

EVOLVING
SYSTEMS®

2010 ANNUAL REPORT
NOTICE OF 2011 ANNUAL MEETING
AND PROXY STATEMENT

We caution you that certain information in this proxy statement may contain, in addition to historical information, “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based upon management’s beliefs, as well as on assumptions made by management. These forward looking statements involve known and unknown risks, uncertainties and other factors that cause our actual results, performance or achievements to be materially different from what we say or imply with such forward looking statements. When we use the words “may,” “will,” “expects,” “intends,” “estimates,” “anticipates,” “believes,” “plans,” “seeks” or “continues,” or similar expressions, we intend to identify forward looking statements. You should be aware that the telecommunications industry is changing rapidly, and, therefore, the forward looking statements and statements of expectations, plans and intent are subject to a greater degree of risk than similar statements regarding certain other industries.

Although we believe that our expectations with respect to the forward looking statements are based upon reasonable assumptions, we cannot assure you that our actual results, performance or achievements will meet these expectations. Other than as may be required by applicable law, we undertake no obligation to release publicly the results of any revisions to these forward looking statements.

To Our Stockholders:

April 2011

In 2010 we celebrated our 25th anniversary in business by posting another year of solid profitability, winning new customers around the world, and paying our first ever common stock dividends. Our financial results for the year were highlighted by strong performances in key profitability metrics. We closed 2010 with our 23rd consecutive quarter of positive adjusted EBITDA, our 18th consecutive quarter of positive operating income and our 11th consecutive quarter of positive net income – milestones that underscore our ability to consistently deliver bottom line performance. On a full year basis, net income was up 11% to \$5.4 million, or \$0.49 per diluted share. We generated cash from operations of \$5.7 million, up 57% year-over-year. Our working capital balance advanced 147% to \$11.8 million, while cash and cash equivalents at year-end were up 101% to \$10.8 million. In 2010 we also started paying a dividend with the declaration of three consecutive quarterly dividends of \$0.05.

As our long-time stockholders know, over the past several years we have focused on a three-part strategy of advancing new product initiatives, expanding our international presence and strengthening our balance sheet. I am pleased to say we have been successful on all fronts. Early in 2010 we retired the last of our long-term debt, a move that significantly strengthened our balance sheet and allowed us to intensify our focus on enhancing and expanding our product portfolio and pursuing sizable business opportunities in emerging and other international markets.

On the product front, we increased our research and development expense by 22% during 2010, with the majority of that investment going to enhancements and functionality upgrades to our *Dynamic SIM Allocation*[™] (DSA) and *NumeriTrack*[®] (NT) products. As a result, revenue from these two solutions achieved all-time highs in 2010, with DSA revenue up 31% and NT revenue increasing 34% year over year.

We are particularly excited about our DSA solution, which holds potential for explosive growth. Our DSA solution was originally conceived to serve the mobile phone market, providing carriers with SIM supply chain efficiencies, enhanced customer retention and the ability to offer individual phone number selection at the point of sale. We have established a solid leadership position in this large – and largely untapped – niche, with eight DSA customers either in, or moving toward, production. More recently, we have extended our DSA solution to address a variety of other connected devices such as e-readers, tablets and air cards that provide wireless connectivity for PCs and netbooks. And in February of this year we introduced a new solution we call *Intelligent M2M Controller*[™] to address the market for transmitting devices that have only intermittent or infrequent need to be connected to a network. Industry estimates forecast that in coming years there will be billions, if not trillions, of connected devices – all requiring SIM cards and all of which can benefit from the unique attributes and capabilities of our patent-pending DSA and *Intelligent M2M Controller* solutions.

Our third area of focus is international markets, where most of our DSA and NT sales are occurring. During 2010 we closed new DSA orders in Canada and Brazil and our installed base now includes carriers in Europe, Africa, Latin America and Asia. We also closed new NT orders in Panama and Mexico and took other new customers into production in Zambia, Senegal, El Salvador and Bolivia. We expect our international footprint to continue expanding as we constantly look for ways to strengthen and improve our global sales and support functions.

In what remained a challenging global economic environment we fell short of some of our expectations for 2010 – specifically around revenue and order growth. However, as we enter 2011 we are seeing positive signs of increased momentum for our products. In 2011 we aim to continue our leadership of the DSA market, enter the fast growing connected devices space and continue to deliver solid results for all of our stakeholders. As always, we appreciate the support and confidence of our stockholders and look forward to updating you on our progress throughout the year.

Sincerely,



Thad Dupper
Chairman and Chief Executive Officer

EVOLVING

SYSTEMS®

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 16, 2011

To the Stockholders of Evolving Systems, Inc.:

You are invited to attend the annual meeting of the stockholders of Evolving Systems, Inc. which will be held at 9:00 a.m. local time at the Company's headquarters located at 9777 Pyramid Court, Suite 100, Englewood, Colorado 80112, on June 16, 2011.

At the meeting, you will be asked to act on the following matters:

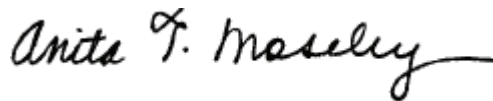
1. to elect two nominees named in this Proxy Statement as directors for terms as described in Proposal 2;
2. to consider a proposal to amend our Amended and Restated Certificate of Incorporation to eliminate the classified Board structure and provide that all members of the Board of Directors be elected annually for a term of one year;
3. to ratify the selection of Grant Thornton LLP as our independent registered public accounting firm to audit the consolidated financial statements of Evolving Systems for its fiscal year ending December 31, 2011; and
4. to consider such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

The Proxy Statement accompanying this Notice describes these items more fully.

Only holders of record of shares of Evolving Systems' common stock at the close of business on April 19, 2011 are entitled to vote at the meeting or any postponements or adjournments of the meeting.

YOUR VOTE IS IMPORTANT. PLEASE READ THE PROXY STATEMENT AND VOTE BY FOLLOWING THE VOTING INSTRUCTIONS SENT TO YOU.

By order of the Board of Directors,



Anita T. Moseley
Secretary

Englewood, Colorado
April 22, 2011

EVOLVING

SYSTEMS®

9777 Pyramid Court, Suite 100
Englewood, Colorado 80112

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS June 16, 2011

This proxy statement contains information related to the annual meeting of stockholders of Evolving Systems, Inc. which will be held at 9:00 a.m. local time at the Company's headquarters located at 9777 Pyramid Court, Suite 100, Englewood, Colorado 80112, on June 16, 2011, and any postponements or adjournments thereof. Evolving Systems first mailed, or made available on the Internet, these proxy materials to stockholders on or about April 29, 2011. In this proxy statement, "Company," "Evolving Systems," "we," "us," and "our" each refer to Evolving Systems, Inc. and its subsidiaries.

ABOUT THE PROXY MATERIALS

We are pleased to take advantage of the Securities and Exchange Commission ("SEC") rules that require issuers to provide proxy materials to stockholders on the Internet. We will be able to provide our stockholders with the information they need, while lowering the cost of the delivery of materials and reducing the environmental impact of printing and mailing hard copies.

The cost of solicitation of the proxies will be paid by Evolving Systems. Officers, directors and regular employees of Evolving Systems, without additional compensation, also may solicit proxies by further mailing, by telephone or personal conversations. Evolving Systems has no plans to retain any firms or otherwise incur any extraordinary expense in connection with the solicitation.

The proxy materials include:

- Our proxy statement for the annual meeting; and
- Our 2010 Annual Report to Stockholders, which includes our audited consolidated financial statements.

As required by SEC rules, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") to all stockholders of record on April 19, 2011. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice (www.evolving.com/investor_relations.html), or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

The Notice will provide you with instructions regarding how to:

- View our proxy materials for the annual meeting on the Internet; and
- Instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual stockholders' meetings on the environment. If you choose to receive future proxy materials by

email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

If you are a holder of record (that is, if your shares are registered in your own name with our transfer agent), you may vote by mail, telephone, on the Internet, or by attending the meeting and voting in person.

If you hold your shares in street name (that is, you hold your shares through a broker, bank or other holder of record), please refer to the information on the voting instruction form forwarded to you by your bank, broker or other holder of record to see which voting options are available to you.

Quorum and Required Votes

Only holders of record of shares of Evolving Systems' common stock at the close of business on April 19, 2011, the record date, are entitled to vote at the meeting or any postponements or adjournments of the meeting. As of the record date, Evolving Systems had 10,768,595 shares of common stock outstanding.

The presence at the meeting of a majority of the outstanding shares, in person or by proxy relating to any matter to be acted upon at the meeting, is necessary to constitute a quorum for the meeting. Each outstanding share of common stock is entitled to one vote.

Proxies marked "Abstain" and broker "non-votes" will be treated as shares that are present for purposes of determining the presence of a quorum. An "abstention" occurs when a stockholder sends in a proxy with explicit instructions to decline to vote regarding a particular matter. A broker non-vote occurs when a broker or other nominee who holds shares for another person does not vote on a particular proposal because that holder does not have the discretionary voting power for the proposal and has not received voting instructions from the beneficial owner of the shares so the broker is unable to vote those uninstructed shares. Abstentions and broker non-votes, while included for quorum purposes, will not be counted as a vote "cast" for or against any proposal, except that abstentions and broker non-votes will have, with respect to Proposal No. 2 only, the equivalent effect of a vote "Against" such proposal.

Please note that brokers may not vote your shares on the election of Directors or any other non-routine matters if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

Proposal No. 1 – Election of Directors. A director nominee must receive more votes "For" his or her election than "Against." If a quorum is present and voting, the two nominees receiving the highest number of votes will be elected to the Board of Directors. Abstentions and broker non-votes will not be counted in the election of directors. Brokers will not have the discretionary voting power to vote for directors on behalf of their clients whose shares are held in "street name."

Proposal No. 2 – Approval of an Amendment to the Amended and Restated Certificate of Incorporation to Declassify the Board of Directors. Our current amended and restated certificate of incorporation provides that any amendment to Article V requires the affirmative vote of the holders of not less than 66.66% of the outstanding shares of voting stock. As the amendment described in Proposal No. 2 will modify Article V, the approval of Proposal No. 2 will require the affirmative vote of at least 66.66% of our outstanding shares of common stock. Any shares not voted (whether by abstention, broker non-vote or otherwise) will have the same effect as a vote "Against" the proposal. Brokers will not have discretionary voting power to vote on Proposal No. 2 for their clients whose shares are held in "street name."

Proposal No. 3 – Ratification of Grant Thornton LLP as Evolving Systems' Independent Registered Public Accounting Firm. The affirmative vote of a majority of the shares of our common stock present or represented and voting at the annual meeting will be required to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm. Brokers will have the discretionary voting power to vote on the ratification of Grant Thornton LLP as Evolving Systems' independent registered public accounting firm for their clients whose shares are held in "street name." Abstentions will have no effect on the outcome of the vote with respect to this proposal. Because Proposal No. 3 is a routine proposal on which a broker or other nominee is generally empowered to vote, no broker non-votes will likely result from this proposal.

Recommendation of Board of Directors

The Board recommends stockholders vote **FOR** all proposals. Unless you instruct otherwise on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors. Specifically, the Board's recommendations are set forth below. In summary, the Board recommends a vote:

- **FOR** the election of the nominated slate of directors;
- **FOR** the approval of the amendment to the Evolving Systems, Inc. Certificate of Incorporation to declassify the Board of Directors and provide that each Board member be elected for a one-year term; and
- **FOR** the ratification of the selection of Grant Thornton LLP as our independent registered public accounting firm to audit the consolidated financial statements of Evolving Systems for our fiscal year ending December 31, 2011.

The proxy holders will vote as recommended by the Board of Directors with respect to any other matter that properly comes before the annual meeting, including any postponements or adjournments thereof. If the Board of Directors on any such matter gives no recommendation, the proxy holders will vote in their own discretion.

After you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with the Secretary of Evolving Systems either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be suspended if you attend the annual meeting in person and request to recast your vote. Attendance at the annual meeting will not, by itself, revoke a previously granted proxy.

The Securities and Exchange Commission has adopted rules that permit companies and intermediaries (*e.g.*, brokers) to satisfy the delivery requirements for proxy statements with respect to two or more security holders sharing the same address by delivering a single proxy statement addressed to those security holders. This process, which is commonly referred to as “householding,” potentially means extra convenience for security holders and cost savings for companies.

This year, a number of brokers with account holders who are Evolving Systems stockholders will be “householding” our proxy materials. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate proxy statement, please notify your broker, direct your written request to Evolving Systems, Inc., Anita T. Moseley, Secretary, 9777 Pyramid Court, Suite 100, Englewood, Colorado 80112, or contact Anita T. Moseley at 303-802-1000.

Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request “householding” of their communications should contact their broker.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Our Board of Directors is currently divided into three (3) classes, each class consisting, as nearly as possible, of one-third of the total number of directors, with each class having a three-year term. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the Board of Directors) will serve for the remainder of the full term of the class of directors in which the vacancy occurred and until the director's successor is elected and qualified.

In the event Proposal No. 2 is approved, the Board of Directors will be declassified and thereafter each director will be elected for a one-year term. Following the filing of the amendment with the Delaware Secretary of State, each Board member whose term extends beyond 2012 (namely, Messrs. Dupper, Oros and Ramlall) has agreed to resign and the Board of Directors will reappoint them for a term of one year.

On March 12, 2010, Stephen K. Gartside, Jr., then current Chairman of the Board, resigned from the Board and the Board of Directors appointed Mr. Dupper, who is the Company's Chief Executive Officer and President, to serve as the Chairman of the Board. In accordance with Article IV, Section 15, of the Company's Bylaws, the Board also agreed to reduce the size of the Board of Directors from 9 to 8 members. On May 20, 2010, the Board of Directors appointed Steve B. Warnecke as Lead Independent Director.

On October 21, 2010, Bruce W. Armstrong resigned from the Board of Directors and the Board agreed to reduce the size of the Board of Directors from 8 to 7 members. On January 3, 2011, Steve B. Warnecke resigned from the Board of Directors and on January 4, 2011, Philip M. Neches resigned from the Board of Directors. On January 5, 2011, the Board agreed to reduce the size of the Board of Directors from 7 to 5 members.

Four of our Directors (Messrs. Nicol, Oros, Spirtos and Ramlall) are independent under NASDAQ's current listing standards. Mr. Dupper is not considered independent under NASDAQ's current listing standards.

There are two (2) Directors, Messrs. Dupper and Oros, whose terms of office expire in 2011. The Board has nominated Messrs. Dupper and Oros for re-election. Proxies cannot be voted for a greater number of persons than the number of nominees named. If elected at the annual meeting, each of the nominees would serve until the 2014 annual meeting (if Proposal No. 2 is not approved) or, if Proposal No. 2 is approved, following filing of the amendment to the Certificate of Incorporation with the state of Delaware, Mr. Dupper and Mr. Oros have agreed to resign and the Board will re-appoint them for a term of one year.

Directors are elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the meeting. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as management may propose. The persons nominated for election have agreed to serve if elected, and management has no reason to believe that the nominees will be unable to serve.

Set forth below is biographical information for the persons nominated and each person whose term of office as a director will continue after the annual meeting. Ages are as of April 15, 2011.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH NAMED NOMINEE.

