to a customer almost immediately upon receipt of an order. Implementation and training services are normally rendered based on a mutually agreed upon timetable. As part of the fees paid by our clients, we normally receive up-front licensing fees. Clients have the option to purchase maintenance services which, if purchased, are invoiced on a monthly, quarterly or annual basis.

Several clients have purchased our practice management software and, in turn, are providing either time-share or billing services to single and group practice practitioners. Under the time-share or billing service agreements, the client provides the use of our software for a fee to one or more practitioners. Although we typically do not receive a fee directly from the distributor's customers, implementation of such arrangements has, from time to time, resulted in the purchase of additional software capacity by the distributor, as well as new software purchases made by the distributor's customers should such customers decide to perform the practice management functions in-house.

We continue to concentrate our direct sales and marketing efforts on medical and dental practices, networks of such practices including MSO's and PHO's, professional schools, community health centers and other ambulatory care settings.

MSO's, PHO's and similar networks to which we have sold systems provide use of our software to those group and single physician practices associated with the organization or hospital on either a service basis or by directing us to contract with those practices for the sale of stand-alone systems.

We have also entered into marketing assistance agreements with certain of our clients pursuant to which the clients allow us to demonstrate to potential clients the use of systems on the existing clients' premises.

From time to time we assist prospective clients in identifying third party sources for financing the purchase of our systems. The financing is typically obtained by the client directly from institutional lenders and typically takes the form of a loan from the institution secured by the system to be purchased or a leasing arrangement. We do not guarantee the financing nor retain any continuing interest in the transaction.

We have numerous clients and do not believe that the loss of any single client would adversely affect us. No client accounted for ten percent or more of net revenue during the fiscal years ended March 31, 2008, 2007, or 2006. However, one client did represent approximately 12.5% of gross accounts receivable as of March 31, 2007.

Customer Service and Support

We believe our success is attributable in part to our customer service and support departments. We offer support to our clients seven days a week, 24 hours a day.

Our client support staff is comprised of specialists who are knowledgeable in the areas of software and hardware as well as in the day-to-day operations of a practice. System support activities range from correcting minor procedural problems in the client's system to performing complex database reconstructions or software updates.

We utilize automated online support systems which assist clients in resolving minor problems and facilitate automated electronic retrieval of problems and symptoms following a client's call to the automated support system. Additionally, our online support systems maintain call records, available at both the client’s facility and our offices.

We offer our clients support services for most system components, including hardware and software, for a fixed monthly, quarterly or annual fee. Customers also receive access to future unspecified versions of the software, on a when-and-if available basis, as part of support services. We also subcontract, in certain instances, with third party vendors to perform specific hardware maintenance tasks.

Implementation and Training

We offer full service implementation and training services. When a client signs a contract for the purchase of a system that includes implementation and training services, a client manager/implementation specialist trained in medical and/or dental group practice procedures is assigned to assist the client in the installation of the system and the training of appropriate practice staff. Implementation services include loading the software, training customer personnel, data conversion, running test data, and assisting in the development and documentation of procedures. Implementation and training services are provided by our employees as well as certified third parties and certain resellers.

Training may include a combination of computer assisted instruction (CAI) for certain of our products, remote training techniques and training classes conducted at the client's or our office(s). CAI consists of workbooks, computer interaction and self-paced instruction. CAI is also offered to clients, for an additional charge, after the initial training program is completed for the purpose of training new and additional employees. Remote training allows a trainer at our offices to train one or more people at a client site via telephone and computer connection, thus allowing an interactive and client-specific mode of training without the expense and time required for travel. In addition, our on-line “help” and other documentation features facilitate client training as well as ongoing support.

In addition, NextGen E-learning is an on-line learning subscription service which allows end users to train on the software on the internet. E-learning allows end users to self manage their own learning with their personal learning path. The service allows users to track the status of courses taken.

At present, our training facilities are located in (i) Horsham, Pennsylvania, (ii) Atlanta, Georgia, (iii) Dallas, Texas and (iv) Irvine, California.

Competition

The markets for healthcare information systems are intensely competitive. The industry is highly fragmented and includes numerous competitors, none of which we believe dominates these markets. The electronic patient records and connectivity markets, in particular, are subject to rapid changes in technology, and we expect that competition in these market segments will increase as new competitors enter the market. We believe our principal competitive advantages are the features and capabilities of our products and services, our high level of customer support, and our extensive experience in the industry.

Product Enhancement and Development

The healthcare information management and computer software and hardware industries are characterized by rapid technological change requiring us to engage in continuing investments to update, enhance, and improve our systems. During fiscal years 2008, 2007, and 2006, we expended approximately $17.4 million, $15.2 million, and $11.4 million, respectively, on research and development activities, including capitalized software amounts of $6.0 million, $5.0 million, and $3.3 million, respectively. In addition, a portion of our product enhancements have resulted from software development work performed under contracts with our clients.

Employees

As of June 1, 2008, we employed 704 persons, of which 693 were full-time employees. We believe that our future success depends in part upon recruiting and retaining qualified sales, marketing and technical personnel as well as other employees.

ITEM 1A. RISK FACTORS

The more prominent risks and uncertainties inherent in our business are described below. However, additional risks and uncertainties may also impair our business operations. If any of the following risks actually occur, our business, financial condition or results of operations will likely suffer. Any of these or other factors could harm our business and future results of operations and may cause you to lose all or part of your investment.

We face significant, evolving competition which, if we fail to properly address, could adversely affect our business, results of operations, financial condition and price of our stock. The markets for healthcare information systems are intensely competitive, and we face significant competition from a number of different sources. Several of our competitors have significantly greater name recognition as well as substantially greater financial, technical, product development and marketing resources than we do. There has been significant merger and acquisition activity among a number of our competitors in recent years. Transaction induced pressures, or other related factors may result in price erosion or other negative market dynamics that could adversely affect our business, results of operations, financial condition and price of our stock.

We compete in all of our markets with other major healthcare related companies, information management companies, systems integrators, and other software developers. Competitive pressures and other factors, such as new product introductions by ourselves or our competitors, may result in price or market share erosion that could adversely affect our business, results of operations and financial condition. Also, there can be no assurance that our applications will achieve broad market acceptance or will successfully compete with other available software products.

Our inability to make initial sales of our systems to newly formed groups and/or healthcare providers that are replacing or substantially modifying their healthcare information systems could adversely affect our business, results of operations and financial condition. If new systems sales do not materialize, our near term and longer term revenue will be adversely affected.

The unpredictability of our quarterly operating results may cause the price of our common stock to fluctuate or decline. Our revenue may fluctuate in the future from quarter to quarter and period to period, as a result of a number of factors including, without limitation:

- the size and timing of orders from clients;
- the specific mix of software, hardware, and services in client orders;
- the length of sales cycles and installation processes;
- the ability of our clients to obtain financing for the purchase of our products;
- changes in pricing policies or price reductions by us or our competitors;
- the timing of new product announcements and product introductions by us or our competitors;
- changes in revenue recognition or other accounting guidelines employed by us and/or established by the Financial Accounting Standards Board or other rule-making bodies;
- the availability and cost of system components;
- the financial stability of clients;
- market acceptance of new products, applications and product enhancements;
- our ability to develop, introduce and market new products, applications and product enhancements;
- our success in expanding our sales and marketing programs;
- deferrals of client orders in anticipation of new products, applications, product enhancements, or public/private sector initiatives;
- accounting policies concerning the timing of the recognition of revenue;
- execution of or changes to our strategy;
- personnel changes; and
- general market/economic factors.

Our software products are generally shipped as orders are received and accordingly, we have historically operated with a minimal backlog of license fees. As a result, revenue in any quarter is dependent on orders booked and shipped in that quarter and is not predictable with any degree of certainty. Furthermore, our systems can be relatively large and expensive and individual systems sales can represent a significant portion of our revenue and profits for a quarter such that the loss or deferral of even one such sale can adversely affect our quarterly revenue and profitability.

Clients often defer systems purchases until our quarter end, so quarterly results generally cannot be predicted and frequently are not known until after the quarter has concluded.

Our sales are dependent upon clients' initial decisions to replace or substantially modify their existing information systems, and subsequently a decision as to which products and services to purchase. These are major decisions for healthcare providers, and accordingly, the sales cycle for our systems can vary significantly and typically ranges from six to twenty four months from initial contact to contract execution/shipment.

Because a significant percentage of our expenses are relatively fixed, a variation in the timing of systems sales, implementations, and installations can cause significant variations in operating results from quarter to quarter. As a result, we believe that interim period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indications of future performance. Further, our historical operating results are not necessarily indicative of future performance for any particular period.

We currently recognize revenue pursuant to Statement of Position (SOP) 97-2, as modified by SOP 98-9 and Staff Accounting Bulletin (SAB) 104. SAB 104 summarizes the staff's views in applying generally accepted accounting principles to revenue recognition in financial statements.

There can be no assurance that application and subsequent interpretations of these pronouncements will not further modify our revenue recognition policies, or that such modifications would not adversely affect our operating results reported in any particular quarter or year.

Due to all of the foregoing factors, it is possible that our operating results may be below the expectations of public market analysts and investors. In such event, the price of our common stock would likely be adversely affected.

The failure of auction rate securities to sell at their reset dates could impact the liquidity of the investment and could negatively impact the carrying value of the investment. The Company's investments include of auction rate securities. Auction rate securities are securities that are structured with short-term interest rate reset dates of generally less than ninety days but with longer contractual maturities that range, for our holdings, from nine to 28 years. At the end of each reset period, investors can typically sell at auction or continue to hold the securities at par. These securities are subject to fluctuations in interest rate depending on the supply and demand at each auction. Through March 31, 2008, auctions held for the Company's auction rate securities with a total aggregate value of approximately $23.0 million failed. As of March 31, 2008, the Company was holding a total of approximately $22.6 million, net of unrealized loss, in auction rate securities. While these debt securities are all highly-rated investments, generally with AAA/Aaa ratings, continued failure to sell at their reset dates could impact the liquidity of the investment which in turn could negatively impact the liquidity of the Company. In addition, continued failure to sell at their reset dates could also negatively impact the carrying value of the investment which resulted in temporary impairment losses in the current period and could lead to permanent impairment charges in future periods should a decline in the value of those securities be other than temporary, which could have a material adverse effect on our financial position and results of operations.

Our common stock price has been volatile, which could result in substantial losses for investors purchasing shares of our common stock and in litigation against us. Volatility may be caused by a number of factors including but not limited to:

- actual or anticipated quarterly variations in operating results;
- rumors about our performance, software solutions, or merger and acquisition activity;
- changes in expectations of future financial performance or changes in estimates of securities analysts;
- governmental regulatory action;
- health care reform measures;
- client relationship developments;
- purchases or sales of company stock;

- activities by one or more of our major shareholders concerning our policies and operations;
- changes occurring in the markets in general; and
- other factors, many of which are beyond our control.

Furthermore, the stock market in general, and the market for software, healthcare and high technology companies in particular, has experienced extreme volatility that often has been unrelated to the operating performance of particular companies. These broad market and industry fluctuations may adversely affect the trading price of our common stock, regardless of actual operating performance.

Moreover, in the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and divert management's attention and resources.

Two of our directors are significant shareholders, which makes it possible for them to have significant influence over the outcome of all matters submitted to our shareholders for approval and which influence may be alleged to conflict with our interests and the interests of our other shareholders. Two of our directors and principal shareholders beneficially owned an aggregate of approximately 36% of the outstanding shares of our common stock at March 31, 2008. Our Bylaws permit our shareholders to cumulate their votes, the effect of which is to provide shareholders with sufficiently large concentrations of our shares the opportunity to assure themselves one or more seats on our Board. The amounts required to assure a Board position can vary based upon the number of shares outstanding, the number of shares voting, the number of directors to be elected, the number of "broker non-votes", and the number of shares held by the shareholder exercising cumulative voting rights. In the event that cumulative voting is invoked, it is likely that the two of our directors holding an aggregate of approximately 36% of the outstanding shares of our common stock at March 31, 2008 will each have sufficient votes to assure themselves of one or more seats on our Board. With or without cumulative voting, these shareholders will have significant influence over the outcome of all matters submitted to our shareholders for approval, including the election of our directors and other corporate actions. In addition, such influence by one or both of these affiliates could have the effect of discouraging others from attempting to purchase us, take us over, and/or reducing the market price offered for our common stock in such an event.

If our principal products and our new product development fail to meet the needs of our clients, we may fail to realize future growth. We currently derive substantially all of our net revenue from sales of our healthcare information systems and related services. We believe that a primary factor in the market acceptance of our systems has been our ability to meet the needs of users of healthcare information systems. Our future financial performance will depend in large part on our ability to continue to meet the increasingly sophisticated needs of our clients through the timely development and successful introduction and implementation of new and enhanced versions of our systems and other complementary products. We have historically expended a significant percentage of our net revenue on product development and believe that significant continuing product development efforts will be required to sustain our growth. Continued investment in our sales staff and our client implementation and support staffs will also be required to support future growth.

There can be no assurance that we will be successful in our product development efforts, that the market will continue to accept our existing products, or that new products or product enhancements will be developed and implemented in a timely manner, meet the requirements of healthcare providers, or achieve market acceptance. If new products or product enhancements do not achieve market acceptance, our business, results of operations and financial condition could be adversely affected. At certain times in the past, we have also experienced delays in purchases of our products by clients anticipating our launch of new products. There can be no assurance that material order deferrals in anticipation of new product introductions from ourselves or other entities will not occur.

If the emerging technologies and platforms of Microsoft and others upon which we build our products do not gain or continue to maintain broad market acceptance, or if we fail to develop and introduce in a timely manner new products and services compatible with such emerging technologies, we may not be able to compete effectively and our ability to generate revenue will suffer. Our software products are built and depend upon several underlying and evolving relational database management system platforms such as those developed by Microsoft. To date, the standards and technologies upon which we have chosen to develop our products have proven to have gained industry acceptance. However, the market for our software products is subject to ongoing rapid technological developments, quickly evolving industry standards and rapid changes in customer requirements, and there may be existing or future technologies and platforms that achieve industry standard status, which are not compatible with our products.

We face the possibility of subscription pricing, which may force us to adjust our sales, marketing and pricing strategies. We currently derive substantially all of our systems revenue from traditional software license, implementation and training fees, as well as the resale of computer hardware. Today, the majority of our customers pay an initial license fee for the use of our products, in addition to a periodic maintenance fee. If the marketplace increasingly demands subscription pricing, we may be forced to adjust our sales, marketing and pricing strategies accordingly, by offering a higher percentage of our products and services through these means. Shifting to a significantly greater degree of subscription pricing could adversely affect our financial condition, cash flows and quarterly and annual revenue and results of operations, as our revenue would initially decrease substantially. There can be no assurance that the marketplace will not increasingly embrace subscription pricing.

Many of our competitors have greater resources than we do. In order to compete successfully, we must keep pace with our competitors in anticipating and responding to the rapid changes involving the industry in which we operate, or our business, results of operations and financial condition may be adversely affected. The software market generally is characterized by rapid technological change, changing customer needs, frequent new product introductions, and evolving industry standards. The introduction of products incorporating new technologies and the emergence of new industry standards could render our existing products obsolete and unmarketable. There can be no assurance that we will be successful in developing and marketing new products that respond to technological changes or evolving industry standards. New product development depends upon significant research and development expenditures which depend ultimately upon sales growth. Any material shortfall in revenue or research funding could impair our ability to respond to technological advances or opportunities in the marketplace and to remain competitive. If we are unable, for technological or other reasons, to develop and introduce new products in a timely manner in response to changing market conditions or customer requirements, our business, results of operations and financial condition may be adversely affected.

In response to increasing market demand, we are currently developing new generations of certain of our software products. There can be no assurance that we will successfully develop these new software products or that these products will operate successfully, or that any such development, even if successful, will be completed concurrently with or prior to introduction of competing products. Any such failure or delay could adversely affect our competitive position or could make our current products obsolete.

We face risk and/or the possibility of claims from activities related to strategic partners, which could be expensive and time-consuming, divert personnel and other resources from our business and result in adverse publicity that could harm our business. We rely on third parties to provide services that affect our business. For example, we use national clearinghouses in the processing of some insurance claims and we outsource some of our hardware maintenance services and the printing and delivery of patient statements for our customers. These third parties could raise their prices and/or be acquired by competitors of our which could potentially create short and long-term disruptions to our business negatively impacting our revenue, profit and/or stock price. We also have relationships with certain third parties where these third parties serve as sales channels through which we generate a portion of our revenue. Due to these third-party relationships, we could be subject to claims as a result of the activities, products, or services of these third-party service providers even though we were not directly involved in the circumstances leading to those claims. Even if these claims do not result in liability to us, defending and investigating these claims could be expensive and time-consuming, divert personnel and other resources from our business and result in adverse publicity that could harm our business.

We face the possibility of claims based upon our website, which may cause us expense and management distraction. We could be subject to third party claims based on the nature and content of information supplied on our website by us or third parties, including content providers or users. We could also be subject to liability for content that may be accessible through our website or third party websites linked from our website or through content and information that may be posted by users in chat rooms, bulletin boards or on websites created by professionals using our applications. Even if these claims do not result in liability to us, investigating and defending against these claims could be expensive and time consuming and could divert management's attention away from our operations.

We may engage in future acquisitions, which may be expensive and time consuming and from which we may not realize anticipated benefits. We may acquire additional businesses, technologies and products if we determine that these additional businesses, technologies and products are likely to serve our strategic goals. On May 20, 2008, we acquired Lackland Acquisition II, LLC dba Healthcare Strategic Initiatives (HSI), a full-service healthcare revenue management company servicing healthcare clients. The specific risks we may encounter in these types of transactions include but are not limited to the following:

- potentially dilutive issuances of our securities, the incurrence of debt and contingent liabilities and amortization expenses related to intangible assets, which could adversely affect our results of operations and financial conditions;
- use of cash as acquisition currency may adversely affect interest or investment income, thereby potentially adversely affecting our earnings and /or earnings per share;
- difficulty in effectively integrating any acquired technologies or software products into our current products and technologies;
- difficulty in predicting and responding to issues related to product transition such as development, distribution and customer support;

- the possible adverse effect of such acquisitions on existing relationships with third party partners and suppliers of technologies and services;
- the possibility that staff or customers of the acquired company might not accept new ownership and may transition to different technologies or attempt to renegotiate contract terms or relationships, including maintenance or support agreements;
- the possibility that the due diligence process in any such acquisition may not completely identify material issues associated with product quality, product architecture, product development, intellectual property issues, key personnel issues or legal and financial contingencies, including any deficiencies in internal controls and procedures and the costs associated with remedying such deficiencies;
- difficulty in integrating acquired operations due to geographical distance, and language and cultural differences; and
- the possibility that acquired assets become impaired, requiring us to take a charge to earnings which could be significant.

A failure to successfully integrate acquired businesses or technology for any of these reasons could have an adverse effect on our results of operations.

We face the risks and uncertainties that are associated with litigation against us, which may adversely impact our marketing, distract management and have a negative impact upon our business, results of operations and financial condition. We face the risks associated with litigation concerning the operation of our business. The uncertainty associated with substantial unresolved litigation may have an adverse effect on our business. In particular, such litigation could impair our relationships with existing customers and our ability to obtain new customers. Defending such litigation may result in a diversion of management's time and attention away from business operations, which could have an adverse effect on our business, results of operations and financial condition. Such litigation may also have the effect of discouraging potential acquirers from bidding for us or reducing the consideration such acquirers would otherwise be willing to pay in connection with an acquisition.

There can be no assurance that such litigation will not result in liability in excess of our insurance coverage, that our insurance will cover such claims or that appropriate insurance will continue to be available to us in the future at commercially reasonable rates.

Because we believe that proprietary rights are material to our success, misappropriation of these rights could adversely affect our financial condition. We are heavily dependent on the maintenance and protection of our intellectual property and we rely largely on license agreements, confidentiality procedures, and employee nondisclosure agreements to protect our intellectual property. Our software is not patented and existing copyright laws offer only limited practical protection.

There can be no assurance that the legal protections and precautions we take will be adequate to prevent misappropriation of our technology or that competitors will not independently develop technologies equivalent or superior to ours. Further, the laws of some foreign countries do not protect our proprietary rights to as great an extent as do the laws of the United States and are often not enforced as vigorously as those in the United States.

We do not believe that our operations or products infringe on the intellectual property rights of others. However, there can be no assurance that others will not assert infringement or trade secret claims against us with respect to our current or future products or that any such assertion will not require us to enter into a license agreement or royalty arrangement or other financial arrangement with the party asserting the claim. Responding to and defending any such claims may distract the attention of our management and adversely affect our business, results of operations and financial condition. In addition, claims may be brought against third parties from which we purchase software, and such claims could adversely affect our ability to access third party software for our systems.

If we are deemed to infringe on the proprietary rights of third parties, we could incur unanticipated expense and be prevented from providing our products and services. We are and may continue to be subject to intellectual property infringement claims as the number of our competitors grows and our applications' functionality is viewed as similar or overlapping with competitive products. We do not believe that we have infringed or are infringing on any proprietary rights of third parties. However, claims are occasionally asserted against us, and we cannot assure you that infringement claims will not be asserted against us in the future. Also, we cannot assure you that any such claims will be unsuccessful. We could incur substantial costs and diversion of management resources defending any infringement claims - even if we are ultimately successful in the defense of such matters. Furthermore, a party making a claim against us could secure a judgment awarding substantial damages, as well as injunctive or other equitable relief that could effectively block our ability to provide products or services. In addition, we cannot assure you that licenses for any intellectual property of third parties that might be required for our products or services will be available on commercially reasonable terms, or at all.

We are dependent on our license rights and other services from third parties, which may cause us to discontinue, delay or reduce product shipments. We depend upon licenses for some of the technology used in our products as well as other services from third-party vendors. Most of these arrangements can be continued/renewed only by mutual consent and may be terminated for any number of reasons. We may not be able to continue using the products or services made available to us under these arrangements on commercially reasonable terms or at all. As a result, we may have to discontinue, delay or reduce product shipments or services provided until we can obtain equivalent technology or services. Most of our third-party licenses are non-exclusive. Our competitors may obtain the right to use any of the business elements covered by these arrangements and use these elements to compete directly with us. In addition, if our vendors choose to discontinue providing their technology or services in the future or are unsuccessful in their continued research and development efforts, we may not be able to modify or adapt our own products.

We face the possibility of damages resulting from internal and external security breaches, and viruses. In the course of our business operations, we compile and transmit confidential information, including patient health information, in our processing centers and other facilities. A breach of security in any of these facilities could damage our reputation and result in damages being assessed against us. In addition, the other systems with which we may interface, such as the Internet and related systems may be vulnerable to security breaches, viruses, programming errors, or similar disruptive problems. The effect of these security breaches and related issues could disrupt our ability to perform certain key business functions and could potentially reduce demand for our services. Accordingly, we have expended significant resources toward establishing and enhancing the security of our related infrastructures, although no assurance can be given that they will be entirely free from potential breach. Maintaining and enhancing our infrastructure security may require us to expend significant capital in the future.

The success of our strategy to offer our EDI services and Internet solutions depends on the confidence of our customers in our ability to securely transmit confidential information. Our EDI services and Internet solutions rely on encryption, authentication and other security technology licensed from third parties to achieve secure transmission of confidential information. We may not be able to stop unauthorized attempts to gain access to or disrupt the transmission of communications by our customers. Anyone who is able to circumvent our security measures could misappropriate confidential user information or interrupt our, or our customers' operations. In addition, our EDI and Internet solutions may be vulnerable to viruses, physical or electronic break-ins, and similar disruptions.

Any failure to provide secure infrastructure and/or electronic communication services could result in a lack of trust by our customers causing them to seek out other vendors, and/or, damage our reputation in the market making it difficult to obtain new customers.

We are subject to the development and maintenance of the Internet infrastructure, which is not within our control, and which may diminish Internet usage and availability as well as access to our website. We deliver Internet-based services and, accordingly, we are dependent on the maintenance of the Internet by third parties. The Internet infrastructure may be unable to support the demands placed on it and our performance may decrease if the Internet continues to experience it's historic trend of expanding usage. As a result of damage to portions of its infrastructure, the Internet has experienced a variety of performance problems which may continue into the foreseeable future. Such Internet related problems may diminish Internet usage and availability of the Internet to us for transmittal of our Internet-based services. In addition, difficulties, outages, and delays by Internet service providers, online service providers and other website operators may obstruct or diminish access to our website by our customers resulting in a loss of potential or existing users of our services.

Our failure to manage growth could harm our business, results of operations and financial condition. We have in the past experienced periods of growth which have placed, and may continue to place, a significant strain on our non-cash resources. We also anticipate expanding our overall software development, marketing, sales, client management and training capacity. In the event we are unable to identify, hire, train and retain qualified individuals in such capacities within a reasonable timeframe, such failure could have an adverse effect on us. In addition, our ability to manage future increases, if any, in the scope of our operations or personnel will depend on significant expansion of our research and development, marketing and sales, management, and administrative and financial capabilities. The failure of our management to effectively manage expansion in our business could have an adverse effect on our business, results of operations and financial condition.

Our operations are dependent upon our key personnel. If such personnel were to leave unexpectedly, we may not be able to execute our business plan. Our future performance depends in significant part upon the continued service of our key technical and senior management personnel, many of whom have been with us for a significant period of time. These personnel have acquired specialized knowledge and skills with respect to our business. We maintain key man life insurance on only one of our employees. Because we have a relatively small number of employees when compared to other leading companies in our industry, our dependence on maintaining our relationships with key employees is particularly significant. We are also dependent on our ability to attract high quality personnel, particularly in the areas of sales and applications development.

The industry in which we operate is characterized by a high level of employee mobility and aggressive recruiting of skilled personnel. There can be no assurance that our current employees will continue to work for us. Loss of services of key employees could have an adverse effect on our business, results of operations and financial condition. Furthermore, we may need to grant additional equity incentives to key employees and provide other forms of incentive compensation to attract and retain such key personnel. Failure to provide such types of incentive compensation could jeopardize our recruitment and retention capabilities.

Our products may be subject to product liability legal claims, which could have an adverse effect on our business, results of operations and financial condition. Certain of our products provide applications that relate to patient clinical information. Any failure by our products to provide accurate and timely information could result in claims against us. In addition, a court or government agency may take the position that our delivery of health information directly, including through licensed practitioners, or delivery of information by a third party site that a consumer accesses through our Web sites, exposes us to assertions of malpractice, other personal injury liability, or other liability for wrongful delivery/handling of healthcare services or erroneous health information. We maintain insurance to protect against claims associated with the use of our products as well as liability limitation language in our end-user license agreements, but there can be no assurance that our insurance coverage or contractual language would adequately cover any claim asserted against us. A successful claim brought against us in excess of or outside of our insurance coverage could have an adverse effect on our business, results of operations and financial condition. Even unsuccessful claims could result in our expenditure of funds for litigation and management time and resources.

- Certain healthcare professionals who use our Internet-based products will directly enter health information about their patients including information that constitutes a record under applicable law that we may store on our computer systems. Numerous federal and state laws and regulations, the common law, and contractual obligations, govern collection, dissemination, use and confidentiality of patient-identifiable health information, including:
- state and federal privacy and confidentiality laws;
- our contracts with customers and partners;
- state laws regulating healthcare professionals;
- Medicaid laws;
- the Health Insurance Portability and Accountability Act of 1996 (HIPAA) and related rules proposed by the Health Care Financing Administration; and
- Health Care Financing Administration standards for Internet transmission of health data.

The Health Insurance Portability and Accountability Act of 1996 establishes elements including, but not limited to, federal privacy and security standards for the use and protection of Protected Health Information. Any failure by us or by our personnel or partners to comply with applicable requirements may result in a material liability to us.

Although we have systems and policies in place for safeguarding Protected Health Information from unauthorized disclosure, these systems and policies may not preclude claims against us for alleged violations of applicable requirements. Also, third party sites and/or links that consumers may access through our web sites may not maintain adequate systems to safeguard this information, or may circumvent systems and policies we have put in place. In addition, future laws or changes in current laws may necessitate costly adaptations to our policies, procedures, or systems.

There can be no assurance that we will not be subject to product liability claims, that such claims will not result in liability in excess of our insurance coverage, that our insurance will cover such claims or that appropriate insurance will continue to be available to us in the future at commercially reasonable rates. Such product liability claims could adversely affect our business, results of operations and financial condition.

We are subject to the effect of payor and provider conduct which we cannot control and accordingly, there is no assurance that revenues for our services will continue at historic levels. We offer certain electronic claims submission products and services as part of our product line. While we have implemented certain product features designed to maximize the accuracy and completeness of claims submissions, these features may not be sufficient to prevent inaccurate claims data from being submitted to payors. Should inaccurate claims data be submitted to payors, we may be subject to liability claims.

Electronic data transmission services are offered by certain payors to healthcare providers that establish a direct link between the provider and payor. This process reduces revenue to third party EDI service providers such as us. As a result of this, or other market factors, we are unable to ensure that we will continue to generate revenue at or in excess of prior levels for such services.

A significant increase in the utilization of direct links between healthcare providers and payors could adversely affect our transaction volume and financial results. In addition, we cannot provide assurance that we will be able to maintain our existing links to payors or develop new connections on terms that are economically satisfactory to us, if at all.

There is significant uncertainty in the healthcare industry in which we operate, and we are subject to the possibility of changing government regulation, which may adversely impact our business, financial condition and results of operations. The healthcare industry is subject to changing political, economic and regulatory influences that may affect the procurement processes and operation of healthcare facilities. During the past several years, the healthcare industry has been subject to an increase in governmental regulation of, among other things, reimbursement rates and certain capital expenditures.

In the past, various legislators have announced that they intend to examine proposals to reform certain aspects of the U.S. healthcare system including proposals which may change governmental involvement in healthcare and reimbursement rates, and otherwise alter the operating environment for us and our clients. Healthcare providers may react to these proposals, and the uncertainty surrounding such proposals, by curtailing or deferring investments, including those for our systems and related services. Cost-containment measures instituted by healthcare providers as a result of regulatory reform or otherwise could result in a reduction in the allocation of capital funds. Such a reduction could have an adverse effect on our ability to sell our systems and related services. On the other hand, changes in the regulatory environment have increased and may continue to increase the needs of healthcare organizations for cost-effective data management and thereby enhance the overall market for healthcare management information systems. We cannot predict what effect, if any, such proposals or healthcare reforms might have on our business, financial condition and results of operations.

As existing regulations mature and become better defined, we anticipate that these regulations will continue to directly affect certain of our products and services, but we cannot fully predict the effect at this time. We have taken steps to modify our products, services and internal practices as necessary to facilitate our compliance with the regulations, but there can be no assurance that we will be able to do so in a timely or complete manner. Achieving compliance with these regulations could be costly and distract management's attention and divert other company resources, and any noncompliance by us could result in civil and criminal penalties.

In addition, developments of additional federal and state regulations and policies have the potential to positively or negatively affect our business.

In addition, our software may potentially be subject to regulation by the U.S. Food and Drug Administration (FDA) as a medical device. Such regulation could require the registration of the applicable manufacturing facility and software and hardware products, application of detailed record-keeping and manufacturing standards, and FDA approval or clearance prior to marketing. An approval or clearance requirement could create delays in marketing, and the FDA could require supplemental filings or object to certain of these applications, the result of which could adversely affect our business, financial condition and results of operations.

We may be subject to false or fraudulent Claim Laws. There are numerous federal and state laws that forbid submission of false information or the failure to disclose information in connection with submission and payment of physician claims for reimbursement. In some cases, these laws also forbid abuse of existing systems for such submission and payment. Any failure of our revenue cycle management services to comply with these laws and regulations could result in substantial liability, including but not limited to criminal liability, could adversely affect demand for Our services and could force us to expend significant capital, research and development and other resources to address the failure. Errors by us or our systems with respect to entry, formatting, preparation or transmission of claim information may be determined or alleged to be in violation of these laws and regulations. Determination by a court or regulatory agency that Our services violate these laws could subject us to civil or criminal penalties, could invalidate all or portions of some of our client contracts, could require us to change or terminate some portions of Our business, could require us to refund portions of our services fees, could cause us to be disqualified from serving clients doing business with government payers and could have an adverse effect on our business.

