

## Q4 2016 Earnings Results Supplementary Data, Financial Tables and Non-GAAP Reconciliations

## **Non-GAAP Financial Measures**

CyberArk believes that the use of non-GAAP gross profit, operating income and non-GAAP net income is helpful to our investors. These financial measures are not measures of the Company's financial performance under U.S. GAAP and should not be considered as alternatives to operating income or net income or any other performance measures derived in accordance with GAAP.

The Company believes that providing non-GAAP financial measures that exclude share-based compensation, public offering related expenses, acquisition related expenses, amortization of intangible assets related to acquisitions and the tax effects related to the non-GAAP adjustments allows for more meaningful comparisons of its period to period operating results. Share-based compensation expense has been, and will continue to be for the foreseeable future, a significant recurring expense in the Company's business and an important part of the compensation provided to its employees.

The Company believes that expenses related to its public offerings and acquisitions as well as amortization of intangible assets related to acquisitions do not reflect the performance of its core business and impact period-to-period comparability.

Non-GAAP financial measures may not provide information that is directly comparable to that provided by other companies in the Company's industry, as other companies in the industry may calculate non-GAAP financial results differently, particularly related to non-recurring or unusual items. In addition, there are limitations in using non-GAAP financial measures as they exclude expenses that may have a material impact on the Company's reported financial results. The presentation of non-GAAP financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with U.S. GAAP. CyberArk urges investors to review the reconciliation of its non-GAAP financial measures to the comparable U.S. GAAP financial measures



CyberArk Software Ltd.
Consolidated Statements of Operations -- Fiscal Quarters
(\$ in Thousands, except per share amounts and percentages)

	2015 2016															
Revenue		Q1		Q2		Q3		Q4		Q1		Q2		Q3		Q4
License	\$	19,978	\$	22,278	\$	24,820	\$	33,037	\$	27,514	\$	29,965	\$	33,257	\$	40,794
Maintenance & Professional Services		12,937		14,097		15,236		18,429		19,397		20,415		21,707		23,564
Total	_	32,915		36,375		40,056	_	51,466	_	46,911	_	50,380	_	54,964		64,358
Cost of Revenues																
License		550		1,831		1,136		1,571		1,274		1,283		1,084		1,085
Maintenance & Professional Services		3,707		4,243		4,395		5,227		5,160		5,628		6,962		7,675
Total Cost of Revenues	_	4,257		6,074		5,531		6,798		6,434		6,911		8,046		8,760
Total Gross Profit		28,658		30,301		34,525		44,668		40,477		43,469		46,918		55,598
Gross Profit Margin		87%		83%		86%		87%		86%		86%		85%		86%
Operating expenses:																
Research and development		4,117		4,263		5,649		7,705		7,933		8,165		9,192		9,324
Sales and marketing		13,460		15,449		16,717		20,580		21,663		21,837		23,800		26,475
General and administrative		3,578		4,058		3,871		5,483		4,670		5,016		5,841		6,590
Total operating expenses		21,155		23,770		26,237		33,768	_	34,266		35,018		38,833		42,389
Operating Income		7,503		6,531		8,288		10,900		6,211		8,451		8,085		13,209
Financial income (expenses), net		(1,631)		327		58		(233)		67		(94)		368		(96)
Income before taxes on income		5,872		6,858		8,346		10,667		6,278		8,357		8,453		13,113
Taxes on income		(1,706)		(1,936)		(1,573)		(734)		(1,954)		(1,908)		(1,341)		(2,874)
Net Income	\$	4,166	\$	4,922	\$	6,773	\$	9,933	\$	4,324	\$	6,449	\$	7,112	\$	10,239
Basic net income per ordinary share	\$	0.14	\$	0.16	\$	0.20	\$	0.30	\$	0.13	\$	0.19	\$	0.21	\$	0.30
Diluted net income per ordinary share	\$	0.12	\$	0.14	\$	0.19	\$	0.28	\$	0.12	\$	0.18	\$	0.20	\$	0.28
Shares used in computing net income																
per ordinary shares, basic Shares used in computing net income	30	,563,888	31	,530,242	33,	,122,067	33	,243,103	33	,366,332	33	,547,975	33	,886,461	34	1,158,580
per ordinary shares, diluted	34	,786,581	35	,001,262	35,	,761,096	35	,727,077	35	,707,977	35	,787,574	35	,983,790	36	5,003,803

CyberArk Software Ltd.
GAAP to Non-GAAP Reconciliation
(\$ in Thousands, except per share amounts and percentages)