Nominees for Election for a Three-Year Term Expiring at the 2014 Annual Meeting

(See discussion relative to Proposal No. 2 and its impact on the term of office)

Thaddeus Dupper

Thaddeus Dupper, 54, was named President of the Company on January 1, 2007, and assumed the additional position of Chief Executive Officer on April 2, 2007. He became a member of the Board of Directors in June 2007 and was named Chairman of the Board in March 2010. He joined the Company in February 2004 as Vice President of Sales and Business Development. In January 2005 he was promoted to Executive Vice President of Worldwide Sales & Marketing. Before joining Evolving Systems, Mr. Dupper was Vice President of Sales and Marketing from October 2002 until February 2004 with Expand Beyond, a wireless software company. Prior to that, Mr. Dupper was Vice President of International Sales for Terabeam, a Free Space Optics company,

from June 2000 until September 2002. In addition, he served as Senior Vice President of Value Added Products and Professional Services at Dun & Bradstreet, a global provider of company credit reports, from January 1998 until May of 2000. Mr. Dupper was an early member of the Teradata management team where he held a variety of sales and sales management positions from 1985 until 1997. Mr. Dupper began his career at Amdahl Corporation as a systems engineer from 1979 until 1985. Mr. Dupper received a B.S. degree in Computer Information Systems from Manhattan College.

Mr. Dupper brings to the Board extensive experience working in technology in a variety of positions at the senior management level. His diverse business experience allows him to provide direction and leadership in corporate strategy, talent management and compensation, budgeting and sales. Moreover, Mr. Dupper's day-to-day leadership and detailed knowledge of our business and operations provide the Board with company-specific experience and expertise.

David S. Oros

David S. Oros, 51, joined the Company's Board of Directors in March 2008. Since January 2006, Mr. Oros has been the managing partner of Global Domain Partners, LLC, a managed futures company that uses advanced optimization modeling as a predictive tool for worldwide markets, currencies and commodities. From 2006 to 2010, Mr. Oros served as Chairman of the Board of NexCen Brands, Inc., a leading vertically integrated brand acquisition and management firm focused on brand management. Mr. Oros is also Chairman of the Board of Surroundart, a full service fine arts company. From 1996 until June 2006, Mr. Oros was the Chairman of the Board and CEO of Aether Systems, Inc., a leading provider of wireless and mobile data solutions for the transportation, fleet management and public safety industries. From 1994 until 1996, Mr. Oros was President of NexGen Technologies, L.L.C., a wireless software development company. From 1992 until 1994, he was President of the Wireless Data Group at Westinghouse Electric. Prior to that, from 1982 until 1992 Mr. Oros was at Westinghouse Electric directing internal research and managing large programs in advanced airborne radar design and development. Mr. Oros received a B.S. in mathematics and physics from the University of Maryland, and holds a U.S. patent for a multi-function radar system. Mr. Oros currently serves on the Board of Directors of the Baltimore Symphony Orchestra and is a member of the Mayor's Baltimore Broadband Task Force.

Mr. Oros has front-line exposure to many of the issues facing public companies, particularly on the operational, financial and corporate governance fronts, from his current role as Managing Partner of Global Domain Partners and previously having served as Chairman of NexCen Brands, CEO of Aether Systems, President of NexGen Technologies, LLC and President of the Wireless Data Group of Westinghouse Electric. With his knowledge of the complex issues facing global companies today and his understanding of what makes businesses work effectively and efficiently, Mr. Oros is a skilled advisor. His formal education and his experience in directing large research and development programs while at Westinghouse Electric also provides him with the background and expertise to assist the Board with technology-related issues.

Directors Continuing in Office until the 2012 Annual Meeting

David J. Nicol

David J. Nicol, 65, became a member of the Board of Directors in March 2004. Currently a consultant in the IT services industry since December 2008, Mr. Nicol also serves on several advisory boards. From December 2005 until December 2008, he served as Executive Vice President and Chief Financial Officer for Solutionary, a managed IT security services provider. From 2001 to the end of 2003, he served as Senior Vice President, Product Management and Development for VeriSign Communications Services. VeriSign provides signaling, intelligent network services and related e-commerce solutions to all service provider segments of the communications industry. Prior to its acquisition by VeriSign in 2001, Mr. Nicol held the same position at Illuminet from 1996 and its predecessor company ITN from 1994. In those capacities, Mr. Nicol was responsible for product management, product development, application services support and business development. Prior to ITN, Mr. Nicol was Chief Operating Officer for International Micronet Systems, Inc. (1992-93), and Chief Operating Officer and Partner for iLAN, Inc. (1990-92). During 1984 through 1990, Mr. Nicol held various officer positions with United Telecom, Inc. (now Sprint Corporation), lastly serving as Corporate Vice President Planning. Mr. Nicol has been a member of the National Association of Corporate Directors (NACD) since 2004. Mr. Nicol holds a B.Sc. from Ohio State University, an M.A. from Case Institute of Technology, and a Ph.D. from Case Western Reserve University.

With his years of managerial experience at United Telecom, ITN, Illuminet and VeriSign, Mr. Nicol brings to the Board demonstrated management ability at a senior level, as well as telecom and international experience. In addition, Mr. Nicol has a Ph.D. in corporate finance, has taught corporate finance at the MBA level, and served as the CFO at Solutionary from 2005 to 2008. He brings an understanding of operations and financial strategy. Mr. Nicol is able to draw upon, among other things, his knowledge of

raising capital and investor communications, having served as a member of the team that participated in Illuminet's initial public offering and having raised significant funding for Solutionary.

John B. Spirtos

John B. Spirtos, 45, became a member of the Board of Directors in December 2009. Since October 2010 he has been serving as interim CEO of privately-held GridPoint, Inc. Previous to that, he served as Executive Vice President of GridPoint from June 2009. GridPoint provides smart grid solutions to producers and consumers of energy. From June 2008 until May 2009, Mr. Spirtos was Senior Vice President of Comverse Technology (Pink Sheets: CMVT), a provider of billing and messaging software to the global communications industry. Previously, from August 2004 until June 2008, Mr. Spirtos was Senior Vice President of corporate Development of NeuStar, Inc. (NYSE: NSR), a provider of clearinghouse and directory services to the communications and Internet industry. Prior to 2004, Mr. Spirtos served as President of Corvis Corporation and its wholly owned subsidiary, Broadwing Communications, Inc. (NASDAQ: BWNG), an integrated communications equipment and services provider. Since July 2009, Mr. Spirtos has served on the Board of Directors and compensation committee of Primus Telecommunications, Inc. (OTCBB:PMUG), a global facilities-based services provider offering bundled data, voice and other value-added services. From August 2008 through May 2009 Mr. Spirtos served on the Board of Directors of Verint (OTCBB:VRNT) and Ulticom (OTCBB:ULTC). Mr. Spirtos currently serves on the Board of Directors of the Washington Education and Tennis Foundation, a non-profit corporation. Mr. Spirtos holds a B.S. from the University of California, a J.D. from Southwestern University and LL.M and M.B.A. degrees from Georgetown University.

Mr. Spirtos is a relatively new member of the Board of Directors, having been appointed to the Board in December 2009. His background in investor relations, strategic planning and significant experience with mergers and acquisitions provides an important resource to our Board. Mr. Spirtos has participated in securing over \$12 billion in funding for various entities since 1996 and has completed over 70 financings and merger and acquisition transactions. Mr. Spirtos also has extensive experience in the telecommunications and technology fields at the senior management level. Mr. Spirtos has a law degree and is a former tax attorney who can contribute to the Board's oversight on regulatory matters.

Director Continuing in Office until the 2013 Annual Meeting

(See discussion relative to Proposal No. 2 and its impact on the term of office)

Richard R. Ramlall

Richard R. Ramlall, 55, became a member of the Board of Directors in March 2008. He currently serves as Senior Vice President, Corporate Development and Chief Communications Officer of Primus Telecommunications Group, Incorporated. Primus is a leading provider of advanced communication solutions, including broadband Internet, traditional and IP voice, data, mobile services, collocation, hosting, and outsourced managed services to business and residential customers in the United States, Canada, Australia, and Brazil. From March 2005 to August 2010, he served as Senior Vice President, Strategic External Affairs and Programming at RCN Corporation, a leading broadband provider of video, data, and voice services to residential, business and commercial/carrier customers. Prior to joining RCN in March 2005, Mr. Ramlall served as Senior Managing Director and Executive Vice President of Spencer Trask Media and Communications Group, LLC (a division of New York-based venture capital firm Spencer Trask & Company) based in Reston, Virginia, from June 1999 to March 2005. From March 1997 to June 1999, Mr. Ramlall served as Vice President and Managing Director for Strategy, Marketing and International Government Affairs for Bechtel Telecommunications. Prior to that, Mr. Ramlall was Executive Director for International Business Affairs for Bell Atlantic International and spent over 18 years at Bell Atlantic. In 1990, Mr. Ramlall was selected to serve a one year appointment under the Presidential Exchange Executive Program of the White House. Mr. Ramlall currently serves on the Alzheimer's Association—National Capital Area Board of Directors and Gateway Communications Services, Inc., an advanced communications and IT solutions company. Mr. Ramlall holds a B.S. in Business Administration and an M.G.A. (Technology Management) from the University of Maryland.

Mr. Ramlall brings to our Board more than 25 years of experience in the telecommunications industry and more than 10 years of international business experience, as well as operational experience at a senior executive level, with particular emphasis on Indian operations. As Senior Vice President for Corporate Development and Chief Communications Officer at Primus, Mr. Ramlall is responsible for Business Development, M&A, Investor Relations, Public Relations and Regulatory Affairs, bringing valuable investor and corporate governance expertise and experience to our Board and our management team.

INFORMATION REGARDING THE BOARD AND ITS COMMITTEES

Board Leadership Structure

Our Chief Executive Officer also serves as our Chairman of the Board. Our Board believes that a combined CEO/Chairman of the Board arrangement is currently the best structure for our Board as our Chief Executive Officer is most familiar with the Company's business and industry, and most capable of effectively identifying our priorities and leading the execution of our strategy. Our independent directors bring experience, oversight and expertise from outside the company and industry, while the Chief Executive Officer brings company-specific experience and expertise. Combining the role of Chairman and Chief Executive Officer facilitates information flow between management and the Board.

The Board previously appointed a Lead Independent Director who resigned from the Board in January 2011. The Board is currently evaluating whether to appoint a new Lead Independent Director.

The Board's Role in Risk Oversight

The Board as a whole actively oversees management of the Company's risks and looks to its committees, as well as senior management, to support the Board's oversight role. The Company's Compensation Committee provides information relating to the Company's compensation plans and arrangements. The Audit Committee assists with oversight of financial risks and the Nominating and Governance Committee focuses on risks associated with the independence of the Board of Directors and potential conflicts of interest. While each committee is responsible for evaluating certain risks, the full Board regularly receives information through committee reports and from members of senior management on areas of material risk to the Company, including operational, financial, legal and regulatory, technical and strategic risks.

Meetings and Committees of the Board of Directors

Our business, property and affairs are managed under the direction of our Board of Directors and its committees. Our Board of Directors provides management oversight, helps guide the Company on strategic planning, approves the Company's operating budgets and meets regularly in executive sessions. Members of our Board are kept informed of our business through discussions with our Chief Executive Officer and other officers and employees, by reviewing materials provided to them, by visiting our offices and by participating in meetings of the Board and its committees.

Our Board holds regularly scheduled quarterly meetings. In addition to the quarterly meetings, typically there is at least one other regularly scheduled meeting and several special meetings each year. At least twice a year, time is set aside for the independent directors to meet without management present. Our Board met 12 times during fiscal year 2010. In fiscal year 2010 each director attended at least 75% of all Board meetings.

The Board has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Below is a table that provides membership and meeting information for each of the Board committees during 2010. In fiscal year 2010 each committee member attended at least 75% of the meetings of each applicable committee held after becoming a member of that committee.

| Name * | Audit | Compensation | Nominating & Governance |
|--|-------|--------------|-------------------------|
| Mr. Dupper | | | |
| Mr. Nicol | X** | X** | |
| Mr. Oros | X | X | X |
| Mr. Ramlall | | X | X |
| Mr. Spirtos | X | | X** |
| Total meetings in fiscal year 2010 | 5 | 5 | 1 |

* Bruce W. Armstrong, who resigned on October 21, 2010, was a member of the Compensation Committee and the Nominating and Governance Committee; Philip M. Neches, who resigned on January 4, 2011, was Chairman of the Nominating and Governance Committee and a member of the Audit and Compensation Committees; Steve B. Warnecke, who resigned on January 3, 2011, was

Chairman of the Audit Committee and a member of the Nominating and Governance Committee. Stephen K. Gartside, Jr., who resigned on March 12, 2010, was Chairman of the Board but was not a member of any committee.

** Denotes Committee Chairman as of January 5, 2011.

Below is a description of each committee of the Board of Directors. Each of the committees has authority to engage legal counsel or other experts or consultants as it deems appropriate to carry out its responsibilities. The Board of Directors has determined that each member of each committee meets the independence requirements under the NASDAQ's current listing standards and each member is free of any relationship that would interfere with his individual exercise of independent judgment.

The Audit Committee. The Audit Committee assists the Board of Directors in its oversight of the integrity of the Company's accounting, auditing, and reporting practices. The Audit Committee meets with our independent registered public accounting firm at least annually to review the results of the annual audit and discuss the financial statements. The Committee also meets with our independent registered public accounting firm quarterly to discuss the results of the accountants' quarterly reviews as well as quarterly results and quarterly earnings releases; recommends to the Board the registered public accounting firm to be retained; and receives and considers the accountants' comments as to internal controls and procedures in connection with audit and financial controls. The Audit Committee reviews all financial reports prior to filing with the Securities and Exchange Commission (SEC) and reviews all financial press releases prior to release. The specific responsibilities in carrying out the Audit Committee's oversight role are set forth in the Audit Committee's Charter, a copy of which is posted on the Company's website, www.evolving.com, under "About Us — Corporate Governance." The Audit Committee consists of Messrs. Nicol, Oros and Spirtos, all of whom are independent directors as required under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Section 10A(m)(3) and NASDAQ listing standards. The Board of Directors has determined that Mr. Nicol is an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission. For more information concerning the Audit Committee see the "Report of the Audit Committee" contained in this proxy statement.

The Compensation Committee. The primary responsibilities of the Compensation Committee are to review and recommend to the Board the compensation of the Chief Executive Officer and our other executive officers, to review and recommend an incentive compensation plan, approve grants of stock awards to employees and consultants under our stock incentive plan and otherwise determine compensation levels and perform such other functions regarding compensation as the Board may delegate. On January 5, 2011, the Board agreed to reduce the size of the Compensation Committee from four (4) members to three (3); the Compensation Committee consists of Messrs. Nicol, Oros and Ramlall.

The Compensation Committee meets outside the presence of all of our executive officers, including the named executive officers (the individuals listed in the Summary Compensation Table on page 21), to consider appropriate compensation for our chief executive officer ("CEO"). For all other named executive officers, the Compensation Committee meets outside the presence of all executive officers except our CEO. Our CEO annually reviews each other named executive officer's performance with the Compensation Committee and makes recommendations to the Compensation Committee with respect to the appropriate base salary, payments to be made under our incentive compensation plan and equity incentive awards for all executive officers, excluding himself. Based in part on these recommendations from our CEO and other considerations described in the Compensation Discussion and Analysis, the Compensation Committee approves the annual compensation package of our executive officers other than our CEO. The Compensation Committee also annually analyzes our CEO's performance and determines his base salary and incentive compensation and stock awards, based on its assessment of his performance. In 2010 the Compensation Committee engaged the services of Radford, an independent compensation consultant, to assist the Committee in establishing compensation levels for executive officers.