In most cases where we are permitted to do so, HSI calculates charges for our services based on a percentage of the collections that our clients receive as a result of our services. To the extent that violations or liability for violations of these laws and regulations require intent, it may be alleged that this percentage calculation provides the Company or it’s employees with incentive to commit or overlook fraud or abuse in connection with submission and payment of reimbursement claims. The U.S. Centers for Medicare and Medicaid Services has stated that it is concerned that percentage-based billing services may encourage billing companies to commit or to overlook fraudulent or abusive practices.

A portion of our business involves billing of Medicare claims on behalf of its clients. In an effort to combat fraudulent Medicare claims, the federal government offers rewards for reporting of Medicare fraud which could encourage others to subject us to a charge of fraudulent claims, including charges that are ultimately proven to be without merit.

If our products fail to comply with evolving government and industry standards and regulations, we may have difficulty selling our products. We may be subject to additional federal and state statutes and regulations in connection with offering services and products via the Internet. On an increasingly frequent basis, federal and state legislators are proposing laws and regulations that apply to Internet commerce and communications. Areas being affected by these regulations include user privacy, pricing, content, taxation, copyright protection, distribution, and quality of products and services. To the extent that our products and services are subject to these laws and regulations, the sale of our products and services could be harmed.

We are subject to changes in and interpretations of financial accounting matters that govern the measurement of our performance, one or more of which could adversely affect our business, financial condition, cash flows, revenue and results of operations. Based on our reading and interpretations of relevant guidance, principles or concepts issued by, among other authorities, the American Institute of Certified Public Accountants, the Financial Accounting Standards Board, and the Commission, Management believes our current sales and licensing contract terms and business arrangements have been properly reported. However, there continue to be issued interpretations and guidance for applying the relevant standards to a wide range of sales and licensing contract terms and business arrangements that are prevalent in the software industry. Future interpretations or changes by the regulators of existing accounting standards or changes in our business practices could result in changes in our revenue recognition and/or other accounting policies and practices that could adversely affect our business, financial condition, cash flows, revenue and results of operations.

If material weaknesses in our internal controls are identified by ourselves or our independent auditors, our per share price may be adversely affected. Any material weaknesses identified in our internal controls as part of the ongoing evaluation being undertaken by us and our independent public accountants pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 could have an adverse effect on the price at which our stock trades.

No evaluation process can provide complete assurance that our internal controls will detect and correct all failures within our company to disclose material information otherwise required to be reported. The effectiveness of our controls and procedures could also be limited by simple errors or faulty judgments. In addition, if we continue to expand, through either organic growth or through acquisitions (or both), the challenges involved in implementing appropriate controls will increase and may require that we evolve some or all of our internal control processes.

It is also possible that the overall scope of Section 404 of the Sarbanes-Oxley Act of 2002 may be revised in the future, thereby causing our auditors and ourselves to review, revise or reevaluate our internal control processes which may result in the expenditure of additional human and financial resources.

Continuing worldwide political and economic uncertainties may adversely affect our revenue and profitability. The last several years have been periodically marked by concerns including but not limited to inflation, decreased consumer confidence, the lingering effects of international conflicts, energy costs and terrorist and military activities. These conditions can make it extremely difficult for our customers, our vendors and ourselves to accurately forecast and plan future business activities, and they could cause constrained spending on our products and services, and/or delay and lengthen sales cycles.

Our future policy concerning stock splits is uncertain. While we effected a 2:1 split of our stock in March 2005 and a second 2:1 stock split in March 2006, there can be no assurance that another stock split will occur in the future. Unfulfilled expectations to the contrary could adversely affect the price of our stock.

Our future policy concerning the payment of dividends is uncertain, which could adversely affect the price of our stock. We have announced our intention to pay a quarterly dividend commencing with the conclusion of our first fiscal quarter of 2008 (June 30, 2007) and pursuant to this policy the Board has declared a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, each quarter thereafter. We anticipate that future quarterly dividends, if and when declared by the Board pursuant to this policy, would likely be distributable on or about the fifth day of each of the months of October, January, April and July. There can be no guarantees that we will have the financial wherewithal to fund this dividend in perpetuity or to pay it at historic rates. Further, the Board may decide not to pay the dividend at some future time for financial or non-financial reasons. Unfulfilled expectations regarding future dividends could adversely affect the price of our stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal administrative, accounting and QSI Division operations are located in Irvine, California, under a lease that commenced in May 2005, and expired in May 2008. We leased approximately 12,000 square feet of space at this location. In October 2007, we executed a lease for approximately 24,000 square feet where our principal administrative, accounting and QSI Division operations will reside after May 2008. This lease expires in May 2013.

In September 2005, we executed a lease for approximately 3,300 square feet of space in a building adjacent to our corporate office in Irvine to house additional corporate staff and NextGen training operations. This lease originally expires in January 2011, however, this lease will terminate early in December 2008 and the NextGen training center along with the additional corporate staff will move to the new corporate headquarters described above.

We lease approximately 78,000 square feet of space for the principal office of our NextGen Division in Horsham, Pennsylvania. This lease expires in March 2011. In January 2007, we executed a new lease for approximately 35,000 square feet of space for the NextGen Division in Atlanta, Georgia. This lease expires in October 2011. In May 2006, we executed a lease for approximately 3,000 square feet of space in Dallas, Texas for NextGen staff and a new NextGen training facility. In addition, we lease approximately 6,000 square feet of space in Santa Ana, California, to house our assembly and warehouse operations of the QSI Division. We also have an aggregate of approximately 3,000 square feet of space in Minnesota, Utah, Wisconsin, and Washington to house additional sales, training, development and service operations. These leases, excluding options, have expiration dates ranging from month-to-month to October 2011. Should we continue to grow, we may be required to lease additional space. We believe that suitable additional or substitute space is available, if needed, at market rates.

As a result of our acquisition of HSI on May 20, 2008, we lease approximately 46,400 square feet for our HSI operations in St. Louis, Missouri under leases that expire in November 2010.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of business, we are involved in various claims and legal proceedings. While the ultimate resolution of these currently pending matters has yet to be determined, we do not presently believe that their outcome will adversely affect our financial position, results of operations or liquidity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matter was submitted to a vote of security holders during the fourth quarter of fiscal year 2008.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Price and Holders

Our common stock is traded on the Nasdaq Global Select Market under the symbol "QSII." The following table sets forth for the quarters indicated the high and low sales prices for each period indicated as reported on the Nasdaq Global Select Market and reflects all stock splits effected.

Quarter Ended	High	Low
June 30, 2006	$ 38.27	$ 28.30
September 30, 2006	$ 42.00	$ 30.43
December 31, 2006	$ 43.68	$ 34.75
March 31, 2007	$ 45.44	$ 36.85
June 30, 2007	$ 42.44	$ 36.96
September 30, 2007	$ 45.35	$ 32.37
December 31, 2007	$ 38.99	$ 26.08
March 31, 2008	$ 36.30	$ 26.90

At June 1, 2008, there were approximately 90 holders of record of our common stock.

Dividends and Splits

On January 30, 2008, the Board approved a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of March 14, 2008 and was distributed to shareholders on or about April 7, 2008.

On October 25, 2007, the Board approved a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of December 14, 2007 and was distributed to shareholders on or about January 7, 2008.

On July 31, 2007, our Board of Directors approved a regular quarterly dividend of $0.25 per share payable on its outstanding shares of common stock. The cash dividend record date was September 14, 2007 and was distributed to shareholders on or about October 5, 2007.

On May 31, 2007, the Board declared a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of June 15, 2007 and was distributed to shareholders on July 5, 2007.

In February 2007, we paid a $1.00 per share dividend on shares of our common stock. The record date for the dividend was February 13, 2007.

In January 2007, our Board of Directors adopted a policy whereby we intend to pay a regular quarterly dividend of $0.25 per share on our outstanding common stock commencing with conclusion of our first fiscal quarter of 2008 (June 30, 2007) and continuing each fiscal quarter thereafter, subject to further Board review and approval and establishment of record and distribution dates by our Board of Directors prior to the declaration of each such quarterly dividend. We anticipate that future quarterly dividends, if and when declared by the Board pursuant to this policy, would likely be distributable on or about the fifth day of each of the months of October, January, April and July.

In March 2006, we paid a $0.875 per share dividend on shares of our common stock. The record date for the dividend was February 24, 2006. The dividend per share amount has been adjusted to reflect the stock split noted above.

In January 2006, we announced that our Board of Directors had declared a 2-for-1 stock split with respect to our outstanding shares of common stock for shareholders of record on March 3, 2006. The stock began trading post split on March 27, 2006.

In March 2005, we paid a one-time dividend on shares of our common stock equal to $0.75 per share. The record date for the dividend was February 24, 2005. The dividend per share amount has been adjusted to reflect the stock split noted above.

In February 2005, we announced that our Board of Directors declared a 2-for-1 stock split with respect to our outstanding shares of common stock. The stock split record date was March 4, 2005 and the stock began trading post split on March 28, 2005.

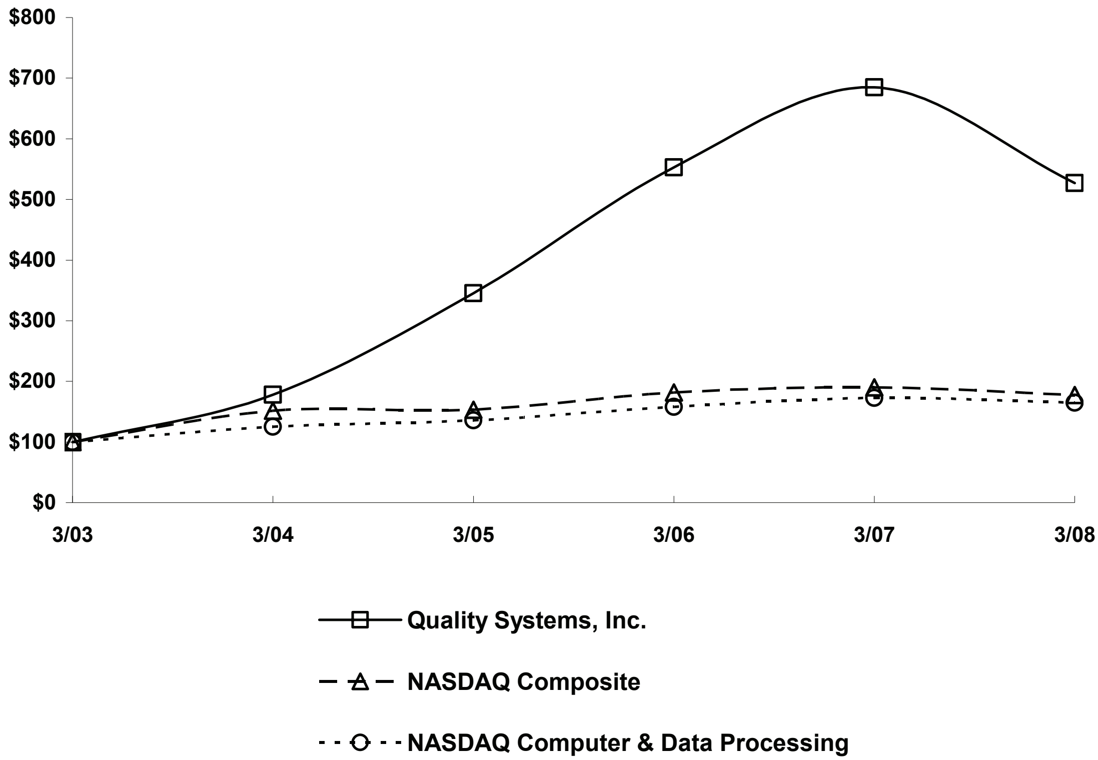
Payment of future dividends, if any, will be at the discretion of our Board after taking into account various factors, including without limitation, our financial condition, operating results, current and anticipated cash needs and plans for expansion.

Performance Graph

The following graph compares the cumulative total returns of our common stock, the Total Return Index for The Nasdaq Stock Market, and the Nasdaq Computer & Data Processing Services Stock Index over the five-year period ended March 31, 2008 assuming $100 was invested on March 31, 2003 with all dividends, if any, reinvested. This performance graph shall not be deemed to be "soliciting material" or "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended or the Exchange Act.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Quality Systems, Inc., The NASDAQ Composite Index
And The NASDAQ Computer & Data Processing Index



* $100 invested on 3/31/03 in stock or index-including reinvestment of dividends.
Fiscal year ending March 31.

The last trade price of our common stock on each of March 31, 2004, 2005, 2006, 2007 and 2008 was published by Nasdaq and, accordingly for the periods ended March 31, 2004, 2005, 2006, 2007 and 2008 the reported last trade price was utilized to compute the total cumulative return for our common stock for the respective periods then ended. Shareholder returns over the indicated periods should not be considered indicative of future stock prices or shareholder returns.

Recent Sales of Unregistered Securities

We did not make any unregistered sales of our common stock during the fourth quarter of 2008.

ITEM 6. SELECTED FINANCIAL DATA

The following selected financial data with respect to our Consolidated Statements of Income data for each of the five years in the period ended March 31, 2008 and the Consolidated Balance Sheet data as of the end of each such fiscal year are derived from our audited financial statements. The following information should be read in conjunction with our Consolidated Financial Statements and the related notes thereto and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" included elsewhere herein. All share prices in the table below have been retroactively adjusted to reflect the fiscal year 2006 and 2005 stock splits.

Consolidated Financial Data
(In Thousands, Except Per Share Data)

	Year ended March 31,				
	2008	2007	2006	2005	2004
Statements of Income Data:					
Revenue............................	$186,500	$157,165	$119,287	$88,961	$70,934
Cost of revenue...................	62,501	50,784	39,828	32,669	28,673
Gross profit......................	123,999	106,381	79,459	56,292	42,261
Selling, general and administrative expenses..........................	53,260	45,337	35,554	24,776	19,482
Research and development costs.....	11,350	10,166	8,087	6,903	6,139
Income from operations.............	59,389	50,878	35,818	24,613	16,640
Interest income....................	2,661	3,306	2,108	876	386
Other income.......................	953	-	-	-	-
Income before provision for income taxes............................	63,003	54,184	37,926	25,489	17,026
Provision for income taxes.........	22,925	20,952	14,604	9,380	6,626
Net income.........................	$ 40,078	$ 33,232	$ 23,322	$16,109	$10,400
Basic net income per share.........	$ 1.47	$ 1.24	$ 0.88	$ 0.63	$ 0.42
Diluted net income per share.......	$ 1.44	$ 1.21	$ 0.85	$ 0.61	$ 0.40
Basic weighted average shares outstanding.......................	27,298	26,882	26,413	25,744	24,872
Diluted weighted average shares outstanding.......................	27,770	27,550	27,356	26,406	25,932
Balance Sheet Data (at end of period):					
Cash and cash equivalents..........	$ 59,046	$ 60,028	$ 57,255	$51,157	$51,395
Working capital...................	$ 79,932	$ 76,616	$ 61,724	$55,111	$53,415
Total assets......................	$187,908	$150,681	$122,247	$99,442	$86,678
Total liabilities.................	$ 74,203	$ 59,435	$ 49,838	$36,711	$25,673
Total shareholders' equity.........	$113,705	$ 91,246	$ 72,409	$62,731	$61,005

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Except for the historical information contained herein, the matters discussed in this Annual Report on Form 10-K, including discussions of our product development plans, business strategies and market factors influencing our results, may include forward-looking statements that involve certain risks and uncertainties. Actual results may differ from those anticipated by us as a result of various factors, both foreseen and unforeseen, including, but not limited to, our ability to continue to develop new products and increase systems sales in markets characterized by rapid technological evolution, consolidation, and competition from larger, better capitalized competitors. Many other economic, competitive, governmental and technological factors could affect our ability to achieve our goals, and interested persons are urged to review the risks described in "Item 1A. Risk Factors" as set forth above, as well as in our other public disclosures and filings with the Commission.

The following discussion should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and related notes thereto included elsewhere in this Report. Historical results of operations, percentage margin fluctuations and any trends that may be inferred from the discussion below are not necessarily indicative of the operating results for any future period.

Critical Accounting Policies and Estimates

The discussion and analysis of our consolidated financial statements and results of operations is based upon our consolidated financial statements which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate estimates, including but not limited to those related to revenue recognition, uncollectible accounts receivable, and income taxes for reasonableness. We base our estimates on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe revenue recognition, valuation of marketable securities, the allowance for doubtful accounts, capitalized software costs, share-based compensation and income taxes are among the most critical accounting policies that affect our consolidated financial statements. We believe that significant accounting policies, as described in Note 2 of our Consolidated Financial Statements, "Summary of Significant Accounting Policies", should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations.

Revenue Recognition. We currently recognize revenue pursuant to SOP 97-2, as amended by SOP 98-9. We generate revenue from the sale of licensing rights to use our software products sold directly to end-users and value-added resellers (VARs). We also generate revenue from sales of hardware and third party software, and implementation, training, software customization, EDI, post-contract support ("maintenance") and other services performed for customers who license our products.

A typical system contract contains multiple elements of the above items. SOP 97-2, as amended, requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair values of those elements. The fair value of an element must be based on vendor specific objective evidence (VSOE). We limit our assessment of VSOE for each element to either the price charged when the same element is sold separately (using a rolling average of stand alone transactions) or the price established by management having the relevant authority to do so, for an element not yet sold separately. VSOE calculations are updated and reviewed at the end of each quarter or annually depending on the nature of the product or service.

When evidence of fair value exists for the delivered and undelivered elements of a transaction, then discounts for individual elements are aggregated and the total discount is allocated to the individual elements in proportion to the elements' fair value relative to the total contract fair value.

When evidence of fair value exists for the undelivered elements only, the residual method, provided for under SOP 98-9, is used. Under the residual method, we defer revenue related to the undelivered elements in a system sale based on VSOE of fair value of each of the undelivered elements, and allocate the remainder of the contract price net of all discounts to revenue recognized from the delivered elements. Undelivered elements of a system sale may include implementation and training services, hardware and third party software, maintenance, future purchase discounts, or other services. If VSOE of fair value of any undelivered element does not exist, all revenue is deferred until VSOE of fair value of the undelivered element is established or the element has been delivered.

We bill for the entire contract amount upon contract execution except for maintenance which is billed separately. Amounts billed in excess of the amounts contractually due are recorded in accounts receivable as advance billings. Amounts are contractually due when services are performed or in accordance with contractually specified payment dates. Provided the fees are fixed and determinable and collection is considered probable, revenue from licensing rights and sales of hardware and third party software is generally recognized upon shipment and transfer of title. In certain transactions whose collections risk is high, the cash basis method is used to recognize revenue. If the fee is not fixed or determinable, then the revenue recognized in each period (subject to application of other revenue recognition criteria) will be the lesser of the aggregate of amounts due and payable or the amount of the arrangement fee that would have been recognized if the fees were being recognized using the residual method. Fees which are considered fixed or determinable at the inception of our arrangements must include the following characteristics:

- The fee must be negotiated at the outset of an arrangement, and generally be based on the specific volume of products to be delivered without being subject to change based on variable pricing mechanisms such as the number of units copied or distributed or the expected number of users.
- Payment terms must not be considered extended. If a significant portion of the fee is due more than 12 months after delivery or after the expiration of the license, the fee is presumed not fixed and determinable.

Revenue from implementation and training services is recognized as the corresponding services are performed. Maintenance revenue is recognized ratably over the contractual maintenance period.

Contract accounting is applied where services include significant software modification, development or customization. In such instances, the arrangement fee is accounted for in accordance with Statement of Position No. 81-1 "Accounting for Performance of Construction-Type and Certain Production-Type Contracts" (SOP 81-1).

Pursuant to SOP 81-1, we use the percentage of completion method provided all of the following conditions exist:

- The contract includes provisions that clearly specify the enforceable rights regarding goods or services to be provided and received by the parties, the consideration to be exchanged, and the manner and terms of settlement;
- The customer can be expected to satisfy its obligations under the contract;
- We can be expected to perform our contractual obligations; and
- Reliable estimates of progress towards completion can be made.

We measure completion using labor input hours. Costs of providing services, including services accounted for in accordance with SOP 81-1, are expensed as incurred.

If a situation occurs in which a contract is so short term that the consolidated financial statements would not vary materially from using the percentage-of-completion method or in which we are unable to make reliable estimates of progress of completion of the contract, the completed contract method is utilized.

Product returns are estimated in accordance with Statement of Financial Accounting Standards No. 48, "Revenue Recognition When Right of Return Exists" (SFAS 48). The Company also ensures that the other criteria in SFAS 48 have been met prior to recognition of revenue:

- The price is fixed or determinable;
- The customer is obligated to pay and there are no contingencies surrounding the obligation or the payment;
- The customer's obligation would not change in the event of theft or damage to the product;
- The customer has economic substance;
- The amount of returns can be reasonably estimated; and
- We do not have significant obligations for future performance in order to bring about resale of the product by the customer.

We have historically offered short-term rights of return of less than 30 days in certain sales arrangements. If we are able to estimate returns for these types of arrangements, revenue is recognized and these arrangements are recorded in the consolidated financial statements. If we are unable to estimate returns for these types of arrangements, revenue is not recognized in our consolidated financial statements until the rights of return expire.

Revenue related to sales arrangements which include the right to use software stored on the Company's hardware are accounted for under the Emerging Issues Task Force Issue No. 00-3 "Application of AICPA Statement of Position 97-2 to arrangements that include the right to use software stored on another entity's hardware". EITF No. 00-3 requires that for software licenses and related implementation services to continue to fall under SOP No. 97-2, the customer must have the contractual right to take possession of the software without incurring a significant penalty and it must be feasible for the customer to either host the software themselves or through another third party. If an arrangement is not deemed to be accounted for under SOP 97-2, the entire arrangement is accounted for as a service contract in accordance with EITF Issue No. 00-21 "Revenue arrangements with multiple deliverables”. In that instance, the entire arrangement would be recognized as the hosting services are being performed.

From time to time, we offer future purchase discounts on our products and services as part of our sales arrangements. Pursuant to AICPA TPA 5100.51, discounts which are incremental to the range of discounts reflected in the pricing of the other elements of the arrangement, which are incremental to the range of discounts typically given in comparable transactions, and which are significant, are treated as an additional element of the contract to be deferred. Amounts deferred related to future purchase options are not recognized until either the customer exercises the discount offer or the offer expires.

Revenue is divided into two categories, “system sales” and “maintenance, EDI and other services”. Revenue in the system sales category includes software license fees, third party hardware and software, and implementation and training services related to purchase of the Company’s software systems. The majority of the revenue in the system sales category is related to the sale of software. Revenue in the maintenance, EDI and other services category includes, maintenance, EDI, follow on training and implementation services, annual third party license fees and other revenue.

Valuation of marketable securities. Marketable securities are classified as available-for-sale and accordingly are recorded at fair value, based on quoted market rates or on valuation analysis when appropriate, with unrealized gains and losses reflected as a separate component of shareholders' equity titled accumulated other comprehensive income (loss), net of tax, until realized or until a determination is made that an other-than-temporary decline in market value has occurred. Factors considered in assessing whether an other-than-temporary impairment has occurred include: the nature of the investment; whether the decline in fair value is attributable to specific adverse conditions affecting the investment; the financial condition of the investee; the severity and the duration of the impairment; and whether the Company has the ability to hold the investment to maturity. When it is determined that an other-than-temporary impairment has occurred, the investment is written down to its market value at the end of the period in which it is determined that an other-than-temporary decline has occurred. The cost of marketable securities sold is based upon the specific identification method. In addition, the Company classifies marketable securities as current or non-current based upon whether such assets are reasonably expected to be realized in cash or sold or consumed during the normal operating cycle of the business. Realized gains or losses and other-than-temporary declines in the fair value of marketable securities are determined on a specific identification basis and reported in interest and other income, net, as incurred.

Allowance for Doubtful Accounts. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. We perform credit evaluations of our customers and maintain reserves for estimated credit losses. Reserves for potential credit losses are determined by establishing both specific and general reserves. Specific reserves are based on management’s estimate of the probability of collection for certain troubled accounts. General reserves are established based on our historical experience of bad debt expense and the aging of our accounts receivable balances net of deferred revenue and specifically reserved accounts. If the financial condition of our customers were to deteriorate resulting in an impairment of their ability to make payments, additional allowances would be required.

Software Development Costs. Development costs incurred in the research and development of new software products and enhancements to existing software products are expensed as incurred until technological feasibility has been established.

After technological feasibility is established with the completion of a working model of the enhancement or product, any additional development costs are capitalized in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed" (SFAS 86). Such capitalized costs are amortized on a straight line basis over the estimated economic life of the related product, which is generally three years. We perform an annual review of the recoverability of such capitalized software costs. At the time a determination is made that capitalized amounts are not recoverable based on the estimated cash flows to be generated from the applicable software, any remaining capitalized amounts are written off.

Share-Based Compensation. On April 1, 2006, we adopted Statement of Financial Accounting Standard No. 123R, "Share-Based Payment" (SFAS 123R) which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair values. SFAS 123R supersedes our previous accounting under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25). SFAS 123R requires us to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. During fiscal year 2007 and 2008, we used the simplified method for estimating expected term equal to the midpoint between the vesting period and the contractual term. Prior to using the simplified method, we estimated the expected term of an option. We estimate volatility by using the weighted average historical volatility of our common stock, which we believe approximates expected volatility. The risk free rate is the implied yield available on the U.S Treasury zero-coupon issues with remaining terms equal to the expected term. The expected dividend yield is the average dividend rate during a period equal to the expected term of the option. Those inputs are then entered into the Black Scholes model to determine the estimated fair value. The value of the portion of the award that is expected to vest is recognized as expense over the requisite service period in our consolidated statement of income.

Research and Development Tax Credits. Management's treatment of research and development tax credits represented a significant estimate which affected the effective income tax rate for the Company for the year ended March 31, 2008 and 2007. Research and development credits taken by the Company involve certain assumptions and judgments regarding qualified expenses under Internal Revenue Code Section 41. These credits are subject to examination by the federal and state taxing authorities.

During each of the years ended March 31, 2008 and 2007, we recognized approximately $0.8 million in credits related to research and development. The Company expects to capture this benefit on its tax returns.

Qualified Production Activities Deduction. Management's treatment of this deduction represented an estimate that affected the effective income tax rate for the Company for the years ended March 31, 2008 and 2007. The deduction taken by the Company involved certain assumptions and judgments regarding the allocation of indirect expenses as prescribed under Internal Revenue Code Section 199.

During the years ended March 31, 2008 and 2007, we recognized approximately $3.1 million and $1.5 million, respectively, in deductions related to the qualified production activities deduction (QPAD) under Internal Revenue Code (IRS). The QPAD calculation was determined using interim guidance provided by proposed IRS Regulations and Notices. The Company expects to capture this benefit on its tax returns.

Overview of Our Results

- Total Company revenue increased 18.7% and income from operations grew 16.7% on a consolidated basis for the year ended March 31, 2008. This performance was driven by growth in our NextGen Division, offset by decreases in revenue and operating income in our QSI Division and higher corporate expenses.
- The year over year growth in revenue and operating income for the company during the year ended March 31, 2008 trailed the growth rates achieved during the year ended March 31, 2007 due in part to a shift in revenue mix for the year, with hardware and EDI revenue accounting for a comparatively higher percentage of revenue and system sales accounting for a comparatively lower percentage of revenue than the year prior.
- We do not believe the mix changes represent a change in the overall purchasing environment. We have benefited and hope to continue to benefit from the increased demands on healthcare providers for greater efficiency and lower costs, as well as increased adoption rates of technology in the healthcare arena.

NextGen Division

- NextGen Division revenue grew 21.3% and income from operations increased 18.2% for the year ended March 31, 2008.
- The Divisions' year over year growth in revenue and operating income for the Company during the year ended March 31, 2008 trailed the growth rates achieved during the year ended March 31, 2007 due in part to a shift in the revenue mix for the year, with hardware and EDI revenue accounting for a comparatively higher percentage of revenue and new systems sales accounting for a comparatively lower percentage of revenue than in the year prior.
- Divisional headcount additions drove selling, general and administrative expenses to increase at a slightly faster pace than revenue as we added staffing resources to departments including sales, marketing, support, software development, and administration and intend to do so in fiscal year 2009, as business conditions and the hiring environment allow.
- Our goals include continuing to further enhance our existing products, developing new products for targeted markets, continuing to add new customers, selling additional software and services to existing customers and expanding penetration of connectivity services to new and existing customers.

QSI Division

- QSI Division revenue decreased 3.3% in the year ended March 31, 2008 and Divisional operating income decreased 16.6% (excluding unallocated corporate expenses) from the year ended March 31, 2007. Divisional revenue and operating income performance for the Division, while below fiscal year 2007 levels, were within the Division's historical performance range.
- A drop in annual revenue, slight changes in the Division's sales mix in favor of lower margin hardware and EDI products, and additional compensation expenses related to the passing of the Division's lead executive were the chief contributors to the operating income decline.
- Our goals for the QSI Division include maximizing revenue and profit performance given the constraints present in the QSI Division's target market.

The following table sets forth for the periods indicated the percentage of net revenue represented by each item in our consolidated statements of income.

(Unaudited)	Year Ended March 31,		
	2008	2007	2006
Revenues:			
Software, hardware and supplies.........	40.9%	43.8%	46.0%
Implementation and training services....	7.2	7.8	9.5
System sales............................	48.1	51.6	55.5
Maintenance.............................	30.3	26.7	26.1
Electronic data interchange services....	12.0	10.8	11.1
Other services..........................	9.6	10.9	7.3
Maintenance, EDI and other services.......	51.9	48.4	44.5
Total revenue.........................	100.0	100.0	100.0
Cost of revenue:			
Software, hardware and supplies.........	5.8	5.4	6.8
Implementation and training services....	5.5	5.5	6.8
Total cost of system sales................	11.3	10.9	13.6
Maintenance.............................	6.7	7.5	9.2
Electronic data interchange services....	8.5	7.7	7.2
Other services..........................	7.0	6.2	3.4
Total cost of maintenance, EDI and other services................................	22.2	21.4	19.8
Total cost of revenue.................	33.5	32.3	33.4
Gross profit..........................	66.5	67.7	66.6
Selling, general and administrative....	28.6	28.8	29.8
Research and development..............	6.1	6.5	6.8
Income from operations................	31.8	32.4	30.0
Interest income..........................	1.4	2.1	1.8
Other income.............................	0.5	0.0	0.0
Income before provision for income taxes..	33.7	34.5	31.8
Provision for income taxes................	12.3	13.3	12.2
Net income............................	21.4%	21.1%*	19.6%

* does not foot due to rounding

Comparison of Fiscal Years Ended March 31, 2008 and March 31, 2007
For the year ended March 31, 2008, our net income was $40.1 million or $1.47 per share on a basic and $1.44 per share on a fully diluted basis. In comparison, we earned $33.2 million or $1.24 per share on a basic and $1.21 per share on a fully diluted basis in the year ended March 31, 2007. The increase in net income for the year ended March 31, 2008 was achieved primarily through the following:

- a 18.7% increase in consolidated revenue;
- a 21.3% increase in NextGen Division revenue which accounted for 91.4% of consolidated revenue; and
- approximately $1.0 million gain on life insurance proceeds the Company recorded, which was offset by additional compensation expense of approximately $0.2 million. The additional compensation expense was recorded in Selling, General and Administrative Expenses and the insurance proceeds were recorded as Other Income in the Consolidated Statement of Income.

The above increases to net income were offset by a decline in gross profit margin resulting from a greater proportion of revenue being derived from hardware and EDI revenue which have relatively lower gross margin percentages. The gross profit margin declined to 66.5% in the year ended March 31, 2008 versus 67.7% in the prior year period.