	2015								2016								
		Q1		Q2		Q3		Q4		Q1		Q2	Q3		Q4		
GAAP gross profit	\$	28,658	\$	30,301	\$	34,525	\$	44,668	\$	40,477	\$	43,469	\$	46,918	\$	55,598	
Share-based compensation		63		84		139		213		241		285		423		437	
Amortization of intangible assets - Cost of revenues						19		340		355		355		355		355	
Non-GAAP gross profit	\$	28,721	\$	30,385	\$	34,683	\$	45,221	\$	41,073	\$	44,109	\$	47,696	\$	56,390	
Non-GAAP gross profit margin		87%		84%		87%		88%		88%		88%		87%		88%	
GAAP research and development expense	\$	4,117	\$	4,263	\$	5,649	\$	7,705	\$	7,933	\$	8,165	\$	9,192	\$	9,324	
Share-based compensation		82		85		368		972		940		998		1,403		1,319	
Amortization of intangible assets - R&D						271		478		478		478		478		479	
Non-GAAP research and development expense	\$	4,035	\$	4,178	\$	5,010	\$	6,255	\$	6,515	\$	6,689	\$	7,311	\$	7,526	
GAAP sales and marketing expense	\$	13,460	\$	15,449	\$	16,717	\$	20,580	\$	21,663	\$	21,837	\$	23,800	\$	26,475	
Share-based compensation		139		177		713		1,185		1,225		1,371		1,544		1,625	
Amortization of intangible assets - S&M				-		-		17		301		301		301		287	
Non-GAAP sales and marketing expense	\$	13,321	\$	15,272	\$	16,004	\$	19,378	\$	20,137	\$	20,165	\$	21,955	\$	24,563	
GAAP general & administrative expense		3,578		4,058		3,871		5,483		4,670		5,016		5,841		6,590	
Share-based compensation		181		797		885		966		967		1,325		1,721		1,711	
Public offering related expenses		1,081		487		-		-		-		-		-		-	
Acquisition related expenses		-		88		429		160		-		-		-		-	
Non-GAAP general & administrative expense	\$	2,316	\$	2,686	\$	2,557	\$	4,357	\$	3,703	\$	3,691	\$	4,120	\$	4,879	
GAAP total operating expenses	\$	21,155	\$	23,770	\$	26,237	\$	33,768	\$	34,266	\$	35,018	\$	38,833	\$	42,389	
Share-based compensation		402		1,059		1,966		3,123		3,132		3,694		4,668		4,655	
Amortization of intangible assets		-		-		271		495		779		779		779		766	
Public offering related expenses		1,081		487		-		-		-		-		-		-	
Acquisition related expenses				88		429		160									
Non-GAAP total operating expenses	\$	19,672	\$	22,136	\$	23,571	\$	29,990	\$	30,355	\$	30,545	\$	33,386	\$	36,968	
GAAP operating income	\$	7,503	\$	6,531	\$	8,288	\$	10,900	\$	6,211	\$	8,451	\$	8,085	\$	13,209	
Share-based compensation		465		1,143		2,105		3,336		3,373		3,979		5,091		5,092	
Amortization of intangible assets		-		-		290		835		1,134		1,134		1,134		1,121	
Public offering related expenses		1,081		487		-		-		-		-		-		-	
Acquisition related expenses				88		429		160									
Non-GAAP operating income	\$	9,049	\$	8,249	\$	11,112	\$	15,231	\$	10,718	\$	13,564	\$	14,310	\$	19,422	

CyberArk Software Ltd.
GAAP to Non-GAAP Reconciliation
(\$ in Thousands, except per share amounts and percentages)

	 2015								2016								
	Q1		Q2		Q3		Q4		Q1		Q2		Q3		Q4		
GAAP taxes on income  Taxes related to non-GAAP adjustments	\$ (1,706) -	\$	(1,936) (114)	\$	(1,573) (382)	\$	(734) (455)	\$	(1,954) (513)	\$	(1,908) (1,066)	\$	(1,341) (1,576)	\$	(2,874) (1,782)		
Non-GAAP taxes on income	\$ (1,706)	\$	(2,050)	\$	(1,955)	\$	(1,189)	\$	(2,467)	\$	(2,974)	\$	(2,917)	\$	(4,656)		
GAAP net income	\$ 4,166	\$	4,922	\$	6,773	\$	9,933	\$	4,324	\$	6,449	\$	7,112	\$	10,239		
Share-based compensation	465		1,143		2,105		3,336		3,373		3,979		5,091		5,092		
Amortization of intangible assets	-		-		290		835		1,134		1,134		1,134		1,121		
Public offering related expenses	1,081		487		-		-		-		-		-		-		
Acquisition related expenses	-		88		429		160		-		-		-		-		
Taxes related to non-GAAP adjustments	 		(114)		(382)		(455)		(513)		(1,066)		(1,576)		(1,782)		
Non-GAAP net income	\$ 5,712	\$	6,526	\$	9,215	\$	13,809	\$	8,318	\$	10,496	\$	11,761	\$	14,670		

CyberArk Software Ltd.