The specific responsibilities and functions of the Compensation Committee are discussed in the Compensation Committee Charter, which is posted on our website, www.evolving.com, under "About Us — Corporate Governance."

Nominating and Governance Committee. The primary responsibilities of the Nominating and Governance Committee (the "Nominating Committee") are to monitor corporate governance matters, to determine the slate of Director nominees for election to the Company's Board of Directors and to identify and recommend candidates to fill vacancies occurring on the Board of Directors.

Criteria and Diversity. In filling vacancies that occur on the Board, and nominating candidates for election, the Nominating Committee takes into account certain minimum qualifications and qualities that the Committee believes are necessary for one or more of the Company's directors to possess. These qualifications and qualities are as follows:

- Experience with businesses and other organizations comparable to the Company. For example, experience in the telecommunications industry and/or experience in a software development company is desirable.

- Experience in reviewing, and the ability to understand, financial statements.
- Experience in the operational and corporate governance aspects of running a public company.
- Experience working with or overseeing management and establishing effective compensation strategies to align management with Company objectives and stockholder financial returns.
- The candidate's independence from conflict or direct economic relationship with the Company. For example, individuals who are employed by one of our customers or a competitor would not be eligible for our Board.
- The candidate's contacts within the telecommunications industry, and/or within the finance and investment banking industry.
- Experience with mergers and acquisitions.
- The ability of the candidate to attend Board and committee meetings regularly (either in person or by telephone) and devote an appropriate amount of effort in preparation for those meetings.
- A reputation, strength of character and business judgment befitting a director of a publicly held company.

Candidates for the Board should have some, but not necessarily all, of the above-described criteria. Although the Company has no policy regarding diversity, the Committee seeks diversity in the broadest sense, with the goal of having a Board composed of a broad diversity of experience, professions, skills, geographic representation, backgrounds and culture. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best contribute to the success of the business and represent stockholder interests using its diversity of experience and sound business judgment. Nominees or potential nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

The process used by the Nominating Committee for identifying and evaluating nominees for directors is as follows:

- **Nomination of an existing Board member whose term is expiring.** Each year prior to preparation of the proxy statement for the annual meeting, the Nominating Committee meets to determine whether any Board member whose term will expire at the upcoming annual meeting desires to remain on the Board and, if so, whether such individual should be recommended for nomination. The Committee evaluates whether the individual continues to meet the then current qualifications and qualities established by the Committee for Board membership, as well as the contributions made by the individual during his or her tenure on the Board. The Committee, among other things, takes into consideration the individual's attendance at Board and committee meetings and his or her participation in, and preparation for, such meetings. In the event the Committee determines that it is in the Company's best interest to nominate an existing Board member whose term is expiring for re-election, the Committee will adopt a formal recommendation for consideration and adoption by the full Board of Directors, which, if adopted by the Board of Directors, will be contained in the proxy statement.
- **Consideration of candidates proposed by stockholders.** The Nominating Committee will consider candidates for the Board proposed by stockholders. Stockholders wishing to nominate a candidate for consideration by the Committee may do so by writing to the Company's Secretary and providing the candidate's name, biographical data and qualifications. The Committee will consider the candidate for nomination in the same manner as described below, "Consideration of new candidates for the Board." A stockholder proposal for inclusion in the proxy statement (and received in accordance with the procedures described in our Bylaws and our previous year's proxy statement) will be included in the proxy statement in accordance with SEC regulations.
- **Consideration of new candidates for the Board.** The Nominating Committee will consider new candidates for the Board to fill vacancies that occur on the Board. Recommendations for candidates may be submitted to the Committee through the Company's Secretary. The Secretary will forward names and qualifications of proposed candidates to the Committee members. The Committee will review the materials to determine whether the candidate appears to meet the qualifications and qualities established by the Committee for Board membership. If the candidate appears to be qualified, the Committee will conduct an interview of the candidate, which may include interviews with management as well as

other members of the Board. The Committee may recommend a candidate for membership on the Board, subject to final approval of a majority of the Board of Directors, and the results of a background investigation and reference check of the candidate.

The specific responsibilities and functions of the Nominating Committee are set forth in the Nominating Committee Charter. The Committee's charter is posted on our website, *www.evolving.com*, under "About Us — Corporate Governance." The current members of the Nominating Committee are Messrs. Oros, Ramlall and Spirtos.

DIRECTOR COMPENSATION

The 2010 compensation plan for non-employee members of the Board of Directors and the committees of the Board is described in the table below. Annual compensation is pro-rated to dates of appointment and termination.

| | Annual retainer (payable in quarterly increments) | Additional annual cash compensation for non-employee Chairperson* |
|--------------------------|---|---|
| Board of Directors | \$ 20,000 | \$ 10,000 |
| Audit Committee..... | \$ 0 | \$ 5,000 |

* In January 2011, the Board agreed to pay \$5,000 additional annual cash compensation to the Chairperson of the Compensation Committee.

In addition, we grant non-employee Directors stock options upon joining the Board of Directors (currently, an option to purchase 15,000 shares vesting one-third on the one-year anniversary date of appointment with the balance vesting quarterly over a two-year period) and annually thereafter (typically, an option to purchase between 2,500-5,000 shares), vesting quarterly over a one-year period, with annual grants being made on, or shortly thereafter, the date of the annual stockholders' meeting to Board members who have served at least 6 months. Options are priced at the closing price for the Company's stock on the date of the grant. Occasionally, options may be approved for a grant date that is a few days later for administrative reasons, for example, to allow sufficient time to prepare grant documents and SEC Form 4 filings. In December or January each year we typically grant non-employee Directors 2,500 shares of restricted stock, vesting quarterly over a one-year period. We expect to continue awarding stock options and restricted stock awards to our non-employee Directors consistent with prior practices.

We do not provide any deferred compensation, health or other personal benefits to our Directors. We reimburse each Director for reasonable out-of-pocket expenses incurred to attend Board and Committee meetings.

2010 Director Compensation Table

The table below summarizes the compensation earned by non-employee Directors for the fiscal year ended December 31, 2010.

| (a) Name (1) | (b) Fees Paid in Cash (\$) | (c) Stock Awards \$(4) | (d) Option Awards \$(5) | (e) All Other Compensation (\$) | (f) Total (\$) |
|--|-------------------------------------|------------------------------|-------------------------------|--|----------------------|
| Bruce W. Armstrong (2) | \$ 16,108 | \$ 11,550 (6) | \$ 3,255 (7) | - | \$ 30,913 |
| Stephen K. Gartside, Jr. (3)..... | \$ 13,805 | \$ 7,700 | - | \$ 7,000 | \$ 28,505 |
| Philip M. Neches | \$ 20,000 | \$ 15,400 | \$ 13,021 | - | \$ 48,421 |
| David J. Nicol | \$ 20,000 | \$ 15,400 | \$ 13,021 | - | \$ 48,421 |
| David S. Oros | \$ 20,000 | \$ 15,400 | \$ 13,021 | - | \$ 48,421 |
| Richard R. Ramlall | \$ 20,000 | \$ 15,400 | \$ 13,021 | - | \$ 48,421 |
| John B. Spirtos | \$ 20,000 | - | \$ 13,021 | - | \$ 33,021 |
| Steve B. Warnecke | \$ 25,000 | \$ 15,400 | \$ 13,021 | - | \$ 53,421 |

(1) See the Summary Compensation Table on page 21 for information on compensation earned by Mr. Dupper during fiscal year 2010.

(2) Includes compensation for Mr. Armstrong through October 21, 2010, the date of his resignation.

(3) Includes compensation for Mr. Gartside through March 12, 2010, the date of his resignation. He was also paid \$7,000 in 2010 from fees earned under a 2010 consulting agreement with the Company.

(4) The amounts in column (c) relate to restricted stock granted under the Company's 2007 Stock Incentive Plan. Messrs. Armstrong, Neches, Nicol, Oros, Ramlall and Warnecke each received 2,500 shares of restricted stock, vesting quarterly over a one year period. Mr. Gartside received 1,250 shares of restricted stock, vesting in two quarterly increments. Mr. Spirtos was not eligible for an award since he had not served on the Board for six months. See 2010 Grants of Plan-Based Awards table on page 23 for information concerning Mr. Dupper. The closing price for the Company's shares on the date of grant, January 7, 2010, was \$6.16 per share. The amounts reflect the grant date fair value of each restricted stock award granted in 2010, computed in accordance with FASB Statement of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 718, *Compensation-Stock Compensation*. There were no outstanding (unvested) restricted stock awards to Board members as of December 31, 2010, except for awards made to Mr. Dupper. See 2010 Grants of Plan-Based Awards table on page 23 for information concerning Mr. Dupper.

(5) Each non-employee member of the Board of Directors was granted an option to purchase 3,500 shares on June 23, 2010, which vests quarterly over a one-year period. The amount in this column reflects the grant date fair value of stock options granted in 2010, computed in accordance with FASB Statement of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 718, *Compensation-Stock Compensation*. As of December 31, 2010, each Director named above held outstanding options to purchase the following number of shares: Bruce W. Armstrong: 0; Stephen K. Gartside, Jr.: 49,999; Philip M. Neches: 53,500; David J. Nicol: 63,500; David S. Oros: 23,500; Richard R. Ramlall: 23,500; John B. Spirtos: 18,500; and Steve B. Warnecke: 95,167.

(6) Mr. Armstrong forfeited 625 unvested shares of restricted stock upon his resignation on October 21, 2010.

(7) Mr. Armstrong forfeited 2,625 unvested stock options upon his resignation on October 21, 2010.

Information Regarding Stockholder Communication with the Board of Directors; Attendance of Board Members at the Annual Meeting

Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the non-employee directors as a group, at the following address: Corporate Secretary, Evolving Systems, Inc., 9777 Pyramid Ct., Suite 100, Englewood, CO 80112 Attn: Board of Directors. Our Secretary will process communications before forwarding them to the addressee. Directors generally will not be forwarded stockholder communications that are primarily commercial in nature, relate to improper or irrelevant topics, or request general information about the Company.

We encourage, but do not require, Board members to attend our Annual Meeting of Stockholders. One member of the Board attended the 2010 Annual Stockholders' Meeting.

Statement on Corporate Governance

We regularly monitor developments in the area of corporate governance by reviewing federal laws affecting corporate governance, such as the Sarbanes-Oxley Act of 2002, as well as rules adopted by the SEC and NASDAQ. In response to those developments, we review our processes and procedures and implement corporate governance practices which we believe are in the best interests of the Company and its stockholders. Among other things, we have established a Disclosure Committee, comprised of executives and senior managers who are actively involved in the disclosure process, to specify, coordinate and oversee the review procedures that we use each quarter, including at fiscal year end, to prepare our periodic SEC reports.

The Board has approved a set of corporate governance guidelines to promote the functioning of the Board and its Committees and to set forth a common set of expectations as to how the Board should perform its functions. Our Corporate Governance Guidelines are posted on the Company's website under "About Us — Corporate Governance." On an annual basis, each Director and executive officer is obligated to complete a Director and Officer Questionnaire which requires disclosure of any transactions with the Company in which the Director or executive officer, or any member of his or her immediate family, has a direct or indirect material interest. The Board also evaluates its performance annually.

The Board has also approved a Code of Business Conduct and a Code of Ethics for Finance Employees (collectively, the "Code of Conduct"), posted on our website, www.evolving.com, under "About Us — Corporate Governance." We require all employees and Directors to adhere to the Code of Conduct in discharging their Company-related activities. Employees and Directors are required to report any conduct that they believe in good faith to be an actual or apparent violation of the Code of Conduct. We intend to disclose on our website, or on a Current Report on Form 8-K, any amendments to or waivers of the Code applicable to those of our senior officers to whom the Code applies within four business days following the date of such amendment or waiver. We have also established a confidential hotline to answer employees' ethics questions and report ethical concerns. In accordance with the requirements of the Sarbanes-Oxley Act of 2002, the Audit Committee has established procedures to receive, retain and treat complaints we receive regarding accounting, internal accounting controls of auditing matters, and to allow for the confidential, anonymous submission by our employees of concerns regarding accounting or auditing matters.

Policies and Procedures for Approval of Related Person Transactions

We may encounter business arrangements or transactions with businesses and other organizations in which one of our directors or executive officers or their immediate families may also be a director, executive officer or investor or have some other direct or indirect material interest. We refer to these transactions as related person transactions. Related person transactions have the potential to create actual or perceived conflicts of interest between Evolving Systems and its directors and officers or their immediate family members.

In March 2007, the Board formally adopted a policy with respect to related person transactions to document procedures pursuant to which such transactions are reviewed, approved or ratified. The policy applies to any transaction in which (1) the Company is a participant, (2) any related person has a direct or indirect material interest and (3) the amount involved exceeds \$120,000, but excludes any transaction that does not require disclosure under Item 404(a) of Regulation S-K. The Nominating and Governance Committee, with assistance from the Company's General Counsel, is responsible for reviewing, approving and/or ratifying any related person transaction. The Nominating and Governance Committee intends to approve only those related person transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders. Transactions below the threshold level may be approved by the Compensation Committee.

PROPOSAL NO. 2 APPROVAL OF AN AMENDMENT TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED BOARD STRUCTURE AND PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS

We are seeking stockholder approval of an amendment to the Evolving Systems, Inc. Amended and Restated Certificate of Incorporation to declassify the Board and provide for the annual election of all directors.

Current Classified Board Structure. Article V(A)(2) of our current Amended and Restated Certificate of Incorporation, as amended ("Certificate of Incorporation"), and Article IV, Section 17 of our current Amended and Restated Bylaws, as amended ("Bylaws"), divide the company's directors into three classes, with members of each class serving three-year terms of office. Consequently, at any given annual meeting of stockholders, the stockholders have the ability to elect only one class of directors, constituting roughly one-third of the entire Board.

Proposed Declassification of the Board. On February 9, 2011 the Board of Directors voted to approve, and to recommend that the stockholders approve at the Annual Meeting, an amendment to the Certificate of Incorporation that would eliminate the Board's classified structure and provide for the annual election of all Directors. If stockholders approve the proposed amendment, then the declassified Board structure would be implemented as follows:

- The class of Directors elected at this annual meeting will be elected for a three-year term.
- Following the Annual Meeting we will file the approved Amendment in the form of Appendix A attached hereto with the Delaware Secretary of State.
- Directors whose terms are scheduled to expire at the 2013 and 2014 annual meetings will resign.
- The remaining Board of Directors will re-appoint the resigning Directors for one-year terms of office which expire at the 2012 Annual Meeting. Thus, beginning with the 2012 annual meeting of stockholders, the entire Board will be elected annually.
- The Board of Directors will approve an amendment to Article IV, Section 17 of the Bylaws to eliminate the Board's classified structure, in the form of Appendix B attached hereto.

If the stockholders do not approve the amendment, then the Director nominees will be elected to three-year terms to serve until the 2014 annual meeting of stockholders and the steps described above will not occur.

Rationale for Declassification. The Board of Directors heard some of our stockholders' support requesting that the Board of Directors declassify the Board so that stockholders elect directors annually. Additionally, the Board is committed to good corporate

governance. Accordingly, in determining whether to propose declassification as described above, the Board carefully reviewed the various arguments for and against a classified Board structure.