Revenue. Revenue for the year ended March 31, 2008 increased 18.7% to $186.5 million from $157.2 million for the year ended March 31, 2007. Revenue for the year ended March 31, 2007 increased 31.8% to $157.2 million from $119.3 million for the year ended March 31, 2006. NextGen Division revenue increased 21.3% from $140.6 million to approximately $170.5 million in the period ended March 31, 2008, while QSI Division revenue decreased by 3.3% during that same period, from $16.6 million to $16.0 million.

We divide revenue into two categories, “system sales” and “maintenance, EDI and other services”. Revenue in the system sales category includes software license fees, third party hardware and software, and implementation and training services related to purchase of the Company’s software systems. The majority of the revenue in the system sales category is related to the sale of software. Revenue in the maintenance, EDI and other services category includes, maintenance, EDI, follow-on training and implementation services, annual third party license fees and other revenue. Maintenance revenue includes amounts initially deferred in conjunction with new customer arrangements and subsequently amortized and billings to existing customers.

System Sales. Company-wide sales of systems for the year ended March 31, 2008 increased 10.8% to $89.8 million from $81.0 million in the prior year.

Our increase in revenue from sales of systems was principally the result of a 12.2% increase in category revenue at our NextGen Division whose sales in this category grew from $77.7 million during the year ended March 31, 2007 to $87.1 million during the year ended March 31, 2008. This increase was driven primarily by higher sales of NextGen^{emr} and NextGen^{epm} software to both new and existing clients, as well as an increase in the delivery of related implementation services offset by a decline in the sale of related hardware, third party software and supplies.

Systems sales revenue in the QSI Division decreased to approximately $2.6 million in the year ended March 31, 2008 from $3.4 million in the year ended March 31, 2007.

The following table breaks down our reported system sales into software, hardware, third party software, supplies, and implementation and training services components by division:

	Software	Hardware, Third Party Software and Supplies	Implementation and Training Services	Total System Sales
Year ended March 31, 2008				
QSI Division..............	$ 360	$ 1,134	$ 1,154	$ 2,648
NextGen Division..........	69,276	5,593	12,252	87,121
Consolidated..............	$ 69,636	$ 6,727	$ 13,406	$ 89,769
Year ended March 31, 2007				
QSI Division..............	$ 355	$ 2,356	$ 655	$ 3,366
NextGen Division..........	62,957	3,203	11,522	77,682
Consolidated..............	$ 63,312	$ 5,559	$ 12,177	$ 81,048

NextGen Division software revenue increased 10.0% between the year ended March 31, 2007 and the year ended March 31, 2008. The Division's software revenue accounted for 79.5% of Divisional system sales revenue during the year ended March 31, 2008, a decrease from 81.0% in the prior year period.

Sales of additional licenses to existing customers grew to $31.3 million during the year ended March 31, 2008 compared to $23.3 million during the prior year as an increasing number of customers who expanded their use of our software in their practices and purchased additional licenses.

During the year ended March 31, 2008, 6.4% of the NextGen Division's system sales revenue was represented by hardware and third party software compared to 4.1% in the prior year. The number of customers who purchase hardware and third party software and the dollar amount of hardware and third party software revenue fluctuates each quarter and year depending on the needs of customers. The inclusion of hardware and third party software in the Division's sales arrangements is typically at the request of the customer and is not a priority focus for us.

Implementation and training revenue at the NextGen Division increased 6.3% in the year ended March 31, 2008 compared to the year ended March 31, 2007. The growth in implementation and training revenue is the result of increases in the amount of implementation and training services rendered to our new customers. Implementation and training revenue at the NextGen Division decreased its share of Divisional system sales revenue to 14.0% in the year ended March 31, 2008 from 14.8% in the year ended March 31, 2007. The amount of implementation and training services revenue in any given quarter is dependent on several factors, including timing of customer implementations, the availability of qualified staff, and the mix of services being rendered. The number of implementation and training staff increased during the year ended March 31, 2008 versus 2007 in order to accommodate the increased amount of implementation services sold in conjunction with increased software sales. In order to achieve growth in this area, additional staffing increases and additional training facilities are anticipated, though actual future increases in revenue and staff will depend upon the availability of qualified staff, business mix and conditions, and our ability to retain current staff members.

The NextGen Division's growth has come in part from investments in sales and marketing activities including hiring additional sales representatives, trade show attendance, and advertising expenditures. We have also benefited from winning numerous industry awards for the NextGen Division's flagship NextGen^{emr} and NextGen^{epm} software products and the apparent increasing acceptance of electronic medical records technology in the healthcare industry.

For the QSI Division, total system sales decreased by approximately $0.7 million in the year ended March 31, 2008 compared to the year ended March 31, 2007. We do not presently foresee any material changes in the business environment for the QSI Division with respect to the constrained environment that has been in place for the past several years.

Maintenance, EDI and Other. Company-wide revenue from maintenance, EDI, and other services grew 27.1% to $96.7 million for the year ended March 31, 2008 from $76.1 million for the year ended March 31, 2007. The increase in this category resulted principally from an increase in maintenance, EDI and other revenue generated from the NextGen Division's client base. Total NextGen Division maintenance revenue for the year ended March 31, 2008 grew 41.3% to $49.3 million from $34.9 million in the prior year, while EDI revenue grew 42.9% to $17.9 million for the year ended March 31, 2008 compared to $12.5 million in the prior year. Other revenue for the NextGen Division, which consists primarily of third party license renewals, time and materials billings, travel reimbursements, and other services grew 4.4% to $16.2 million for the year ended March 31, 2008 compared to $15.5 million a year ago. QSI Division maintenance revenue increased 1.5% to $7.2 million for the year ended March 31, 2007 compared to $7.1 million in the prior year while divisional EDI revenue increased by approximately 1.0% to $4.6 million for the year ended March 31, 2008 compared to $4.5 million in the prior year. Other revenue for the QSI Division was essentially flat for the year ended March 31, 2008 compared to a year ago.

The following table details maintenance, EDI and other revenue by category for the years ended March 31, 2008 and 2007:

	Maintenance	EDI	Other	Total
Year ended March 31, 2008				
QSI Division.............	$ 7,186	$ 4,564	$ 1,639	$ 13,389
NextGen Division..........	49,269	17,886	16,187	83,342
Consolidated.............	$ 56,455	$ 22,450	$ 17,826	$ 96,731
Year ended March 31, 2007				
QSI Division.............	$ 7,081	$ 4,529	$ 1,615	$ 13,225
NextGen Division..........	34,867	12,520	15,505	62,892
Consolidated.............	$ 41,948	$ 17,049	$ 17,120	$ 76,117

The following table provides the number of billing sites which were receiving maintenance services as of the last business day of the year ended March 31, 2008 and 2007 respectively, as well as the number of billing sites receiving EDI services during the last month of each respective period at each division of our company. The table presents summary information only and includes billing entities added and removed for any reason. Note also that a single client may include one or multiple billing sites.

	NextGen		QSI		Consolidated	
	Maintenance	EDI	Maintenance	EDI	Maintenance	EDI
March 31, 2007	982	769	257	173	1,239	942
Billing sites added.........	194	289	9	29	203	318
Billing sites remove........	(47)	(65)	(15)	(37)	(62)	(102)
March 31, 2008	1,129	993	251	165	1,380	1,158

Cost of revenue. Cost of revenue for the year ended March 31, 2008 increased 23.1% to $62.5 million from $50.8 million for the year ended March 31, 2007, while the cost of revenue as a percentage of net revenue increased to 33.5% from 32.3%. Our consolidated gross profit is affected by the level of hardware content included in system sales, the percentage of EDI revenue in our overall sales mix, and certain headcount expenses directly related to the cost of delivering our products and services. Consolidated gross profit for fiscal year 2008 was impacted by the decline in gross profit percentage at the NextGen Division, offset by a slight increase in gross profit percentage at the QSI Division.

The following table details revenue and cost of revenue on a consolidated and divisional basis for the years ended March 31, 2008 and 2007:

	Year Ended March 31,			
	2008	%	2007	%
QSI Division				
Revenue................	$ 16,037	100.0%	$ 16,589	100.0%
Cost of revenue........	7,545	47.0%	7,847	47.3%
Gross profit...........	$ 8,492	53.0%	$ 8,742	52.7%
NextGen Division				
Revenue................	$170,463	100.0%	$140,576	100.0%
Cost of revenue........	54,956	32.2%	42,937	30.5%
Gross profit...........	$115,507	67.8%	$ 97,639	69.5%
Consolidated				
Revenue................	$186,500	100.0%	$157,165	100.0%
Cost of revenue........	62,501	33.5%	50,784	32.3%
Gross profit...........	$123,999	66.5%	$106,381	67.7%

Gross profit margins at the NextGen Division for the year ended March 31, 2008 decreased to 67.8% from 69.5% primarily due to an increase in the proportionate level of hardware and third party software content included in revenue. The QSI Division’s gross profit margin increased to 53.0% from 52.7% between the years ended March 31, 2008 and 2007 primarily due to a decrease in the level of hardware and third party software content included in revenue.

The following table details the individual components of cost of revenue and gross profit as a percentage of total revenue for our company and our two divisions:

	Hardware, Third Party Software	Payroll and related Benefits	Other	Total Cost of Revenue	Gross Profit
Year ended March 31, 2008					
QSI Division...........	8.0%	19.1%	20.0%	47.0%	53.0%
NextGen Division.......	3.8%	11.2%	17.3%	32.2%	67.8%
Consolidated...........	4.2%	11.8%	17.5%	33.5%	66.5%
Year ended March 31, 2007					
QSI Division...........	10.0%	17.3%	20.0%	47.3%	52.7%
NextGen Division.......	3.1%	11.9%	15.5%	30.5%	69.5%
Consolidated...........	3.8%	12.4%	16.1%	32.3%	67.7%

During the year ended March 31, 2008, hardware and third party software constituted a larger portion of consolidated cost of revenue compared to the prior year period. The number of customers who purchase hardware and third party software and the dollar amount of hardware and third party software purchased fluctuates each quarter depending on the needs of the customers and is not a priority focus for us.

Our payroll and benefits expense associated with delivering our products and services decreased to 11.8% of consolidated revenue for the year ended March 31, 2008 compared to 12.4% during the prior year ended March 31, 2007. The absolute level of consolidated payroll and benefit expenses grew from $19.6 million in the year ended March 31, 2007 to $22.1 million in the year ended March 31, 2008, an increase of 13% or $2.5 million, primarily due to additions to related headcount, payroll and benefits expense associated with delivering products and services in the NextGen Division. Payroll and benefits expense associated with delivering products and services in the QSI Division increased on a percentage of revenue basis. The application of SFAS 123R in fiscal year 2008 and 2007 added approximately $0.5 million in compensation to consolidated cost of revenue in both fiscal years.

We anticipate continued additions to headcount in the NextGen Division in areas related to delivering products and services in future periods, but due to the uncertainties in the timing of our sales arrangements, our sales mix, the acquisition and training of qualified personnel, and other issues, we cannot accurately predict if related headcount expense as a percentage of revenue will increase or decrease in the future.

We do not currently intend to make any significant changes to related headcount at the QSI Division.

"Other", which consists of outside service costs, amortization of software development costs, hosting service costs and other service costs, increased to

17.5% of revenue during the year ended March 31, 2008 from 16.1% during the year ended March 31, 2007.

Should the NextGen Division continue to represent a major and or increasing share of our revenue, our consolidated gross margin percentages should move in concert with those of the NextGen Division.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the year ended March 31, 2008 increased 17.5% to $53.3 million as compared to $45.3 million for the year ended March 31, 2007. The increase in the amount of such expenses resulted primarily from increases of $3.6 million in salaries, commissions, and related benefits in the NextGen Division, $1.7 million in selling related expenses in the NextGen Division, $1.0 million in travel related costs in the NextGen Division, $0.8 million in other general expenses in the NextGen Division and $0.9 million in increased corporate related expenses. The increase in corporate expenses was primarily composed of salaries and related benefits. Selling, general and administrative expenses as a percentage of revenue decreased from 28.9% in the year ended March 31, 2007 to 28.6% in the year ended March 31, 2008 due in to the fact that revenue grew faster than selling, general and administrative expense for the Company.

The application of SFAS 123R in fiscal year 2008 and 2007 added approximately $2.5 million in compensation expense to consolidated selling, general and administrative expenses and is included in the aforementioned amounts.

We anticipate increased expenditures for trade shows, advertising and the employment of additional sales and administrative staff at the NextGen Division. We also anticipate future increases in corporate expenditures being made in areas including but not limited to staffing and professional services. While we expect selling, general and administrative expenses to increase on an absolute basis, we cannot accurately predict the impact these additional expenditures will have on selling, general, and administrative expenses as a percentage of revenue.

Research and Development Costs. Research and development costs for the years ended March 31, 2008 and 2007 were $11.4 million and $10.2 million, respectively. The increase in research and development costs was primarily due to increased investment in the NextGen product line. Additionally, the application of SFAS 123R in fiscal year 2008 and 2007 added approximately $0.8 million in both periods, in compensation expense to research and development costs net of amounts capitalized as software development in those fiscal years. Additions to capitalized software costs offset research and development costs. For the year ended March 31, 2008, $6.0 million was added to capitalized software costs while $5.0 million was capitalized during the year ended March 31, 2007. Research and development costs as a percentage of net revenue decreased to 6.1% in the year ended March 31, 2008 from 6.5% in the year ended March 31, 2007 primarily due to revenue growing at a faster rate than the increase in research and development costs. Research and development costs are expected to continue at or above current levels.

Interest Income. Interest income for the year ended March 31, 2008 decreased to $2.7 million compared to $3.3 million in the year ended March 31, 2007. Interest income in the year ended March 31, 2008 decreased primarily due to (i) a greater proportion of funds invested in tax favored auction rate securities which offer lower interest rates but higher after-tax yields compared to money market or short term U.S. Treasuries, and (ii) comparatively lower short term interest rates in the year ended March 31, 2008 versus 2007.

Our investment policy is determined by our Board of Directors. We currently maintain our cash in very liquid short term assets including money market funds, 30-60 day treasury bills as well as auction rate securities (ARS).

Other Income. Other income for the year ended March 31, 2008 was approximately $1.0 million. There was no Other income recorded for the year ended March 31, 2007. The Company recorded a gain on life insurance proceeds as a result of the passing of Gregory Flynn, Executive Vice President and General Manager of the Company's QSI Division. Mr. Flynn participated in the Company's deferred compensation plan which is funded through the purchase of life insurance policies with the Company named as beneficiary.

Provision for Income Taxes. The provision for income taxes for the year ended March 31, 2008 was approximately $22.9 million as compared to approximately $21.0 million for the prior year. The effective tax rates for fiscal 2008 and 2007 were 36.4% and 38.7%, respectively. The provision for income taxes for the years ended March 31, 2008 and 2007 differs from the combined statutory rates primarily due to the impact of varying state income tax rates, research and development tax credits, the qualified production activities deduction, and exclusions for company-owned life insurance proceeds and tax-exempt interest income. The effective rate for the year ended March 31, 2008 also includes an increase in benefit from the qualified production activities deduction, which was mostly offset by non-deductible option expense related to incentive stock options.

During the year ended March 31, 2008 and 2007, we claimed research and development tax credits of approximately $0.8 million in both years. The Company also claimed the qualified production activities deduction under Section 199 of the Internal Revenue Code, of approximately $3.1 million and $1.5 million during the years ended March 31, 2008 and 2007, respectively. Research and development credits and the qualified production activities income deduction taken by us involve certain assumptions and judgments regarding qualification of expenses under the relevant tax code provision.

Comparison of Fiscal Years Ended March 31, 2007 and March 31, 2006

For the year ended March 31, 2007, our net income was $33.2 million or $1.24 per share on a basic and $1.21 per share on a fully diluted basis. In comparison, we earned $23.3 million or $0.88 per share on a basic and $0.85 on a fully diluted basis in the year ended March 31, 2006. The increase in net income for the year ended March 31, 2007 was achieved primarily through the following:

- a 31.8% increase in consolidated revenue;
- a 35.5% increase in NextGen Division revenue which accounted for 89.4% of consolidated revenue; and
- an increase in our consolidated gross profit margin from 66.6% to 67.7%.

Revenue. Revenue for the year ended March 31, 2007 increased 31.8% to $157.2 million from $119.3 million for the year ended March 31, 2006. NextGen Division revenue increased 35.5% from $103.7 million to approximately $140.6 million in the period, while QSI Division revenue increased by 6.7% during the period from $15.5 million to $16.6 million.

Revenue is divided into two categories, "system sales" and "maintenance, EDI and other services". Revenue in the system sales category includes software license fees, third party hardware and software, and implementation and training services related to purchase of the Company's software systems. The majority of the revenue in the system sales category is related to the sale of software. Revenue in the maintenance, EDI and other services category includes, maintenance, EDI, follow on training and implementation services, annual third party license fees and other revenue.

System Sales. Company-wide sales of systems for the year ended March 31, 2007 increased 22.4% to $81.0 million from $66.2 million in the prior year.

Our increase in revenue from sales of systems was principally the result of a 21.7% increase in category revenue at our NextGen Division whose sales in this category grew from $63.8 million during the year ended March 31, 2006 to $77.7 million during the year ended March 31, 2007. This increase was driven primarily by higher sales of NextGen^{emr} and NextGen^{epm} software to both new and existing clients, as well as an increase in the delivery of related implementation services offset by a decline in the sale of related hardware, third party software and supplies.

Systems sales revenue in the QSI Division increased to approximately $3.4 million in the year ended March 31, 2007 from $2.4 million in the year ended March 31, 2006.

The following table breaks down our reported system sales into software, hardware, third party software, supplies, and implementation and training services components by division:

	Software	Hardware, Third Party Software and Supplies	Implementation and Training Services	Total System Sales
Year ended March 31, 2007				
QSI Division	$ 355	$ 2,356	$ 655	$ 3,366
NextGen Division	62,957	3,203	11,522	77,682
Consolidated	$ 63,312	$ 5,559	$ 12,177	$ 81,048
Year ended March 31, 2006				
QSI Division	$ 984	$ 1,013	$ 411	$ 2,408
NextGen Division	48,847	4,094	10,882	63,823
Consolidated	$ 49,831	$ 5,107	$ 11,293	$ 66,231

NextGen Division software revenue increased 28.9% between the year ended March 31, 2006 and the year ended March 31, 2007. The Division's software revenue accounted for 81.0% of divisional system sales revenue during the year ended March 31, 2007, an increase from 76.5% in the prior year period.

Sales of additional licenses to existing customers grew to $23.3 million during the year ended March 31, 2007 compared to $9.7 million during the prior year as a result of both an increasing number of customers who are expanding their use of our software in their practices and are purchasing additional licenses. Software revenue from VARs totaled approximately $13.6 million during the year ended March 31, 2007 compared to $7.0 million in the prior year. The increase in VAR revenue was affected in part by revenue from sales to Siemens Medical Solutions.

The increase in software's share of systems sales was not the result of any change in emphasis on our part relative to software sales. Software license revenue growth continues to be an area of primary emphasis for the NextGen Division and management was pleased with the NextGen Division's performance in this area.

During the year ended March 31, 2007, 4.1% of the NextGen Division's system sales revenue was represented by hardware and third party software compared to 6.4% in the prior year. We have noted that the last several quarters' and years' results have generally included a relatively lower amount of hardware and third party software compared to prior years. However, this decrease is not the result of any change in emphasis on our part. The number of customers who purchase hardware and third party software and the dollar amount of hardware and third party software revenue fluctuates each year depending on the needs of customers. The inclusion of hardware and third party software in the NextGen Division's sales arrangements is typically at the request of the customer and is not a priority focus for us.

Implementation and training revenue at the NextGen Division increased 5.9% in the year ended March 31, 2007 compared to the year ended March 31, 2006. The growth in implementation and training revenue is the result of increases in the amount of implementation and training services rendered to our new customers. Implementation and training revenue at the NextGen Division decreased its share of Divisional system sales revenue to 14.8% in the twelve months ended March 31, 2007 from 17.0% in the twelve months ended March 31, 2006. The amount of implementation and training services revenue and the corresponding rate of growth compared to a prior period in any given year is dependent on several factors including timing of customer implementations, the availability of qualified staff, and the mix of services being rendered. In order to achieve continued increased revenue in this area, additional staffing increases are anticipated, though actual future increases in revenue and staff will depend upon the availability of qualified staff, business mix and conditions, and our ability to retain current staff members.

The NextGen Division's growth has come in part from investments in sales and marketing activities, including hiring additional sales representatives, trade show attendance, and advertising expenditures. We have also benefited from winning numerous industry awards for the NextGen Division's flagship NextGen^{emr} and NextGen^{epm} software products in fiscal years 2007 and 2006, as well as in prior years, and the apparent increasing acceptance of electronic medical records technology in the healthcare industry.

For the QSI Division, total system sales increased by approximately $1.0 million in the year ended March 31, 2007 compared to the year ended March 31, 2006 due primarily to increases in hardware, third party software and implementation revenue. We do not presently foresee any material changes in the business environment for the QSI Division with respect to the constrained environment that has been in place for the past several years.

Maintenance, EDI and Other. Company-wide revenue from maintenance, EDI, and other services grew 43.5% to $76.1 million for the year ended March 31, 2007 from $53.1 million for the year ended March 31, 2006. The increase in this category resulted principally from an increase in maintenance, EDI and Other revenue generated from the NextGen Division's client base. Total NextGen Division maintenance revenue for the year ended March 31, 2007 grew 44.2% to $34.9 million from $24.2 million in the prior year, while EDI revenue grew 45.9% to $12.5 million for the year ended March 31, 2007 compared to $8.6 million in the prior year. Other revenue for the NextGen Division, which consists primarily of third party license renewals, time and materials billings, travel reimbursements, and other revenue grew 116.8% to $15.5 million for the year ended March 31, 2007 compared to $7.2 million a year ago. The increase was due primarily to purchases of additional training and other services by existing NextGen customers. QSI Division maintenance revenue increased 2.0% to $7.1 million for the year ended March 31, 2007 compared to $6.9 million in the prior year while divisional EDI revenue declined by approximately 3.1% to $4.5 million for the year ended March 31, 2007 compared to $4.7 million in the prior year. Other revenue for the QSI Division grew 6.0% to $1.6 million for the year ended March 31, 2007 compared to $1.5 million a year ago.

The following table details maintenance, EDI and other revenue by category for the years ended March 31, 2007 and 2006:

	Maintenance	EDI	Other	Total
Year ended March 31, 2007				
QSI Division	$ 7,081	$ 4,529	$ 1,615	$ 13,225
NextGen Division	34,867	12,520	15,505	62,892
Consolidated	$ 41,948	$ 17,049	$ 17,120	$ 76,117
Year ended March 31, 2006				
QSI Division	$ 6,939	$ 4,673	$ 1,524	$ 13,136
NextGen Division	24,185	8,583	7,152	39,920
Consolidated	$ 31,124	$ 13,256	$ 8,676	$ 53,056

The following table provides the number of billing sites which were receiving maintenance services as of the last business day of the year ended March 31, 2007 and 2006 respectively, as well as the number of billing sites receiving EDI services during the last month of each respective period at each division of our company. The table presents summary information only and includes billing entities added and removed for any reason. Note also that a single client may include one or multiple billing sites.

	NextGen		QSI		Consolidated	
	Maintenance	EDI	Maintenance	EDI	Maintenance	EDI
March 31, 2006	831	567	275	189	1,106	756
Billing sites added	178	232	4	11	182	243
Billing sites removed	(27)	(30)	(22)	(27)	(49)	(57)
March 31, 2007	982	769	257	173	1,239	942

Cost of revenue. Cost of revenue for the year ended March 31, 2007 increased 27.5% to $50.8 million from $39.8 million for the year ended March 31, 2006, while the cost of revenue as a percentage of net revenue declined to 32.3% from 33.4%. Our consolidated gross profit is affected by the level of hardware content included in system sales, the percentage of EDI revenue in our overall sales mix, and certain headcount expenses directly related to the cost of delivering our products and services. Consolidated gross profit is also affected by the higher margin revenues of the NextGen Division, which increased its share of total Company revenue to 89.4% from 87.0% in the prior year.

The following table details revenue and cost of revenue on a consolidated and divisional basis for the years ended March 31, 2007 and 2006:

	Year ended March 31,			
	2007	%	2006	%
QSI Division				
Revenue..........	$ 16,589	100.0%	$ 15,544	100.0%
Cost of revenue..	7,847	47.3	7,765	50.0
Gross profit.....	$ 8,742	52.7%	$ 7,779	50.0%
NextGen Division				
Revenue..........	$ 140,576	100.0%	$ 103,743	100.0%
Cost of revenue..	42,937	30.5	32,063	30.9
Gross profit.....	$ 97,639	69.5%	$ 71,680	69.1%
Consolidated				
Revenue..........	$ 157,165	100.0%	$ 119,287	100.0%
Cost of revenue..	50,784	32.3	39,828	33.4
Gross profit.....	$ 106,381	67.7%	$ 79,459	66.6%

Gross profit margins at the NextGen Division for the year ended March 31, 2007 increased to 69.5% from 69.1% primarily due to a decrease in the proportionate level of hardware and third party software content included in revenue. The QSI Division's gross profit margin increased to 52.7% from 50.0% between the years ended March 31, 2007 and 2006 primarily due to a decrease in the relative level of applicable headcount expense associated with delivering our products and services.

The following table details the individual components of cost of revenue and gross profit as a percentage of total revenue for our company and our two divisions:

	Hardware Third Party Software	Payroll and related Benefits	Outside Services, Amortization of Software Development Costs and Other	Total Cost of Revenue	Gross Profit
Year ended March 31,2007					
QSI Division	10.0%	17.3%	20.0%	47.3%	52.7%
NextGen Division	3.1	11.9	15.5	30.5	69.5
Consolidated	3.8%	12.4%	16.1%	32.3%	67.7%
Year ended March 31,2006					
QSI Division	9.8%	19.1%	21.1%	50.0%	50.0%
NextGen Division	4.6	11.8	14.5	30.9	69.1
Consolidated	5.3%	12.7%	15.4%	33.4%	66.6%

During the year ended March 31, 2007, hardware and third party software constituted a smaller portion of consolidated revenue compared to the same prior year period, driven principally both by the composition of NextGen Division revenue and NextGen Division revenue increasing its share of total Company revenue. This year over year reduction continued a previously identified trend and did not result from any change in emphasis on our part. The number of customers who purchase hardware and third party software and the dollar amount of hardware and third party software purchased fluctuates each quarter depending on the needs of the customers and is not a priority focus for us.

Our payroll and benefits expense associated with delivering our products and services decreased to 12.4% of consolidated revenue for the year ended March 31, 2007 compared to 12.7% during the prior year ended March 31, 2006. The absolute level of consolidated payroll and benefit expenses grew from $15.2 million in the twelve months ended March 31, 2006 to $19.6 million in the twelve months ended March 31, 2007, an increase of 29% or $4.4 million, primarily due to additions to related headcount, payroll and benefits expense associated with delivering products and services in the NextGen Division. Payroll and benefits expense associated with delivering products and services in the QSI Division declined on a percentage of revenue basis. The adoption of SFAS 123R in fiscal year 2007 added approximately $0.5 million in compensation to consolidated cost of revenue.

We anticipate continued additions to headcount in the NextGen Division in areas related to delivering products and services in future periods, but due to the uncertainties in the timing of our sales arrangements, our sales mix, the acquisition and training of qualified personnel, and other issues, we cannot accurately predict if related headcount expense as a percentage of revenue will increase or decrease in the future.
We do not currently intend to make any significant changes to related headcount at the QSI Division.

"Other", which consists of outside service costs, amortization of software development costs and other costs, increased to 16.1% of revenue during the year ended March 31, 2007 from 15.4% during the year ended March 31, 2006.

Should the NextGen Division continue to represent an increasing share of our revenue and should the NextGen Division continue to carry higher gross margins than the QSI Division, our consolidated gross margin percentages should increase to match more closely those of the NextGen Division.

As a result of the foregoing events and activities, our gross profit increased for the year period ending March 31, 2007 versus the prior year.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for the year ended March 31, 2007 increased 27.5% to $45.3 million as compared to $35.6 million for the year ended March 31, 2006. The increase resulted primarily from increases of $5.1 million in compensation expense and benefit expense in the NextGen Division, $0.9 million in commission expense in the NextGen Division, $1.9 million in other general and administrative expenses primarily in the NextGen Division and $1.8 million in increased corporate expenses. Approximately $1.4 million of the increase in year over year corporate expenses was salaries and related benefits.

The adoption of SFAS 123R in fiscal year 2007 added approximately $2.5 million in compensation expense to consolidated selling, general and administrative expenses and is included in the aforementioned amounts.

Selling, general and administrative expenses as a percentage of revenue decreased to 28.9% in the fiscal year ended March 31, 2007 from 29.8% in the fiscal period ended March 31, 2006 due to revenue growing at a faster rate than selling, general and administrative expenses.

We anticipate increased expenditures for trade shows, advertising and staff additions at the NextGen Division. We also anticipate increased expenditures at the corporate level related to headcount additions, compensation and professional service fees. While we expect selling, general and administrative expenses to increase on an absolute basis, we cannot accurately predict the effect these additional expenditures will have on selling, general, and administrative expenses as a percentage of revenue.

Research and Development Costs. Research and development costs for the years ended March 31, 2007 and 2006 were $10.2 million and $8.1 million, respectively. The increase in research and development costs was primarily due to increased investment in the NextGen product line. Additionally, the adoption of SFAS 123R in fiscal year 2007 added approximately $0.8 million in compensation expense to research and development costs net of amounts capitalized as software development. Additions to capitalized software costs offset research and development costs. For the year ended March 31, 2007, $5.0 million was added to capitalized software costs while $3.3 million was capitalized during the year ended March 31, 2006. Research and development costs as a percentage of net revenue decreased to 6.5% from 6.8% primarily due to revenue growing at a faster rate than the increase in research and development costs. Research and development costs are expected to continue at or above current levels.

Interest Income. Interest income for the year ended March 31, 2007 increased 56.8% to approximately $3.3 million compared with $2.1 million in the year ended March 31, 2006. The increase was primarily due to the effect of an increase in short term interest rates versus the prior year period as well as comparatively higher amounts available for investment during the fiscal year ended March 31, 2007. During the fourth quarter of fiscal year 2007, we paid a dividend of $27.1 million, which reduced the amount of funds available for investment during this period. During the fourth quarter of fiscal year 2006, we paid a dividend of approximately $23.4 million, which reduced the amount of funds available for investment during such period.

Provision for Income Taxes. The provision for income taxes for the year ended March 31, 2007 was approximately $21.0 million as compared to approximately $14.6 million for the prior year. The effective tax rates for fiscal 2007 and 2006 were 38.7% and 38.5%, respectively. The provision for income taxes for the years ended March 31, 2007 and 2006 differs from the combined statutory rates primarily due to the impact of varying state income tax rates, research and development tax credits, and the qualified production activities deduction. The effective rate for the year ended March 31, 2007 also includes an increase in benefit from the qualified production activities deduction, which was mostly offset by non-deductible option expense related to incentive stock options.

During the year ended March 31, 2007 and 2006, we claimed research and development tax credits of approximately $0.8 million in both years. The Company also claimed the qualified production activities deduction under Section 199 of the Internal Revenue Code, of approximately $1.5 million and $0.8 million during the years ended March 31, 2007 and 2006, respectively. Research and development credits and the qualified production activities income deduction taken by us involve certain assumptions and judgments regarding qualification of expenses under the relevant tax code provision.

Liquidity and Capital Resources

The following table presents selected financial statistics and information for each of the years ended March 31, 2008, 2007 and 2006:

	Year Ended March 31,		
	2008	2007	2006
Cash and cash equivalents................	$ 59,046	$ 60,028	$ 57,225
Net (decrease) increase in cash and cash equivalents.............................	$ (982)	$ 2,803	$ 6,068
Net income..............................	$ 40,078	$ 33,232	$ 23,322
Net cash provided by operations during the year.	$ 43,599	$ 29,570	$ 30,678
Number of days of sales outstanding......	136	129	115

Cash Flow from Operating Activities

Cash provided by operations has historically been our primary source of cash and has primarily been driven by our net income and secondarily by non-cash expenses including depreciation, amortization of capitalized software, provisions for bad debts and inventory obsolescence, and stock option expenses.