Non-GAAP Expenses -- Fiscal Quarters
(\$ in Thousands, except per share amounts and percentages)

	<u></u>	2015								2016									
Share-based compensation expenses		Q1		Q2		Q3		Q4		Q1		Q2		Q3		Q4			
Cost of revenues	\$	63	\$	84	\$	139	\$	213	\$	241	\$	285	\$	423	\$	437			
Research and development		82		85		368		972		940		998		1,403		1,319			
Sales and marketing		139		177		713		1,185		1,225		1,371		1,544		1,625			
General and administrative		181		797		885		966		967		1,325		1,721		1,711			
Total share-based compensation expenses	\$	465	\$	1,143	\$	2,105	\$	3,336	\$	3,373	\$	3,979	\$	5,091	\$	5,092			

	2015							2016								
Other non-GAAP adjustments	Q1		Q2		Q3		Q4		Q1		Q2		Q3		Q4	
Public offering related expenses	 1,081		487		-		-		-		-		-		-	
Amortization of intangible assets - Cost of revenues	-		-		19		340		355		355		355		355	
Amortization of intangible assets - R&D	-		-		271		478		478		478		478		479	
Amortization of intangible assets - S&M	-		-		-		17		301		301		301		287	
Acquisition related expenses	-		88		429		160		-		-		-		-	
Taxes related to non-GAAP adjustments	 		(114)		(382)		(455)		(513)		(1,066)		(1,576)		(1,782)	
Total other non-GAAP adjustments	\$ 1,081	\$	461	\$	337	\$	540	\$	621	\$	68	\$	(442)	\$	(661)	

CyberArk Software Ltd.

Non-GAAP Consolidated Statements of Operations -- Fiscal Quarters
(\$ in Thousands, except per share amounts and percentages)

		2015 2016							16							
Revenue		Q1		Q2		Q3		Q4		Q1		Q2		Q3		Q4
License	\$	19,978		22,278	\$	24,820	\$		\$	27,514	\$		\$		\$	
Maintenance & Professional Services		12,937		14,097		15,236		18,429		19,397		20,415		21,707		23,564
Total		32,915		36,375	_	40,056	_	51,466	_	46,911		50,380	_	54,964	_	64,358
Cost of Revenues																
License		550		1,831		1,117		1,231		919		928		729		730
Maintenance & Professional Services		3,644		<u>4,159</u>		<u>4,256</u>		5,014		4,919		5,343		6,539		7,238
Total Cost of Revenues		4,194		5,990		5,373		6,245		5,838		6,271		7,268		7,968
Gross Profit		28,721		30,385		34,683		45,221		41,073		44,109		47,696		56,390
Gross Profit Margin		87%		84%		87%		88%		88%		88%		87%		88%
Operating expenses:																
Research and development		4,035		4,178		5,010		6,255		6,515		6,689		7,311		7,526
Sales and marketing		13,321		15,272		16,004		19,378		20,137		20,165		21,955		24,563
General and administrative		2,316		2,686		2,557		4,357		3,703	_	3,691		4,120		4,879
Total operating expenses		19,672		22,136		23,571		29,990		30,355		30,545	_	33,386		36,968
Operating Income		9,049		8,249		11,112		15,231		10,718		13,564		14,310		19,422
Financial income (expenses), net		(1,631)		327		58		(233)		67		(94)		368		(96)
Income before taxes on income		7,418		8,576		11,170		14,998		10,785		13,470		14,678		19,326
Taxes on income		(1,706)		(2,050)		(1,955)		(1,189)		(2,467)		(2,974)		(2,917)		(4,656)
Net income	<u>\$</u>	5,712	\$	6,526	\$	9,215	\$	13,809	\$	8,318	\$	10,496	\$	11,761	\$	14,670
Basic net income per ordinary share	\$	0.19	\$	0.21	\$	0.28	\$	0.42	\$	0.25	\$	0.31	\$	0.35	\$	0.43
Diluted net income per ordinary share	\$	0.16	\$	0.19	\$	0.26	\$	0.39	\$	0.23	\$	0.29	\$	0.33	\$	0.41
Shares used in computing net income			24			400.05=		242 405	22	255 222		- 4 - 0 - 5	-	225 454	-	
per ordinary shares, basic Shares used in computing net income	30,	563,888	31,	530,242	33,	,122,067	33	3,243,103	33	,366,332	33	,547,975	33	,886,461	34	1,158,580
per ordinary shares, diluted	34,	786,581	35,0	001,262	35,	,761,096	35	,727,077	35	,707,977	35	,787,574	35	,983,790	36	5,003,803