The Board recognizes that a classified structure may offer several advantages, such as promoting Board continuity and stability, encouraging directors to take a long-term perspective, reducing a company's vulnerability to coercive takeover tactics and ensuring that a majority of the Board will always have prior experience with the Company. The Board also recognizes, however, that a classified structure may appear to reduce directors' accountability to stockholders, since such a structure does not enable stockholders to express a view on each director's performance by means of an annual vote.

In view of the considerations described above, the Board of Directors has unanimously determined that it is in the best interests of the company and its stockholders to eliminate the classified Board structure as proposed.

Text and Legal Effectiveness of Proposed Amendment. Approval of this proposal will cause Article V(A)(2) of the Certificate of Incorporation to be amended and restated in its entirety. A copy of Article V(A)(2) as it is proposed to be amended and restated is attached to this proxy statement as Appendix A.

Under Delaware law, if the stockholders approve the amendment, the amendment will not become legally effective until the company files a certificate of amendment with the Delaware Secretary of State, which we intend to do on the first business day after the date of the Annual Meeting, which is June 17, 2011.

Vote Requirement. Our Certificate of Incorporation provides that any amendment to Article V requires the affirmative vote of the holders of not less than 66.66% of the outstanding shares of voting stock. As the proposed amendment will modify Article V, the approval will require the affirmative vote of at least 66.66% of our outstanding shares of common stock on April 19, 2011.

For purposes of determining the vote regarding this proposal, abstentions and broker non-votes will have the effect of a vote "against" the proposal. Proxies solicited by the Board will be voted "FOR" approval of the amendment unless a shareholder specifies otherwise.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" APPROVAL OF THE AMENDMENT TO THE EVOLVING SYSTEMS, INC. CERTIFICATE OF INCORPORATION TO ELIMINATE THE CLASSIFIED BOARD STRUCTURE.

PROPOSAL NO. 3

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors has selected Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011, and has further directed that management submit the selection of the independent registered public accounting firm for ratification by the stockholders at the Annual Meeting. Representatives of Grant Thornton LLP are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions from stockholders present at the meeting.

Stockholder ratification of the selection of Grant Thornton LLP as the Company's independent registered public accounting firm is not required by our bylaws or otherwise. However, the Board is submitting the selection of Grant Thornton LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee and the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee and the Board in their discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and its stockholders.

Required Vote and Recommendation of Board of Directors

The ratification of Grant Thornton LLP as Evolving Systems' independent registered public accounting firm is a routine matter for brokers that hold their clients' shares in "street name." The affirmative vote of a majority of the shares of our common stock, present or represented and voting at the annual meeting, will be required to ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm. Abstentions will have no effect on the outcome of the vote with respect to this

proposal. Because this is a routine proposal on which a broker or other nominee is generally empowered to vote, no broker non-votes will likely result from this proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL NO. 3,
RATIFICATION OF GRANT THORNTON LLP AS THE COMPANY’S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2011.**

Fees Billed by Independent Registered Public Accounting Firm

The following table sets forth information regarding fees for services rendered by Grant Thornton LLP related to the fiscal years ended December 31, 2010 and December 31, 2009:

| <u>Types of Fees</u> | <u>Fees for 2010</u> | <u>Fees for 2009</u> |
|----------------------|----------------------|----------------------|
| Audit Fees..... | \$ 259,905 (1) | \$ 362,989 (1) |
| Tax Fees..... | \$ 56,103 | \$ 31,069 |
| Total Fees | \$ 316,008 | \$ 394,058 |

(1) Includes fees for statutory audits of our UK and Indian subsidiaries.

Audit Fees were for professional services for the audit of the consolidated financial statements and other fees for services that only our independent registered public accounting firm can perform, such as the review of our interim consolidated financial statements included in our Form 10-Q filings, consents and assistance with and review of documents filed with the SEC.

Tax Fees were for services related to certain tax compliance at our foreign subsidiaries and transfer pricing at our Indian subsidiary, including the preparation of tax returns, tax planning and advice.

The Audit Committee has considered the nature of all non-audit services and believes that such services are compatible with maintaining the independent registered public accounting firm’s independence.

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

The Audit Committee has established a process for review and approval of fees and services of the independent registered public accounting firm. Requests to the Audit Committee for approval of fees and services for the independent registered public accounting firm are made in writing or via e-mail by our Chief Financial & Administrative Officer. The request must be specific as to the particular services to be provided, but may be either for specific services or a type of service for predictable or recurring services. The Chairman of the Audit Committee reviews the request and provides a response, in writing or via e-mail, to our Chief Financial & Administrative Officer, and approved requests are subsequently ratified by the Committee as a whole. All of the services provided by the independent registered public accounting firm in 2010 and 2009 were pre-approved by the Audit Committee.

The Audit Committee, with the ratification of the stockholders, engaged Grant Thornton LLP to perform an annual audit of the Company’s consolidated financial statements for the fiscal year ended December 31, 2010. Our Audit Committee entered into an engagement agreement with Grant Thornton LLP which sets forth the terms by which Grant Thornton LLP performed audit services for the Company. That agreement is subject to alternative dispute resolution procedures.

MANAGEMENT

As of April 19, 2011, the Company’s executive officers are as follows:

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|------------------------|------------|---|
| Thaddeus Dupper | 54 | Chief Executive Officer and President |
| Brian R. Ervine | 49 | Executive Vice President, Chief Financial & Administrative Officer, Treasurer and Assistant Secretary |
| Anita T. Moseley | 59 | Sr. Vice President, General Counsel and Secretary |
| Stuart Cochran..... | 41 | Chief Technology Officer |
| James King..... | 38 | Vice President, Worldwide Sales and Marketing |

Thaddeus Dupper. For biographical information on Mr. Dupper, please see Proposal No. 1, “Election of Directors.”

Brian R. Ervine joined the Company in January 2002 as Senior Vice President of Finance, Chief Financial Officer, Treasurer and Assistant Secretary. In January 2005 he was promoted to the position of Executive Vice President, Chief Financial and Administrative Officer. He came to the Company from Brain Ranger, a content management software developer, where he was Chief Financial Officer and responsible for all financial and business planning activities and day-to-day operations from February 2001 to January 2002. Prior to Brain Ranger, Mr. Ervine was Executive Vice President, Chief Financial Officer and Treasurer for Convergent Communications, a provider of voice communication systems, and managed the finance and treasury operations from December 1999 to December 2000. He joined Convergent Communications from Metapath Software International, a global provider of enterprise-wide wireless software and services, where he was Vice President of Finance and managed the worldwide financial operations in 9 countries from December 1995 to December 1999. Previous to then, Mr. Ervine was Vice President and Chief Financial Officer of PC ServiceSource, Inc., Assistant Controller for CompuCom Systems, Inc. and Audit Senior Manager at KPMG Peat Marwick, LLP. Mr. Ervine received a B.B.A. in Accounting from the University of Texas at Austin (1984) and is a Certified Public Accountant.

Anita T. Moseley joined the Company in May 1994 as corporate counsel of the Company and held that position until June 1997 when she assumed the positions of Vice President, General Counsel and Secretary of the Company. In June 2000 she was promoted to Senior Vice President. Between September 1991 and May 1994, she held counsel positions with the Federal Deposit Insurance Corporation and the Resolution Trust Corporation. Prior to that time, Ms. Moseley was a partner in the Salt Lake City law firm of Prince, Yeates and Geldzahler. Ms. Moseley holds a B.A. degree in Political Science (Phi Beta Kappa, Summa Cum Laude) from Syracuse University and a J.D. from the University of Utah.

Stuart Cochran joined the Company as a Vice President of the Activation Market Unit in November 2004 when the Company acquired Tertio Telecoms Limited (now known as Evolving Systems Limited). In April 2005, he also assumed responsibility for the Company's Mediation Market Unit. In July 2005, he became an executive officer of the Company and in September 2007, he was named Chief Technology Officer. Mr. Cochran joined Tertio Telecoms in August 1994 and held a number of technical, pre-sales and product management positions until July 2000 when he was appointed Director of Product Strategy and Management, reporting to the company's chief executive officer and sitting on the management team. In January 2003, Mr. Cochran became the Director of Product Management, Development and Marketing, a position he held at the time of the Tertio Telecoms acquisition. Mr. Cochran has an MSc degree in Computing and Computer Modeling of Optoelectronic Devices and Systems and a BSc (Honours) degree in Theoretical Physics.

James King joined the Company in March 2007 as Vice President, Worldwide Sales and Marketing. He became an executive officer of the Company in March 2008. He came to the Company from SmartTrust, a market leader in mobile device and OTA SIM management, where he was the General Manager for Europe, the Middle East and Africa from December 2003 to March 2007 and was responsible for all aspects of sales, delivery and strategy across more than 40 countries and 50 mobile carrier customers. From July 2001 to October 2003 Mr. King was a global accounts director for the mobile location-based services division of MapInfo Corporation. Prior to that time, Mr. King held positions with Eqos Ltd. and Toshiba's Information Systems Division. Mr. King holds a BSc (Honours) in Surveying Science from the University of Newcastle upon Tyne and has a postgraduate qualification in marketing undertaken at Nottingham Business School.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation Objectives and Practice

We designed the compensation program for our named executive officers to:

- Attract and retain talented and productive executives;
- Provide executives with competitive, but above-average, compensation that maintains a balance between cash and stock compensation, encouraging our executive officers to act as owners with an equity stake in our company;
- Align the interests of executive officers with our stockholders by tying a significant portion of total compensation to achievement of the Company's business goals such as quarterly and annual revenue and Adjusted EBITDA targets, and targets for our new products;
- Enhance retention by having equity compensation subject to multi-year vesting; and

- Not encourage unnecessary and excessive risk taking.

The Compensation Committee evaluates both performance and compensation to ensure that the Company maintains its ability to attract and retain superior employees in key positions and compensation provided to key employees remains competitive relative to the compensation paid to similarly situated executives of other software companies.

Elements of Executive Compensation

Our compensation for senior executive officers generally consists of the following elements: base salary, performance-based incentive compensation determined primarily by reference to objective financial operating criteria, long-term equity compensation in the form of stock options and restricted stock and employee benefits that are generally available to all our employees, plus additional life and disability insurance benefits.

Base Salary

The Company provides named executive officers and other employees with base salary to compensate them for services rendered during the fiscal year. It is our policy to set base salary levels competitively with corporations in the software industry, taking into account a number of factors, such as annual revenue, the nature of the software businesses, the structure of other companies' compensation programs and the availability of compensation information. When setting base salary levels, in a manner consistent with the objectives outlined above, the Compensation Committee considers competitive market conditions for executive compensation, our performance, the individual's breadth of knowledge, performance and levels of responsibility. In determining salaries for 2010, the Compensation Committee did not engage compensation consultants, or benchmark salaries against a particular peer group, but relied upon previous information obtained for 2008 when the Compensation Committee purchased a comprehensive software industry executive compensation survey covering 104 companies in the software industry prepared by Presidio Pay Advisors, Inc. In mid-2010, the Compensation Committee engaged Radford, an independent Aon Hewitt consulting firm, to assist it in assessing the competitive position of our executive compensation program and making decisions about individual compensation elements. Radford is directly accountable to the Compensation Committee. To maintain the independence of the firm's advice, Radford does not provide any services for the Company other than those described below. Radford assisted the Compensation Committee in selecting a peer group of companies, including software companies, that employ work forces with skill sets and professional backgrounds similar to those of our work force, have a global presence, and are generally comparable in terms of annual revenue and market capitalization.

The following table identifies the companies in the peer group when we conducted our compensation analysis planning in spring 2010.

| | | | | | | | |
|---------------------|---------------------------|--------------------------------|------------------------------------|-------------------------|--------------------------|----------------------------|-------------------------|
| 8x8, Inc. | Accelerys, Inc. | ActiveIdentity Corporation | Actuate Corporation | American Software, Inc. | Bitstream, Inc. | Broadvision, Inc. | Callidus Software, Inc. |
| GSE Systems, Inc. | Guidance Software, Inc. | Mejesco Entertainment Company | Mediware Information Systems, Inc. | PDF Solutions, Inc. | Pervasive Software, Inc. | Phoenix Technologies, Inc. | PROS Holdings, Inc. |
| Saba Software, Inc. | Scientific Learning Corp. | Soundbite Communications, Inc. | Unica Corporation | Versant Corporation | XATA Corporation | Zix Corporation | |

In general, the study found that the Company's overall executive compensation was in the range with its peer group, although results of the study indicated that base salaries and equity compensation of several of the executives were below averages of the peer group of companies. The Compensation Committee elected not to make changes to the current executive compensation plan, including base salary amounts, in light of general economic conditions and no quantitative changes were made in 2010 or to-date for 2011.

Quarterly and Annual Performance-Based Incentive Compensation

Our performance-based incentive compensation program is designed to motivate executives to work effectively to achieve our financial performance goals and to reward them when those goals are achieved. Executives have the opportunity to earn quarterly and annual cash compensation equal to a percentage of their base salary. In 2010, on an annual basis, the potential incentive compensation percentages ranged from 25% of the executive's base salary to 75% (as specifically noted in the "Grants of Plan Based

Awards” table below), payable in five increments based upon quarterly and annual revenue and Adjusted EBITDA targets and an annual bookings target for new products. Quarterly incentive compensation was capped at 100% of the quarterly target; there was an opportunity to receive more than 100% of the targeted incentive compensation if certain “stretch” Company annual performance targets were attained - specifically, up to 150% for exceeding the annual revenue target by 10%; up to 200% for exceeding the product booking target by 25%; and up to 200% for exceeding the Adjusted EBITDA target by 15%. These Company performance targets also served as the basis for incentive compensation paid to non-executive officers, and certain managers and non-commissioned employees, to assure that all employees are motivated toward the same corporate financial goals.

Each year the Compensation Committee determines the appropriate performance measurement criteria that it believes best aligns executive compensation with the Company’s business goals for the year. For fiscal 2010, to focus executive and non-executive employees on revenue growth, the Compensation Committee determined that 50% of the incentive compensation should be based upon achieving revenue targets, 10 % tied to the sale of new products, and 40% tied to profitability, using quarterly and annual earnings targets before interest, taxes, depreciation, amortization, impairment, stock compensation and gain/loss on foreign exchange transactions – what we refer to as “Adjusted EBITDA.”

For 2010, we achieved the following percentages of the targets established by our Compensation Committee:

First Quarter Revenue: 75%; Adjusted EBITDA: 100%

Second Quarter Revenue: 60%; Adjusted EBITDA: 100%

Third Quarter Revenue: 0%; Adjusted EBITDA: 95%

Fourth Quarter Revenue: 0%; Adjusted EBITDA: 0%

Annual Revenue: 13.5%; Adjusted EBITDA: 34%; New Product Bookings: 0%

2010 Year Achievement: 47.5%

In general, we set targeted levels of performance at the threshold range at a difficult, but attainable, level, with performance required to qualify for payouts above the target range as being extremely difficult to achieve. See footnote (3) to our “Summary Compensation Table” for additional information regarding percentage of target levels achieved for 2008 and 2009.

The Compensation Committee’s policy with respect to the adjustment or recovery of compensation in the event of a material change in our financial statements requiring an accounting restatement is to retain discretion over all pay elements and reserve the right to reduce or forego future compensation based on any required restatement or adjustment. The Compensation Committee intends to review its policies with respect to such adjustment or recovery of compensation on an ongoing basis as part of its annual review.

Long-Term Incentive Compensation – Equity Compensation

Historically, our executive officers have been eligible for stock awards. We believe that stock awards give executives a significant, long-term interest in our success, help retain key executives in a competitive market, and align executive interests with stockholder interests and long-term performance of the Company.