The following table summarizes our statement of cash flows for the years ended March 31, 2008, 2007 and 2006:

	Year Ended March 31,		
	2008	2007	2006
Net income.............................	$ 40,078	$ 33,232	$ 23,322
Non-cash expenses......................	11,299	8,977	4,140
Gain on life insurance proceeds, net.....	(755)	-	-
Tax benefit from exercise of stock options, net....................................	65	167	4,831
Change in deferred revenue..............	5,447	3,532	10,439
Change in accounts receivable...........	(13,811)	(20,760)	(12,484)
Change in other assets and liabilities...	1,276	4,422	430
Net cash provided by operating activities...	$ 43,599	$ 29,570	$ 30,678

Net Income. As referenced in the above table, net income makes up the majority of our cash generated from operations for the years ended March 31, 2008, 2007 and 2006. Our NextGen Division's contribution to net income has increased each year due to that division's operating income increasing more quickly than our company as a whole.

Non-Cash Expenses. Non-cash expenses include depreciation, amortization of capitalized software, provisions for bad debts and inventory obsolescence, and stock option expenses. Total non-cash expenses increased by approximately $11.3 million, $9.0 million and $4.1 million for the years ended March 31, 2008, 2007 and 2006, respectively. The change for the year ended March 31, 2008 is primarily related to a $3.8 million increase in stock option expenses related to our application of SFAS 123R, a $2.4 million increase in depreciation, $4.1 million in amortization of capitalized software costs, and a $1.2 million increase in the provision for bad debts.

Tax Benefits From Stock Options. Although the value of stock options exercised by employees grew in the year ended March 31, 2008 and 2007, our application of SFAS 123R required excess tax benefits of $1.3 million and $2.5 million, respectively, to be reclassed to financing activities, resulting in a net decrease in the years ended March 31, 2008 and 2007.

Deferred Revenue. Cash from operations benefited significantly from increases in deferred revenue primarily due to an increase in the volume of implementation and maintenance services invoiced by the NextGen Division which had not yet been rendered or recognized as revenue. This benefit is offset by the increase in unpaid deferred revenue. Deferred revenue grew by approximately $5.4 million for the year ended March 31, 2008 versus growth of $3.5 million for the year ended March 31, 2007, resulting in increases to cash provided by operating activities for the respective periods.

Accounts Receivable. Accounts receivable grew by approximately $13.8 million, $20.8 million and $12.5 million for the years ended March 31, 2008, 2007 and 2006, respectively. The increase in accounts receivable in the periods is due to the following factors:

- NextGen Division revenue grew 21.3%, 35.5% and 41.0% for the years ended March 31, 2008, 2007 and 2006, respectively;
- We experienced an increase in the volume of undelivered services billed in advance by the NextGen Division which were unpaid as of the end of each period and included in accounts receivable. This resulted in an increase in both deferred revenue and accounts receivable of approximately $4.9 million, $6.4 million and $4.4 million for the years ended March 31, 2008, 2007 and 2006, respectively; and
- The NextGen Division constituted a larger percentage of our receivables at March 31, 2008 compared to March 31, 2007. Turnover of accounts receivable in the NextGen Division is slower than the QSI Division due to the fact that the majority of the QSI Division's revenue is coming from maintenance and EDI services which typically have shorter payment terms than systems sales related revenue which historically have accounted for a major portion of NextGen Division sales.

The turnover of accounts receivable measured in terms of days sales outstanding (DSO) fluctuated during the year and increased from 129 days to 136 days during the year ended March 31, 2008 primarily due to the above mentioned factors.

If amounts included in both accounts receivable and deferred revenue were netted, our turnover of accounts receivable expressed as DSO would be 85 days as of March 31, 2008 and 81 days as of March 31, 2007. Provided turnover of accounts receivable, deferred revenue, and profitability remain consistent with the year ended March 31, 2008, we anticipate being able to continue to generate cash from operations during fiscal 2009 primarily from our net income.

Cash flows from investing activities

Net cash used in investing activities for the year ended March 31, 2008, 2007 and 2006 was $30.2 million, $8.3 million and $5.7 million, respectively. The increase in cash used in investing activities is a result of the Company's net purchases of current investments in ARS of approximately $22.6 million, net of unrealized loss of $0.3 million as of March 31, 2008. These ARS are classified as current and non current investments on the accompanying Consolidated Balance Sheets. In addition to purchases and sales of marketable securities, net cash used in investing activities for the year ended March 31, 2008 consisted of additions to equipment and improvements and capitalized software. Net cash used in investing activities for the years ended March 31, 2007 and 2006 consisted of additions to equipment and improvements and capitalized software.

Cash flows from financing activities

Net cash used in financing activities for the year ended March 31, 2008 was $14.4 million and consisted of a dividend paid to shareholders of $20.5 million offset by $4.8 million of proceeds from the exercise of stock options. We recorded a reduction in income tax liability of $1.3 million related to excess tax deductions received from employee stock option exercises. The benefit was recorded as additional paid in capital.

Cash and cash equivalents and marketable securities

At March 31, 2008, we had cash and cash equivalents of $59.0 million and marketable securities of $22.6 million. We intend to expend some of these funds for the development of products complementary to our existing product line as well as new versions of certain of our products. These developments are intended to take advantage of more powerful technologies and to increase the integration of our products. We have no additional significant current capital commitments.

In January 2007, our Board of Directors adopted a policy whereby we intend to pay a regular quarterly dividend of $0.25 per share on our outstanding common stock commencing with conclusion of our first fiscal quarter of 2008 (June 30, 2007) and continuing each fiscal quarter thereafter, subject to further review and approval as well as establishment of record and distribution dates by our Board of Directors prior to the declaration of each such quarterly dividend. We anticipate that future quarterly dividends, if and when declared by the Board pursuant to this policy, would likely be distributable on or about the fifth day of each of the months of October, January, April and July.

On May 31, 2007, our Board of Directors approved a quarterly dividend of twenty-five cents ($0.25) per share payable on its outstanding shares of common stock. The cash dividend record date was June 15, 2007 and was distributed to shareholders on or about July 5, 2007.

On July 31, 2007, our Board of Directors approved a quarterly dividend of twenty-five cents ($0.25) per share payable on its outstanding shares of common stock. The cash dividend record date was September 14, 2007 and was distributed to shareholders on or about October 5, 2007.

On October 25, 2007, the Board approved a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of December 14, 2007 with an expected distribution date on or about January 7, 2008.

On January 30, 2008, the Board approved a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of March 14, 2008 with an expected distribution date on or about April 7, 2008.

On May 20, 2008, the Company acquired HSI. The acquisition resulted in HSI becoming a wholly owned subsidiary of QSI. The purchase price consists of approximately $15.4 million plus up to approximately $1.6 million in incentives tied to future performance. The $15.4 million consists of approximately equal parts of cash and restricted QSI common stock, subject to restrictions on resale lapsing over a two year period.

On May 29, 2008, the Board approved a quarterly cash dividend of $0.25 per share on our outstanding shares of common stock, payable to shareholders of record as of June 13, 2008 with an expected distribution date on or about July 2, 2008.

Management believes that its cash and cash equivalents on hand at March 31, 2008, together with its marketable securities and cash flows from operations, if any, will be sufficient to meet its working capital and capital expenditure requirements as well as any dividends paid in the ordinary course of business for the balance of fiscal 2009.

Contractual Obligations. The following table summarizes our significant contractual obligations at March 31, 2008, and the effect that such obligations are expected to have on our liquidity and cash in future periods:

Contractual Obligations – Non-cancelable lease obligations		(in thousands)
Year Ending March 31,		
2009	$	3,156
2010	$	3,131
2011	$	3,164
2012	$	1,716
2013 and beyond	$	942
	$	12,109

New Accounting Pronouncements

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, "The Hierarchy of Generally Accepted Accounting Principles (SFAS 162)". SFAS No. 162 defines the order in which accounting principles that are generally accepted should be followed. SFAS No. 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board ("PCAOB") amendments to AU Section 411, *The Meaning of* Present Fairly in Conformity with Generally Accepted Accounting Principles. We do not expect the adoption of SFAS No. 162 to have a material impact on our consolidated financial statements.

In April 2008, the FASB finalized Staff Position (FSP) No. 142-3, "Determination of the Useful Life of Intangible Assets". The position amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB SFAS No. 142, *Goodwill and Other Intangible Assets.* The position applies to intangible assets that are acquired individually or with a group of other assets and both intangible assets acquired in business combinations and asset acquisitions. FSP 142-3 is effective for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Management is currently evaluating the impact of the pending adoption of FSP 142-3 on the consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised 2007), "Business Combinations" (SFAS 141R). SFAS 141(R) retains the fundamental requirements of the original pronouncement requiring that the purchase method be used for all business combinations. SFAS 141(R) defines the acquirer as the entity that obtains control of one or more businesses in the business combination, establishes the acquisition date as the date that the acquirer achieves control and requires the acquirer to recognize the assets acquired, liabilities assumed and any noncontrolling interest at their fair values as of the acquisition date. In addition, SFAS 141(R) requires expensing of acquisition-related and restructure-related costs, remeasurement of earn out provisions at fair value, measurement of equity securities issued for purchase at the date of close of the transaction and non-expensing of in-process research and development related intangibles. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. This pronouncement will be applied by the Company when it becomes effective and when or if the Company effectuates a business combination, otherwise there is no impact on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of SFAS No. 115", (SFAS 159) which applies to all entities with available-for-sale and trading securities. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FASB Statement No. 157, "Fair Value Measurements". The Company plans to adopt SFAS 159 effective April 1, 2008 and is in the process of determining the effect, if any, the adoption of SFAS 159 will have on its consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" (SFAS 157), which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact, if any; the adoption of this standard will have on its consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS

We maintain investments in tax exempt municipal Auction Rate Securities (ARS) which are classified as current and non-current marketable securities on the Company's Consolidated Balance Sheets. A small portion of the Company's portfolio is invested in closed-end funds which invest in tax exempt municipal auction rate securities. At March 31, 2008, we had approximately $22.6 million of ARS on our Consolidated Balance Sheets. The ARS are rated by one or more national rating agencies and have contractual terms of up to 30 years, but generally have interest rate reset dates that occur every 7, 28 or 35 days.

Despite the underlying long-term maturity of ARS, such securities were priced and subsequently traded as short-term investments because of the interest rate reset feature. If there are insufficient buyers, the auction is said to "fail" and the holders are unable to liquidate the investments through auction. A failed auction does not result in a default of the debt instrument. The securities will continue to accrue interest and be auctioned until the auction succeeds, the issuer calls the securities, or the securities mature. In February 2008, the Company began to experience failed auctions on its ARS and auction rate preferred securities. To determine their estimated fair values at March 31, 2008, factors including credit quality, the likelihood of redemption, and yields or spreads of fixed rate municipal bonds or other trading instruments issued by the same or comparable issuers were considered. Based on these factors, a temporary impairment of $326 was recorded to accumulated other comprehensive loss in the accompanying consolidated financial statements as of March 31, 2008. If the Company sells any of the ARS, prior to maturity, at an amount below original purchase value, or if it becomes probable that the Company will not receive 100% of the principal and interest from the issuer as to any of the ARS, the Company will be required to recognize an other-than-temporary impairment charge against net income. Based on our ability to access our cash and other short-term investments, our expected operating cash flows, and our other sources of cash, we do not anticipate the current lack of liquidity on these investments to have a material impact on our financial condition or results of operation.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our Financial Statements identified in the Index to Financial Statements appearing under "Item 15. Exhibits and Financial Statement Schedules" of this report are incorporated herein by reference to Item 15.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have concluded, based on their evaluation as of March 31, 2008, that the design and operation of our "disclosure controls and procedures" (as defined in Rule 13a-15(e) under the Exchange Act) are effective to provide reasonable assurance that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, including to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding whether or not disclosure is required.

Changes in Internal Control over Financial Reporting

During the quarter ended March 31, 2008, there were no changes in our "internal control over financial reporting" (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of March 31, 2008.

Our internal control over financial reporting is supported by written policies and procedures, that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of our company are being made only in accordance with authorizations of our management and directors; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of inherent limitations in all control systems, no matter how well designed, no evaluation of controls can provide absolute assurance that all control issues within the Company have been or will be detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our independent registered public accounting firm has audited the effectiveness of our internal control over financial reporting as of March 31, 2008 as stated in their report that is included herein.

ITEM 9B. OTHER INFORMATION

We have experienced legal claims by parties asserting that we have infringed their intellectual property rights. We believe that these claims are without merit and intend to defend against them vigorously; however, we could incur substantial costs and diversion of management resources defending any infringement claim - even if we are ultimately successful in the defense of such matter. Litigation is inherently uncertain and always difficult to predict. We refer you to the discussion of infringement and litigation risks in our Risk Factors section of this Report.

Part III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 is incorporated herein by reference from our definitive proxy statement for our 2008 annual shareholders' meeting to be filed with the Commission.

ITEM 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated herein by reference from our definitive proxy statement for our 2008 annual shareholders' meeting to be filed with the Commission.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 is incorporated herein by reference from our definitive proxy statement for our 2008 annual shareholders' meeting to be filed with the Commission.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 is incorporated herein by reference from our definitive proxy statement for our 2008 annual shareholders' meeting to be filed with the Commission.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 is incorporated herein by reference from our definitive proxy statement for our 2008 annual shareholders' meeting to be filed with the Commission.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) Index to Financial Statements:

(2) The following financial statement schedule for the years ended March 31, 2008, March 31, 2007 and 2008, read in conjunction with the financial statements of Quality Systems, Inc., is filed as part of this Annual Report on Form 10-K.

Schedules other than that listed above have been omitted since they are either not required, not applicable, or because the information required is included in the financial statements or the notes thereto.

(3) The exhibits listed in the Index to Exhibits hereof are attached hereto or incorporated herein by reference and filed as a part of this Report.

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Restated Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California on September 8, 1989, are hereby incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Registration No. 333-00161) filed January 11, 1996.
3.2	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 4, 2005, is hereby incorporated by reference to Exhibit 3.1.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
3.3	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective October 6, 2005 is hereby incorporated by reference to Exhibit 3.01 of the registrant's Current Report on Form 8-K filed October 11, 2005.
3.4	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 3, 2006 is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed March 6, 2006.
3.5	Amended and Restated Bylaws of Quality Systems, Inc., as amended and restated effective May 25, 2005, are hereby incorporated by reference to Exhibit 3.6 of the registrant's Annual Report on Form 10K for the year ended March 31, 2005.
3.6	Certificate of Amendment of Bylaws of the Company effective September 20, 2006 is hereby incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed September 25, 2006.
3.7	Amended Exhibit A to Amended and Restated Bylaws, adopted by the registrant's Board of Directors on May 31, 2007, is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed June 5, 2007.
3.8	Amended and Restated Bylaws of Quality Systems, Inc., effective May 29, 2008 is hereby incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed June 2, 2008.
10.1*	Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.10.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
10.2*	Form of Incentive Stock Option Agreement for Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.

Exhibit Number	Description
10.3*	Form of Non-Qualified Stock Option Agreement for Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10Q for the quarter ended September 20, 2004.
10.4*	2005 Stock Option and Incentive Plan are incorporated by reference to Exhibit 10.01 to the registrant's Current Report on Form 8-K filed October 5, 2005.
10.5*	Form of Nonqualified Stock Option Agreement for 2005 Stock Incentive Plan is incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed June 5, 2007.
10.6*	Form of Incentive Stock Option Agreement for 2005 Stock Incentive Plan is incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed June 5, 2007.
10.7*	1993 Deferred Compensation Plan is hereby incorporated by reference to Exhibit 10.5 to the registrant's Annual Report on Form 10-KSB for the year ended March 31, 1994.
10.8*	1998 Employee Stock Contribution Plan is hereby incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-8 (Registration No. 333-63131).
10.9*	Employment Agreement dated July 20, 2000 between Quality Systems, Inc. and Lou Silverman is hereby incorporated by reference to Exhibit 10.18 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
10.10*	Form of Indemnification Agreement for directors and executive officers authorized January 27, 2005 is hereby incorporated by reference to Exhibit 10.6.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
10.11	Lease Agreement between Company and Tower Place, L.P. dated November 15, 2000, commencing February 5, 2001 is hereby incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.12	Fourth Amendment to lease agreement between the Company and Tower Place, L.P. dated September 22, 2005 is incorporated by reference to Exhibit 10.24 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.
10.13	Fifth Amendment to lease agreement between the Company and Tower Place, L.P. dated January 31, 2007 is incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.

Exhibit Number	Description
10.14	Lease Agreement between Company and Orangewood Business Center Inc. dated April 3, 2000, amended February 22, 2001, is hereby incorporated by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.15	Lease Agreement between the Company and HUB Properties LLC dated May 8, 2002 is hereby incorporated by reference to Exhibit 10.18 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
10.16	Second Amendment to Office Lease agreement between the Company and HUB Properties LLC dated February 14, 2006 is incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.
10.17	Amended and Restated Second Amendment to Office Lease agreement between the Company and HUB Properties LLC dated May 31, 2006 is incorporated by reference to Exhibit 10.17 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.18	Lease Agreement between the Company and Lakeshore Towers Limited Partnership Phase IV, a California limited partnership, dated September 15, 2004 is hereby incorporated by reference to Exhibit 10.19 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
10.19	Lease agreement between the Company and Von Karman Michelson Corporation dated September 6, 2005 is incorporated by reference to Exhibit 10.23 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.
10.20	Office lease between the Company and SLTS Grand Avenue, L.P. dated May 3, 2006 is incorporated by reference to Exhibit 10.20 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.21*	Board Service Agreement between the Company and Lou Silverman is incorporated by reference to Exhibit 10.2.1 to the registrant's Current Report of Form 8-K, dated May 31, 2005.
10.22*	Board Service Agreement between the Company and Patrick Cline is incorporated by reference to Exhibit 10.2.1 to the registrant's Current Report of Form 8-K dated May 31, 2005.
10.23*	Director Compensation Program approved May 25, 2006 is incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed May 30, 2006.
10.24	Settlement Agreement dated as of August 8, 2006 between the registrant and Ahmed Hussein is incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed August 9, 2006.

Exhibit Number	Description
10.25*	Description of Compensation Program for Named Executive Officers for Fiscal Year Ended March 31, 2008 is incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.26*	Description of Compensation Program for Named Executive Officers for Fiscal Year Ending March 31, 2007 is incorporated by reference to Exhibit 10.26 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.27	Agreement and Plan of Merger dated May 16, 2008 by and among Quality Systems, Inc., Bud Merger Sub, LLC and Lackland Acquisition II, LLC.**
10.28	Office lease between the Company and Lakeshore Towers Limited Partnership Phase **II, a California limited partnership,** dated October 18, 2007.**
10.29	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated November 28, 2001.**
10.30	First Amendment to Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005.**
10.31	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and InfoNow Solutions of St. Louis, LLC, dated November 28, 2001.**
10.32	Second Amendment to Service Center Lease Agreement between the TM Properties, LLC, successor to the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005.**
10.33	Assignment of Lease between InfoNow Solutions of St. Louis, Lackland Acquisition II, LLC and TM Properties, LLC dated August 17, 2005.**
21	List of subsidiaries**
23	Consent of Independent Registered Public Accounting Firm – Grant Thornton LLP **
31.1	Certification of Principal Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **
31.2	Certification of Principal Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **

Exhibit Number	Description
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **

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* This exhibit is a management contract or a compensatory plan or arrangement.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman,
President and Chief Executive Officer

Date: June 10, 2008

KNOW ALL PERSONS BY THESE PRESENTS, that each of the persons whose signature appears below hereby constitutes and appoints Louis E. Silverman and Paul A. Holt, each of them acting individually, as his attorney-in-fact, each with the full power of substitution, for him in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming our signatures as they may be signed by our said attorney-in-fact and any and all amendments to this Annual Report on Form 10-K.

Pursuant to the requirement of the Securities Exchange Act of 1934, this Report has been signed by the following persons on our behalf in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Sheldon Razin Sheldon Razin	Chairman of the Board and Director	May 29, 2008
/s/ Louis E. Silverman Louis E. Silverman	President and Chief Executive Officer (Principal Executive Officer) and Director	May 29, 2008
/s/ Paul A. Holt Paul A. Holt	Chief Financial Officer (Principal Financial Officer) and Secretary	May 29, 2008
/s/ Patrick B. Cline Patrick B. Cline	President, NextGen Healthcare Information Systems Division, and Director	May 29, 2008
Ibrahim Fawzy	Director	

Signature	Title	Date
/s/ Edwin Hoffman Edwin Hoffman	Director	May 29, 2008
 Ahmed Hussein	Director	
/s/ Vincent J. Love Vincent J. Love	Director	May 29, 2008
/s/ Russell Pflueger Russell Pflueger	Director	May 29, 2008
/s/ Steven T. Plochocki Steven T. Plochocki	Director	May 29, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Quality Systems, Inc.

We have audited the accompanying consolidated balance sheets of Quality Systems, Inc. as of March 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years ended March 31, 2008. Our audits of the basic financial statements included the financial statement Schedule II listed in the index appearing under Item 15 (a)(2). These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Quality Systems, Inc. as of March 31, 2008 and 2007 and the results of its operations and its cash flows for each of the three years ended March 31, 2008 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement Schedule II, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the Consolidated Financial Statements, the Company changed its method of accounting for share-based compensation as a result of adopting Statement of Financial Accounting Standards No. 123R, "Share-Based Payment", effective April 1, 2006.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Quality Systems, Inc.'s internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 5, 2008, expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Irvine, California
June 5, 2008

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Quality Systems, Inc.

We have audited Quality Systems, Inc.'s internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Quality Systems, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Quality Systems, Inc. Management's Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on Quality Systems, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. In our opinion, Quality Systems, Inc. maintained, in all material respects, effective internal control over financial reporting as of March 31, 2008, based on criteria established in *Internal Control – Integrated Framework* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Quality Systems, Inc. as of March 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years ended March 31, 2008, and our report dated June 5, 2008 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Irvine, California
June 5, 2008

QUALITY SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	March 31, 2008	March 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 59,046	$ 60,028
Marketable securities	2,500	-
Accounts receivable, net	76,585	63,945
Inventories, net	1,024	1,175
Net current deferred tax assets	6,397	3,443
Other current assets	4,596	4,507
Total current assets	150,148	133,098
Marketable securities	20,124	-
Equipment and improvements, net	4,773	5,029
Capitalized software costs, net	8,852	6,982
Net deferred tax assets	-	1,180
Goodwill	1,840	1,840
Other assets	2,171	2,552
Total assets	$ 187,908	$ 150,681
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,685	$ 5,246
Deferred revenue	44,389	38,774
Accrued compensation and related benefits	8,346	6,521
Income taxes payable	1,541	315
Dividends payable	6,861	-
Other current liabilities	4,394	5,626
Total current liabilities	70,216	56,482
Deferred revenue, net of current	506	674
Net deferred tax liabilities	1,575	-
Deferred compensation	1,906	2,279
Total liabilities	74,203	59,435
Commitments and contingencies		

Shareholders' equity:		
Common stock		
$0.01 par value; authorized 50,000 shares; issued and outstanding 27,448 and 27,123 shares at March 31, 2008 and March 31, 2007, respectively............	274	271
Additional paid-in capital..........................	75,556	65,666
Retained earnings..................................	. 38,071	25,309
Accumulated other comprehensive loss................	(196)	-
Total shareholders' equity..................	113,705	91,246
Total liabilities and shareholders' equity...	$ 187,908	$ 150,681

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

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE DATA)

	Fiscal Year Ended		
	March 31, 2008	March 31, 2007	March 31, 2006
Revenues:			
Software, hardware and supplies	$ 76,363	$ 68,871	$ 54,938
Implementation and training services	13,406	12,177	11,293
System sales	89,769	81,048	66,231
Maintenance	56,455	41,948	31,124
Electronic data interchange services	22,450	17,049	13,256
Other services	17,826	17,120	8,676
Maintenance, EDI and other services	96,731	76,117	53,056
Total revenue	186,500	157,165	119,287
Cost of revenue:			
Software, hardware and supplies	10,887	8,453	8,148
Implementation and training services	10,341	8,535	8,088
Total cost of system sales	21,228	16,988	16,236
Maintenance	12,446	11,834	9,330
Electronic data interchange services	15,776	12,181	8,569
Other services	13,051	9,781	5,693
Total cost of maintenance and other services	41,273	33,796	23,592
Total cost of revenue	62,501	50,784	39,828
Gross profit	123,999	106,381	79,459
Operating expenses:			
Selling, general and administrative	53,260	45,337	35,554
Research and development costs	11,350	10,166	8,087
Total operating expenses	64,610	55,503	43,641
Income from operations	59,389	50,878	35,818
Interest income	2,661	3,306	2,108
Other income	953	-	-
Income before provision for income taxes	63,003	54,184	37,926
Provision for income taxes	22,925	20,952	14,604

Net income	$ 40,078	$ 33,232	$ 23,322
Net income per share:			
Basic	$ 1.47	$ 1.24	$ 0.88
Diluted	$ 1.44	$ 1.21	$ 0.85
Weighted average shares outstanding:			
Basic	27,298	26,882	26,413
Diluted	27,770	27,550	27,356
Dividends declared per common share	$ 1.00	$ 1.00	$ 0.875

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

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(IN THOUSANDS)

	Common Stock					Accumulated Other	Total
	Shares	Amount	APIC	Retained Earnings	Deferred Compensation	Comprehensive Loss	Shareholders Equity
Balance, March 31, 2005	26,222	$ 262	$44,368	$19,213	$ (1,112)	$ -	$ 62,731
Exercise of stock options	489	5	4,476	-	-	-	4,481
Tax benefit resulting from exercise of stock options........	-	-	4,831	-	-	-	4,831
Stock based compensation...	-	-	-	-	428	-	428
Dividends declared.......	-	-	-	(23,384)	-	-	23,384)
Net income.........	-	-	-	23,322	-	-	23,322
Balance, March 31, 2006	26,711	267	53,675	19,151	(684)	-	72,409
Reclass of deferred compensation upon adoption of SFAS 123R..........	-	-	(684)	-	684	-	-
Exercise of stock options	412	4	6,058	-	-	-	6,062
Tax benefit resulting from exercise of stock options........	-	-	2,694	-	-	-	2,694
Stock based compensation...	-	-	3,923	-	-	-	3,923
Dividends declared......	-	-	-	(27,074)	-	-	(27,074)
Net income.........	-	-	-	33,232	-	-	33,232
Balance, March 31, 2007	27,123	271	65,666	25,309	-	-	91,246
Exercise of stock options	325	3	4,757	-	-	-	4,760
Tax benefit resulting from exercise of stock options........	-	-	1,376	-	-	-	1,376
Stock based compensation...	-	-	3,757	-	-	-	3,757
Dividends declared......	-	-	-	(27,316)	-	-	(27,316)
Net income.........	-	-	-	40,078	-	-	40,078

Unrealized loss on marketable securities, net of tax.........	-	-	-	-	-	(196)	(196)
Balance, March 31, 2008	27,448	$ 274	$75,556	$38,071	$ -	$ (196)	$ 113,705

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

QUALITY SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

	Fiscal Year Ended		
	March 31, 2008	March 31, 2007	March 31, 2006
Cash flows from operating activities:			
Net income	$ 40,078	$ 33,232	$ 23,322
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	2,369	1,950	1,368
Amortization of capitalized software costs	4,149	3,231	2,460
Gain on life insurance proceeds, net	(755)	-	-
Provision for bad debts	1,171	1,480	1,181
Provision for inventory obsolescence	52	35	179
Non-cash stock-based compensation	3,757	3,923	428
Deferred income taxes	(199)	(1,642)	(1,476)
Tax benefit from exercise of stock options	1,376	2,694	4,831
Excess tax benefit from share-based compensation	(1,311)	(2,527)	-
Changes in assets and liabilities:			
Accounts receivable	(13,811)	(20,760)	(12,484)
Inventories	99	(649)	220
Income tax receivable	-	1,195	(1,180)
Other current assets	(89)	(1,595)	(1,235)
Other assets	381	(594)	(354)
Accounts payable	(561)	2,312	650
Deferred revenue	5,447	3,532	10,439
Accrued compensation and related benefits	1,825	1,031	2,054
Income taxes payable	1,226	315	-
Other current liabilities	(1,232)	1,814	(209)
Deferred compensation	(373)	593	484
Net cash provided by operating activities	43,599	29,570	30,678
Cash flows from investing activities:			
Additions to capitalized software costs	(6,019)	(5,042)	(3,297)
Additions to equipment and improvements	(2,113)	(3,240)	(2,410)
Purchases of marketable securities	91,825	-	-
Sales of marketable securities	(114,645)	-	-
Proceeds from life insurance policy, net	755	-	-
Net cash used in investing activities	(30,197)	(8,282)	(5,707)
Cash flows from financing activities:			
Dividends paid	(20,455)	(27,074)	(23,384)
Excess tax benefit from share-based compensation	1,311	2,527	-
Proceeds from the exercise of stock options	4,760	6,062	4,481
Net cash used in financing activities	(14,384)	(18,485)	(18,903)
Net (decrease) increase in cash and cash equivalents	(982)	2,803	6,068
Cash and cash equivalents at beginning of year	60,028	57,225	51,157

Cash and cash equivalents at end of year.......	$ 59,046	$ 60,028	$ 57,225
Supplemental disclosures of cash flow information:			
Cash paid during the year for income taxes, net of refunds..............................	$ 20,546	$ 18,360	$ 11,022
Non-cash investing and financing activities:			
Unrealized loss on marketable securities....	$ (326)	$ -	$ -
Dividends declared and accrued..............	$ 6,861	$ -	$ -

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

1. Description of Business

Quality Systems, Inc., comprised of the QSI Division (QSI Division) and a wholly-owned subsidiary, NextGen Healthcare Information Systems, Inc. (NextGen Division) (collectively, the Company), develops and markets proprietary healthcare information systems for a wide range of entities including medical and dental group practices, community health centers, physician hospital organizations, management service organizations, and dental schools. The Company's software systems include general patient information, appointment scheduling, billing, insurance claims submission and processing, managed care plan implementation and referral management, treatment planning, drug formularies, electronic patient records, dental charting and letter generation. In addition to providing fully integrated solutions, the Company offers its clients comprehensive hardware and software maintenance and support services, system training services and Electronic Data Interchange (EDI) services which provide a variety of connectivity services to and between patients, providers and payors. The Company's principal administrative, accounting and QSI Division operations are located in Irvine, California. The principal office of the NextGen Division is located in Horsham, Pennsylvania.

On January 31, 2006, the Board of Directors declared a 2-for-1 stock split with respect to the Company's outstanding shares of common stock. The stock split record date was March 3, 2006 and the stock began trading post split on March 27, 2006. On February 2, 2005, the Board of Directors declared a 2-for-1 stock split with respect to the Company's outstanding shares of common stock. The stock split record date was March 4, 2005 and the stock began trading post split on March 28, 2005.

References to share and per share data contained in the consolidated financial statements and notes to the consolidated financial statements have been retroactively adjusted to reflect the stock splits.

2. Summary of Significant Accounting Policies

Principles of Consolidation. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. All significant intercompany accounts and transactions have been eliminated.

Basis of Presentation. The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

References to dollar amounts in the consolidated financial statement sections are in thousands, except per share data, unless otherwise specified.

Revenue Recognition. The Company recognizes revenue pursuant to Statement of Position No. 97-2, "Software Revenue Recognition" (SOP 97-2), as amended by Statement of Position No. 98-9 "Modification of SOP 97-2, Software Revenue Recognition" (SOP 98-9). The Company generates revenue from the sale of licensing rights to its software products directly to end-users and value-added resellers (VARs). The Company also generates revenue from sales of hardware and third party software, implementation, training, EDI, post-contract support (maintenance) and other services performed for customers who license its products.