CyberArk Software Ltd.
Consolidated Balance Sheet - Fiscal Quarters
(\$ in Thousands, except per share amounts and percentages)

ASSETS	March 31, 2015	June 30, 2015	September 30, 2015	December 31, 2015	March 31, 2016	June 30, 2016	September 30, 2016	December 31, 2016
CURRENT ASSETS:								
Cash and cash equivalents	\$ 162,946	\$ 270,119	\$ 238,930	\$ 234,539	\$ 238,202	\$ 178,420	\$ 145,192	\$ 172,957
Short-term bank deposits	28,722	13,699	10,725	3,713	8,680	45,850	92,138	86,829
Marketable securities	-	-	-	-	597	12,386	15,148	15,246
Trade receivables	14,912	14,298	23,182	20,410	15,819	20,804	26,731	33,330
Prepaid expenses and other current assets	2,998	3,600	3,784	3,293	4,770	5,196	4,421	4,804
Total current assets	\$ 209,578	\$ 301,716	\$ 276,621	\$ 261,955	\$ 268,068	\$ 262,656	\$ 283,630	\$ 313,166
LONG-TERM ASSETS:								
Property and equipment, net	\$ 2,321	\$ 2,543	\$ 3,291	\$ 3,584	\$ 4,023	\$ 4,366	\$ 4,444	\$ 4,760
Intangible assets, net	-	-	9,550	18,558	17,424	16,290	15,156	14,035
Goodwill	-	-	14,345	35,145	35,145	35,145	35,145	35,145
Marketable securities	-	-	-	- 2 220	6,857	22,390	22,077	20,443
Severance pay fund Prepaid expenses and other long-term assets	3,046 1,044	3,257 1,037	3,158 1,618	3,230 1,954	3,361 2,050	3,187 2,005	3,359 1,939	3,332 1,761
Deterred tax asset	6,071	6,819	7,458	9,998	10,431	10,030	11,262	10,389
Total long-term assets	\$ 12,482	\$ 13,656	\$ 39,420	\$ 72,469	\$ 79,291	\$ 93,413	\$ 93,382	\$ 89,865
TOTAL ASSETS	\$ 222,060	\$ 315,372	\$ 316,041	\$ 334,424	\$ 347,359	\$ 356,069	\$ 377,012	\$ 403,031
LIABILITIES AND SHAREHOLDERS' EQUITY								
CURRENT LIABILITIES:								
Trade payables	2,481	1,892	1,720	2,530	2,222	2,215	2,112	2,699
Employees and payroll accruals	7,139	26,465	11,141	15,860	12,350	13,699	15,936	18,470
Deferred revenues	28,818	39,586	40,692	37,104	43,746	42,812	45,875	50,111
Accrued expenses and other current liabilities	6,140	7,061	9,129	9,366	7,888	5,851	6,552	6,876
Total current liabilities	\$ 44,578	\$ 75,004	\$ 62,682	\$ 64,860	\$ 66,206	\$ 64,577	\$ 70,475	\$ 78,156
LONG-TERM LIABILITIES:								
Deferred revenues	12,513	13,680	15,847	17,285	19,862	20,004	20,920	23,395
Other long-term liabilities	217	238	237	188	236	236	232	229
Accrued severance pay	4,312	4,483	4,570	4,667	5,043	4,601	5,036	5,035
Deferred tax liabilities			954	754	652	595	436	
Total long-term liabilities	\$ 17,042	\$ 18,401	\$ 21,608	\$ 22,894	\$ 25,793	\$ 25,436	\$ 26,624	\$ 28,659
TOTAL LIABILITIES	\$ 61,620	\$ 93,405	\$ 84,290	\$ 87,754	\$ 91,999	\$ 90,013	\$ 97,099	\$ 106,815
SHAREHOLDERS' EQUITY:								
Ordinary shares of NIS 0.01 par value	80	85	86	86	86	86	88	88
Additional paid-in capital	135,713	191,735	195,153	200,107	203,969	208,507	215,115	221,609
Accumulated other comprehensive income (loss)	(295)	283	(125)	(93)	411	120	255	(175)
Retained earnings	24,942	29,864	36,637	46,570	50,894	57,343	64,455	74,694
Total shareholders' equity	\$ 160,440	\$ 221,967	\$ 231,751	\$ 246,670	\$ 255,360	\$ 266,056	\$ 279,913	\$ 296,216
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 222,060	\$ 315,372	\$ 316,041	\$ 334,424	\$ 347,359	\$ 356,069	\$ 377,012	\$ 403,031