In 1996 we adopted our Stock Option Plan (“1996 Plan”) in order to provide equity based performance incentives to our employees. Our 1996 Plan expired in January 2006 and no additional grants can be made under that plan. In June 2007 our stockholders approved our 2007 Stock Incentive Plan (“2007 Plan”) and in 2010 our stockholders authorized an additional 250,000 shares for issuance under the 2007 Plan, bringing the total amount authorized for issuance under the 2007 Plan to 1,250,000 shares. The Compensation Committee believes that having a stock incentive plan assists us in attracting, retaining and motivating officers and other employees, as well as qualified directors. Under the 1996 Plan, we granted only stock options; under our 2007 Plan, we have granted options as well as restricted stock. Grants are designed to align the interests of the participants with those of the stockholders and provide each individual with a significant incentive to manage the Company from the perspective of an owner with an equity stake in the business. Moreover, the long-term vesting schedule (which is generally four years for employees and one year for non-employee directors) encourages a long-term commitment to the Company by our executive officers and other awardees. The size of the equity grant is set at a level that the Compensation Committee deems appropriate in order to create a meaningful opportunity for stock ownership based upon the individual’s current position with the Company, but we also take into account the individual’s potential for future responsibility and promotion over the vesting period, and the individual’s performance in recent periods. Each

year the Compensation Committee reviews the number of shares owned by, or subject to options held by, each executive officer, and additional awards are considered based upon past performance, as well as anticipated future performance, of the executive officer. The Compensation Committee continues to believe that equity compensation should be an important element of the Company's compensation package.

Typically, we have awarded options to executives upon joining the Company and thereafter annual grants have been made in December or January in conjunction with annual compensation reviews. On occasion, we also make grants upon the occurrence of an event, such as the acquisition of Tertio Telecoms Limited in 2004. Generally, options are priced at the closing price of the Company's common stock on the date of each grant, or, in the case of new employees, such later date as the employee joins the Company. Occasionally, for administrative reasons, options may be approved with a grant date that is a few days later to allow Company personnel to prepare necessary documentation, in particular, SEC filings on Forms 4. Since 2007, we also have granted restricted stock to members of the Board of Directors, executive officers, and a limited number of non-executive officers.

The majority of the options granted vest quarterly at a rate of 25% per year over the first four years of a ten-year option term. Restricted stock awards also vest quarterly over a four-year period. Vesting ceases upon termination of employment, and exercise rights generally terminate within three or six months following termination of employment, subject to longer exercise periods in the case of disability or death and certain changes of control. Prior to the exercise of an option, the holder has no rights as a stockholder with respect to the shares subject to the option, including voting rights and the right to receive dividends or dividend equivalents. Recipients of restricted stock, on the other hand, have voting rights and the rights to receive dividends or dividend equivalents during the vesting period.

We do not have a formal written policy relating to the timing of option grants and we do not limit option grants to any trading windows. However, there is no relationship between the timing of our equity award grants and our release of material, non-public information. The options are granted with an exercise price equal to the closing price for the Company's stock on the date of grant. Effective June of 2010, all other equity awards are made by unanimous approval of the Compensation Committee.

We do not require that our executive officers or directors own stock in the Company; however, each executive officer and director owns stock in varying amounts.

Retirement and Other Benefits

All employees in the United States who are at least twenty-one years of age and who have worked for the Company for a period of thirty (30) days are eligible to participate in the Company's 401(k) plan. This plan is intended to be a tax-qualified retirement savings plan to which eligible U.S.-based employees, including the named executive officers, are able to contribute an amount equal to their annual compensation or the limits prescribed by the Internal Revenue Service. All employee contributions to the 401(k) plan are fully vested upon contribution. The Company matches contributions on a discretionary basis, depending upon availability of funds. Historically, the annual matching contribution has been 2% to 3% of the employee's eligible compensation. Company matching contributions vest over a three-year period.

Employees of the Company's subsidiaries outside of the United States are eligible for separate retirement benefits in accordance with local law. Two of the Company's named executive officers, Mr. Cochran and Mr. King, are employees of the Company's London-based subsidiary and participate in its retirement plan. This plan is a defined contribution plan, similar to the U.S. 401(k) plan. The Company makes a mandatory five percent (5%) matching contribution to this plan annually. Matching contributions are fully vested when made.

Stock Purchase Plan

The Company maintains an employee stock purchase plan (the "Purchase Plan"). Generally, any employee, including each named executive officer, who is customarily employed at least 20 hours per week and five (5) months per calendar year by the Company (or by any parent or subsidiary of the Company) on the first day of an offering is eligible to participate. Offerings occur quarterly.

No employee may accrue the right to purchase more than 10,000 shares in any offering period or more than \$25,000 worth of common stock (determined at the fair market value of the shares at the time such rights are granted) in any calendar year. Employees who own 5% or more of the Company's common stock may not participate in the Purchase Plan. Rights granted under the Purchase Plan are not transferable and may be exercised only by the employee to whom such rights are granted.

Employees are eligible to participate in the first offering commencing after the date they are employed by the Company or an affiliate of the Company. Subject to the limitations described above, employees who participate in an offering may have up to 15% of their compensation withheld pursuant to the Purchase Plan and applied at the end of each offering period to the purchase of shares of common stock. The price of common stock purchased under the Purchase Plan is equal to 85% of the lower of the fair market value of the common stock on the commencement date of each offering period or the purchase date. Employees may end their participation in the offering at any time prior to the end of the offering and participation ends automatically upon termination of employment with the Company.

Rights granted under the Purchase Plan are intended to qualify for favorable federal income tax treatment associated with rights granted under an employee stock purchase plan which qualifies under provisions of Section 423 of the Internal Revenue Code. For U.S.-based employees, no income will be taxable to a participant until disposition of the acquired shares, or until the participant's death while holding the acquired shares, and the amount of taxation will depend upon the holding period of the acquired shares. Employees located outside of the United States may be subject to different tax treatment based upon local tax laws.

Life Insurance and Disability Insurance

The Company provides executive officers with \$300,000 in life insurance coverage over and above what is provided to non-executive employees under Company-sponsored life insurance benefits. The Company pays the premiums on these policies, but the amount of premiums attributable to coverage greater than \$50,000 is taxable to U.S.-based executives.

For U.S.-based executives, the Company also makes available additional long-term disability benefits over and above what is provided to non-executive employees. The regular benefit for U.S.-based employees provides a benefit at the rate of 66-2/3% of an employee's base pay, with a monthly benefit cap of \$5,667. The additional-long term disability benefit provides the lesser of \$6,000 a month or the difference between 66-2/3% of an executive officer's monthly base salary and the benefit provided under the regular benefit. (For example, if an executive's monthly base salary is \$15,000, the additional long-term disability benefit will provide \$4,334, the difference between the regular benefit (\$5,667) and 66-2/3% of his or her base salary.) This additional benefit is payable until age 65. The executive is responsible for paying the premiums on this policy, but if he or she elects this benefit, the Company reimburses the executive for the amount of the premiums and the taxes attributable to those premiums ("tax gross-up").

Perquisites and Other Personal Benefits

Our U.K.-based executive officers receive car allowances, and we allow our executive officers to upgrade to business class on certain international flights for business purposes. Except for these benefits, and as noted above relating to life and disability insurance benefits, we do not provide additional perquisites and other personal benefits to our executive officers.

Indemnification Agreements

We have entered into an indemnification agreement with each of our named executive officers and members of our Board of Directors. Information regarding those agreements is provided under the heading "Certain Relationships and Related Transactions" on page 36.

Employment and Severance Agreements

The executive officers each have severance provisions in their compensation agreements providing for payments to the executive upon termination of employment, subject to certain limitations. Information regarding potential payments and benefits under such agreements for the named executive officers is provided under the heading "Potential Payments Upon Termination or Change of Control" on page 26. All U.S.-based executive officers are employed "at-will" and do not have employment contracts, although the Company has entered into compensation agreements with each of the named executive officers describing compensation and certain provisions that apply in the case of termination of employment. Consistent with local practice, the Company's London-based subsidiary has entered into employment contracts with Mr. Cochran and Mr. King, as described under the heading "Compensation Agreements" on page 25.

Change of Control Agreements

We have entered into a Change of Control Agreement with each of our named executive officers. In our experience, change of control agreements for executive officers are common among our peer group and our Board of Directors and Compensation Committee believe that providing these agreements to our named executive officers will protect stockholders' interests in the event of a change of control by enabling executives to consider corporate transactions that are in the best interests of the stockholders and other constituents of the Company without undue concern over whether the transaction may jeopardize the executive's own employment. Information regarding potential payments and benefits under such agreements for the named executive officers is provided under the heading "Potential Payments Upon Termination or Change of Control" on page 26.

Limitation on Deduction of Compensation Paid to Certain Executive Officers

Section 162(m) of the Internal Revenue Code (the “Code”) generally limits the Company deduction for federal income tax purposes to no more than \$1 million of compensation paid to each of the named executive officers in a taxable year. Compensation above \$1 million may be deducted if it is “performance-based compensation” within the meaning of the Code. The Compensation Committee intends to continue to evaluate the effect of Section 162(m) of the Code in the future to the extent consistent with the best interests of the Company.

Compensation of Chief Executive Officer

In 2010, Mr. Dupper’s base salary was \$260,000 and his potential incentive compensation percentage was 75% of his base salary because the Committee believes that a large percentage of the Chief Executive Officer’s compensation should be based upon achievement of the Company’s performance targets. He received restricted stock and option awards as reflected in the “Grants of Plan Based Awards” table on page 23.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

THE COMPENSATION COMMITTEE

David J. Nicol, Chairman

David S. Oros

Richard R. Ramlall

COMPENSATION RISK ASSESSMENT

The Compensation Committee has discussed the concept of risk as it relates to our compensation programs and the Committee does not believe our compensation programs encourage excessive or inappropriate risk taking. We structure our pay to consist of fixed and variable compensation and the variable portions (cash and equity) are designed to reward both short- and long-term corporate performance. Our employees are encouraged to take a balanced approach that focuses on revenue, profitability and our new products and our targets are applicable to our executives and employees alike, thus encouraging consistent behavior across the organization.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Nicol, Armstrong, Oros and Ramlall served as members of the Compensation Committee of the Board of Directors during fiscal 2010. Mr. Armstrong resigned from the Board on October 21, 2010. Mr. Nicol became a member of the Compensation Committee in March 2004, and Messrs. Oros and Ramlall became members of the Compensation Committee in April 2010. None of the members of the Compensation Committee were, at any time during fiscal 2010, nor at any other time, officers or employees of the Company. No member of the Compensation Committee or executive officer of the Company has a relationship that would constitute an interlocking relationship with executive officers or directors of another entity.

2010 SUMMARY COMPENSATION TABLE

The table below summarizes the total compensation paid to or earned by each of the named executive officers for the fiscal years ended December 31, 2010, December 31, 2009 and December 31, 2008.

| (a) Name and Principal Position | (b) Year | (c) Salary (\$) | (d) Stock Awards (\$ (1)) | (e) Option Awards (\$ (2)) | (f) Non-Equity Incentive Plan Compensation (\$ (3)) | (g) All Other Compensation (\$ (4)) | (h) Total (\$) |
|---|-------------|-----------------------|------------------------------------|-------------------------------------|---|--|----------------------|
| Thaddeus Dupper President and Chief Executive Officer..... | 2010 | \$ 260,000 | \$ 61,600 | \$ 215,950 | \$ 92,625 | \$ 12,244 | \$ 642,419 |
| | 2009 | \$ 260,000 | - | - | \$ 172,224 | \$ 11,794 | \$ 444,018 |
| | 2008 | \$ 260,000 | \$ 15,600 | \$ 60,592 | \$ 153,132 | \$ 11,680 | \$ 501,004 |
| Brian R. Ervine Executive Vice President, Chief Financial & Administrative Officer, Treasurer | 2010 | \$ 260,000 | \$ 30,800 | \$ 52,178 | \$ 74,100 | \$ 12,713 | \$ 429,791 |
| | 2009 | \$ 260,000 | - | - | \$ 137,779 | \$ 12,263 | \$ 410,042 |
| | 2008 | \$ 260,000 | \$ 7,800 | \$ 15,148 | \$ 122,506 | \$ 12,114 | \$ 417,568 |
| Anita T. Moseley Sr. Vice President, General Counsel, Secretary | 2010 | \$ 239,200 | \$ 21,560 | \$ 28,647 | \$ 56,810 | \$ 13,333 | \$ 359,550 |
| | 2009 | \$ 239,200 | - | - | \$ 105,631 | \$ 12,883 | \$ 357,714 |
| | 2008 | \$ 239,200 | \$ 5,850 | \$ 12,394 | \$ 93,921 | \$ 12,790 | \$ 364,155 |
| Stuart Cochran Chief Technology Officer (5)..... | 2010 | \$ 185,925 | \$ 30,800 | \$ 52,178 | \$ 44,158 | \$ 22,492 | \$ 335,553 |
| | 2009 | \$ 191,431 | - | - | \$ 84,536 | \$ 23,158 | \$ 299,125 |
| | 2008 | \$ 175,720 | \$ 5,850 | \$ 12,394 | \$ 68,906 | \$ 21,258 | \$ 284,128 |
| James King Vice President, Worldwide Sales & Marketing (6) | 2010 | \$ 185,616 | \$ 15,400 | \$ 28,647 | \$ 22,068 | \$ 108,173 | \$ 359,904 |
| | 2009 | \$ 191,112 | - | - | \$ 42,198 | \$ 169,474 | \$ 402,784 |
| | 2008 | \$ 175,428 | \$ 3,900 | \$ 5,509 | \$ 34,396 | \$ 185,715 | \$ 404,948 |

(1) The amounts in column (d) reflect the grant date fair value of restricted stock awards granted under the Company's 2007 Stock Incentive Plan during fiscal years 2010 and 2008, computed in accordance with FASB ASC Topic 718. There were no stock awards made in 2009, with awards normally made in December 2009 being made in January 2010. For further information on these awards, see the Grants of Plan-Based Awards table on page 23 of this proxy statement and Note 7, "Share Based Compensation" of our consolidated financial statements included in Form 10-K for the year ended December 31, 2010, filed with the SEC on March 8, 2011.

(2) The amounts in column (e) reflect the grant date fair value of stock options granted in 2010 and 2008 granted pursuant to the Company's 2007 Stock Incentive Plan, computed in accordance with FASB ASC Topic 718. There were no options granted in 2009 with awards normally made in December 2009 being made in January 2010. For further information on these awards, see the Grants of Plan-Based Awards table on page 23 of this proxy statement and Note 7, "Share Based Compensation" of our consolidated financial statements included in Form 10-K for the year ended December 31, 2010, filed with the SEC on March 8, 2011.

(3) The amounts shown in column (f) represent incentive compensation earned for 2010, 2009 and 2008, some of which was paid in the subsequent calendar year. The Company achieved incentive compensation targets established by the Compensation Committee as follows: In 2010: first quarter: 86.1%; second quarter: 77.8%; third quarter: 42.2%; fourth quarter: 0%; and full year: 47.5%. In 2009: first quarter: 65%; second quarter: 90%; third quarter: 100%, fourth quarter: 80%; full year: 88%. In 2008: first quarter: 78.7%; second quarter: 57.3%; third quarter: 0%; fourth quarter: 106.1% and full year: 78%.