A typical system contract contains multiple elements of the above items. SOP 98-9 requires revenue earned on software arrangements involving multiple elements to be allocated to each element based on the relative fair values of those elements. The fair value of an element must be based on vendor specific objective evidence (VSOE). The Company limits its assessment of VSOE for each element to either the price charged when the same element is sold separately (using a rolling average of stand alone transactions) or the price established by management having the relevant authority to do so, for an element not yet sold separately. VSOE calculations are updated and reviewed quarterly or annually depending on the nature of the product or service.

When evidence of fair value exists for the delivered and undelivered elements of a transaction, then discounts for individual elements are aggregated and the total discount is allocated to the individual elements in proportion to the elements' fair value relative to the total contract fair value.

When evidence of fair value exists for the undelivered elements only, the residual method, provided for under SOP 98-9, is used. Under the residual method, the Company defers revenue related to the undelivered elements in a system sale based on VSOE of fair value of each of the undelivered elements, and allocates the remainder of the contract price net of all discounts to revenue recognized from the delivered elements. If VSOE of fair value of any undelivered element does not exist, all revenue is deferred until VSOE of fair value of the undelivered element is established or the element has been delivered.

The Company bills for the entire contract amount upon contract execution except for maintenance which is billed separately. Amounts billed in excess of the amounts contractually due are recorded in accounts receivable as advance billings. Amounts are contractually due when services are performed or in accordance with contractually specified payment dates. Provided the fees are fixed and determinable and collection is considered probable, revenue from licensing rights and sales of hardware and third party software is generally recognized upon shipment and transfer of title. In certain transactions where collections risk is high, the cash basis method is used to recognize revenue. If the fee is not fixed or determinable, then the revenue recognized in each period (subject to application of other revenue recognition criteria) will be the lesser of the aggregate of amounts due and payable or the amount of the arrangement fee that would have been recognized if the fees were being recognized using the residual method. Fees which are considered fixed or determinable at the inception of the Company's arrangements must include the following characteristics:

- The fee must be negotiated at the outset of an arrangement, and generally be based on the specific volume of products to be delivered without being subject to change based on variable pricing mechanisms such as the number of units copied or distributed or the expected number of users.
- Payment terms must not be considered extended. If a significant portion of the fee is due more than 12 months after delivery or after the expiration of the license, the fee is presumed not fixed and determinable.

Revenue from implementation and training services is recognized as the corresponding services are performed. Maintenance revenue is recognized ratably over the contractual maintenance period.

Contract accounting is applied where services include significant software modification, development or customization. In such instances, the arrangement fee is accounted for in accordance with Statement of Position No. 81-1 "Accounting for Performance of Construction-Type and Certain Production-Type Contracts" (SOP 81-1). Pursuant to SOP 81-1, the Company uses the percentage of completion method provided all of the following conditions exist:

- the contract includes provisions that clearly specify the enforceable rights regarding goods or services to be provided and received by the parties, the consideration to be exchanged, and the manner and terms of settlement;
- the customer can be expected to satisfy its obligations under the contract;
- the Company can be expected to perform its contractual obligations; and
- reliable estimates of progress towards completion can be made.

The Company measures completion using labor input hours. Costs of providing services, including services accounted for in accordance with SOP 81-1, are expensed as incurred.

If a situation occurs in which a contract is so short term that the financial statements would not vary materially from using the percentage-of-completion method or in which the Company is unable to make reliable estimates of progress of completion of the contract, the completed contract method is utilized.

Individual product returns are estimated in accordance with Statement of Financial Accounting Standards No. 48, "Revenue Recognition When Right of Return Exists" (SFAS 48). The Company also ensures that the other criteria in SFAS 48 have been met prior to recognition of revenue:

- the price is fixed or determinable;
- the customer is obligated to pay and there are no contingencies surrounding the obligation or the payment;
- the customer's obligation would not change in the event of theft or damage to the product;
- the customer has economic substance;
- the amount of returns can be reasonably estimated; and
- the Company does not have significant obligations for future performance in order to bring about resale of the product by the customer.

The Company has historically offered short-term rights of return in certain sales arrangements. If the Company is able to estimate returns for these types of arrangements, revenue is recognized and these arrangements are recorded in the consolidated financial statements. If the Company is unable to estimate returns for these types of arrangements, revenue is not recognized in the consolidated financial statements until the rights of return expire.

Revenue related to sales arrangements which include the right to use software stored on the Company's hardware is accounted for under the Emerging Issues Task Force Issue (EITF) No. 00-3 "Application of AICPA Statement of Position 97-2 to arrangements that include the right to use software stored on another entity's hardware". EITF No. 00-3 requires that for software licenses and related implementation services to continue to fall under SOP No. 97-2, the customer must have the contractual right to take possession of the software without incurring a significant penalty and it must be feasible for the customer to either host the software themselves or through another third party. If an arrangement is not deemed to be accounted for under SOP 97-2, the entire arrangement is accounted for as a service contract in accordance with EITF Issue No. 00-21 "Revenue arrangements with multiple deliverables". In that instance, the entire arrangement would be recognized as the hosting services are being performed.

From time to time, the Company offers future purchase discounts on its products and services as part of its sales arrangements. Pursuant to AICPA TPA 5100.50, such discounts which are incremental to the range of discounts reflected in the pricing of the other elements of the arrangement, which are incremental to the range of discounts typically given in comparable transactions, and which are significant, are treated as an additional element of the contract to be deferred. Amounts deferred related to future purchase options are not recognized until either the customer exercises the discount offer or the offer expires.

Revenue is divided into two categories, "system sales" and "maintenance, EDI and other services". Revenue in the system sales category includes software license fees, third party hardware and software, and implementation and training services related to purchase of the Company's software systems. The majority of the revenue in the system sales category is related to the sale of software. Revenue in the maintenance, EDI and other services category includes maintenance, EDI, follow on training and implementation services, annual third party license fees and other revenue.

Cash and Cash Equivalents. Cash and cash equivalents generally consist of cash, money market funds and short-term U.S. Treasury securities with original maturities of less than 90 days. The money market fund in which the Company holds a portion of its cash invests in only investment grade money market instruments from a variety of industries, and therefore bears relatively low market risk. The average maturity of the investments owned by the money market fund is approximately two months.

Marketable securities. Marketable securities are classified as available-for-sale and accordingly are recorded at fair value, based on quoted market rates or valuation analysis when appropriate, with unrealized gains and losses reflected as a separate component of shareholders' equity titled accumulated other comprehensive income (loss), net of tax, until realized or until a determination is made that an other-than-temporary decline in market value has occurred. Factors considered in assessing whether an other-than-temporary impairment has occurred include: the nature of the investment; whether the decline in fair value is attributable to specific adverse conditions affecting the investment; the financial condition of the investee; the severity and the duration of the impairment; and whether the Company has the ability to hold the investment to maturity. If it is determined that an other-than-temporary impairment has occurred, the investment is written down to its market value at the end of the period in which it is determined that an other-than-temporary decline has occurred. In addition, the Company classifies marketable securities as current or non-current based upon whether such assets are reasonably expected to be realized in cash or sold or consumed during the normal operating cycle of the business.

The Company's investments at March 31, 2008 are in tax exempt municipal Auction Rate Securities (ARS) which are classified as either current or non-current marketable securities on the Company's Consolidated Balance Sheets, depending on the liquidity and timing of expected realization of such securities. A small portion of the Company's portfolio is invested in closed-end funds which invest in tax exempt municipal auction rate securities. These instruments are known as auction rate preferred securities (ARPS). The ARS are rated by one or more national rating agencies and have contractual terms of up to 30 years, but generally have interest rate reset dates that occur every 7, 28 or 35 days. Despite the underlying long-term maturity of ARS, such securities were priced and subsequently traded as short-term investments because of the interest rate reset feature. If there are insufficient buyers, the auction is said to "fail" and the holders are unable to liquidate the investments through auction. A failed auction does not result in a default of the debt instrument. The securities will continue to accrue interest and be auctioned until the auction succeeds; the issuer calls the securities or the securities mature.

In February 2008, the Company began to experience failed auctions on its ARS and auction rate preferred securities. To determine their estimated fair values at March 31, 2008, factors including credit quality, assumptions about the likelihood of redemption, observable market data such as yields or spreads of fixed rate municipal bonds or other trading instruments issued by the same or comparable issuers were considered. Based on this analysis, a temporary impairment loss of $196, net of income tax benefit, was recorded to accumulate other comprehensive loss in the accompanying financial statements as of March 31, 2008. If the Company sells any of the ARS, prior to maturity, at an amount below original purchase value, or if it becomes probable that the Company will not receive 100% of the principal and interest from the issuer of any ARS, the Company will be required to recognize an other-than-temporary impairment charge against net income.

Allowance for Doubtful Accounts. The Company provides credit terms typically ranging from thirty days to less than twelve months for most system and maintenance contract sales and generally does not require collateral. The Company performs credit evaluations of its customers and maintains reserves for estimated credit losses. Reserves for potential credit losses are determined by establishing both specific and general reserves. Specific reserves are based on management's estimate of the probability of collection for certain troubled accounts. General reserves are established based on the Company's historical experience of bad debt expense and the aging of the Company's accounts receivable balances net of deferred revenues and specifically reserved accounts. Accounts are written off as uncollectible only after the Company has expended extensive collection efforts.

Included in accounts receivable are amounts related to maintenance and services which were billed, but which had not yet been rendered as of the end of the period. Undelivered maintenance and services are included on the accompanying Consolidated Balance Sheets in deferred revenue (see also Note 6).

Inventories. Inventories consist of hardware for specific customer orders and spare parts, and are valued at lower of cost (first-in, first-out) or market. Management provides a reserve to reduce inventory to its net realizable value.

Equipment and Improvements. Equipment and improvements are stated at cost less accumulated depreciation and amortization. Depreciation and amortization of equipment and improvements are provided over the estimated useful lives of the assets, or the related lease terms if shorter, by the straight-line method. Useful lives range as follows:

- Computers and electronic test equipment — 3-5 years
- Furniture and fixtures — 5-7 years
- Leasehold improvements — lesser of lease term or estimated useful life of asset

Software Development Costs. Development costs incurred in the research and development of new software products and enhancements to existing software products are expensed as incurred until technological feasibility has been established. After technological feasibility is established, any additional development costs are capitalized in accordance with Statement of Financial Accounting Standards No. 86, "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed" (SFAS 86). Such capitalized costs are amortized on a straight-line basis over the estimated economic life of the related product of three years. The Company provides support services on the current and prior two versions of its software. Management performs an annual review of the estimated economic life and the recoverability of such capitalized software costs. If a determination is made that capitalized amounts are not recoverable based on the estimated cash flows to be generated from the applicable software, any remaining capitalized amounts are written off.

Goodwill and Intangible Assets. The Company follows Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). This statement applies to the amortization of goodwill and other intangible assets. The balance of goodwill is related to the NextGen Division. Under SFAS 142, management is required to perform an annual assessment of the implied fair value of goodwill and intangible assets with indefinite lives for impairment. The Company compared the fair value of the NextGen Division with the carrying amount of its assets and determined that none of the goodwill recorded was impaired as of June 30, 2007 (the date of the Company's last annual impairment test). The fair value of the NextGen Division was determined using an estimate of future cash flows for the NextGen Division over ten years and risk adjusted discount rates of between 15 and 25 percent to compute a net present value of future cash flows.

Long-Lived Assets. The Company follows Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" (SFAS 144). Management periodically reviews the carrying value of long-lived assets to determine whether or not impairment to such value has occurred and has determined that there was no impairment at March 31, 2008.

Income Taxes. Income taxes are provided based on current taxable income and the future tax consequences of temporary differences between the basis of assets and liabilities for financial and tax reporting. The deferred income tax assets and liabilities represent the future state and federal tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred income taxes are also recognized for operating losses that are available to offset future taxable income and tax credits that are available to offset future income taxes. At each reporting period, management assesses the realizable value of deferred tax assets based on, among other things, estimates of future taxable income, and adjusts the related valuation allowance as necessary. In June 2006, the FASB issued Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes – an Interpretation of SFAS No. 109." FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold of more-likely-than-not and measurement of a tax position taken or expected to be taken in an enterprise's tax return. Management makes a number of assumptions and estimates in determining the appropriate amount of expense to record for income taxes. These assumptions and estimates consider the taxing jurisdiction in which the Company operates as well as current tax regulations. Accruals are established for estimates of tax effects for certain transactions and future projected profitability of the Company's businesses based on management's interpretation of existing facts and circumstances. The Company adopted FIN 48 effective April 1, 2007. The adoption of FIN 48 did not have a material impact on the Company's consolidated financial statements. See Note 8.

Advertising Costs. Advertising costs are charged to operations as incurred. The Company does not have any direct-response advertising. Advertising costs, which includes trade shows and conventions, were approximately $2,580, $2,159 and $1,915 for the years ended March 31, 2008, 2007 and 2006, respectively, and were included in selling, general and administrative expenses in the Consolidated Statements of Income.

Marketing Assistance Agreements. The Company has entered into marketing assistance agreements with certain existing users of the Company's products which provide the opportunity for those users to earn commissions if and only if they host specific site visits upon our request for prospective customers which directly result in a purchase of our software by the visiting prospects. Amounts earned by existing users under this program are treated as a selling expense in the period when earned.

Other Comprehensive Income. Comprehensive income includes all changes in Shareholders' Equity during a period except those resulting from investments by owners and distributions to owners. The components of accumulated other comprehensive income (loss), net of income tax, consist of unrealized losses on marketable securities of $(196) as of March 31, 2008. There were no other comprehensive income items for the year ended March 31, 2007 and 2006.

	Year Ended March 31,		
	2008	2007	2006
Net income...	$ 40,078	$ 33,232	$ 23,322
Other comprehensive income:			
Unrealized loss on marketable securities, net of tax	(196)	-	-
Comprehensive income............................	$ 39,882	$ 33,232	$ 23,322

Earnings per Share. Pursuant to Statement of Financial Accounting Standards No. 128, "Earnings Per Share" (SFAS 128), the Company provides dual presentation of "basic" and "diluted" earnings per share (EPS).

Basic EPS excludes dilution from common stock equivalents and is computed by dividing income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution from common stock equivalents.

The following table reconciles the weighted average shares outstanding for basic and diluted net income per share for the periods presented.

	Year ended March 31,		
	2008	2007	2006
Net income....................................	$ 40,078	$ 33,232	$ 23,322
Basic net income per common share:			
Weighted average of common shares outstanding	27,298	26,882	26,413
Basic net income per common share.............	$ 1.47	$ 1.24	$ 0.88
Net income....................................	$ 40,078	$ 33,232	$ 23,322
Diluted net income per common share:			
Weighted average of common shares outstanding	27,298	26,882	26,413
Effect of potentially dilutive securities (options)	472	668	943
Weighted average of common shares outstanding – diluted..................................	27,770	27,550	27,356
Diluted net income per common share...........	$ 1.44	$ 1.21	$ 0.85

The computation of diluted net income per share does not include 279,752, 92,500 and 124,000 options for the years ended March 31, 2008, 2007 and 2006, respectively, because their inclusion would have an anti-dilutive effect on earnings per share.

Share-Based Compensation. On April 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123R, "Share-Based Payment" (SFAS 123R) which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors based on estimated fair values. SFAS 123R supersedes the Company's previous accounting under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25).

The Company adopted SFAS 123R using the modified prospective transition method, which requires the application of the accounting standard as of April 1, 2006, the first day of the Company's fiscal year 2007. The Company's Consolidated Statements of Income for the years ended March 31, 2008 and 2007 reflect the impact of SFAS 123R. In accordance with the modified prospective transition method, the Company's Consolidated Financial Statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123R. Share-based compensation expense recognized under SFAS 123R for the years ended March 31, 2008 and 2007 was $3,757 and $3,923, respectively, which consisted of stock-based compensation expense related to employee and director stock options and included $430 expensed under APB 25 for "in the money" options issued prior to the adoption of SFAS 123R. Excess tax benefits from share-based compensation are presented as cash outflows from operating activities and cash inflows from financing activities. The Company has elected to adopt the alternative transition method provided in FASB Staff Position No. SFAS 123R-3 (FSP 123(R)-3) for calculating the tax effects of share-based compensation pursuant to SFAS 123R. The alternative transition method includes a simplified method to establish the beginning balance of the additional paid-in capital (APIC pool) related to the tax effects of employee and director stock-based compensation, and to determine the subsequent impact on the APIC pool and the consolidated statement of cash flows of the tax effects of employee and director share-based awards that are outstanding upon adoption of SFAS 123R.

SFAS 123R requires companies to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized ratably as expense over the requisite service period in the Company's Consolidated Statement of Income. Prior to the adoption of SFAS 123R, the Company applied the intrinsic-value-based method of accounting prescribed by APB 25 to account for its fixed-plan stock options. Under this method, compensation expense was recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. As previously allowed under SFAS 123, the Company only adopted the disclosure requirements of SFAS 123, which established a fair-value-based method of accounting for share-based employee compensation plans. The following is a reconciliation of reported net earnings to adjusted net earnings had the Company recorded compensation expense based on the fair value at the grant date for its stock options under SFAS 123 for the year ended March 31, 2006.

	Year Ended March 31, 2006
Reported net earnings	$ 23,322
Add: Option compensation expense, net of tax.	262
Less: Share-based compensation expense determined under fair value-based method for all awards	(3,280)
Pro forma net earnings	$ 20,304
Basic earnings per share:	
Reported	$ 0.88
Pro forma	$ 0.77
Diluted earnings per share:	
Reported	$ 0.85
Pro forma	$ 0.74

In arriving at the stock-based compensation expense reported in the table above, the Company utilized the Black-Scholes valuation model for estimating fair value with the following assumptions: expected life – 48 - 57 months from the date of the grant; stock volatility – 47.7 – 57.0%, risk free interest rate of 3.0 - 3.7% and no dividends during the expected term. For stock options issued subsequent to March 31, 2006, the Company used the simplified method for estimating expected term, which derives a term equal to the midpoint between the vesting period and the contractual term as allowed by SAB 107. Prior to using the simplified method, the Company estimated the expected life of an option. The Company estimates volatility by using the weighted average historical volatility of the Company's common stock which the Company believes approximates expected volatility. The risk free rate is the implied yield available on the U.S Treasury zero-coupon issues with remaining terms equal to the expected life input to the Black Scholes model. Although the Company announced a one-time $0.75 per share dividend on January 31, 2005, no commitment to any future dividends was made at the time the dividend was announced and no commitment to any future dividends existed at the time when the February 11, 2005 options were granted. The Company had not paid a dividend to its shareholders prior to the one-time dividend announced on January 31, 2005. On January 31, 2006, the Company announced a one-time dividend of $0.875 per share. This dividend was announced subsequent to the options granted in fiscal year 2006 and was not considered in the fair value calculations of such options. Therefore, management believes that using a zero dividend rate in the valuation of the stock options granted during fiscal year 2006 was appropriate. The above pro forma disclosure was not presented for the years ended March 31, 2008 and 2007 because stock-based compensation has been accounted under SFAS 123R for these years.

The following table shows total stock-based employee compensation expense included in the Consolidated Statement of Income for years ended March 31, 2008 and 2007, respectively.

	Year Ended March 31, 2008	Year Ended March 31, 2007
Costs and expenses:		
Cost of revenue	$ 496	$ 524
Research and development	800	870
Selling, general and administrative	2,461	2,529
Total share-based compensation	$ 3,757	$ 3,923
Amounts capitalized in software development costs	(39)	(38)
Amounts charged against earnings, before income tax benefit	$ 3,718	$ 3,885
Amount of related income tax benefit recognized in earnings	$ 969	$ 910

Sales Taxes. In accordance with the guidance of EITF Issue No. 06-3, "How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement" (EITF 06-3), the Company accounts for sales taxes imposed on its goods and services on a net basis in the consolidated statement of operations.

Use of Estimates. The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. On an on-going basis, the Company evaluates its estimates, including those related to uncollectible receivables, vendor specific objective evidence, valuation of marketable securities, and income taxes and related credits and deductions. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

New Accounting Pronouncements. In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, "The Hierarchy of Generally Accepted Accounting Principles" (SFAS 162). SFAS No. 162 defines the order in which accounting principles that are generally accepted should be followed. SFAS No. 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board (PCAOB) amendments to AU Section 411, "The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles". We do not expect the adoption of SFAS No. 162 to have a material impact on our consolidated financial statements.

In April 2008, the FASB finalized Staff Position (FSP) No. 142-3, “Determination of the Useful Life of Intangible Assets”. The position amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB SFAS No. 142, “Goodwill and Other Intangible Assets”. The position applies to intangible assets that are acquired individually or with a group of other assets and both intangible assets acquired in business combinations and asset acquisitions. FSP 142-3 is effective for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Management is currently evaluating the impact of the pending adoption of FSP 142-3 on the consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (Revised 2007), “Business Combinations” (SFAS 141R). SFAS 141(R) retains the fundamental requirements of the original pronouncement requiring that the purchase method be used for all business combinations. SFAS 141(R) defines the acquirer as the entity that obtains control of one or more businesses in the business combination, establishes the acquisition date as the date that the acquirer achieves control and requires the acquirer to recognize the assets acquired, liabilities assumed and any noncontrolling interest at their fair values as of the acquisition date. In addition, SFAS 141(R) requires expensing of acquisition-related and restructure-related costs, remeasurement of earn out provisions at fair value, measurement of equity securities issued for purchase at the date of close of the transaction and non-expensing of in-process research and development related intangibles. SFAS 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. An entity may not apply it before that date. This pronouncement will be applied by the Company when it becomes effective and when or if the Company effectuates a business combination, otherwise there is no impact on the Company’s consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—including an amendment of SFAS No. 115”, (SFAS 159) which applies to all entities with available-for-sale and trading securities. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provisions of FASB Statement No. 157, “Fair Value Measurements”. The Company plans to adopt SFAS 159 effective April 1, 2008 and is in the process of determining the effect, if any; the adoption of SFAS 159 will have on its consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (SFAS 157), which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective for fiscal years beginning after November 15, 2007. The Company is currently evaluating the impact, if any; the adoption of this standard will have on its consolidated financial statements.

3. Cash and Cash Equivalents

At March 31, 2008 and 2007, the Company had cash and cash equivalents of $59,046 and $60,028, respectively, invested in both a major national brokerage firm's institutional fund that specializes in U.S. government securities and commercial paper with high credit ratings, and short-term U.S. treasury securities.

Interest income related to cash and cash equivalents for each of the three years ended March 31 is as follows:

	Year Ended March 31, 2008	Year Ended March 31, 2007	Year Ended March 31, 2006
Interest income..................	$ 1,444	$ 3,306	$ 2,108

4. Marketable Securities

At March 31, 2008, the cost and estimated fair values of the Company’s marketable securities in ARS were as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value/ Carrying Value
Current marketable securities:				
Auction rate securities.........	$ 2,500	$ -	$ (50)	$ 2,450
Non-current marketable securities:				
Auction rate securities.........	20,450	-	(276)	20,174
Total marketable securities.....	$ 22,950	$ -	$ (326)	$ 22,624

At March 31, 2007, the Company did not have investments in marketable securities.

Interest income related to marketable securities for each of the three years ended March 31 is as follows:

	Year Ended March 31, 2008	Year Ended March 31, 2007	Year Ended March 31, 2006
Interest income.......................	$ 1,217	$ -	$ -

5. Intangible Assets – Capitalized Software Costs

As of March 31, 2008 and 2007, the Company had the following amounts related to intangible assets with definite lives:

	March 31, 2008	March 31, 2007
Gross carrying amount............................	$ 27,645	$ 21,626
Accumulated amortization.........................	(18,793)	(14,644)
Net capitalized software development.............	$ 8,852	$ 6,982
Aggregate amortization expense during the year....	$ 4,149	$ 3,231

Activity related to net capitalized software costs for the years ended March 31, 2008 and 2007 is as follows:

	March 31, 2008	March 31, 2007
Beginning of the year............................	$ 6,982	$ 5,171
Capitalization...................................	6,019	5,042
Amortization.....................................	(4,149)	(3,231)
End of the year..................................	$ 8,852	$ 6,982

The following table represents the remaining estimated amortization of intangible assets with determinable lives as of March 31, 2008:

For the year ending March 31,	
2009..	$ 4,381
2010..	3,212
2011..	1,259
Total...	$ 8,852

6. Composition of Certain Financial Statement Captions

Accounts receivable include amounts related to maintenance and services which were billed but not yet rendered as of the end of the year. Undelivered maintenance and services are included on the accompanying Consolidated Balance Sheets as part of the deferred revenue balance.

	March 31, 2008	March 31, 2007
Accounts receivable, excluding undelivered software, maintenance and services............................	$ 50,417	$ 42,574
Undelivered software, maintenance and implementation services billed in advance, included in deferred revenue...	28,696	23,809
Accounts receivable, gross............................	79,113	66,383

Allowance for doubtful accounts	(2,528)	(2,438)
Accounts receivable, net	$ 76,585	$ 63,945

Inventories are summarized as follows:

	March 31, 2008	March 31, 2007
Computer systems and components, net of reserve for obsolescence of $223 and $324, respectively	$ 992	$ 1,147
Miscellaneous parts and supplies	32	28
Inventories, net	$ 1,024	$ 1,175

Equipment and improvements are summarized as follows:

	March 31, 2008	March 31, 2007
Computer and electronic test equipment	$ 11,454	$ 9,801
Furniture and fixtures	2,975	2,845
Leasehold improvements	1,259	929
	15,688	13,575
Accumulated depreciation and amortization	(10,915)	(8,546)
Equipment and improvements, net	$ 4,773	$ 5,029

Accrued compensation and related benefits are summarized as follows:

	March 31, 2008	March 31, 2007
Bonus and commission	$ 5,443	$ 4,158
Vacation	2,903	2,363
Accrued compensation and related benefits	$ 8,346	$ 6,521

Short and long-term deferred revenue are summarized as follows:

	March 31, 2008	March 31, 2007
Maintenance	$ 10,175	$ 10,241
Implementation services	25,929	24,246
Annual license services	6,532	2,219
Undelivered software and other	2,259	2,742
Deferred Revenue	$ 44,895	$ 39,448

Other current liabilities are summarized as follows:

	March 31, 2008	March 31, 2007
Sales tax payable	$ 765	$ 805
Customer deposits	621	703
Deferred rent	607	652
Professional fees	600	425
Commission payable	346	767
Accrued EDI expenses	-	613
Accrued royalties	216	463
Other accrued expenses	1,239	1,198
Other current liabilities	$ 4,394	$ 5,626

7. Other Income - Gain from Life Insurance Proceeds

On September 26, 2007, Mr. Gregory Flynn, Executive Vice President and General Manager of the Company's QSI Division passed away. Mr. Flynn participated in the Company's deferred compensation plan which is funded through the purchase of life insurance policies with the Company named as beneficiary. As a result of Mr. Flynn's passing, the Company recorded additional compensation expense of $198 which was offset by net insurance proceeds of $953. The additional compensation expense was recorded in Selling, General and Administrative Expenses and the insurance proceeds were recorded as Other Income in the Consolidated Statement of Income.

8. Income Taxes

During the years ended March 31, 2008, 2007 and 2006, the Company claimed federal research and development tax credits of $779, $787 and $821, respectively, and state research and development tax credits of approximately $113, $99 and $60, respectively. Due to the expiration of the Internal Revenue Service statute related to research and development credits on December 31, 2007, the Company's research and development credits for the year ended March 31, 2008 represent credits for the nine-month period from April 1, 2007 through December 31, 2007. The Company also claimed the qualified production activities deduction under Section 199 of the Internal Revenue Code for $3,069, $1,457 and $840 during the years ended March 31, 2008, 2007 and 2006, respectively. The research and development credits and the qualified production activities income deduction taken by the Company involve certain assumptions and judgments regarding qualification of expenses under the relevant tax code provisions.

The provision (benefit) for income taxes consists of the following components:

	Year ended March 31,		
	2008	2007	2006
Current:			
Federal taxes	$ 18,120	$ 18,106	$ 12,824
State taxes	4,348	4,488	3,256
Total	22,468	22,594	16,080
Deferred:			
Federal taxes	333	(1,347)	(1,168)

State taxes................................	124	(295)	(308)
Total.....................................	457	(1,642)	(1,476)
Total.....................................	$ 22,925	$ 20,952	$ 14,604

The provision for income taxes differs from the amount computed at the federal statutory rate as follows:

	Year ended March 31,		
	2008	2007	2006
Current:			
Federal income tax statutory rate..............	35.0%	35.0%	35.0%
Increase (decrease) resulting from:			
State income taxes, net of Federal benefit......	4.8	5.0	5.0
Research and development tax credits...........	(1.3)	(1.7)	(2.3)
Qualified Production Activities Income Deduction	(1.8)	(0.9)	(0.8)
Other...	(0.3)	1.3	1.6
Effective income tax rate......................	36.4%	38.7%	38.5%

The net deferred tax assets in the accompanying Consolidated Balance Sheets consist of the following:

	March 31, 2008	March 31, 2007
Deferred tax assets:		
Deferred revenue and allowance for doubtful accounts..	$ 4,534	$ 4,528
Inventory valuation................................	137	206
Purchased in-process research and development........	1,187	1,490
Intangibles assets..................................	102	100
Accrued compensation and benefits...................	1,701	917
Deferred compensation...............................	806	975
State income taxes..................................	92	55
Compensatory stock option expense...................	1,139	707
Unrealized loss on marketable securities............	130	-
Other..	801	387
Total deferred tax assets.........................	10,629	9,365
Deferred tax liabilities:		
Accelerated depreciation............................	(545)	(387)
Capitalized software................................	(3,746)	(2,955)
Prepaid expense.....................................	(1,516)	(1,400)
Total deferred tax liabilities....................	(5,807)	(4,742)
Deferred tax assets, net..........................	$ 4,822	$ 4,623

The deferred tax assets and liabilities have been shown net in the accompanying Consolidated Balance Sheets based on the long-term or short-term nature of the items which give rise to the deferred amount. No valuation allowance has been made against the deferred tax assets as management expects to receive the full benefit of the assets recorded.

On April 1, 2007, the Company adopted the provisions of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes (FIN 48) an interpretation of FASB Statement No. 109 (SFAS 109)." The adoption of the provisions of FIN 48 had no material effect on the consolidated financial statements. As a result, there was no cumulative effect related to adopting FIN 48. However, certain amounts have been reclassified in the Company's Consolidated Balance Sheets in order to comply with the requirements of the statement. At adoption, the Company had $394 of unrecognized tax benefits, $89 of which would affect the Company's effective tax rate if recognized in the future. A reconciliation of the beginning and ending amount of unrecognized tax benefits, which is recorded in income taxes payable in the Company's Consolidated Balance Sheet, is as follows:

Balance as of April 1, 2007	$	394
Additions for prior year tax positions		307
Reductions for prior year tax positions		(88)
Balance at March 31, 2008	$	613

The total amount of unrecognized tax benefit that, if recognized, would decrease the income tax provision is $52.

The Company's continuing practice is to recognize estimated interest and/or penalties related to income tax matters in general and administrative expenses. The Company had approximately $8 and $45 of accrued interest at March 31, 2008 and 2007, respectively. No penalties were accrued.

The Company's income tax returns filed for tax years 2004 through 2006 and 2003 through 2006 are subject to examination by the federal and state taxing authorities, respectively. The Company is currently not under examination by the Internal Revenue Service (IRS). However, the Company is under routine examination by two states. The Company does not anticipate that total unrecognized tax benefits will significantly change due to the settlement of audits or the expiration of statute of limitations within the next twelve months. The Company has filed three applications to change tax accounting methods. It is reasonably possible that the Company will receive consent to change these accounting methods within the next twelve months which would reduce the unrecognized tax benefit balance as of March 31, 2008 by $561 with no impact on the tax provision.