CyberArk Software Ltd.
Consolidated Statement of Cash Flows -- Reporting Periods
(\$ in Thousands, except per share amounts and percentages)

	3 Months March 31, 2015	6 months June 30, 2015	9 months Sep 30, 2015	12 months Dec 31, 2015	3 months March 31, 2016	6 months June 30, 2016	9 months Sep 30, 2016	12 months December 31, 2016
Cash flows from operating activities:								
Net income	\$ 4,166	\$ 9,088	\$ 15,861	\$ 25,794	\$ 4,324	\$ 10,773	\$ 17,885	\$ 28,124
Adjustments to reconcile net income to net cash								
provided by operating activities:								
Depreciation and Amortization	222	459	1,036	2,254	1,518	3,126	4,744	6,488
Amortization of premium and accretion of discount								
on marketable securities	-	-	-	-	1	56	165	275
Share-based compensation expenses	465	1,608	3,713	7,049	3,373	7,352	12,443	17,535
Tax benefit related to share-based compensation	(529)	(1,176)	(2,321)	(3,808)	(217)	(411)	(889)	(1,466)
Deferred income taxes, net	(245)	(731)	(1,420)	(4,093)	(598)	(189)	(1,616)	(1,130)
Decrease (increase) in trade receivables	4,351	4,965	(3,887)	(187)	4,591	(394)	(6,321)	(12,920)
Decrease (increase) in prepaid expenses and other								
current and long-term assets	(932)	(1,175)	(1,559)	(1,183)	(1,009)	(1,728)	(606)	(1,485)
Increase (decrease) in trade payables	871	263	35	322	(200)	(179)	(174)	(177)
Increase in short term and long term deferred revenues	9,171	21,106	24,335	21,254	9,219	8,427	12,406	19,117
Increase (decrease) in employees and payroll accruals	(3,183)	(1,153)	(471)	5,011	(3,510)	(2,161)	76	2,610
Increase (decrease) in accrued expenses and other								
current and long-term liabilities	(242)	1,586	4,621	6,353	(1,200)	(3,240)	(2,109)	(927)
Increase (decrease) in accrued severance pay, net	225	280	369	394	245	(23)	240	266
Net cash provided by operating activities	14,340	35,120	40,312	59,160	16,537	21,409	36,244	56,310
Cash flows from investing activities:								
Proceeds from short and long term deposits	24,279	39,289	42,309	49,329	-	-	-	-
Investment in short and long term deposits	-	-	(614)	(619)	(4,998)	(42,149)	(88,361)	(82,940)
Investment in marketable securities	-	-	-	-	(7,435)	(34,650)	(37,351)	(40,433)
Proceeds from maturity of marketable securities	-	-	-	-	-	-	-	4,307
Purchase of property and equipment	(620)	(1,060)	(1,751)	(2,066)	(930)	(1,777)	(2,446)	(2,795)
Payments for business acquisitions, net of cash acquired		<u> </u>	(23,149)	(53,656)				<u> </u>
Net cash provided by (used in) investing activities	23,659	38,229	16,795	(7,012)	(13,363)	(78,576)	(128,158)	(121,861)
Cash flows from financing activities:								
Issuance of shares, net	-	52,685	52,614	52,575	-	-	_	-
Withholding proceeds related to exercise of options	-	17,201	1,011	-	-	-	_	
Tax benefit related to share-based compensation	529	1,176	2,321	3,808	217	411	889	1,466
Proceeds from exercise of options and warrants	234	1,524	1,693	1,824	272	637	1,678	2,503
Net cash provided by financing activities	763	72,586	57,639	58,207	489	1,048	2,567	3,969
Increase (decrease) in cash and cash equivalents	38,762	145,935	114,746	110,355	3,663	(56,119)	(89,347)	(61,582)
Cash and cash equivalents at the beginning of the period	124,184	124,184	124,184	124,184	234,539	234,539	234,539	234,539
Cash and cash equivalents at the end of the period	\$ 162,946	\$ 270,119	\$ 238,930	\$ 234,539	\$ 238,202	\$ 178,420	\$ 145,192	\$ 172,957