(4) Column (g) reflects amounts paid for each named executive officer as follows. Excluded from these amounts are premiums paid by the Company for group life and medical insurance also available to non-executive employees:

| <u>Named Executive Officer (U.S.-based)</u> | | <u>Retirement Plan Matching Contributions</u> | <u>Life Insurance Premiums</u> | <u>Disability Insurance Premiums</u> | <u>Tax Cross-Ups on Disability Premium</u> |
|---|------|---|------------------------------------|--|--|
| Thaddeus Dupper..... | 2010 | \$ 7,350 | \$ 407 | \$ 2,637 | \$ 1,850 |
| | 2009 | \$ 6,900 | \$ 407 | \$ 2,644 | \$ 1,843 |
| | 2008 | \$ 6,750 | \$ 407 | \$ 2,665 | \$ 1,858 |
| Brian R. Ervine | 2010 | \$ 7,350 | \$ 272 | \$ 3,000 | \$ 2,091 |
| | 2009 | \$ 6,900 | \$ 272 | \$ 3,000 | \$ 2,091 |
| | 2008 | \$ 6,750 | \$ 272 | \$ 3,000 | \$ 2,092 |
| Anita T. Moseley | 2010 | \$ 7,350 | \$ 380 | \$ 3,301 | \$ 2,302 |
| | 2009 | \$ 6,900 | \$ 380 | \$ 3,301 | \$ 2,302 |
| | 2008 | \$ 6,750 | \$ 380 | \$ 3,335 | \$ 2,325 |

| <u>Named Executive Officer (U.K.-based)</u> | | <u>Retirement Plan Matching Contributions</u> | <u>Life/Medical Insurance Premiums</u> | <u>Commissions</u> | <u>Car Allowance</u> |
|---|------|---|--|--------------------|----------------------|
| Stuart Cochran | 2010 | \$ 9,296 | \$ 203 | \$ 0 | \$ 12,993 |
| | 2009 | \$ 9,571 | \$ 209 | \$ 0 | \$ 13,378 |
| | 2008 | \$ 8,786 | \$ 192 | \$ 0 | \$ 12,280 |
| James King..... | 2010 | \$ 9,281 | \$ 332 | \$ 85,567 | \$ 12,993 |
| | 2009 | \$ 9,556 | \$ 342 | \$ 146,198 | \$ 13,378 |
| | 2008 | \$ 8,771 | \$ 314 | \$ 164,350 | \$ 12,280 |

(5) Mr. Cochran resides in the United Kingdom and is paid in Pounds Sterling (“GBP”). The amounts reported for each year for Mr. Cochran are based upon the following exchange rates: December 31, 2010, an exchange rate of 1.5468 USD : 1 GBP; December 31, 2009, an exchange rate of 1.5926 USD : 1 GBP; December 31, 2008, an exchange rate of 1.4619 USD : 1 GBP.

(6) Mr. King joined the Company on March 12, 2007. He resides in the United Kingdom and is paid in GBP. The amounts reported for Mr. King each year are based upon the following exchange rates: December 31, 2010, an exchange rate of 1.5468 USD : 1 GBP; December 31, 2009, an exchange rate of 1.5926 USD : 1 GBP; December 31, 2008, an exchange rate of 1.4619 USD : 1 GBP.

2010 GRANTS OF PLAN-BASED AWARDS

| (a) Name | (b) Grant Date | Estimated future payouts under non-equity incentive plan awards | | | (f) All other stock awards; Number of shares of stock (#) (2) | (g) All other option awards: number of securities underlying options (#) | (h) Exercise price of option awards (\$/share) | (i) Grant date fair value of stock and option awards (\$) |
|-----------------------------------|-------------------|--|---------------------------|------------------------|---|---|---|---|
| | | (c) Threshold (\$) | (d) Target (\$ (1)) | (e) Maximum (\$) | | | | |
| Thaddeus Dupper (3) | 1/1/2010 | \$ 1.00 | \$ 195,000 | \$ 341,250 | | | | |
| | 1/7/2010 | | | | 10,000 | | \$ 61,600 | |
| | 1/7/2010 | | | | | 54,000 | \$ 215,950 | |
| Brian R. Ervine (4) | 1/1/2010 | \$ 1.00 | \$ 156,000 | \$ 273,000 | | | | |
| | 1/7/2010 | | | | 5,000 | | \$ 30,800 | |
| | 1/7/2010 | | | | | 12,750 | \$ 52,178 | |
| Anita T. Moseley (5) | 1/1/2010 | \$ 1.00 | \$ 119,600 | \$ 209,300 | | | | |
| | 1/7/2010 | | | | 3,500 | | \$ 21,560 | |
| | 1/7/2010 | | | | | 7,000 | \$ 28,647 | |
| Stuart Cochran (6) | 1/1/2010 | \$ 1.00 | \$ 92,963 | \$ 162,686 | | | | |
| | 1/7/2010 | | | | 5,000 | | \$ 30,800 | |
| | 1/7/2010 | | | | | 12,750 | \$ 52,178 | |
| James King (7) | 1/1/2010 | \$ 1.00 | \$ 46,404 | \$ 81,207 | | | | |
| | 1/7/2010 | | | | 2,500 | | \$ 15,400 | |
| | 1/7/2010 | | | | | 7,000 | \$ 28,647 | |

(1) Columns (c), (d) and (e) reflect the amounts that would have been earned by the named executive officers had we achieved our 2010 performance objectives established by the Compensation Committee (see “Compensation Discussion and Analysis” discussion on page 15). Target amounts shown in column (d) would have been earned if we achieved 100% of our revenue objectives; and the Maximum amount that would have been earned if we achieved 100% of our quarterly targets; 110% of our annual revenue target; 125% of our new products booking target and 115% of our annual Adjusted EBITDA target.

(2) The amounts in column (i) reflect the grant date fair value of restricted stock awards and stock options granted under the Company’s 2007 Stock Incentive Plan during fiscal year 2010, computed in accordance with FASB ASC Topic 718.

(3) Mr. Dupper’s 2010 compensation plan provided for target incentive pay equal to 75% of his base salary.

(4) Mr. Ervine’s 2010 compensation plan provided for target incentive pay equal to 60% of his base salary.

(5) Ms. Moseley’s 2010 compensation plan provided for target incentive pay equal to 50% of her base salary.

(6) Mr. Cochran’s 2010 compensation plan provided for target incentive pay equal to 50% of his base salary. Mr. Cochran resides in the United Kingdom and is paid in GBP. The amounts reported for non-equity incentive plan awards are based upon an exchange rate of 1.5468 USD : 1 GBP determined as of December 31, 2010.

(7) Mr. King’s 2010 compensation plan provided for target incentive pay equal to 25% of his base salary. Mr. King resides in the United Kingdom and is paid in GBP. The amounts reported for non-equity incentive plan awards are based upon an exchange rate of 1.5468 USD : 1 GBP determined as of December 31, 2010.

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2010

| (a) Name | Option Awards (1) | | | | Stock Awards (2) | |
|----------------------------------|---|---|--|-------------------------------|--|--|
| | (b) Number of Securities Underlying Unexercised Options (#) Exercisable | (c) Number of Securities Underlying Unexercised Options (#) Unexercisable | (d) Option Exercise Price (\$/share) | (e) Option Expiration Date | (f) Number of shares of stock that have not vested (#) | (g) Market value of shares of stock that have not vested (\$)(3) |
| Thaddeus Dupper (4) | 24,187 | 29,813 | \$ 6.16 | 1/6/2020 | 7,500 | \$ 62,400 |
| | 42,499 | 12,500 | \$ 1.56 | 12/22/2018 | 5,000 | \$ 41,600 |
| | 60,936 | 20,314 | \$ 4.64 | 12/17/2017 | 8,125 | \$ 67,600 |
| | 50,000 | — | \$ 4.30 | 12/27/2015 | | |
| | 19,999 | — | \$ 9.28 | 11/1/2014 | | |
| | 12,499 | — | \$ 8.88 | 5/5/2014 | | |
| | 49,999 | — | \$ 17.60 | 2/22/2014 | | |
| Brian R. Ervine | 2,390 | 10,360 | \$ 6.16 | 1/6/2020 | 3,750 | \$ 31,200 |
| | 6,875 | 6,875 | \$ 1.56 | 12/22/2018 | 2,500 | \$ 20,800 |
| | 10,312 | 3,438 | \$ 4.64 | 12/17/2017 | 1,250 | \$ 10,400 |
| | 50,000 | — | \$ 4.30 | 12/27/2015 | | |
| | 20,000 | — | \$ 9.28 | 11/1/2014 | | |
| | 22,500 | — | \$ 23.56 | 1/4/2014 | | |
| | 49,999 | — | \$ 1.90 | 1/5/2013 | | |
| | 12,500 | — | \$ 1.50 | 2/27/2012 | | |
| 59,000 | — | \$ 2.64 | 1/6/2012 | | | |
| Anita T. Moseley | 1,312 | 5,688 | \$ 6.16 | 1/6/2020 | 2,625 | \$ 21,840 |
| | 5,625 | 5,625 | \$ 1.56 | 12/22/2018 | 1,875 | \$ 15,600 |
| | 8,437 | 2,813 | \$ 4.64 | 12/17/2017 | 938 | \$ 7,804 |
| | 37,500 | — | \$ 4.30 | 12/27/2015 | | |
| | 12,499 | — | \$ 9.28 | 11/1/2014 | | |
| | 10,000 | — | \$ 23.56 | 1/4/2014 | | |
| | 30,000 | — | \$ 5.86 | 4/6/2013 | | |
| | 12,375 | — | \$ 1.50 | 2/27/2012 | | |
| | 26,175 | — | \$ 1.16 | 12/4/2011 | | |
| 24,999 | — | \$ 5.70 | 1/2/2011 | | | |
| Stuart Cochran | 2,390 | 10,360 | \$ 6.16 | 1/6/2020 | 3,750 | \$ 31,200 |
| | 5,625 | 5,625 | \$ 1.56 | 12/22/2018 | 1,875 | \$ 15,600 |
| | 8,437 | 2,813 | \$ 4.64 | 12/17/2017 | 938 | \$ 7,804 |
| | 10,156 | 2,344 | \$ 3.62 | 9/3/2017 | | |
| | 37,500 | — | \$ 4.30 | 12/27/2015 | | |
| | 37,500 | — | \$ 9.28 | 11/1/2014 | | |
| James King | 1,312 | 5,688 | \$ 6.16 | 1/6/2020 | 1,875 | \$ 15,600 |
| | 2,500 | 2,500 | \$ 1.56 | 12/22/2018 | 1,250 | \$ 10,400 |
| | 3,750 | 1,250 | \$ 4.64 | 12/17/2017 | 625 | \$ 5,200 |
| | 46,875 | 3,125(5) | \$ 3.44 | 3/11/2017 | | |

(1) Options were granted ten years prior to the option expiration date. Options other than those with an exercise price equal to or greater than \$9.28 per share, or as otherwise noted in a separate footnote below, vest at a rate of 25% per year over the first four years of the ten-year option term, and will be fully vested four years after the date of grant. On December 12, 2005, the Board of Directors accelerated the vesting of all unvested and “out-of-the-money” stock options that had an exercise price equal to or greater than \$9.28 per share. The acceleration of vesting allowed the Company to avoid recognizing future compensation expense associated with the accelerated options upon the January 1, 2006 adoption of FAS 123R.

- (2) Stock awards for the executive officers listed above vest in quarterly increments over a four-year vesting period. Grants shown were made in January 2010, December 2008 and December 2007. There were no stock awards made in 2009.
- (3) Market value was calculated by multiplying the number of shares shown in the table by \$8.32, which was the closing price per share on December 31, 2010, the last day of our fiscal year.
- (4) Options to purchase 29,999 shares of stock granted in 2008 vested over a one-year period; options to purchase 25,000 shares of stock granted in January 2010 vested over a one-year period.
- (5) This option award was granted to Mr. King when he joined the Company on March 12, 2007 under a stand-alone new employee inducement grant in accordance with NASDAQ Marketplace Rule 4350(i)(1)(a)(iv). As is typically the case with option awards granted to our new employees, this option award vests over a four-year period, 25% upon the one-year anniversary of Mr. King's date of employment and the balance quarterly over the next three years.

2010 OPTION EXERCISES AND STOCK VESTED

The table below reflects options exercised by the named executive officers and vesting of restricted stock awards during fiscal year 2010.

| Name | Option Awards | | Stock Awards | |
|-----------------------------------|--|--|--|---|
| | Number of shares acquired on exercise (#) | Value realized on exercise (\$) (1) | Number of shares acquired on vesting (#) | Value realized on vesting (\$) (2) |
| Thaddeus Dupper | — | — | 13,125 | \$ 93,877 |
| Brian R. Ervine | — | — | 3,750 | \$ 26,624 |
| Anita T. Moseley (3) | 22,394 | \$ 26,133 | 2,750 | \$ 19,669 |
| Stuart Cochran | — | — | 3,125 | \$ 22,351 |
| James King | — | — | 1,875 | \$ 13,413 |

- (1) Represents the dollar amount realized upon exercise determined by the difference between the market price of the underlying securities at exercise and the exercise price of the options with respect to options which are exercised and held. With respect to options exercised and sold on the same day (same-day sale), the amount in this column represents the difference between the sales price and the exercise price of the options.
- (2) Represents the aggregate dollar amount realized by the named executive officer upon vesting of restricted stock, computed by multiplying the number of shares of stock by the market value of the underlying shares on the vesting dates.
- (3) Ms. Moseley exercised and sold options that were expiring in 2010.

PENSION BENEFITS

The Company does not maintain any defined benefit retirement plans. In the United States, the Company maintains a 401(k) plan; in the United Kingdom, the Company maintains a defined contribution pension benefit plan.

COMPENSATION AGREEMENTS

General Overview

Each of our named executive officers has entered into a compensation agreement with the Company. Each agreement provides for base salary and incentive compensation. In 2010, potential incentive compensation ranged from 25% to 75% of the executive's base salary, and was to be paid only if we attained targets established by our Compensation Committee for quarterly and annual revenue, and Adjusted EBITDA, as well as an annual booking target for certain of our products. There was a potential to earn in excess of 100% of the incentive amount associated with the annual targets if we exceeded annual targets. See the "Grants of Plan Based Awards Table" on page 23 for more information about the "stretch" amounts, as well as the "Executive Compensation, Quarterly and Annual Performance-Based Incentive Compensation" table on page 17 for percentages achieved in 2010.

Each agreement generally provides that in the event the Company terminates the employment of the named executive officer, other than for cause, death or disability, the executive will be paid severance pay. The amount of the severance pay varies, as

described below under the heading “Potential Payments Upon Termination or Change of Control,” depending upon the executive’s position and the circumstances surrounding the termination of employment. In exchange for severance, the named executive officer will be required to execute a full release of all employment claims with the Company and agree not to compete with us nor to solicit our employees for the period of time during which severance is paid. The Compensation Agreements do not change the “at-will” nature of the U.S.-based executive officer’s employment with the Company. Either the Company or the executive officer may terminate a U.S.-based executive officer’s employment at any time. In the case of Messrs. Cochran and King, they are each employed under an employment contract, as is customary in the United Kingdom, which provides for three (3) months’ notice on termination.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

The tables below reflect the potential amount of compensation for each of the named executive officers in the event of termination of such executive’s employment. The amount of compensation payable to each named executive officer upon voluntary termination, involuntary not-for-cause termination, retirement, disability or death and termination following a change of control of the executive is shown below. The amounts assume that such termination was effective as of December 31, 2010, and thus include amounts earned through such time and are estimates of the amounts which would be paid to the executives upon their termination. The actual payments may be more or less than the amounts described below. In addition, the Company may enter into new arrangements or modify these arrangements from time to time.