9. Employee Benefit Plans

The Company has a 401(k) plan available to substantially all of its employees. Participating employees may defer up to the Internal Revenue Service limit based on the Internal Revenue Code per year. The annual contribution is determined by a formula set by the Company's Board of Directors and may include matching and/or discretionary contributions. The amount of the Company match is discretionary and subject to change. The retirement plans may be amended or discontinued at the discretion of the Board of Directors. Contributions of $317, $250 and $202 were made by the Company to the 401(k) plan for the fiscal years ended March 31, 2008, 2007 and 2006, respectively.

The Company has a deferred compensation plan (the Deferral Plan) for the benefit of those officers and employees who qualify for inclusion. Participating employees may defer between 5% and 50% of their compensation for a Deferral Plan year. In addition, the Company may, but is not required to, make contributions into the

Deferral Plan on behalf of participating employees, and the amount of the Company match is discretionary and subject to change. Each employee's deferrals together with earnings thereon are accrued as part of the long-term liabilities of the Company. Investment decisions are made by each participating employee from a family of mutual funds. Deferred compensation liability was $1,906 and $2,279 at March 31, 2008 and 2007, respectively. To offset this liability, the Company has purchased life insurance policies on some of the participants. The Company is the owner and beneficiary of the policies and the cash values are intended to produce cash needed to help make the benefit payments to employees when they retire or otherwise leave the Company. The Company intends to hold the life insurance policy until the death of the plan participant. The net cash surrender value of the life insurance policies for deferred compensation was $1,858 and $2,276 at March 31, 2008 and 2007, respectively. The values of the life insurance policies and the related Company obligation are included on the accompanying Consolidated Balance Sheets in long-term other assets and long-term deferred compensation, respectively. The Company made contributions of $29, $29 and $25 to the Deferral Plan for each of the fiscal years ended March 31, 2008, 2007 and 2006, respectively.

The Company has a voluntary employee stock contribution plan for the benefit of full-time employees. The plan is designed to allow certain employees to acquire shares of the Company's common stock through automatic payroll deduction. Each eligible employee may authorize the withholding of up to 10% of his/her gross payroll each pay period to be used to purchase shares on the open market by a broker designated by the Company. In addition, the Company will match 5% of each employee's contribution and will pay all brokerage commissions and fees in connection with each purchase. The amount of the Company match is discretionary and subject to change. The plan is not intended to be an employee benefit plan under the Employee Retirement Income Security Act of 1974, and is therefore not required to comply with that Act. Contributions of approximately $28, $10 and $14 were made by the Company for the fiscal years ended March 31, 2008, 2007 and 2006, respectively.

10. Employee Stock Option Plans

In September 1998, the Company's shareholders approved a stock option plan (the "1998 Plan") under which 4,000,000 shares of Common Stock were reserved for the issuance of options. The 1998 Plan provides that employees, directors and consultants of the Company, at the discretion of the Board of Directors or a duly designated compensation committee, be granted options to purchase shares of Common Stock. The exercise price of each option granted shall be determined by the Board of Directors at the date of grant, and options under the 1998 Plan expire no later than ten years from the grant date. Options granted will generally become exercisable in accordance with the terms of the agreement pursuant to which they were granted. Certain option grants to directors became exercisable three months from the date of grant. Upon an acquisition of the Company by merger or asset sale, each outstanding option may be subject to accelerated vesting under certain circumstances. The 1998 Plan terminated on December 31, 2007. As of March 31, 2008, there were 1,278,734 outstanding options related to this Plan.

In October 2005, the Company's shareholders approved a stock option and incentive plan (the "2005 Plan") under which 2,400,000 shares of Common Stock have been reserved for the issuance of awards, including stock options, incentive stock options and non-qualified stock options, stock appreciation rights, restricted stock, unrestricted stock, restricted stock units, performance shares, performance units (including performance options) and other share-based awards. The 2005 Plan provides that employees, directors and consultants of the Company, at the discretion of the Board of Directors or a duly designated compensation committee, be granted awards to purchase shares of Common Stock. The exercise price of each award granted shall be determined by the Board of Directors at the date of grant in accordance with the terms of the 2005 Plan, and under the 2005 Plan awards expire no later than ten years from the grant date. Options granted will generally become exercisable in accordance with the terms of the agreement pursuant to which they were granted. Upon an acquisition of the Company by merger or asset sale, each outstanding award may be subject to accelerated vesting under certain circumstances. The 2005 Plan terminates on May 25, 2015, unless sooner terminated by the Board. At March 31, 2008, 2,375,000 shares were available for future grant under the 2005 Plan. As of March 31, 2008, there were 25,000 outstanding options related to this Plan.

On February 8, 2008, the Board of Directors granted 25,000 options under the Company's 2005 Plan to selected employees, at an exercise price equal to the market price of the Company's common stock on the date of grant ($33.51 per share). The options vest in four equal annual installments beginning February 8, 2009 and expire on February 8, 2013.

On November 5, 2007, the Board of Directors granted 6,000 options under the Company's 1998 Plan to an employee, at an exercise price equal to the market price of the Company's common stock on the date of grant ($33.25 per share). The options vest in four equal annual installments beginning November 5, 2008 and expire on November 5, 2012.

On August 9, 2007, the Board of Directors granted a total of 35,000 options under the Company's 1998 Plan to non-management directors pursuant to the Company's previously announced compensation plan for non-management directors, at an exercise price equal to the market price of the Company's common stock on the date of grant ($43.26 per share). The options vest in four equal annual installments beginning August 9, 2008 and expire on August 9, 2012.

On June 12, 2007, the Board of Directors granted a total of 159,500 options under a previously approved performance-based equity incentive program for selected employees based on fiscal year 2007 performance. These shares were issued under the Company's 1998 Stock Option Plan at an exercise price equal to the market price of the Company's common stock on the date of grant ($38.83 per share). The options vest in four equal annual installments beginning June 12, 2008 and expire on June 12, 2012.

On September 20, 2006, the Board of Directors granted a total of 35,000 options under the Company's 1998 Plan to non-management directors pursuant to the Company's previously announced compensation plan for non-management directors, at an exercise price equal to the market price of the Company's common stock on the date of grant ($39.81 per share). The options vest in four equal annual installments beginning September 20, 2007 and expire on September 20, 2013.

On August 11, 2006, the Board of Directors granted a total of 40,000 options under the Company's 1998 Plan to selected employees at an exercise price equal to the market price of the Company's common stock on the date of the grant ($37.09 per share). The options vest in four equal annual installments beginning August 11, 2007 and expire on August 11, 2011.

On July 25, 2006, the Board of Directors approved a performance-based equity incentive program for employees to be awarded options to purchase the Company's common stock based on meeting certain target increases in earnings per share performance and revenue growth during fiscal year 2007. The options shall be issued pursuant to one of the Company's shareholder approved option plans, have an exercise price equal to the closing price of the Company's shares on the date of grant, a term of five years, vest in four equal installments commencing one year following the date of grant. The maximum number of options originally available under the performance-based equity incentive program plan was 115,000. On January 29, 2007, a committee comprised of all the independent directors of the Board of Directors modified the Company's previously approved performance based equity incentive program for employees. Modifications to the program included an increase in the maximum number of options available under the program from 115,000 to 290,000 and revisions to certain revenue targets. Compensation expense of $425 for these options was recorded in the year ended March 31, 2007. A total of 159,500 options were granted during the quarter ended June 30, 2007 based on the achievement of certain fiscal 2007 revenue and earnings per share performance targets included in the fiscal year 2007 equity incentive program.

On October 5, 2005, the Board of Directors granted a total of 124,000 stock options under the Company's 1998 Plan to non-management directors pursuant to the Company's previously announced compensation plan for non-management directors, at an exercise price equal to the market price of the Company's common stock on the date of the grant ($34.065 per share). The options fully vested on January 5, 2006 and expire on October 5, 2012.

On August 8, 2005, the Board of Directors granted 19,000 options under the Company's 1998 Plan to selected employees at an exercise price equal to the market price of the Company's common stock on the date of the grant ($32.445 per share). The options vest in four equal annual installments beginning August 8, 2006 and expire on August 8, 2012.

A summary of stock option transactions during the years ended March 31, 2008, 2007 and 2006 is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (in thousands)
Outstanding, March 31, 2005.....	2,169,444	$13.89		
Granted........................	143,000	$33.85		
Exercised......................	(486,772)	$9.20		$ 11,169
Forfeited/Canceled.............	(27,300)	$12.37		
Outstanding, March 31, 2006.....	1,798,372	$16.78		
Granted........................	75,000	$38.36		
Exercised......................	(411,414)	$14.74		$ 10,393
Forfeited/Canceled.............	(8)	$3.25		
Outstanding, March 31, 2007.....	1,461,950	$18.46		
Granted........................	225,500	$38.78	4.31	
Exercised......................	(325,266)	$14.64	2.48	$ 4,955
Forfeited/Canceled.............	(58,450)	$21.12	3.33	
Outstanding, March 31, 2008.....	1,303,734	$22.81	3.40	$ 12,220
Vested and expected to vest, March 31, 2008.................	1,293,863	$22.79	3.40	$ 12,143
Exercisable, March 31, 2006.....	471,297	$20.88		
Exercisable, March 31, 2007.....	520,650	$20.32		
Exercisable, March 31, 2008.....	654,298	$19.90	3.26	$ 7,127

The Company continues to utilize the Black-Scholes valuation model for estimating the fair value of share-based compensation after the adoption of SFAS 123R with the following assumptions:

	Year Ended March 31, 2008	Year Ended March 31, 2007
Expected life.............................	3.75 - 4.01 years	3.75 - 4.75 years
Expected volatility.......................	42.37% - 44.81%	47.7% - 48.5%
Expected dividends........................	2.67% - 3.38%	2.05% - 2.36%
Risk-free rate............................	2.46% - 5.09%	4.53% - 5.09%

During the year ended March 31, 2008, 25,000 options were granted under the 2005 Plan and 200,500 were granted under the 1998 Plan. During the year ended March 31, 2007, 75,000 options were granted under the 1998 Plan. The Company issues new shares to satisfy option exercises. Based on historical experience of option cancellations, the Company has estimated an annualized forfeiture rate of ranging from 1.2% to 1.5% for employee options and 0.0% for director options for the year ended March 31, 2008. Based on historical experience of option cancellations, the

Company has estimated an annualized forfeiture rate of 1.2% for employee options and 0.0% for director options for the year ended March 31, 2007. The weighted average grant date fair value of stock options granted during the years ended March 31, 2008, 2007 and 2005 was $12.41, $14.33 and $15.23 per share, respectively. The expected dividend yield is the average dividend rate during a period equal to the expected life of the option.

Non-vested stock award activity including awards for the year ended March 31, 2008 is summarized as follows:

	Non-vested Number of Shares	Weighted-Average Grant Date Fair Value per Share
Non-vested, April 1, 2007......................	941,300	$ 7.89
Granted..	225,500	$ 12.41
Vested...	(458,914)	$ 2.93
Forfeited/Canceled.............................	(58,450)	$ 9.16
Non-vested, March 31, 2008.....................	649,436	$ 9.57

As of March 31, 2008, $4,755 of total unrecognized compensation costs related to stock options is expected to be recognized over a weighted average period of 3.54 years. This amount does not include the cost of new options that may be granted in future periods nor any changes in the Company's forfeiture percentage. The total fair value of shares vested during the year ended March 31, 2008 was $1,345.

11. Commitments and Contingencies

Litigation. The Company has experienced legal claims by parties asserting that it has infringed their intellectual property rights. The Company believes that these claims are not material, are without merit, and the Company intends to defend against them vigorously. However, litigation is inherently uncertain, always difficult to predict, and the impact that these claims may have on the Company's business, results of operations and financial condition cannot be accurately ascertained at this time. The Company could incur substantial costs and diversion of management resources defending any infringement claim – even if it is ultimately successful in the defense of such matters.

Rental Commitments. The Company leases facilities and offices under irrevocable operating lease agreements expiring at various dates through May 2013 with rent escalation clauses. Rent expense related to these leases is recognized on a straight-line basis over the lease terms. Rent expense for the years ended March 31, 2008, 2007 and 2006 was $2,737, $2,329 and $1,634, respectively. Rental commitments under these agreements are as follows:

Year Ending March 31,	
2009...	$ 3,156
2010...	3,131
2011...	3,164
2012...	1,716
2013 and beyond..	942
	$ 12,109

Commitments and Guarantees. Software license agreements in both the QSI and NextGen Divisions include a performance guarantee that the Company's software products will substantially operate as described in the applicable program documentation for a period of 365 days after delivery. To date, the Company has not incurred any significant costs associated with these warranties and does not expect to incur significant warranty costs in the future. Therefore, no accrual has been made for potential costs associated with these warranties. Certain arrangements also include performance guarantees related to response time, availability for operational use, and other performance-related guarantees. Certain arrangements also include penalties in the form of maintenance credits should the performance of the software fail to meet the performance guarantees. To date, the Company has not incurred any significant costs associated with these warranties and does not expect to incur significant warranty costs in the future. Therefore, no accrual has been made for potential costs associated with these warranties.

The Company has historically offered short-term rights of return in certain sales arrangements. If the Company is able to estimate returns for these types of arrangements and all other criteria for revenue recognition have been met, revenue is recognized and these arrangements are recorded in the consolidated financial statements. If the Company is unable to estimate returns for these types of arrangements, revenue is not recognized in the consolidated financial statements until the rights of return expire, provided also, that all other criteria of revenue recognition have been met.

The Company's standard sales agreements in the NextGen Division contain an indemnification provision pursuant to which it shall indemnify, hold harmless, and reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with any United States patent, any copyright or other intellectual property infringement claim by any third party with respect to its software. The QSI Division arrangements occasionally utilize this type of language as well. As the Company has not incurred any significant costs to defend lawsuits or settle claims related to these indemnification agreements, the Company believes that its estimated exposure on these agreements is currently minimal. Accordingly, the Company has no liabilities recorded for these indemnification obligations.

From time to time, the Company offers future purchase discounts on its products and services as part of its sales arrangements. Discounts which are incremental to the range of discounts reflected in the pricing of the other elements of the arrangement, which are incremental to the range of discounts typically given in comparable transactions, and which are significant, are treated as an additional element of the contract to be deferred. Amounts deferred related to future purchase options are not recognized until either the customer exercises the discount offer or the offer expires.

The Company has entered into marketing assistance agreements with existing users of the Company's products which provide the opportunity for those users to earn commissions if and only if they host specific site visits upon the Company's request for prospective customers which directly result in a purchase of the Company's software by the visiting prospects. Amounts earned by existing users under this program are treated as a selling expense in the period when earned.

12. Fair Value of Financial Instruments

The Company's financial instruments include cash and cash equivalents, marketable securities, accounts receivable, accounts payable, deferred revenue and accrued liabilities. Management believes that the fair value of cash and cash equivalents, accounts receivable, accounts payable, deferred revenue, and accrued liabilities approximate their carrying values due to the short-term nature of these instruments.

Marketable securities are recorded at fair value, based on quoted market rates or on valuation analysis when appropriate, with unrealized gains and losses reflected as a separate component of shareholders' equity titled accumulated other comprehensive income (loss), net of tax, until realized or until a determination is made that an other-than-temporary decline in market value has occurred (see also Notes 2 and 4).

13. Operating Segment Information

The Company has prepared operating segment information in accordance with SFAS 131 "Disclosures About Segments of an Enterprise and Related Information" to report components that are evaluated regularly by its chief operating decision maker, or decision making group in deciding how to allocate resources and in assessing performance. Reportable operating segments include the NextGen Division and the QSI Division.

The two divisions operate largely as stand-alone operations, with each division maintaining its own distinct product lines, product platforms, development, implementation and support teams, sales staffing, and branding. The two divisions share the resources of the Company's "corporate office" which includes a variety of accounting and other administrative functions. Additionally, there are a small number of clients who are simultaneously utilizing software from each of the Company's two divisions.

The QSI Division, co-located with the Company's Corporate Headquarters in Irvine, California, currently focuses on developing, marketing and supporting software suites sold to dental and certain niche medical practices. In addition, the division supports a number of medical clients that utilize the division's UNIX[a] based medical practice management software product. The NextGen Division, with headquarters in Horsham, Pennsylvania, and a second significant location in Atlanta, Georgia, focuses principally on developing and marketing products and services for medical practices.

The accounting policies of the Company's operating segments are the same as those described in Note 2 - Summary of Significant Accounting Policies, except that the disaggregated financial results of the segments reflect allocation of certain functional expense categories consistent with the basis and manner in which Company management internally disaggregates financial information for the purpose of assisting in making internal operating decisions. Certain corporate overhead costs, such as executive and accounting department personnel-related expenses, are not allocated to the individual segments by management. Management evaluates performance based on stand-alone segment operating income. Because the Company does not evaluate performance based on return on assets at the operating segment level, assets are not tracked internally by segment. Therefore, segment asset information is not presented.

a UNIX is a registered trademark of the AT&T Corporation.

Operating segment data for the three years ended March 31 was as follows:

	QSI Division	NextGen Division	Unallocated Corporate Expenses	Consolidated
2008				
Revenue:	$ 16,037	$ 170,463	$ -	$ 186,500
Operating income(loss):	3,662	66,558	(10,831)	59,389
2007				
Revenue:	16,589	140,576	-	157,165
Operating income(loss):	4,391	56,317	(9,830)	50,878
2006				
Revenue:	15,544	103,743	-	119,287
Operating income(loss):	$ 3,610	$ 40,245	$ (8,037)	$ 35,818

14. Customer Concentration

No customer represented more than 10% of gross accounts receivable as of March 31, 2008. One customer represented approximately 12.5% of total gross accounts receivable as of March 31, 2007.

15. Subsequent Events

On May 16, 2008, the Company entered into an agreement to acquire Lackland Acquisition II, LLC dba Healthcare Strategic Initiatives (HSI), a full-service healthcare revenue management company servicing healthcare clients. The acquisition was made under the terms of an Agreement and Plan of Merger resulting in HSI becoming a wholly owned subsidiary of QSI. The closing of the HSI acquisition occurred on May 20, 2008. The purchase price consists of approximately $15,400 plus up to approximately $1,650 in incentives tied to future performance. The $15,400 consists of approximately equal parts of cash and restricted QSI common stock, subject to restrictions on resale lapsing over a two year period.

On May 29, 2008, the Board declared a quarterly cash dividend of $0.25 per share on the Company's outstanding shares of common stock, payable to shareholders of record as of June 13, 2008 with an anticipated distribution date of July 2, 2008. The Company anticipates that future quarterly dividends, if and when declared by the Board pursuant to this policy, would likely be distributable on or about the fifth day of each of the months of October, January, April and July, subject to review by the Board of Directors.

16. Selected Quarterly Operating Results (unaudited)

The following table presents quarterly unaudited consolidated financial information for the eight quarters in the period ended March 31, 2008. Such information is presented on the same basis as the annual information presented in the accompanying consolidated financial statements. In management's opinion, this information reflects all adjustments that are necessary for a fair presentation of the results for these periods.

COMPARISON BY QUARTER

	Quarter Ended (Unaudited)							
	6/30/06	9/30/06	12/31/06	3/31/07	6/30/07	9/30/07	12/31/07	3/31/08
Revenue:								
Software, hardware and supplies	$15,029	$16,737	$16,088	$21,017	$16,739	$18,514	$20,591	$20,519
Implementation and training	2,954	2,848	2,885	3,490	3,248	3,182	3,115	3,861
Total System sales	17,983	19,585	18,973	24,507	19,987	21,696	23,706	24,380
Maintenance	9,399	9,639	11,069	11,841	12,559	13,442	14,861	15,593
EDI	3,977	4,066	4,290	4,716	5,024	5,406	5,739	6,281
Other services	4,715	4,169	4,164	4,072	4,462	4,602	3,784	4,978
Total Maintenance, EDI and Other services	18,091	17,874	19,523	20,629	22,045	23,450	24,384	26,852
Total revenue	36,074	37,459	38,496	45,136	42,032	45,146	48,090	51,232
Cost of revenue:								
Software, hardware and supplies	1,689	1,723	1,798	3,243	2,488	2,477	2,984	2,938
Implementation and training	1,963	2,154	2,169	2,249	2,409	2,423	2,638	2,871
Total cost of system sales	3,652	3,877	3,967	5,492	4,897	4,900	5,622	5,809
Maintenance	3,137	2,792	3,058	2,847	3,127	3,033	3,131	3,155
EDI	2,780	2,926	3,144	3,331	3,509	3,742	4,162	4,363
Other services	1,888	2,238	2,528	3,127	3,009	3,100	3,233	3,709
Total cost of Maintenance, EDI and Other services	7,805	7,956	8,730	9,305	9,645	9,875	10,526	11,227
Total cost of revenue	11,457	11,833	12,697	14,797	14,542	14,775	16,148	17,036
Gross profit	24,617	25,626	25,799	30,339	27,490	30,371	31,942	34,196
Selling, general and administrative	10,200	9,994	10,593	14,550	12,643	13,188	13,283	14,146
Research and development	2,318	2,591	2,601	2,656	2,800	2,688	2,874	2,988
Income from operations	12,099	13,041	12,605	13,133	12,047	14,495	15,785	17,062

Interest income	667	819	935	885	739	645	710	567
Other income	-	-	-	-	-	-	953	-
Income before provision for income taxes	12,766	13,860	13,540	14,018	12,786	15,140	17,448	17,629
Provision for income taxes	5,097	5,523	4,819	5,513	4,846	5,468	6,234	6,377
Net income	$7,669	$8,337	$8,721	$8,505	$7,940	$9,672	$11,214	$11,252
Net income per share - basic*	$0.29	$0.31	$0.32	$0.31	$0.29	$0.35	$0.41	$0.41
Net income per share - diluted*	$0.28	$0.30	$0.32	$0.31	$0.29	$0.35	$0.40	$0.41
Weighted average shares outstanding - basic	26,714	26,802	26,966	27,049	27,134	27,287	27,362	27,408
Weighted average shares outstanding - diluted	27,232	27,380	27,507	27,600	27,657	27,718	27,696	27,712

* Will not add to annual EPS due to rounding

Schedule II

ALLOWNANCE FOR DOUBTFUL ACCOUNTS
(in thousands)

For the Year Ended	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
March 31, 2008	$ 2,438	$ 1,171	$ (1,081)	$ 2,528
March 31, 2007	$ 2,556	$ 1,480	$ (1,598)	$ 2,438
March 31, 2006	$ 1,837	$ 1,181	$ (462)	$ 2,556

ALLOWNANCE FOR INVENTORY OBSOLESCENCE
(in thousands)

For the Year Ended	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Deductions	Balance at End of Year
March 31, 2008	$ 324	$ 52	$ (153)	$ 223
March 31, 2007	$ 304	$ 35	$ (15)	$ 324
March 31, 2006	$ 146	$ 179	$ (21)	$ 304

INDEX TO EXHIBITS ATTACHED TO THIS REPORT

EXHIBIT NUMBER	DESCRIPTION
10.27	Agreement and Plan of Merger dated May 16, 2008 by and among Quality Systems, Inc., Bud Merger Sub, LLC and Lackland Acquisition II, LLC.
10.28	Office lease between the Company and LAKESHORE TOWERS LIMITED PARTNERSHIP PHASE II, a California limited partnership, dated October 18, 2007.
10.29	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated November 28, 2001.
10.30	First Amendment to Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005.
10.31	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and InfoNow Solutions of St. Louis, LLC, dated November 28, 2001.
10.32	Second Amendment to Service Center Lease Agreement between the TM Properties, LLC, successor to the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005.
10.33	Assignment of Lease between InfoNow Solutions of St. Louis, Lackland Acquisition II, LLC and TM Properties, LLC dated August 17, 2005.
21	List of Subsidiaries
23	Consent of Independent Registered Public Accounting Firm – Grant Thornton LLP
31.1	Certification of Principal Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

EXHIBIT 21

QUALITY SYSTEMS, INC.
LIST OF SUBSIDIARIES

1. NextGen Healthcare Information Systems, Inc.
2. Lackland Acquisition II, LLC

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated June 5, 2008, with respect to the consolidated financial statements, schedule, and internal control over financial reporting included in the Annual Report of Quality Systems, Inc. on Form 10-K for the year ended March 31, 2008. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Quality Systems, Inc. on Forms S-8 (File No. 33-31949, effective November 6, 1989, File No. 33-63131, effective September 10, 1989, File No. 333-67115, effective November 12, 1998 and File No. 333-129752, effective November 16, 2005).

/s/ GRANT THORNTON LLP

Irvine, California
June 5, 2008

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Louis E. Silverman, certify that:

1. I have reviewed this Form 10-K of Quality Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman,
Chief Executive Officer
(Principal Executive Officer)

Date: June 10, 2008

EXHIBIT 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul A. Holt, certify that:

1. I have reviewed this Form 10-K of Quality Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ PAUL A. HOLT
Paul A. Holt,
Chief Financial Officer
(Principal Financial Officer)

Date: June 10, 2008

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 10-K of Quality Systems, Inc. (the "Company") for the year ended March 31, 2008 (the "Report"), the undersigned hereby certify in their capacities as Chief Executive Officer and Chief Financial Officer of the Company, respectively, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: June 10, 2008

By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman
Chief Executive Officer (principal executive officer)

Dated: June 10, 2008

By: /s/ PAUL A. HOLT
Paul A. Holt
Chief Financial Officer (principal financial officer)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-K/A
AMENDMENT NO. 1

ANNUAL REPORT
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One)

[X] **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended **March 31, 2008**

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____________ to _______________

Commission file number: 0-13801

Quality Systems, Inc.
(Exact name of Registrant as specified in its charter)

California	**95-2888568**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

18111 Von Karman Avenue, Suite 600, Irvine, California 92612
(Address of principal executive offices, including zip code)

(949) 255-2600
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value $.01 per share	**Nasdaq Global Select Market**
(Title of each class)	(Name of each exchange on which registered)

Securities registered pursuant to Section 12(g) of the Act:

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No **X**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ___ No **X**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes **X** No___

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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

Large accelerated filer ___	Accelerated filer **X**
Non-accelerated filer ___	Smaller reporting company ___

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ___ No **X**

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of September 30, 2007: $640,154,000 (based on the closing sales price of the Registrant's common stock as reported in the NASDAQ National Market System on that date, $36.63 per share).* (1)

The Registrant has no non-voting common equity.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Common Stock, $.01 par value	**27,765,027**
(Class)	(Outstanding at July 18, 2008)

* For purposes of this Report, in addition to those shareholders which fall within the definition of "affiliates" under Rule 405 of the Securities Act of 1933, as amended, holders of ten percent or more of the Registrant's common stock are deemed to be affiliates for purposes of this Report.

(1) On January 31, 2006, the registrant declared a 2-for-1 stock split with respect to its outstanding shares of common stock for shareholders of record on March 3, 2006. On February 2, 2005, the registrant declared a 2-for-1 stock split with respect to its outstanding shares of common

stock for shareholders of record on March 4, 2005. All share prices and share amounts set forth herein have been retroactively adjusted to reflect such stock splits.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K is being filed to include the information required by Part III, Items 10, 11, 12, 13 and 14.

Part III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

DIRECTORS

The following persons are directors of our company:

Patrick B. Cline, age 47, is a director and since 1996 has been President of our NextGen Healthcare Information Systems Division (formerly, Clinitec). He served as our interim Chief Executive Officer for the April to July 2000 period. Mr. Cline was a co-founder of Clinitec; a company we acquired in 1996, and has served as its President from its inception in January 1994. Prior to co-founding Clinitec, Mr. Cline served from July 1987 to January 1994 as Vice President of Sales and Marketing with Script Systems, a subsidiary of InfoMed, a healthcare information systems company. From January 1994 to May 1994, after the founding of Clinitec, Mr. Cline continued to serve, on a part-time basis, as Script Systems' Vice President of Sales and Marketing. Mr. Cline has held senior positions in the healthcare information systems industry since 1981. Mr. Cline has been a director of our company since 2005.

Philip N. Kaplan, age 41, was elected as a director on June 30, 2008. Mr. Kaplan is Chief Executive Officer of Deer Valley Ventures, LLC, a managed hosting and virtualization technology company. From February 2007 to June 2008, Mr. Kaplan served as Chief Strategy Officer of Internap Network Services Corporation (NASDAQ: INAP), which acquired VitalStream Holdings, Inc (NASDAQ: VSTH) in February 2007. Mr. Kaplan co-founded VitalStream in 2000 and served as its initial Chief Operating Officer until 2004 and as a member of its Board of Directors until its acquisition by Internap. In 2004, he was named President of VitalStream and held that position until the February 2007 acquisition. Previously, Mr. Kaplan co-founded AnaServe, Inc. in 1995, an early e-commerce web hosting company, which was acquired by Concentric Network Corp. in 1998. Mr. Kaplan attended the University of California, Davis from which he received a Bachelor of Arts in Economics, with a minor in Russian language.

Vincent J. Love, age 67, is a director and is the managing partner of Kramer, Love & Cutler, LLP, a financial consulting group where he has worked since 1994. He was employed by the accounting firm Ernst & Young from 1967 to 1994, and served as a partner of that firm from 1979 to 1994. He is a member of Counsel, the governing body, of the American Institute of Certified Public Accountants and an honorary member of the Executive Committee of the American Arbitration Association. He is on the Editorial Board of the *CPA Journal* where he often authors book reviews and articles and is a frequent lecturer on accounting, auditing, ethics and corporate governance issues at accounting and legal conferences. He has appeared as a guest on television and radio programs to discuss regulation of the accounting profession and issues related to financial reporting, the Sarbanes-Oxley Act and corporate governance, including appearances on the NewsHour with Jim Lehrer and programs broadcast on BBC, CNBC, Bloomberg TV and CBS MarketWatch (webcast). He achieved the rank of Captain in the U.S. Army, has a B.B.A. from the City College of New York, and is a New

York, Ohio, and Connecticut certified public accountant. Mr. Love has been a director of our company since 2004.

Russell Pflueger, age 44, is a director and since 2002 has been the Founder, Chairman and Chief Executive Officer of Quiescence Medical, Inc., a medical device development company. During 2001 and 2002, he founded and served as Chairman and Chief Executive Officer of Pain Concepts, Inc, a medical device company. He holds a chemical engineering degree from Texas A&M University and an MBA from the University of California at Irvine. Mr. Pflueger has been a director of our company since 2006.

Steven T. Plochocki, age 56, is a director and is presently a private healthcare investor. . From February 2007 to May 2008 he served as Chairman and Chief Executive Officer of Omniflight Helicopter, Inc., a Dallas-based air medical services company. From October 2006 through February 2007 Mr. Plochocki was a private investor in the healthcare sector. He previously served as Chief Executive Officer and Director of Trinity Hospice, a national hospice provider from October 2004 through October 2006. Prior to joining Trinity Hospice, he was Chief Executive Officer of InSight, a national provider of diagnostic imaging services from November 1999 to August 2004. He was Chief Executive Officer of Centratex Support Services, Inc., a support services company for the healthcare industry and had previously held other senior level positions with healthcare industry firms. He holds B.A. in Journalism and Public Relations from Wayne State University and a Master's degree in Business Management from Central Michigan University. Mr. Plochocki has been a director of our company since 2004.

Sheldon Razin, age 70, is a director. He is the founder of our company and has served as our Chairman of the Board since our inception in 1974. He served as our Chief Executive Officer from 1974 until April 2000. Since its inception until April 2000, he also served as our President, except for the period from August 1990 to August 1991. Additionally, Mr. Razin served as Treasurer from our inception until October 1982. Prior to founding our company, he held various technical and managerial positions with Rockwell International Corporation and was a founder of our predecessor, Quality Systems, a sole proprietorship engaged in the development of software for commercial and space applications and in management consulting work. Mr. Razin holds a B.S. degree in Mathematics from the Massachusetts Institute of Technology.

Ibrahim Fawzy, age 68, is a director and the President of Fawzy Consultancy, which does work in the fields of industry and investment in Egypt and the Arab world. He is a director of Olympic Group for Financial Investments, Egyptians Abroad Investment and Development Co. and Egyptians Abroad for Portfolio Management, all publicly-held companies based in Egypt. He also serves as the Chairman of Egyptians Co. for Housing, Development & Reconstruction, a publicly-held company based in Egypt. He has been a director of our company since 2005.