Payments Made Upon Termination

Regardless of the manner in which a named executive officer’s employment terminates, the executive is entitled to receive amounts earned during his or her term of employment. Such amounts include:

- non-equity incentive compensation earned through the date of separation. Quarterly incentive compensation payments will be pro-rated to the date of separation; the executive must have been employed on December 31st to earn his or her incentive compensation associated with achieving the Company’s annual performance targets;
- vested stock options, which must be exercised within three (3) months, or for options granted on or after December 10, 2009, six (6) months of the date of separation, except in the case of disability (12 months), death (18 months) or a change of control of the company (see discussion below);
- stock vested on the date of separation pursuant to restricted stock awards; and
- salary and unused paid time off through the date of separation.

Involuntary Not-for-Cause Termination

If a named executive officer is terminated for reasons other than cause, he or she will be entitled to severance as follows: 3 months of base pay (Messrs. Cochran and King); 6 months of base pay (Messrs. Ervine and Dupper and Ms. Moseley), except in the case of termination or material change in responsibilities within 6 months of a change in the CEO position, in which case Mr. Ervine and Ms. Moseley will be entitled to 9 months of base pay and incentive compensation.

Voluntary Termination or Retirement

Except for amounts described under “Payments Made Upon Termination,” the Company does not have an agreement or practice to pay a named executive officer on voluntary termination or retirement.

Disability or Death

In the event of the death or disability of a named executive officer, the officer will receive benefits under the Company’s disability benefits or payments under the Company’s life insurance benefits, as appropriate.

Payments Made upon a Change of Control

The Company has entered into Change of Control Agreements with each named executive officer. Under these agreements, upon a “Qualified Termination” (described below),

- The named executive officer will receive:
 - ◆ a payment equal to 24 months (Messrs. Dupper and Ervine), 18 months (Mr. Cochran and Ms. Moseley) or 12 months (Mr. King) of the executive’s base salary, payable in equal increments over an equal period (the “Severance Period”) (or such shorter period as required for compliance with Section 409A of the U.S. Internal Revenue Code), in the Company’s normal payroll cycles;

- ◆ an amount equal to 2 times (Messrs. Dupper and Ervine), 1.5 times (Mr. Cochran and Ms. Moseley) or 1 times (Mr. King) the executive's incentive compensation, assuming achievement at 100% of the performance goals, payable in equal installments over the Severance Period;
- ◆ continuation of benefits under the Company's health insurance plan as provided by law, as well as the Company's life and disability plans, with the Company continuing to contribute to premiums during the Severance Period at the same rate as if the named executive officer were still employed by the Company;
- ◆ an amount equal to the excise tax, and related income taxes, a tax gross-up, if any, payable by the named executive officer under Section 280G of the Internal Revenue Code as a result of the receipt of any change of control payments or benefits (applies to U.S. based executives only); and
- ◆ tax advice services in an amount not to exceed \$7,500; and
- ◆ all stock options and restricted stock held by the executive will automatically vest and become exercisable.

A Qualified Termination will occur upon any of the following:

- termination of the named executive officer's employment by us, without cause, as a result of the influence of a person or entity seeking to cause a Change of Control;
- termination of the named executive officer's employment by us for any reason, other than for cause, disability or death, within 24 months (Messrs. Dupper and Ervine), 18 months (Mr. Cochran and Ms. Moseley) or 12 months (Mr. King) following a Change of Control; or
- resignation by the named executive officer following a change in a material condition of the executive officer's employment in anticipation of a Change of Control or the same period described immediately above following a Change of Control.

In general, the Change of Control agreement is a "double trigger," meaning that payments are made only if the executive suffers a covered termination of employment as described above. An executive does not receive payment solely upon the occurrence of a Change of Control, except that 50% of a named executive officer's equity awards (options and restricted stock) will automatically vest upon a Change of Control even if his or her employment is not terminated.

A Change of Control will occur upon:

- the date any person or group acquires, or has acquired during the 12-month period ending on the date of the most recent acquisition by the person or group, assets from the Company that have a total gross fair market value equal to or more than 40% of the total gross fair market value of all assets of the Company immediately prior to the acquisition;
- the date any person or group within the meaning of the Exchange Act acquires ownership of our stock that, together with stock held by the person or group, constitutes more than 50% of the total fair market value or total voting power entitled to vote in the election of directors or any other change in ownership described in Treas. Reg. Section 1.409A-3(i)(5)(v);
- the date any person or group acquires, or has acquired during the 12-month period ending on the date of the most recent acquisition by the person or group, ownership of stock possessing 30% or more of the total voting power of the stock of the Company;
- the date a majority of members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of our Board before the date of the appointment or election; or
- any other change in effective control described in Treas. Reg. Section 1.409A(i)(5)(vi).

In exchange for severance, the named executive will be required to execute a full release of employment claims with the Company and agree not to compete with the Company nor to solicit our employees for the Severance Period or a portion thereof.

Thaddeus Dupper

The following table shows the potential payments upon termination or a change of control of the Company for Thaddeus Dupper, our President and Chief Executive Officer.

| Executive Benefits and Payments Upon Separation | Involuntary Not-for-Cause Termination (other than Following Change of Control) | Change of Control Without Qualified Termination | Change of Control With Qualified Termination |
|--|--|---|---|
| Cash Compensation | | | |
| • Base Salary | \$ 130,000 | \$ 0 | \$ 520,000 |
| • Incentive Compensation..... | \$ 0 | \$ 0 | \$ 390,000 |
| Equity Compensation | | | |
| • Stock Options (1) | | | |
| ○ Unvested and accelerated | \$ 0 | \$ 111,826 | \$ 223,652 |
| • Restricted Stock (2) | | | |
| ○ Unvested and accelerated | \$ 0 | \$ 85,800 | \$ 171,600 |
| Benefits and Perquisites | | | |
| • Health and Welfare Benefits | \$ 0 | \$ 0 | \$ 33,124 |
| • Life & Disability Insurance Premiums..... | \$ 0 | \$ 0 | \$ 6,088 |
| • Accrued Paid Time Off..... | \$ 30,375 | \$ 0 | \$ 30,375 |
| • Tax services | \$ 0 | \$ 0 | \$ 7,500 |
| • Tax Gross-up Disability | \$ 0 | \$ 0 | \$ 3,686 |
| • Tax Gross-up Section 280G (3) | \$ 0 | \$ 0 | \$ 483,758 |
| Total | <u>\$ 160,375</u> | <u>\$ 197,626</u> | <u>\$ 1,869,783</u> |

(1) The payments relating to stock options represent the value as of December 31, 2010, calculated by multiplying the number of options by the difference between the exercise price and the closing price of our common stock on December 31, 2010 (\$8.32).

(2) The payments relating to restricted stock are calculated by multiplying the number of unvested shares by the closing price of our common stock on December 31, 2010 (\$8.32).

(3) Upon a Change of Control of the Company, Mr. Dupper may be subject to certain excise taxes pursuant to Section 280G of the Internal Revenue Code (“Section 280G”). The Company has agreed to reimburse Mr. Dupper for all excise taxes that are imposed on him under Section 280G and any income and excise taxes that are payable by him as a result of any reimbursements for Section 280G excise taxes. The total 280G tax gross-up amount in the above table assumes that Mr. Dupper is entitled to a full reimbursement by the Company of (i) any excise taxes that are imposed upon him as a result of the Change of Control; (ii) any income and excise taxes imposed upon him as a result of the Company’s reimbursement of the excise tax amount and (iii) any additional income and excise taxes that are imposed upon Mr. Dupper as a result of the Company’s reimbursement of Mr. Dupper for any excise or income taxes. The calculation of the 280G gross-up amount in the above tables is based upon a 280G excise tax rate of 20%, a 35% federal income tax rate, a 1.45% Medicare tax rate and a 4.63% state income tax rate. For purposes of the 280G calculation it is assumed that no amounts will be discounted as attributable to reasonable compensation and no value will be attributed to Mr. Dupper executing a non-competition agreement.

Brian R. Ervine

The following table shows the potential payments upon termination or a change of control of the Company for Brian R. Ervine, our Executive Vice President and Chief Financial & Administrative Officer.

| Executive Benefits and Payments Upon Separation | Involuntary Not-for Cause- Termination (other than Following Change in CEO or Change of Control) | Involuntary Not-for-Cause Termination Following Change in CEO | Change of Control Without Qualified Termination | Change of Control With Qualified Termination |
|--|---|---|--|--|
| Cash Compensation | | | | |
| • Base Salary | \$ 130,000 | \$ 195,000 | \$ 0 | \$ 520,000 |
| • Incentive Compensation..... | \$ 0 | \$ 117,000 | \$ 0 | \$ 312,000 |
| Equity Compensation | | | | |
| • Stock Options (1) | | | | |
| ◦ Unvested and accelerated | \$ 0 | \$ 0 | \$ 31,513 | \$ 79,025 |
| • Restricted Stock (2) | | | | |
| ◦ Unvested and accelerated | \$ 0 | \$ 0 | \$ 31,200 | \$ 62,400 |
| Benefits and Perquisites | | | | |
| • Health and Welfare Benefits | \$ 0 | \$ 0 | \$ 0 | \$ 33,124 |
| • Life & Disability Insurance Premiums..... | \$ 0 | \$ 0 | \$ 0 | \$ 6,544 |
| • Accrued Paid Time Off..... | \$ 31,500 | \$ 31,500 | \$ 0 | \$ 31,500 |
| • Tax services | \$ 0 | \$ 0 | \$ 0 | \$ 7,500 |
| • Tax Gross-up Disability | \$ 0 | \$ 0 | \$ 0 | \$ 4,182 |
| • Tax Gross-up Section 280G (3) | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Total | <u>\$ 161,500</u> | <u>\$ 343,500</u> | <u>\$ 62,713</u> | <u>\$ 1,056,275</u> |

(1) The payments relating to stock options represent the value as of December 31, 2010, calculated by multiplying the number of options by the difference between the exercise price and the closing price of our common stock on December 31, 2010 (\$8.32).

(2) The payments relating to restricted stock are calculated by multiplying the number of unvested shares of restricted stock by the closing price of our common stock on December 31, 2010 (\$8.32).

(3) Upon a Change of Control of the Company, Mr. Ervine may be subject to certain excise taxes pursuant to Section 280G of the Internal Revenue Code (“Section 280G”). The Company has agreed to reimburse Mr. Ervine for all excise taxes that are imposed on him under Section 280G and any income and excise taxes that are payable by him as a result of any reimbursements for Section 280G excise taxes. The total 280G tax gross-up amount in the above table assumes that Mr. Ervine is entitled to a full reimbursement by the Company of (i) any excise taxes that are imposed upon the executive as a result of the Change of Control; (ii) any income and excise taxes imposed upon Mr. Ervine as a result of the Company’s reimbursement of the excise tax amount and (iii) any additional income and excise taxes that are imposed upon Mr. Ervine as a result of the Company’s reimbursement of Mr. Ervine for any excise or income taxes. The calculation of the 280G gross-up amount in the above tables is based upon a 280G excise tax rate of 20%, a 35% federal income tax rate, a 1.45% Medicare tax rate and a 4.63% state income tax rate. For purposes of the 280G calculation it is assumed that no amounts will be discounted as attributable to reasonable compensation and no value will be attributed to Mr. Ervine executing a non-competition agreement.

Anita T. Moseley

The following table shows the potential payments upon termination or a change of control of the Company for Anita T. Moseley, our Sr. Vice President and General Counsel.

| <u>Executive Benefit and Payments Upon Separation</u> | <u>Involuntary Not-for-Cause Termination (other than Following Change in CEO or Change of Control)</u> | <u>Involuntary Not-for-Cause Termination Following Change in CEO</u> | <u>Change of Control Without Qualified Termination</u> | <u>Change of Control With Qualified Termination</u> |
|---|--|--|--|---|
| Cash Compensation | | | | |
| • Base Salary..... | \$ 119,600 | \$ 179,400 | \$ 0 | \$ 358,800 |
| • Incentive Compensation..... | \$ 0 | \$ 89,700 | \$ 0 | \$ 179,400 |
| Equity Compensation | | | | |
| • Stock Options (1) | | | | |
| o Unvested and accelerated | \$ 0 | \$ 0 | \$ 30,332 | \$ 60,663 |
| • Restricted Stock (2) | | | | |
| o Unvested and accelerated | \$ 0 | \$ 0 | \$ 22,622 | \$ 45,244 |
| Benefits and Perquisites | | | | |
| • Health and Welfare Benefits | \$ 0 | \$ 0 | \$ 0 | \$ 24,843 |
| • Life & Disability Insurance Premiums | \$ 0 | \$ 0 | \$ 0 | \$ 5,523 |
| • Accrued Paid Time Off | \$ 21,505 | \$ 21,505 | \$ 0 | \$ 21,505 |
| • Tax services..... | \$ 0 | \$ 0 | \$ 0 | \$ 7,500 |
| • Tax Gross-up Disability | \$ 0 | \$ 0 | \$ 0 | \$ 3,453 |
| • Tax Gross-up Section 280G (3)..... | \$ 0 | \$ 0 | \$ 0 | \$ 0 |
| Total | <u>\$ 141,105</u> | <u>\$ 290,605</u> | <u>\$ 52,954</u> | <u>\$ 706,931</u> |

(1) The payments relating to stock options represent the value as of December 31, 2010, calculated by multiplying the number of options by the difference between the exercise price and the closing price of our common stock on December 31, 2010 (\$8.32).

(2) The payments relating to restricted stock are calculated by multiplying the number of unvested shares of restricted stock by the closing price of our common stock on December 31, 2010 (\$8.32).

(3) Upon a Change of Control of the Company, the executive may be subject to certain excise taxes pursuant to Section 280G of the Internal Revenue Code (“Section 280G”). The Company has agreed to reimburse the executive for all excise taxes that are imposed on the executive under Section 280G and any income and excise taxes that are payable by the executive as a result of any reimbursements for Section 280G excise taxes. Ms. Moseley’s Change of Control payments (amounts appearing above, less payments for accrued paid time off and vested options) do not exceed the Section 280G threshold amount.

Stuart Cochran

The following table shows the potential payments upon termination or a change of control of the Company for Stuart Cochran, our Chief Technology Officer. Mr. Cochran resides in the United Kingdom and is paid in GBP. The amounts are based upon an exchange rate of 1.5468 USD: 1 GBP as determined on December 31, 2010.

| Executive Benefits and Payments Upon Separation | Involuntary Not-for-Cause Termination (other than Following Change of Control) | Change of Control Without Qualified Termination | Change of Control With Qualified Termination |
|--|--|---|---|
| Cash Compensation | | | |
| • Base Salary | \$ 46,481 | \$ 0 | \$ 278,888 |
| • Incentive Compensation | \$ | \$ 0 | \$ 139,444 |
| Equity Compensation | | | |
| • Stock Options (1) | | | |
| ◦ Unvested and accelerated | \$ 0 | \$ 40,886 | \$ 81,774 |
| • Restricted Stock (2) | | | |
| ◦ Unvested and accelerated | \$ 0 | \$ 27,302 | \$ 54,604 |
| Benefits and Perquisites | | | |
| • Health and Welfare Benefits | \$ 0 | \$ 0 | \$ 0 |
| • Life & Disability Insurance Premiums | \$ 0 | \$ 0 | \$ 305 |
| • Accrued Paid Time Off | \$ 3,576 | \$ 0 | \$ 3,576 |
| • Tax services | \$ 0 | \$ 0 | \$ 7,500 |
| • Tax Gross-up Total (3) | \$ 0 | \$ 0 | \$ 0 |
| Total | <u>\$ 50,057</u> | <u>\$ 68,188</u> | <u>\$ 566,091</u> |

(1) The payments relating to stock options represent the value as of December 31, 2010, calculated by multiplying the number of options by the difference between the exercise price and the closing price of our common stock on December 31, 2010 (\$8.32).