Ahmed Hussein, age 67, is a director. He is the Chairman of the Board of Directors of National Investment Company, Cairo, Egypt. He founded National Investment Company in 1996 and has served as a member of its Board of Directors since its inception and as Chairman since 1999. He served as a Senior Vice President of Dean Witter from 1993 to 1996. He is a director of the Six of October University, and the Chairman of the Board of Directors of Nobria Agriculture, a publicly held Egyptian company. He has been a director of our company since 1999.

Edwin Hoffman, age 70, is currently a self-employed engineering consultant. From 1972 to 2001, he was Co-Founder and President of Osborne-Hoffman Inc., a company that developed and marketed products for the security industry. He holds a BSEE from the City College of New York and a MSEE and PhD from the Polytechnic Institute of Brooklyn. He has been a director of our company since 2006.

NON-DIRECTOR EXECUTIVE OFFICERS

The following persons are non-director executive officers of our company:

Louis E. Silverman, age 49, joined our company as President and Chief Executive Officer in July 2000. Mr. Silverman also served as a director of our company from May 25, 2005 to June 29, 2008. Mr. Silverman was previously Chief Operations Officer of CorVel Corp., a publicly traded national managed care services and technology firm with headquarters in Irvine, California. Mr. Silverman holds a Master of Business Administration degree from Harvard Graduate School of Business Administration and a Bachelor of Arts degree from Amherst College. Mr. Silverman provided his notice of resignation from all positions with our Company on June 18, 2008, to be effective August 16, 2008. Mr. Silverman's Board service terminated on June 30, 2008.

Donn E. Neufeld, age 51, was appointed Senior Vice President and General Manager, QSI Division, on April 29, 2008. Mr. Neufeld has served as our Vice President Software and Operations since January 1996. He served as our Vice President of Operations from June 1986 until January 1996. From April 1981 until June 1986, Mr. Neufeld held the position of Manager of Customer Support. He joined our company in 1980.

Paul A. Holt, age 42, was appointed Chief Financial Officer in November 2000. Mr. Holt served as our Controller from January 2000 to May 2000 and was appointed interim Chief Financial Officer in May 2000. Prior to joining us, Mr. Holt was the Controller of Sierra Alloys Co., Inc., a titanium metal manufacturing company from August 1999 to December 1999. From May 1997 to July 1999, he was Controller of Refrigeration Supplies Distributor, a wholesale distributor and manufacturer of refrigeration supplies and heating controls. From March 1995 to April 1997 he was Assistant Controller of Refrigeration Supplies Distributor. Mr. Holt is a Certified Public Accountant and holds an M.B.A. from the University of Southern California and a B.A. in Economics from the University of California, Irvine.

Section 16(a) Beneficial Ownership Reporting Compliance

Under Section 16(a) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), our directors and executive officers and any person who beneficially owns more than 10% of our outstanding common stock ("reporting persons") are required to report their initial beneficial ownership of our common stock and any subsequent changes in that ownership to the Commission and Nasdaq. Reporting persons are required by Commission regulations to furnish to us copies of all reports they file in accordance with Section 16(a).

Based solely upon our review of the copies of such reports received by us, or written representations from certain reporting persons that no other reports were required, we believe that during the fiscal year ended March 31, 2007, all Section 16(a) filing requirements applicable to our reporting persons were met.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics that applies to our Chief Executive Officer (principal executive officer) and Chief Financial Officer (our principal financial and accounting officer). This Code is posted on our Internet Website located at www.qsii.com. The Code may be found as follows: From our main Web page, first click on "company info" and then on "corporate governance." We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code by posting such information on our Website, at the address and location specified above.

Audit Committee

Our Board has an Audit Committee, established in accordance with Section 3(a)(58)(A) of the Exchange Act, that since June 30, 2008 has consisted of Messrs. Love, Plochocki, Hoffman and Kaplan. Our Audit Committee is comprised entirely of "independent" (as defined in Rule 4200(a)(15) of the Nasdaq listing standards) directors and operates under a written charter adopted by our Board. The duties of our Audit Committee include meeting with our independent public accountants to review the scope of the annual audit and to review our quarterly and annual financial statements before the statements are released to our shareholders. Our Audit Committee also evaluates the independent public accountants' performance and determines whether the independent registered public accounting firm should be retained by us for the ensuing fiscal year. In addition, our Audit Committee reviews our internal accounting and financial controls and reporting systems practices and is responsible for reviewing, approving and ratifying all related party transactions. Our Audit Committee's current charter is posted on our Internet website at www.qsii.com. Our Audit Committee and our Board have confirmed that our Audit Committee does and will continue to include at least three independent members. Our Audit Committee and our Board have confirmed that Mr. Love met applicable Nasdaq listing standards for designation as an "Audit Committee Financial Expert" and for being "independent."

ITEM 11. EXECUTIVE COMPENSATION

EXECUTIVE AND DIRECTOR COMPENSATION AND RELATED INFORMATION

Compensation Discussion and Analysis

Compensation Philosophy, Objectives and Components

This section discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to and earned by our executive officers and places in perspective the data presented in the tables and narrative that follow.

Our Compensation Committee has responsibility for establishing our compensation philosophy and making recommendations to our Board consistent with that philosophy. Our Compensation Committee seeks to ensure that the total compensation paid to our "named executive officers" (as defined above our "Summary Compensation Table for Fiscal Year Ended March 31, 2008") is fair, reasonable and competitive.

Our Compensation Committee believes that the most effective executive compensation program is one that is designed to reward the achievement of specific annual, long-term and strategic goals by our company, and which aligns executives' interests with those of our shareholders and customers by rewarding performance above established goals, with the ultimate objective of improving shareholder value and customer satisfaction. Our Compensation Committee evaluates both performance and compensation to ensure that we maintain our ability to attract and retain superior employees in key executive positions and that compensation provided to key executive employees remains competitive relative to the compensation paid to similarly situated executives. To that end, our Compensation Committee believes that the executive compensation packages for our named executive officers should include both cash and equity-based compensation that reward performance as measured against established goals.

Our Compensation Committee reviews and makes recommendations to our Board for approval regarding annual base salaries; incentive bonuses, including specific goals and amounts; equity compensation; employment agreements, severance arrangements, and change-in-control agreements/provisions; and any other benefits or compensation for our named executive officers. For the purpose of approving the compensation of our named executive officers, the independent members of our Board meet in executive session to consider and act upon the recommendations of the Compensation Committee. Also to the extent there is a deadlock in our Compensation Committee, an Independent Directors Compensation Committee is constituted to act upon such recommendations.

Our Compensation Committee annually assesses the performance of each of the named executive officers, though these assessments are not part of a formal review process, and to date have not been shared with the named executive officers.

Our Compensation Committee has, from time to time, engaged independent compensation consultants to advise it on matters of Board, executive, and equity compensation. Compensation consultants were most recently utilized in 2005. Our Compensation Committee also consults publicly available compensation data from time to time as part of its Board, executive and equity compensation decisions.

Key components of our compensation program for fiscal year 2008 were base salary and cash and equity incentive programs. Our Compensation Committee views the various components of compensation as related but distinct. A significant percentage of total compensation is allocated to incentives as a result of the philosophy mentioned above. Our Compensation Committee determines the appropriate level for each compensation component based in part, but not exclusively, on our view of internal equity and consistency, and other considerations we deem relevant, such as rewarding extraordinary performance. Our Compensation Committee has not adopted any formal or informal policies or guidelines for allocating compensation between long-term and currently paid out compensation, between cash and non-cash compensation, or among different forms of non-cash compensation.

Base Salary

We provide named executive officers with base salaries to compensate them for services rendered during the fiscal year. Base salaries for named executive officers are determined based on positions and responsibilities using available market data and considering individual performance, company performance, future contribution potential, peer compensation levels and internal equity issues. The weight given to each of these factors can vary from individual to individual. Base salaries are intended to be set at levels that, in combination with other compensation vehicles, offer the potential to attract, retain, and motivate qualified individuals. Base salaries are targeted to be moderate yet competitive.

Salary levels are typically considered annually as part of our Compensation Committee's performance review process. Based on the above principles, on May 31, 2007, our Compensation Committee recommended that our Board set base salaries for our named executive officers as follows:

- Mr. Silverman – $440,000 (increased from $400,000), effective November 1, 2007;
- Mr. Holt – $250,000 (increased from $230,000), effective July 23,2007;
- Mr. Cline – $495,000 (increased from $450,000), effective November 1, 2007; and
- Mr. Flynn – $250,000 (increased from $230,000), effective November 1, 2007.

Cash and Equity Incentive Programs

<u>Fiscal Year 2008 Incentive Program Terms</u>

On May 31, 2007, our Compensation Committee recommended that our Board establish cash and equity incentive bonus programs for fiscal year 2008. Bonus criteria for our named executive officers were set as follows:

- Mr. Silverman was eligible for cash compensation up to $475,000 based on meeting certain target increases in earnings per share ("EPS") performance and revenue growth during the fiscal year as well as meeting certain operational requirements established by our Board of Directors. Of the total $475,000 potential cash compensation, 40% was allocated to the EPS performance criteria, 40% was allocated to the revenue growth criteria and the remaining 20% was discretionary and was allocated in part to the operational requirements criteria;
- Mr. Holt was eligible for cash compensation of up to $80,000 based upon the achievement of certain qualitative goals as approved by the Compensation Committee and our Board of Directors;
- Mr. Cline was eligible for cash compensation of up to $550,000 based on meeting certain target increases in EPS performance and revenue growth during the fiscal year as well as meeting certain operational requirements established by our Board of Directors. Of the total $550,000 potential cash compensation, 40% was allocated to the EPS performance criteria, 40% was allocated to the revenue growth criteria and the remaining 20% was discretionary and was allocated in part to the operational requirements; and
- Mr. Gregory Flynn, former Executive Vice President and General Manager, QSI Division, was eligible for cash compensation of up to $80,000 based upon the achievement of certain qualitative and quantitative goals related to both QSI Division performance and other corporate objectives as approved by the Compensation Committee and our Board of Directors. Of the total $80,000 potential cash compensation, payment of up to $50,000 was based on achievement of quantitative goals, and payment of the remaining amount (up to the $80,000 total) was discretionary based on achievement of qualitative goals. Mr. Flynn passed away on September 26, 2007.
- Mr. Neufeld was appointed the Senior Vice President and General Manager of the QSI Division on April 29, 2008, assuming the duties of Mr. Gregory Flynn, and did not participate in the cash and equity incentive program during fiscal year 2008.

For fiscal year 2008, with respect to the amount of the cash bonus payable to Messrs. Silverman and Cline attributable to revenue growth, targets for revenue growth of 28%, 32%, 36% and 40% corresponded to 20%, 40%, 70% and 100%, respectively, of such award. With respect to the amount of the cash bonus payable to Messrs. Silverman and Cline attributable to EPS growth, targets for EPS growth of 35%, 40%, 45% and 50% corresponded to 20%, 40%, 70% and 100%, respectively, of such award. None of the foregoing targets were achieved.

On May 31, 2007, our Compensation Committee and Board also approved an equity incentive program for fiscal year 2008, covering employees in our operating divisions as well as our corporate staff as groups and each of our named executive officers. The same quantitative revenue and EPS criteria referenced above were adopted to determine eligibility for option grants under the incentive program, with 50% of the available equity incentive tied to performance against Board-established EPS criteria and 50% of the available equity incentive tied to performance against Board-established revenue criteria. None of the EPS or revenue criteria were met and no cash or equity payments were made under the program.

Under the equity incentive plan for fiscal year 2008, our named executive officers became eligible to receive an aggregate of up to 160,000 options (unchanged from the prior year in aggregate and individual amounts) to purchase our common stock based on meeting certain target increases in EPS and/or revenue during fiscal year 2008 as follows:

- Mr. Silverman – up to 40,000 options;
- Mr. Holt – up to 10,000 options;
- Mr. Cline – up to 100,000 options; and
- Mr. Flynn – up to 10,000 options.

The options were to be issued pursuant to standard stock option agreements under one of our shareholder-approved option plans and would have an exercise price equal to the closing sale price of our shares on the Nasdaq Global Select Market as of the date of grant, a term of five years, and vest in four equal annual installments commencing one year following grant date.

Fiscal Year 2008 Incentive Program Payouts

On May 29, 2008, our Compensation Committee and the independent members of our Board of Directors authorized the issuance of the following awards under the cash and equity compensation components of our incentive compensation programs for fiscal year 2008:

- Mr. Silverman received no cash and no options;
- Mr. Holt received cash totaling $80,000 and no options.
- Mr. Cline received cash totaling $110,000 attributable to the discretionary component and no options.
- Mr. Flynn passed away on September 26, 2007.

The above cash payments were made following the filing of our Form 10-K for the fiscal year ended March 31, 2008:

Fiscal Year 2009 Incentive Program Terms

On June 23, 2008, our Special Compensation Committee and an executive session of our Board, each comprised of all of our independent directors, approved a compensation program for our named executive officers for the fiscal year ending March 31, 2009. Typically, our Compensation Committee approves of the compensation program and recommends its adoption to our Board sitting in an executive session of solely independent directors. This year, at its meeting held on June 16, 2008, our Compensation Committee deadlocked concerning the establishment of a proposed 2009 compensation program and was unable to report out to our Board a compensation plan for the 2009 fiscal year. A proposal supported by two of the four members of the Compensation Committee (and opposed by the other two members) was distributed to our Board including our independent directors serving as our Special Compensation Committee as a result of the deadlock. Following approval by the Special Compensation Committee on June 23, 2008, the matter of the proposed 2009 compensation program was then reviewed, discussed and approved by the independent directors of our Board at the Board meeting on June 23, 2008. The compensation program includes base salaries and both cash and equity incentive compensation components. Additionally, an equity incentive compensation plan was adopted for key personnel other than our named executive officers. Our Compensation Committee has structured the EPS performance criteria and revenue growth criteria to require the named executive officers to exert increasingly greater efforts in order to earn increasingly higher potential cash and equity incentive compensation. Under the 2008 plan, none of the targets were ultimately achieved and no objective bonus amounts or cash or options were earned. The objective portion of the 2009 plan (applicable to Messrs. Silverman and Cline) is similar in structure to the 2008 plan (with some exceptions as to the revenue and EPS target amounts and amounts of cash bonus and options earned upon achieving lower-end revenue and EPS targets).

Mr. Silverman has tendered his resignation from all positions with our company effective August 16, 2008 and is not expected to participate in the base salary, cash incentive or equity incentive components of our fiscal year 2009 compensation program. Mr. Silverman's service on Board terminated on June 30, 2008.

Future base salary levels for our named executive officers were set as follows:

- Lou Silverman – $440,000 (unchanged from the prior year), effective November 1, 2008;
- Paul Holt - $275,000 (to increase from $250,000), effective July 23, 2008;
- Pat Cline - $600,000 (to increase from $495,000), effective November 1, 2008; and
- Donn Neufeld - $225,000 (to increase from $194,000), effective June 1, 2008

The cash incentive compensation component of the fiscal year 2009 compensation program for named executive officers provides as follows:

- for Lou Silverman, cash compensation of up to $440,000 may be earned based on meeting certain target increases EPS performance and revenue growth during the fiscal year as well as meeting certain operational requirements established by our Board of Directors. Of the total $440,000 potential cash compensation, 40% is allocated to the EPS performance criteria, 40% is allocated to the revenue growth criteria and the remaining 20% is discretionary and is subject to meeting the acquisition objectives established by our Board;
- for Paul Holt, cash compensation of up to $80,000 may be earned based upon the achievement of certain qualitative goals as approved by our Compensation Committee and our Board of Directors;
- for Pat Cline, cash compensation of up to $600,000 may be earned based on meeting certain target increases in EPS performance and revenue growth during the fiscal year as well as meeting certain operational requirements established by our Board of Directors. Of the total $600,000 potential cash compensation, 40% is allocated to the EPS performance criteria, 40% is allocated to the revenue growth criteria and the

remaining 20% is discretionary and is subject to meeting the acquisition objectives established by our Board; and

- for Donn Neufeld, cash compensation of up to $80,000 may be earned based upon the achievement of certain qualitative and quantitative goals related to both QSI Division performance and other corporate objectives as approved by our Compensation Committee and our Board of Directors. Of the total $80,000 potential cash compensation, payment of up to $60,000 is based on achievement of quantitative goals, and payment of the remaining $20,000 amount is discretionary based on achievement of qualitative goals.

The equity incentive component of the compensation program for fiscal year 2009 provides that our named executive officers are eligible to receive an aggregate of up to 130,000 options to purchase common stock based on meeting certain target increases in EPS performance and revenue growth during the fiscal year as follows:

- Mr. Silverman – 40,000 options;
- Mr. Holt – 10,000 options;
- Mr. Cline – 70,000 options; and
- Mr. Neufeld – 10,000 options.

Of the total 130,000 potential options, 50% are allocated to the EPS performance criteria and 50% are allocated to the revenue growth criteria. If earned, the options would be issued pursuant to one of the shareholder-approved option plans, have an exercise price equal to the closing price of our shares on the Nasdaq Global Select Market (or such other market upon which such shares then trade) as of the date of grant, a term of five years, vest in four equal, annual installments commencing one year following the date of grant and be granted pursuant to our standard stock option agreement.

Other Benefits

We do not provide our named executive officers with perquisites and other personal benefits, as defined, other than those generally available to all employees who meet basic eligibility criteria and other than a $300 per month car allowance for Pat Cline.

We have a 401(k) plan available to substantially all of our employees. Participating employees may defer each year up to the limit set in the Internal Revenue Code. The annual company contribution is determined by a formula set by our Board and may include matching and/or discretionary contributions. The retirement plans may be amended or discontinued at the discretion of our Board. Matching contributions for the named executive officers are included in the "All Other Compensation" column of the Summary Compensation Table for Fiscal Year Ended March 31, 2008.

We have a deferred compensation plan available for the benefit of officers and employees who qualify for inclusion. The plan is described below in connection with the Nonqualified Deferred Compensation Table Fiscal Year ended March 31, 2008 table.

We have a voluntary employee stock purchase plan for the benefit of certain full-time employees. The plan is designed to allow employees to acquire shares of our common stock through automatic payroll deduction. Each eligible employee may authorize the withholding of up to 10% of his/her gross payroll each pay period to be used to purchase shares on the open market by a broker designated by us. In addition, we will match 5% of each employee's contribution and will pay all brokerage commissions and fees in connection with each purchase. The amount of the company match is discretionary and subject to change. The plan is not intended to be an employee benefit plan under the Employee Retirement Income Security Act of 1974. During the fiscal year ended March 31, 2008, none of our named executive officers participated in the employee stock purchase plan although all of our named executive officers met the plan's eligibility requirements.

Tax and Accounting Implications

Deductibility of Executive Compensation.

As part of its role, our Compensation Committee reviews and considers the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code, which provides that we may not deduct compensation of more than $1,000,000 that is paid to certain individuals unless the compensation qualifies as performance-based. Our Compensation Committee currently intends that all cash compensation paid will be tax deductible for us. However, with respect to equity compensation awards, while any gain recognized by employees from nonqualified options should be deductible, to the extent that an option constitutes an incentive stock option, gains recognized by the optionee will not be deductible if there is no disqualifying disposition by the optionee. In addition, if we grant restricted stock or restricted stock unit awards that are not subject to performance vesting, they may not be fully deductible by us at the time the award is otherwise taxable to the employee. Also, in certain situations, our Compensation Committee may recommend compensation that does not meet deductibility qualifications, in order to ensure competitive levels of total compensation for our executive officers. For fiscal year 2008, compensation paid to executives, even amounts in excess of $1,000,000 for any named executive officer, were deductible for federal income tax purposes as we considered compensation to be performance-based.

Accounting for Stock-Based Compensation.

On April 1, 2006, we began accounting for stock-based payments, including those under or equity incentive program, in accordance with the requirements of SFAS 123R. For further information regarding SFAS 123R, refer to Note 2 to the Financial Statements contained in our Form 10-K for the fiscal year ended March 31, 2008.

Summary Compensation Table for Fiscal Year Ended March 31, 2008

The following table provides information concerning the compensation for the fiscal years ended March 31, 2008 and 2007 for our principal executive officer, our principal financial officer, and our two Division heads, who were the only other executive officers whose total compensation exceeded $100,000 during fiscal year 2008 (collectively, the "named executive officers").

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($) (1)	Non-Equity Incentive Plan Compen-sation ($)	Change in Pension Value and Nonquali-fied Deferred Compen-sation Earnings ($) (2)	All Other Compen-sation ($) (3)	Total ($)
Louis E. Silverman, Chief Executive Officer and President	2008	$416,667	$ --	$ --	$426,331	$ --	$ --	$2,350	$ 845,348
	2007	$400,000	$ --	$ --	$444,110	$228,000	$ --	$2,200	$ 1,074,310
Paul A. Holt, Chief Financial Officer and Secretary	2008	$243,872	$ --	$ --	$144,680	$ 80,000	$ 2,439	$2,300	$ 473,291
	2007	$223,795	$ --	$ --	$149,125	$ 70,000	$ 5,900	$2,586	$ 451,406
Patrick B. Cline President, NextGen Healthcare Information Systems Division	2008	$468,750	$ --	$ --	$695,340	$110,000	$ 4,688	$6,531	$1,285,309
	2007	$420,833	$ --	$ --	$776,104	$320,000	$ 14,459	$5,862	$1,537,258
Gregory Flynn Executive Vice President, General Manager of QSI Division(4)	2008	$173,252	$ --	$ --	$102,970	$ --	$1,733	$1,675	$ 279,630
	2007	$228,833	$ --	$ --	$210,389	$70,000	$7,004	$2,346	$ 518,572

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(1) The amount reflected in this column is the compensation cost we recognized for financial statement reporting purposes during fiscal 2008 under SFAS 123R for grants made in fiscal 2008 and prior years and does not include an estimate of forfeitures. Mr. Flynn forfeited 44,750 options. The fair value of each grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions for the fiscal years indicated:

	2008	2007	2006	2005	2004	2003
Dividend yield	2.7%-3.4%	2.1%-2.4%	--	--	--	--
Expected volatility	42.4%-44.8%	47.0%-48.5%	47.7%	47.7%-57.0%	55.0%-57.0%	--
Risk-free interest rates	2.5%-5.1%	4.5%-5.1%	3.7%	3.0%-3.7%	3.0%	--
Expected option life (years)	3.75-4.01	3.75-4.75	4.0	4.0	4.0	--
Weighted-average fair value per share	12.4	14.3	15.2	7.2	8.2	--

(2) The amount reflected in this column represents our company's contribution to the Nonqualified Deferred_Compensation. Earnings are not included in this column as earnings are not considered above-market or preferential.

(3) The amount reflected in this column represents auto allowance and our company's contributions to the 401(k) plan.

(4) Mr. Flynn passed away on September 26, 2007. Amounts represent the partial fiscal year during which he was employed by the Company.

Grants of Plan-Based Awards for Fiscal Year Ended March 31, 2008

The following table sets forth information regarding plan-based awards granted to our named executive officers during the fiscal year ended March 31, 2008.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Threshold ($) (1)	Target ($) (1)	Maximum ($) (2)	Estimated Possible Payouts Under Equity Incentive Plan Awards Threshold (#) (1)	Target (#) (1)	Maximum (#) (2) (6)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards
Louis E. Silverman	--	--	--	$ 475,000 (3)	--	--	40,000	--	--	--
Paul A. Holt	--	--	--	$ 80,000 (4)	--	--	10,000	--	--	--
Patrick B. Cline	--	--	--	$ 550,000 (3)	--	--	100,000	--	--	--
Gregory Flynn	--	--	--	$ 80,000 (5)	--	--	10,000	--	--	--

(1) No threshold or target amounts were set. The actual cash and equity incentive compensation paid is described above under the heading "Compensation Discussion and Analysis — Cash and Equity Incentive Programs — Fiscal Year 2008 Incentive Program Payouts." The actual cash incentive compensation paid is included in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above. The compensation cost of the options actually awarded under the fiscal year 2008 equity incentive program is included in the "Option Awards" column of the Summary Compensation Table above. Information regarding the numbers of shares underlying the options actually awarded under the fiscal year 2008 equity incentive program accompanies footnote (6) to the Outstanding Equity Awards at Fiscal Year-End March 31, 2008 Table below.

(2) The amounts set forth in these columns reflects the maximum cash or share incentive awards possible under our cash and equity incentive programs for fiscal year 2008.

(3) The fiscal year 2008 cash incentive program provided for cash awards to Mr. Silverman and Mr. Cline based 20% upon qualitative factors determined by our Board in its discretion and 80% upon Board-established quantitative revenue and EPS growth objectives. The quantitative objectives were divided into four levels whereby 0%, 20%, 40%, 70% or 100% of the maximum estimated possible payout could be earned.

(4) The fiscal year 2008 cash incentive program provided for a cash award to Mr. Holt based upon the achievement of certain qualitative goals as approved by our Compensation Committee and our Board of Directors.

(5) The fiscal year 2008 cash incentive program provided for a cash award to Mr. Flynn based upon the achievement of certain qualitative and quantitative goals related to both QSI Division

performance and other corporate objectives as approved by our Compensation Committee and our Board of Directors. Of the total $80,000 potential cash compensation, payment of up to $50,000 was based on achievement of quantitative goals, and payment of the remaining amount (up to the $80,000 total) was discretionary based on achievement of qualitative goals.
(6) The same quantitative revenue and EPS criteria referenced in footnote (3) above were adopted to determine eligibility for option grants under the fiscal year 2008 equity incentive program, with 50% of the available equity incentive tied to performance against Board-established EPS criteria and 50% of the available equity incentive tied to performance against Board-established revenue criteria.

Base Salary

Base salaries for the named executive officers are described above under the heading "Compensation Discussion and Analysis — Base Salary."

Cash and Equity Incentive Programs

Cash and equity incentive program payouts made to the named executive officers are described above under the heading "Compensation Discussion and Analysis — Cash and Equity Incentive Programs."

Employment Agreement with Louis E. Silverman

Mr. Silverman tendered his resignation from all positions with our company effective August 16, 2008. We are party to an employment agreement with Mr. Silverman dated as of July 20, 2000 ("effective date") that details the terms of his employment as our Chief Executive Officer and President. Pursuant to the employment agreement, on the effective date we granted Mr. Silverman an option to purchase up to 497,040 shares of our common stock at an exercise price of $1.9375 per share, which option vested in four equal annual installments commencing one year after the effective date, and on the one year anniversary of the effective date, we granted to Mr. Silverman an option to purchase up to 239,760 shares of our common stock at an exercise price of $3.2475 per share, which option vested in four equal annual installments commencing on the second anniversary of the effective date.

The employment agreement provides that Mr. Silverman is eligible to earn and participate in all other benefit programs we offer, with the same eligibility requirements as would apply to any other executive of our company. However, we waived all waiting periods for health benefits and 401(k) benefits for Mr. Silverman.

The employment agreement contains confidentiality provisions, as well as post-termination non-solicitation and non-interference provisions that will run for two years and one year, respectively. Mr. Silverman's employment under the employment agreement is at-will and may be terminated for any reason by him or by us upon 60 days' prior written notice to the other party. However, the employment agreement contains various termination and change-in-control provisions as described below under "Potential Payments on Termination of Employment or Change-in-Control."

Outstanding Equity Awards at Fiscal Year-End March 31, 2008

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercis-able	Equity Incentive Plan Awards: Number of Securit-ies Under-lying Unexer-cised Unearn-ed Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Louis E. Silverman	42,500	42,500 (1)	--	$19.3375	02/11/2012	--	$ --	--	$ --
	--	22,000 (5)	--	$38.8300	06/12/2012		$ --	--	$ --
Paul A. Holt	5,900	4,000 (2)	--	$11.8550	09/03/2009	--	$ --	--	$ --
	16,000	12,750 (1)	--	$19.3375	02/11/2012	--	$ --	--	$ --
	--	5,500 (5)	--	$38.8300	06/12/2012				
						--	$ --	--	$ --
Patrick B. Cline	9,000	-- (3)	--	$ 3.8650	10/29/2008	--	$ --	--	$ --
	20,000	20,000 (2)	--	$11.6675	06/10/2009	--	$ --	--	$ --
	42,500	42,500 (1)	--	$19.3375	02/11/2012	--	$ --	--	$ --
	3,750	11,250 (4)	--	$37.0900	08/11/2011	--	$ --	--	$ --
	--	55,000 (5)	--	$38.8300	06/12/2012		$ --	--	$ --

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(1) Option was granted February 11, 2005 and is vesting in four equal annual installments commencing one year after the grant date. Accordingly, the remaining unexercisable shares are scheduled to vest in one equal annual installment on February 11, 2009.

(2) Option was granted September 3, 2004 and is vesting in four equal annual installments commencing one year after the grant date. Accordingly, the remaining unexercisable shares are scheduled to vest in one equal annual installment on September 3, 2008.

(3) Option was granted October 29, 2003 and vested in four equal annual installments commencing one year after the grant date. Accordingly, there are no remaining unexercisable shares as all shares vested on October 29, 2007.

(4) Option was granted August 11, 2006 and vests in four equal annual installments commencing one year after the grant date. Accordingly, the remaining unexercisable shares are scheduled to vest on August 11, 2008, August 11, 2009 and August 11, 2010.
(5) Option was granted June 12, 2007 pursuant to our fiscal year 2007 equity incentive plan and vests in four equal annual installments commencing one year after the grant date. Accordingly, the unexercisable shares are scheduled to vest on June 12, 2009, June 12, 2010 and June 12, 2011.

Option Exercises and Stock Vested During Fiscal Year Ended March 31, 2008

The following table sets forth information regarding options exercised and stock awards vested during fiscal 2008 for our named executive officers. Value realized on exercise is based on the difference between the per share exercise price and the closing sale price of a share of our common stock on the exercise date.

Name	Option Awards Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Louis E. Silverman	85,000	$ 1,656,863	--	--
Paul A. Holt	17,350	$ 281,955	--	--
Patrick B. Cline	--	$ --	--	--
Gregory Flynn	28,875	$ 784,572	--	--

Pension Benefits

We do not have any plans that provide for payments or other benefits at, following or in connection with the retirement of any named executive officer.

Nonqualified Deferred Compensation Fiscal Year Ended March 31, 2008

The following table sets forth information regarding our defined contribution or other plan that provides for the deferral of compensation for any named executive officer on a basis that is not tax-qualified. Participating employees may defer between 5% and 50% of their compensation per plan year. In addition, we may but are not required to, make contributions into the deferral plan on behalf of participating employees. Each employee's deferrals together with earnings thereon are accrued as part of the long-term liabilities of our company. Investment decisions are made by each participating employee from a family of mutual funds. To offset this liability, we have purchased life insurance policies on some of our participants. We are the owner and beneficiary of the policies and the cash values are intended to produce cash needed to help make the benefit payments to employees when they retire or otherwise leave our company. Distributions will be paid out to participants either upon retirement, death, termination of employment or upon termination of the nonqualified deferred compensation plan. Distribution will generally equal the deferral amount plus or minus earnings or losses and will be in the form of a lump sum of five annual installments as elected by the participant should the account balance exceed $25,000.

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)	Aggregate Earnings in Last FY ($) (1)	Aggregate Withdrawals /Distributions ($)	Aggregate Balance at Last FYE ($)
Louis E. Silverman	$ --	$ --	$ --	$ --	$ --
Paul A. Holt	$ 25,637	$ 2,439	$ (5,502)	$ --	$ 75,276
Patrick B. Cline	$ 35,813	$ 4,688	$ (7,711)	$ --	$ 144,176
Gregory Flynn	$ 8,663	$ 1,733	$ 4,221	$ (316,522)	$ --

(1) No amounts were reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column in the Summary Compensation Table above, as earnings are not considered above-market or preferential.

Potential Payments Upon Termination of Employment or Change-in-Control

The following discussion and tables describe and illustrate potential payments to our named executive officers under existing contracts, agreements, plans or arrangements, whether written or unwritten, for various scenarios involving a change-in-control or termination of employment, assuming a March 31, 2008 termination date.

Louis E. Silverman Employment Agreement

Mr. Silverman resigned as a director effective June 30, 2008 and tendered his resignation from all other positions with our company to be effective August 16, 2008. Mr. Silverman's employment agreement provides that his employment is at-will. Accordingly, Mr. Silverman's employment may be terminated for any reason by him or us upon 60 days written notice to the other party, subject to the severance payments described below.

Benefits Payable to Louis E. Silverman	Death or Disability	Cause	Without Cause or For Good Reason	Termination Upon Change-In-Control
Performance or other bonus earned and unpaid	$--	$--	$--	$--
Accelerated vesting of stock options (1)	$--	$--	$169,837	$679,346
Lump sum cash payment equal to six months of base compensation	$--	$--	$220,000	$220,000

(1) Represents the aggregate value of the accelerated vesting of unvested stock options based solely on the intrinsic value of the options as of March 31, 2008, calculated by multiplying (a) the difference between the fair market value of our common stock on March 31, 2008, which was $29.87, and the

applicable exercise price by (b) the assumed number of option shares vesting on an accelerated basis on March 31, 2008.

The employment agreement also provides for immediate vesting of an additional 25% of all unvested options granted pursuant to the employment agreement and a lump sum cash payment equal to six months of base compensation if we breach the agreement. In addition, the employment agreement provides for immediate vesting of 100% of all unvested options governed by the acceleration provisions of the employment agreement if there is a termination upon a change-in-control. The foregoing acceleration provisions apply to the outstanding options granted to Mr. Silverman in February 2005 but are not applicable to subsequent option grants.

Below are descriptions of the key factors used to determine whether termination of employment under the employment agreement is due to disability, cause or good reason or constitutes a termination upon a change-in-control.

"Disability" means that our Board, in its sole opinion, determines that Mr. Silverman is prevented from properly performing his duties under the employment agreement by reason of any physical or mental incapacity for a period of more than twelve consecutive weeks or for a cumulative period of 90 business days in any 18-month period.

"Cause" means that Mr. Silverman engaged either (i) in any criminal conduct constituting a felony (or that involved dishonesty, breach of trust or moral turpitude) and criminal charges are brought against him by a governmental authority or he enters a plea of nolo contendere (or similar plea) to such charges or (ii) knowingly and willfully engaged in activities that would constitute a material breach of any term of the employment agreement resulting in a material injury to our business condition, financial or otherwise, results of operations or prospects, as determined in good faith by our Board of Directors.

"Good reason" exists if without Mr. Silverman's prior written consent and in the absence of prior written notice of the Board's intent to terminate for cause, one or more of the following events occurs:

- we assign to Mr. Silverman any duties materially inconsistent with or that constitute a material change in his position, duties, responsibilities, or status with us, or a material change in his reporting responsibilities, title, or offices; or removal of him from or failure to re-elect him to any of such positions, except in connection with the termination of the period of employment by reason of his death or disability or cause;
- we reduce his annual salary then in effect or materially diminish his position, duties, authority or status;
- we act in any way that would adversely affect his participation in or materially reduce his benefits under any of our benefit plans in which he is participating or we deprive him of any material fringe benefit enjoyed by him, except in so far that our action or inaction (i) is also taken or not taken, as the case may be, in respect of all employees generally, (ii) is required by the terms of any benefit plan as in effect immediately before the action or inaction, or (iii) is necessary to comply with applicable law or to

preserve the qualification of any benefit plan under section 401(a) of the Internal Revenue Code;

- we fail to remedy any non-compliance with any provisions of his employment agreement promptly, and in no event later than ten business days after our receipt of written notice of non-compliance from him; or
- there is a material change in the nature or direction of our business or his place of employment.
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"Termination Upon a Change-in-Control" will be deemed to occur under the employment agreement upon either (i) the termination of Mr. Silverman without cause within 120 days prior to or 90 days after the event constituting a change-in-control; or (ii) at Mr. Silverman's election, within 90 days of the event constituting the change-in-control, not to continue with the successor or surviving corporation.

A "change-in-control" is the earliest to occur of any of the following events:

- the direct or indirect sale, lease, exchange or other transfer of 35% of more of our total assets to any person, entity or group;
- our merger, consolidation or other business combination with another company with the effect that our shareholders immediately prior to the transaction hold less than 51% of the combined voting power of the then outstanding securities of the surviving company having the right to vote in the election of directors;
- the replacement of a majority of the members of our Board of Directors in any given year without the approval of our Board of Directors as constituted at the beginning of the year; or
- the purchase of 25% or more of the combined voting power of our outstanding securities having the right to vote in the election of directors by a person or group other than as a result of the purchase of securities by Ahmed Hussein or his affiliates of securities beneficially owned by Sheldon Razin or his affiliates or vice versa.
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Arrangements with Other Named Executive Officers

We are not a party to any contracts, agreements, plans or arrangements that would provide payments to Messrs. Holt, Cline or Neufeld at, following or in connection with any termination of employment, change-in-control, or change in responsibilities.

Stock Option and Award Exercisability

Our Amended and Restated 1998 Stock Option Plan (our "1998 Plan") provides for the issuance of nonqualified and incentive stock options. Our 2005 Stock Option and Incentive Plan (our "2005 Plan") provides for the issuance of numerous types of stock-based awards, including without limitation, stock options, stock appreciation rights, restricted stock, unrestricted stock, restricted stock units, performance shares, and performance units.

Generally, exercisability of options and other awards granted under our option plans terminate following termination of employment as described in the table below. The consequences described in the column relating to the 2005 Plan apply except to the extent that the 2005 Plan, the applicable award agreement or our Board may otherwise provide where permitted by the 2005 Plan.

Reason for Termination of Employment	Exercisability Consequences Under 1998 Plan	2005 Plan
Voluntary resignation by employee or termination for cause by us	All options terminate immediately.	All unvested awards terminate immediately.
Retirement pursuant to a company retirement policy, if any, that we adopt	All options terminate immediately.	Options and stock appreciation rights remain exercisable (to the extent vested prior to retirement) until the earlier of the expiration of the award term or three years after retirement.
Termination without cause by us	Options remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the option term or 30 days after the termination of employment.	Options and stock appreciation rights remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the award term or three months after the termination of employment.
Disability	Options remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the option term or 365 days after the termination of employment.	Options and stock appreciation rights remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the award term or six months after the termination of employment.
Death during, or within a period specified in the option after the termination of, employment	Options remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the option term or 365 days after the date of death.	Options and stock appreciation rights remain exercisable (to the extent vested prior to termination) until the earlier of the expiration of the award term or six months after the date of death.

For options granted pursuant to our 1998 Plan, our Board has the discretion to accelerate the vesting of any outstanding options held by our named executive officers and employees if no provision is made for the continuance of those plans and the assumption of options outstanding under those plans if we dissolve or are liquidated, if we are not the surviving entity in a merger, consolidation, acquisition or other reorganization, if we are the subject of a reverse merger in which more than 50% of our voting shares are converted into cash, property or the securities of another entity, or if we sell substantially all of our property or shares to another entity.

Under our 2005 Plan, our Board may exercise discretion at any time, whether before or after the grant, expiration, exercise, vesting or maturity of or lapse of restriction on an award or the termination of employment of a grantee, to amend any outstanding award or award agreement, including an amendment that would accelerate the time or times at which the award becomes unrestricted or may be exercised, or waive or amend any goals, restrictions or conditions set forth in the award agreement, subject to shareholder approval for any amendments involving repricing of awards.

In addition, awards under our 2005 Plan will fully vest in connection with a change in control as defined in our 2005 Plan. Examples of changes in control under our 2005 Plan generally include, with various exceptions detailed in our 2005 Plan: any person becoming the beneficial owner of more than 50% of the combined voting power of our then outstanding securities; the consummation of certain mergers, consolidations, statutory share exchanges or similar forms of corporate transaction that require approval of our shareholders; our shareholders approving a plan of complete liquidation or dissolution of our company; or the consummation of a sale or disposition of all or substantially all of our assets other than a sale or disposition that would result in our voting securities outstanding immediately prior thereto continuing to represent 50% or more of the combined voting power of our company or the surviving entity outstanding immediately after the sale or disposition; or in the case of directors, officers or employees who are entitled to the benefits of a change in control agreement or similar provisions within an agreement entered into by us or a related entity that defines or addresses change in control, "change in control" as defined in such agreement.

Our 2005 Plan also provides that if, within two years after the occurrence of a change in control, a termination of employment occurs with respect to any grantee for any reason other than cause, disability, death or retirement, the grantee will be entitled to exercise awards at any time thereafter until the earlier of (i) the date twelve months after the date of termination of employment and (ii) the expiration date in the applicable award agreement.

Director Compensation for Fiscal Year Ended March 31, 2008

Our Director Compensation Program, which was most recently amended effective as of our 2006 annual shareholders meeting held September 20, 2006, provides that all non-employee directors receive a retainer of $30,000 per year plus a fee of $2,000 per Board meeting attended. Also, non-employee directors who serve on a committee of our Board receive a fee of $1,000 per committee meeting attended. In addition, each newly elected and re-elected non-employee director is to receive an option to purchase 5,000 shares of our common stock upon each annual election date. The options are to be priced at the fair market value of our common stock on the date of grant, vest in four equal annual installments commencing on the first anniversary of the date of grant, and expire seven years from the date of grant. However, the options are to fully vest at the conclusion of the director's term of service if the director is not re-elected to our Board, except where the failure to be re-elected results from either a voluntary withdrawal from Board service by the director or prior removal from our Board for cause under Section 304 of the California Corporations Code.

The following table provides information concerning compensation for our non-employee directors for the fiscal year ended March 31, 2008. Directors Silverman and Cline were employees of our company and thus receive no compensation for their services as directors. The compensation received by Messrs. Silverman and Cline as employees of our company is described elsewhere in this Report. Mr. Silverman resigned as a director effective June 30, 2008 and tendered his resignation from all other positions with our company to be effective August 16, 2008.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($) (1)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensa tion ($)	Total ($)
Sheldon Razin	$ 50,000	$ --	$30,200	$ --	$ --	$ --	$ 80,200
Ibrahim Fawzy	$ 51,000	$ --	$30,200	$ --	$ --	$ --	$ 81,200
Edwin Hoffman	$ 69,000	$ --	$30,200	$ --	$ --	$ --	$ 99,200
Ahmed Hussein	$ 48,000	$ --	$30,200	$ --	$ --	$ --	$ 78,200
Vincent J. Love	$ 66,000	$ --	$30,200	$ --	$ --	$ --	$ 96,200
Russell Pflueger	$ 54,000	$ --	$30,200	$ --	$ --	$ --	$ 84,200
Steven Plochocki	$ 66,000	$ --	$30,200	$ --	$ --	$ --	$ 96,200

(1) The amount reflected in this column is the compensation cost we recognized for financial statement reporting purposes during fiscal 2007 under SFAS 123R for grants made in fiscal 2008 and prior years. The fair value of each grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions for the fiscal years indicated:

	2008	2007
Dividend yield	2.99%	2.40%
Expected volatility	42.79%	48.50%
Risk-free interest rates	3.35%	4.70%
Expected option life (years)	4.75	4.75
Weighted-average fair value per share	$10.69	$15.52

At March 31, 2008, the aggregate number of option awards outstanding for each of the directors named in the table was as follows:

Director Name	Shares Underlying Options
Mr. Razin	54,000
Mr. Fawzy	34,000
Mr. Hoffman	10,000
Mr. Hussein	54,000
Mr. Love	44,000
Mr. Pflueger	10,000
Mr. Plochocki	54,000

Compensation Committee Interlocks and Insider Participation

The Compensation Committee consists of Messrs. Plochocki, Hoffman, Pflueger and Fawzy. None of these individuals was, during the fiscal year ended March 31, 2008, an officer or employee of our company, and none of these individuals formerly was an officer of our company. No member of our Board has a relationship that would constitute an interlocking relationship with executive officers and directors of another entity.

Independent Directors Compensation Committee Report

Our Independent Directors Compensation Committee reviewed and discussed with management the "Compensation Discussion and Analysis" contained in this Report. Based on that review and discussion, a majority of our Independent Directors Compensation Committee recommended to our Board of directors that the "Compensation Discussion and Analysis" be included in this Report.

INDEPENDENT DIRECTORS COMPENSATION COMMITTEE

Steven Plochocki, Chairman
Edwin Hoffman Vincent Love Sheldon Razin Russell Pflueger Ibrahim Fawzy Ahmed Hussein

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Except as otherwise indicated in the related footnotes, the following table sets forth information with respect to the beneficial ownership of our common stock as of the record date, July 18, 2008, by:

- each person known by us to beneficially own more than 5% of the outstanding shares of our common stock;
- each of our directors and director nominees;
- each of the "named executive officers" named in the "Summary Compensation Table for Fiscal Year Ended March 31, 2008" contained in this Report; and
- all of our directors, director nominees and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the Commission and includes voting or investment power with respect to the securities. To our knowledge, unless indicated by footnote, and subject to community property laws where applicable, the persons named in the table below have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. Except as indicated in the footnotes to the table below, shares of common stock underlying options, if any, that currently are exercisable or are scheduled to become exercisable for shares of common stock within 60 days after the date of the table are deemed to be outstanding in calculating the percentage ownership of each listed person or group but are not deemed to be outstanding as to any other person or group. Percentage of beneficial ownership is based on 27,765,027 shares of common stock outstanding as of July 11, 2008.

Unless otherwise indicated, the address of each of the beneficial owners named in the table is c/o Quality Systems, Inc., 18111 Von Karman Avenue, Suite 600, Irvine, California 92612. Messrs. Razin, Cline, Kaplan, Love, Plochocki and Pflueger are current directors of our company and are director nominees. Messrs. Bristol and Smith are not currently directors but are director nominees. Messrs. Hussein, Hoffman and Fawzy are current directors but, for reasons described below under the discussion of Proposal No. 1, Election of Directors, were not renominated for election as directors. Messrs. Cline, Silverman, Neufeld and Holt are executive officers of our company.

Name of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned
Sheldon Razin	5,179,380 (1)	18.6%
Ahmed Hussein	4,654,100 (2)	16.7%
Patrick B. Cline	164,250 (3)	*
Louis E. Silverman	82,400 (4)	*
Edwin Hoffman	2,500 (5)	*
Vincent J. Love	46,500 (6)	*
Steven T. Plochocki	46,500 (7)	*
Ibrahim Fawzy	26,500 (8)	*
Donn Neufeld	29,150 (9)	*
Paul A. Holt	29,275 (10)	*
Russell Pflueger	2,500 (11)	*
Philip N. Kaplan	--	*
George Bristol	--	*
Robert L. Smith	--	*
Columbia Wanger Asset Management	2,601,000 (12)	9.4%
FMR LLC.	1,890,501 (13)	6.8%
All directors, director nominees and executive officers as a group (14 persons)	10,263,055 (14)	36.5%

* Represents less than 1.0%.
(1) Includes 46,500 shares underlying options.
(2) Includes 46,500 shares underlying options.
(3) Includes 112,750 shares underlying options.
(4) Includes 5,500 shares underlying options.
(5) Includes 2,500 shares underlying options.
(6) Includes 36,500 shares underlying options and 10,000 shares owned by Mr. Love's wife.
(7) Includes 46,500 shares underlying options.
(8) Includes 26,500 shares underlying options.
(9) Includes 3,400 shares underlying options.
(10) Includes 23,275 shares underlying options.
(11) Includes 2,500 shares underlying options.

(12) Power to vote or dispose of the shares beneficially owned by Columbia Wanger Asset Management LP. The address for Columbia Wanger Asset Management LP is 227 West Monroe Street, Suite 3000, Chicago, IL 60606. Number of shares of common stock beneficially owned is based upon Form 13G/A filed on May 9, 2008 and executed by Bruce H. Lauer, (i) Senior Vice President and Secretary, of WAM Acquisition GP, Inc., its General Partner and (ii) Vice President, Secretary and Treasurer of Columbia Acorn Trust.

(13) Power to vote or dispose of the shares beneficially owned by FMR LLC is held by Edward C. Johnson as Chairman of LLC. The address for LLC is 82 Devonshire Street, Boston, Massachusetts 02109. Number of shares of common stock beneficially owned is based upon Form 13G/A filed on February 14, 2008.

(14) Includes 352,425 shares underlying options.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information about our common stock that may be issued upon the exercise of options under all of our equity compensation plans as of March 31, 2008.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation (excluding securities reflected in column (a)) (c)
Equity compensation plan approved by security holders	1,303,734 (1)	$22.81	1,175,000 (2)
Equity compensation plans not approved by security holders	--	--	--
Total	1,303,734 (1)	$22.81	1,175,000 (2)

(1) Represents shares of common stock underlying options outstanding under our 1998 Plan and our 2005 Plan.

(2) Represents shares of common stock available for issuance under options or awards that may be issued under our 2005 Plan. The material features of these plans are described in Note 10 to our consolidated financial statements for the years ended March 31, 2008, 2007, and 2006.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Review, Approval or Ratification of Transactions with Related Persons

During fiscal year 2008, our Transaction Committee was responsible for reviewing and approving transactions with related persons. Our Audit Committee has responsibility for reviewing all transactions with related persons.

Our Board and Audit Committee have adopted written related party transaction policies and procedures relating to approval or ratification of transactions with related persons. Under the policies and procedures, our Audit Committee is to review the material facts of all related party transactions that require our Audit Committee's approval and either approve or disapprove of our entry into the related party transactions, subject to certain exceptions, by taking into account, among other factors the committee deems appropriate, whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related party's interest in the transaction. No director may participate in any discussion or approval of a related party transaction for which he or she is a related party. If an interested transaction will be ongoing, the committee may establish guidelines for our management to follow in its ongoing dealings with the related party and then at least annually must review and assess ongoing relationships with the related party.

Under the policies and procedures, a "related party transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which the aggregate amount involved will or may be expected to exceed $30,000 in any calendar year, we are a participant, and any related party has or will have a direct or indirect interest. A "related party" is any person who is or was since the beginning of our last fiscal year an executive officer, director or Board-approved nominee for election as a director and inclusion in our proxy statement at our next annual shareholders' meeting, any greater than 5% beneficial owner of our common stock known to us through filings with the Commission, any immediate family member of any of the foregoing, or any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or holds a similar position or in which such person has a 5% or greater beneficial ownership interest. "Immediate family member" includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

Our Audit Committee has reviewed and pre-approved certain types of related party transactions described below. In addition, our Board has delegated to the Chair of our Audit Committee the authority to pre-approve or ratify (as applicable) any related party transaction in which the aggregate amount involved is expected to be less than $15,000. Pre-approved interested transactions include:

- Employment of executive officers if the related compensation is required to be reported in our proxy statement or if the executive officer is not an immediate family member of another executive officer or a director of our company, the related compensation would be reported in our proxy statement if the executive officer was a "named executive officer," and our compensation committee approved (or recommended that our Board approve) the compensation.
- Any compensation paid to a director if the compensation is required to be reported in our proxy statement.
- Any transaction with another enterprise at which a related party's only relationship is as an employee (other than an executive officer), director or beneficial owner of less

than 5% of that enterprise, if the aggregate amount involved does not exceed the greater of $30,000 or 5% of that enterprise's total annual revenues.

- Any charitable contribution, grant or endowment by use to a charitable organization, foundation or university at which a related party's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of $10,000 or 5% of the charitable organization's total annual receipts.
- Any transaction where the related party's interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis (e.g., dividends or stock splits).
- Any transaction over which the related party has no control or influence on our decision involving that related party where the rates or charges involved are determined by competitive bids.
- Any transaction with a related party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority, or services made available on the same terms and conditions to persons who are not related parties.

Related Person Transactions

Indemnification Agreements

We are party to indemnification agreements with each of our directors and executive officers. The indemnification agreements and our articles of incorporation and bylaws require us to indemnify our directors and executive officers to the fullest extent permitted by California law.

Employment Arrangements

David Razin, who is Vice President EDI Services of our company, is the son of Sheldon Razin, our Chairman of the Board. David Razin earned approximately $149,022 in salary and bonus during that portion of fiscal year 2008 in which he was employed by the Company. David Razin resigned from the Company in January 2008.

Kim Cline, Vice President of Client Services at our NextGen Healthcare Information System subsidiary, is the sister of Patrick Cline, President of our NextGen Healthcare Information System Division. Kim Cline earned approximately $203,447 in salary and bonus during fiscal year 2008.

Director Independence

The following persons are deemed to be independent directors of our company: Ibrahim Fawzy; Edwin Hoffman; Ahmed Hussein; Philip Kaplan; Russell Pflueger; Steven Plochocki; Vincent Love; and Sheldon Razin.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit and Non-Audit Fees

The following table sets forth the aggregate fees billed to us by Grant Thornton, LLP, our principal accountant, for professional services rendered in the audit of our consolidated financial statements for the years ended March 31, 2008 and 2007.

	2008	2007
Audit fees	$ 890,000	$1,013,000
Audit-related fees	$ --	$ --
Tax fees	$ --	$ --
All other fees	$ --	$ --

Audit Fees. Audit fees consist of fees billed for professional services for audit of our consolidated financial statements and review of the interim consolidated financial statements included in our quarterly reports and services that are normally provided by an independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. No audit-related fees were incurred for fiscal years 2008 and 2007.

Tax Fees. Tax fees consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance, tax audit defense, customs and duties, mergers and acquisitions, and international tax planning.

All Other Fees. No other fees were incurred for fiscal years 2008 or 2007.

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services

Our Audit Committee's policy is to preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for us by our independent registered public accounting firm, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by our Audit Committee prior to the completion of the audit.

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Restated Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California on September 8, 1989, are hereby incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Registration No. 333-00161) filed January 11, 1996.
3.2	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 4, 2005, is hereby incorporated by reference to Exhibit 3.1.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
3.3	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective October 6, 2005 is hereby incorporated by reference to Exhibit 3.01 of the registrant's Current Report on Form 8-K filed October 11, 2005.
3.4	Certificate of Amendment to Articles of Incorporation of Quality Systems, Inc. filed with the Secretary of State of California effective March 3, 2006 is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed March 6, 2006.
3.5	Amended and Restated Bylaws of Quality Systems, Inc., as amended and restated effective May 25, 2005, are hereby incorporated by reference to Exhibit 3.6 of the registrant's Annual Report on Form 10K for the year ended March 31, 2005.
3.6	Certificate of Amendment of Bylaws of the Company effective September 20, 2006 is hereby incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed September 25, 2006.
3.7	Amended Exhibit A to Amended and Restated Bylaws, adopted by the registrant's Board of Directors on May 31, 2007, is hereby incorporated by reference to Exhibit 3.1 of the registrant's Current Report on Form 8-K filed June 5, 2007.
3.8	Amended and Restated Bylaws of Quality Systems, Inc., effective May 29, 2008 is hereby incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed June 2, 2008.
10.1*	Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.10.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.

Exhibit Number	Description
10.2*	Form of Incentive Stock Option Agreement for Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
10.3*	Form of Non-Qualified Stock Option Agreement for Amended and Restated 1998 Stock Option Plan is hereby incorporated by reference to Exhibit 10.2 to the registrant's Quarterly Report on Form 10Q for the quarter ended September 20, 2004.
10.4*	2005 Stock Option and Incentive Plan is incorporated by reference to Exhibit 10.01 to the registrant's Current Report on Form 8-K filed October 5, 2005.
10.5*	Form of Nonqualified Stock Option Agreement for 2005 Stock Incentive Plan is incorporated by reference to Exhibit 10.2 to the registrant's Current Report on Form 8-K filed June 5, 2007.
10.6*	Form of Incentive Stock Option Agreement for 2005 Stock Incentive Plan is incorporated by reference to Exhibit 10.3 to the registrant's Current Report on Form 8-K filed June 5, 2007.
10.7*	1993 Deferred Compensation Plan is hereby incorporated by reference to Exhibit 10.5 to the registrant's Annual Report on Form 10-KSB for the year ended March 31, 1994.
10.8*	1998 Employee Stock Contribution Plan is hereby incorporated by reference to Exhibit 4.1 to the registrant's Registration Statement on Form S-8 (Registration No. 333-63131).
10.9*	Employment Agreement dated July 20, 2000 between Quality Systems, Inc. and Lou Silverman is hereby incorporated by reference to Exhibit 10.18 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
10.10*	Form of Indemnification Agreement for directors and executive officers authorized January 27, 2005 is hereby incorporated by reference to Exhibit 10.6.1 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
10.11	Lease Agreement between Company and Tower Place, L.P. dated November 15, 2000, commencing February 5, 2001 is hereby incorporated by reference to Exhibit 10.14 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.12	Fourth Amendment to lease agreement between the Company and Tower Place, L.P. dated September 22, 2005 is incorporated by reference to Exhibit 10.24 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.

Exhibit Number	Description
10.13	Fifth Amendment to lease agreement between the Company and Tower Place, L.P. dated January 31, 2007 is incorporated by reference to Exhibit 10.13 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.14	Lease Agreement between Company and Orangewood Business Center Inc. dated April 3, 2000, amended February 22, 2001, is hereby incorporated by reference to Exhibit 10.15 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
10.15	Lease Agreement between the Company and HUB Properties LLC dated May 8, 2002 is hereby incorporated by reference to Exhibit 10.18 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2003.
10.16	Second Amendment to Office Lease agreement between the Company and HUB Properties LLC dated February 14, 2006 is incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.
10.17	Amended and Restated Second Amendment to Office Lease agreement between the Company and HUB Properties LLC dated May 31, 2006 is incorporated by reference to Exhibit 10.17 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.18	Lease Agreement between the Company and LakeShore Towers Limited Partnership Phase IV, a California limited partnership, dated September 15, 2004 is hereby incorporated by reference to Exhibit 10.19 of the registrant's Annual Report on Form 10-K for the year ended March 31, 2005.
10.19	Lease agreement between the Company and Von Karman Michelson Corporation dated September 6, 2005 is incorporated by reference to Exhibit 10.23 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2006.
10.20	Office lease between the Company and SLTS Grand Avenue, L.P. dated May 3, 2006 is incorporated by reference to Exhibit 10.20 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.21*	Board Service Agreement between the Company and Lou Silverman is incorporated by reference to Exhibit 10.2.1 to the registrant's Current Report on Form 8-K, dated May 31, 2005.
10.22*	Board Service Agreement between the Company and Patrick Cline is incorporated by reference to Exhibit 10.2.1 to the registrant's Current Report on Form 8-K dated May 31, 2005.

Exhibit Number	Description
10.23*	Director Compensation Program approved May 25, 2006 is incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed May 30, 2006.
10.24	Settlement Agreement dated as of August 8, 2006 between the registrant and Ahmed Hussein is incorporated by reference to Exhibit 10.1 to the registrant's Current Report on Form 8-K filed August 9, 2006.
10.25*	Description of Compensation Program for Named Executive Officers for Fiscal Year Ended March 31, 2008 is incorporated by reference to Exhibit 10.25 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.26*	Description of Compensation Program for Named Executive Officers for Fiscal Year Ending March 31, 2007 is incorporated by reference to Exhibit 10.26 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2007.
10.27	Agreement and Plan of Merger dated May 16, 2008 by and among Quality Systems, Inc., Bud Merger Sub, LLC and Lackland Acquisition II, LLC is incorporated by reference to Exhibit 10.27 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
10.28	Office lease between the Company and Lakeshore Towers Limited Partnership Phase II, a California limited partnership, dated October 18, 2007 is incorporated by reference to Exhibit 10.28 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
10.29	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated November 28, 2001 is incorporated by reference to Exhibit 10.29 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
10.30	First Amendment to Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005 is incorporated by reference to Exhibit 10.30 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
10.31	Standard Service Center Lease Agreement between the Lincoln National Life Insurance Company and InfoNow Solutions of St. Louis, LLC, dated November 28, 2001 is incorporated by reference to Exhibit 10.31 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.

Exhibit Number	Description
10.32	Second Amendment to Service Center Lease Agreement between the TM Properties, LLC, successor to the Lincoln National Life Insurance Company and Lackland Acquisition II, LLC, dated August 17, 2005 is incorporated by reference to Exhibit 10.32 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
10.33	Assignment of Lease between InfoNow Solutions of St. Louis, Lackland Acquisition II, LLC and TM Properties, LLC dated August 17, 2005 is incorporated by reference to Exhibit 10.33 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
21	List of subsidiaries is incorporated by reference to Exhibit 21 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
23	Consent of Independent Registered Public Accounting Firm – Grant Thornton LLP, is incorporated by reference to Exhibit 10.32 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
31.1	Certification of Principal Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed as Exhibit 31.1 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
31.2	Certification of Principal Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed as Exhibit 31.2 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.
31.3	Certification of Principal Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
31.4	Certification of Principal Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **
32.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is filed as Exhibit 32.1 to the registrant's Annual Report on Form 10-K for the year ended March 31, 2008 filed June 12, 2008.

* This exhibit is a management contract or a compensatory plan or arrangement.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman,
President and Chief Executive Officer

Date: July 28, 2008

Pursuant to the requirement of the Securities Exchange Act of 1934, this Amendment No. 1 to Form 10-K has been signed by the following persons on our behalf in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Sheldon Razin* Sheldon Razin	Chairman of the Board and Director	July 28, 2008
/s/ Louis E. Silverman Louis E. Silverman	President and Chief Executive Officer (Principal Executive Officer)	July 28, 2008
/s/ Paul A. Holt* Paul A. Holt	Chief Financial Officer (Principal Financial Officer) and Secretary	July 28, 2008
/s/ Patrick B. Cline* Patrick B. Cline	President, NextGen Healthcare Information Systems Division, and Director	July 28, 2008
/s/ Edwin Hoffman* Edwin Hoffman	Director	July 28, 2008
/s/ Vincent J. Love* Vincent J. Love	Director	July 28, 2008
/s/ Russell Pflueger* Russell Pflueger	Director	July 28, 2008

Signature	Title	Date
/s/ Steven T. Plochocki* Steven T. Plochocki	Director	July 28, 2008

*By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman, Attorney-In-Fact

INDEX TO EXHIBITS FILED WITH THIS AMENDMENT NO. 1 TO FORM 10-K

EXHIBIT NUMBER	EXHIBIT
31.3	Certification of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

EXHIBIT 31.3

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Louis E. Silverman, certify that:

1. I have reviewed this Amendment No. 1 to Form 10-K of Quality Systems, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

By: /s/ LOUIS E. SILVERMAN
Louis E. Silverman,
Chief Executive Officer
(Principal Executive Officer)

Date: July 28, 2008

EXHIBIT 31.4

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Paul A. Holt, certify that:

1. I have reviewed this Amendment No. 1 to Form 10-K of Quality Systems, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: July 28, 2008

By: /s/ PAUL A. HOLT
Paul A. Holt,
Chief Financial Officer
(Principal Financial Officer)

corporate information

Directors of the Company

Sheldon Razin
Chairman

Patrick Cline
President,
NextGen Healthcare Information Systems

Ibrahim Fawzy
Director

Edwin Hoffman
Director

Ahmed Hussein
Director

Philip Kaplan
Director

Vincent Love
Director

Russell Pflueger
Director

Steven Plochocki
Director

Officers of the Company

Louis Silverman
President & Chief Executive Officer

Patrick Cline
President,
NextGen Healthcare Information Systems

Paul Holt
Chief Financial Officer

Legal Counsel

Rutan & Tucker, LLP
Costa Mesa, California

Independent Auditors

Grant Thornton LLP
Irvine, California

Investor Relations Consultants

CCG Investor Relations
Los Angeles, California
310.477.9800

Form 10-K

A copy of the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, is available on the Company's website at www.qsii.com or by contacting the Company at our corporate headquarters.

Designed by Curran & Connors, Inc. / www.curran-connors.com

Corporate/QSI Division Location

18111 Von Karman Avenue, Suite 600
Irvine, California 92612
949.255.2600
www.qsii.com

NextGen Division Locations

795 Horsham Road
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