(2) The payments relating to restricted stock are calculated by multiplying the number of unvested shares of restricted stock by the closing price of our common stock on December 31, 2010 (\$8.32).

(3) Mr. Cochran resides in the United Kingdom and is not subject to U.S. taxation.

James King

The following table shows the potential payments upon termination or a change of control of the Company for James King, our Vice President, Worldwide Sales and Marketing. Mr. King resides in the United Kingdom and is paid in GBP. The amounts are based upon an exchange rate of 1.5468 USD: 1 GBP as determined on December 31, 2010.

| Executive Benefits and Payments Upon Separation | Involuntary Not-for-Cause Termination (other than Following Change of Control) | Change of Control Without Qualified Termination | Change of Control With Qualified Termination (1) |
|--|--|---|--|
| Cash Compensation | | | |
| • Base Salary | \$ 46,404 | \$ 0 | \$ 185,616 |
| • Incentive Compensation | \$ 0 | \$ 0 | \$ 46,404 |
| Equity Compensation | | | |
| • Stock Options (1) | | | |
| ○ Unvested and accelerated | \$ 0 | \$ 32,560 | \$ 65,519 |
| • Restricted Stock (2) | | | |
| ○ Unvested and accelerated | \$ 0 | \$ 9,766 | \$ 19,532 |
| Benefits and Perquisites | | | |
| • Health and Welfare Benefits | \$ 0 | \$ 0 | \$ 0 |
| • Life & Disability Insurance Premiums | \$ 0 | \$ 0 | \$ 332 |
| • Accrued Paid Time Off | \$ 3,570 | \$ 0 | \$ 3,570 |
| • Tax services | \$ 0 | \$ 0 | \$ 7,500 |
| • Tax Gross-up Total (3) | \$ 0 | \$ 0 | \$ 0 |
| Total | <u>\$ 49,974</u> | <u>\$ 42,326</u> | <u>\$ 328,473</u> |

(1) The payments relating to stock options represent the value as of December 31, 2010, calculated by multiplying the number of options by the difference between the exercise price and the closing price of our common stock on December 31, 2010 (\$8.32).

(2) The payments relating to restricted stock are calculated by multiplying the number of unvested shares of restricted stock by the closing price of our common stock on December 31, 2010 (\$8.32).

(3) Mr. King resides in the United Kingdom and is not subject to U.S. taxation.

TABLE OF EQUITY COMPENSATION PLANS

The following table contains summary information as of December 31, 2010 concerning the Company's Employee Stock Purchase Plan, 1996 Stock Option Plan, James E. King Equity Incentive Plan and 2007 Amended Stock Incentive Plan. All of the Plans, except for the James E. King Equity Incentive Plan, were approved by the stockholders. See "Security Ownership of Certain Beneficial Owners and Management."

| Equity Compensation Plans Approved by Security Holders | Number of shares to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of shares remaining available for future issuance under equity compensation plan |
|--|--|--|---|
| 1996 Stock Option Plan | 1,072,425 | \$ 7.38 | 0 (1) |
| 2007 Amended Stock Incentive Plan | 728,420 (2) | \$ 5.25 | 225,500 (3) |
| Employee Stock Purchase Plan | — | — | 77,759 |
| Equity Compensation Plan Not Approved by Security Holders (4) | | | |
| James E. King Equity Incentive Plan | 50,000 | \$ 3.44 | 0 |

(1) Our 1996 Stock Option Plan expired on January 18, 2006. As a result, no additional equity awards can be made under this plan.

(2) This includes 54,064 shares issuable upon vesting of outstanding restricted stock awards granted under the 2007 Amended Stock Incentive Plan. These shares are applied against the Plan at a 1.5 rate, effectively using 81,096 shares from the Plan.

(3) As of April 19, 2011, the record date, there were 215,500 shares remaining available for future issuance under the 2007 Amended Stock Incentive Plan.

(4) This plan is a stand-alone new employee inducement plan in accordance with NASDAQ Marketplace Rule 4350(i)(1)(a)(iv). We adopted this plan because at the time Mr. King was hired we did not have an equity compensation plan.

**INFORMATION REGARDING BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS,
DIRECTORS, AND MANAGEMENT**

The following table sets forth certain information regarding the ownership of the Company’s common stock as of March 31, 2011 by: (i) each director and nominee for director; (ii) each executive officer named in the Summary Compensation Table; (iii) all executive officers and directors of the Company as a group; and (iv) all those known by the Company to be beneficial owners of more than five percent (5%) of its common stock.

This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13D and 13G filed with the Securities and Exchange Commission (the “SEC”). Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the Company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on shares outstanding on the record date, adjusted as required by rules promulgated by the SEC.

| <u>Name and Address of Beneficial Owner</u> | <u>Shares of Common Stock Beneficially Owned (1)</u> | |
|---|--|---------------------------------|
| | <u>Number of Shares</u> | <u>Percentage Ownership</u> |
| David J. Nicol (2) 9871 West 83rd Street Overland Park, KS 66204 | 57,784 | * |
| David S. Oros (3) 621 E. Pratt Street, Suite 601 Baltimore, MD 21202 | 161,515 | 1.5 % |
| Richard R. Ramlall (4) 20391 Old Grey Place Ashburn, VA 20147 | 30,125 | * |
| John B. Spirtos (5) 9712 Sorrel Avenue Potomac, MD 20854 | 11,375 | * |
| Thaddeus Dupper (6) c/o Evolving Systems, Inc. 9777 Pyramid Ct., Suite 100 Englewood, CO 80112 | 456,038 | 4.2 % |
| Brian R. Ervine (7) c/o Evolving Systems, Inc. 9777 Pyramid Ct., Suite 100 Englewood, CO 80112 | 267,416 | 2.5 % |

| | | |
|---|-----------|--------|
| Anita T. Moseley (8) c/o Evolving Systems, Inc. 9777 Pyramid Ct., Suite 100 Englewood, CO 80112 | 169,340 | 1.6 % |
| Stuart Cochran (9) c/o Evolving Systems Limited 108 Walcot Street Bath, UK BA1 5BG | 121,530 | 1.1 % |
| James King (10) c/o Evolving Systems Limited One Angel Square, Torrens Street London, UK EC1V 1PL..... | 66,561 | * |
| All executive officers and directors as a group (9 persons) (11) | 1,341,684 | 12.5 % |
| Kennedy Capital Management (12) 10829 Olive Blvd. St Louis, MO 63141 | 800,139 | 7.4 % |
| Karen Singer, Trustee of the Singer Children's Management Trust (13) 212 Vaccaro Drive Cresskill, NJ 07626 | 2,469,694 | 22.9 % |

* Less than one percent (1.0%).

- (1) Percentage of common stock beneficially owned is based on 10,764,545 shares of common stock outstanding on March 31, 2011.
- (2) Includes 22,625 shares subject to stock options exercisable within 60 days of March 31, 2011 ("Vested Options") and 1,875 shares of Restricted Stock, of which 625 shares will vest within 60 days of March 31, 2011. Mr. Nicol holds his shares in a brokerage account which permits borrowing on margin.
- (3) Includes 22,625 Vested Options and 1,875 shares of Restricted Stock, of which 625 shares will vest within 60 days of March 31, 2011.
- (4) Includes 22,625 Vested Options and 1,875 shares of Restricted Stock, of which 625 shares will vest within 60 days of March 31, 2011.
- (5) Includes 8,875 Vested Options and 1,875 shares of Restricted Stock, of which 625 shares will vest within 60 days of March 31, 2011.
- (6) Includes 276,634 Vested Options and 17,344 shares of Restricted Stock, of which 3,281 shares will vest within 60 days of March 31, 2011.
- (7) Includes 236,888 Vested Options and 6,564 shares of Restricted Stock, of which 939 shares will vest within 60 days of March 31, 2011.
- (8) Includes 146,204 Vested Options and 4,751 shares of Restricted Stock, of which 688 shares will vest within 60 days of March 31, 2011.
- (9) Includes 105,389 Vested Options and 5,782 shares of Restricted Stock, of which 782 shares will vest within 60 days of March 31, 2010.
- (10) Includes 59,061 Vested Options and 3,282 shares of Restricted Stock, of which 468 shares will vest within 60 days of March 31, 2011.
- (11) Includes 905,926 Vested Options and 45,223 of Restricted Stock, of which 8,658 shares will vest within 60 days of March 31, 2011.
- (12) Based solely upon the Schedule 13G information filed with the SEC by Kennedy Capital Management, Inc., on February 14, 2011.

- (13) Based solely upon the Schedule 13D information filed with the SEC by Karen Singer on February 17, 2011 and subsequently filed Schedules 13D and Forms 4 through March 31, 2011. Ms. Singer disclaims beneficial ownership of these securities, except to the extent of her pecuniary interest therein.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended December 31, 2010, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee

The Audit Committee of the Board of Directors (the “Audit Committee”) is comprised of three (3) directors appointed by the Board of Directors. Each of the committee members, Messrs. Nicol, Oros and Spirtos, satisfies the independence and financial management expertise requirements of NASDAQ’s Audit Committee Policy and Mr. Nicol has been designated by the Board as the Audit Committee’s “financial expert.” For a description of Mr. Nicol’s relevant experience, please see his biographical information contained in Proposal 1 of this proxy statement.

On May 25, 2000, the Board of Directors adopted a charter for the Audit Committee (the “Charter”). An Amended and Restated Charter was adopted by the Board of Directors on March 4, 2004. A copy of the Amended and Restated Charter can be found on our website, www.evolving.com, under “About Us — Corporate Governance.”

Management is responsible for the preparation, presentation, and integrity of our financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. Our independent registered public accounting firm is responsible for performing an independent audit of the consolidated financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in the United States of America.

The Audit Committee’s primary responsibilities are to:

- (1) hold meetings periodically with the independent registered public accounting firm, the Board and management to review and monitor the adequacy and effectiveness of reporting, internal controls, risk assessment and compliance with Company policies;
- (2) establish policies and procedures for appointing, reviewing and overseeing the performance and independence of the independent registered public accounting firm;
- (3) review with the independent registered public accounting firm and financial management of the Company and approve the plan and scope of audit and permissible audit related work;
- (4) review financial press releases with management;
- (5) review consolidated financial statements and disclosures;
- (6) pre-approve all audit and permitted non-audit services; and
- (7) develop procedures for receiving, on an anonymous basis, and responding to concerns about our accounting and auditing practices.

Review of Fiscal Year 2010 Consolidated Financial Statements

In connection with its review of our Fiscal Year 2010 Consolidated Financial Statements, the Audit Committee has:

- (1) reviewed and discussed the audited consolidated financial statements with management;
- (2) discussed with Grant Thornton LLP, our independent registered public accounting firm, the matters required to be discussed by SAS 61 (as amended by SAS 89) and SAS 90; and
- (3) received from Grant Thornton LLP the written disclosures and letter required by applicable requirements of the Public Company Accounting Oversight Board and discussed with Grant Thornton LLP their independence.

Based upon the review and discussions described above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements for fiscal year ended December 31, 2010 be included in the Company's 2010 Annual Report on Form 10-K.

BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS:

David J. Nicol, Chairman
David S. Oros
John B. Spirtos

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Change of Control Agreements

We have entered into a Management Change of Control Agreement with each of our named executive officers. These agreements are described above in the section entitled "Potential Payments Upon Termination or Change of Control."

Indemnification Agreements

We have entered into indemnification agreements (the "Indemnification Agreements") with each of our Directors and named executive officers. Subject to the provisions of the Indemnification Agreements, we will indemnify and advance expenses to such Directors and executives in connection with their involvement in any event or occurrence which arises in their capacity as, or as a result of, their position with the Company.

Our Change of Control Agreements and Indemnification Agreements are provided as part of the compensation arrangements with our executives, which are subject to approval of the Compensation Committee. Indemnification for Directors was approved by the Board of Directors and is part of the standard arrangement for all Company Directors. We believe that the terms of the transactions described above were no less favorable to the Company than would have been obtained from unaffiliated third parties. Any future transactions between us and any of our officers, Directors or principal stockholders will be on terms no less favorable to the Company than could be obtained from unaffiliated third parties and will be approved by a majority of the independent and disinterested members of the Board of Directors.

Rights Plan

On February 11, 2011 we amended our stockholder Rights Plan (the "Plan") to effect the Plan's termination. Under the Plan, one right was distributed for each share of our common stock outstanding at the close of business on March 16, 2009, and any person or group acquiring more than 29 percent of the voting power of the Company's outstanding common stock without the approval of the Board of Directors, subject to certain exceptions, would have triggered significant dilution in the voting power of such person or group. The amendment changed the date for expiration of the rights issued pursuant to the Rights Agreement from March 4, 2019 to March 1, 2011. Accordingly, effective March 1, 2011, the Plan was terminated.

FORWARD LOOKING STATEMENTS

We caution you that certain information in this proxy statement may contain, in addition to historical information, “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are based upon management’s beliefs, as well as on assumptions made by management. These forward-looking statements involve known and unknown risks, uncertainties and other factors that cause our actual results, performance or achievements to be materially different from what we say or imply with such forward-looking statements. When we use the words “may,” “will,” “expects,” “intends,” “estimates,” “anticipates,” “believes,” “plans,” “seeks” or “continues,” or similar expressions, we intend to identify forward-looking statements. You should be aware that the telecommunications industry is changing rapidly, and, therefore, the forward-looking statements and statements of expectations, plans and intent are subject to a greater degree of risk than similar statements regarding certain other industries.

Although we believe that our expectations with respect to the forward-looking statements are based upon reasonable assumptions, we cannot assure you that our actual results, performance or achievements will meet these expectations. Other than as may be required by applicable law, we undertake no obligation to release publicly the results of any revisions to these forward-looking statements.

WHERE YOU CAN FIND MORE INFORMATION ABOUT EVOLVING SYSTEMS

As a reporting company, we are subject to the informational requirements of the Exchange Act and accordingly file our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other information with the SEC. The public may read and copy any materials filed with the SEC at their Public Reference Room at 100 F Street NE, Washington, DC 20549. Please call the SEC at (800) SEC-0330 for further information on the Public Reference Room. As an electronic filer, our public filings are maintained on the SEC’s Internet site that contains reports, proxy information statements, and other information regarding issuers that file electronically with the SEC. The address of that website is <http://www.sec.gov>. In addition, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, may be accessed free of charge through our website, as soon as reasonably practicable after we have electronically filed such material with, or furnished it to, the SEC. Also, our Code of Business Conduct and Corporate Governance Guidelines, as well as the Charters for our Audit, Compensation and Governance and Nominating Committees, are available on our website and amendments to, or waivers of, the Code of Business Conduct will be disclosed on our website. The address of our website is www.evolving.com; however, the information found on our website is not part of this proxy statement.

Our common stock is traded on the NASDAQ Capital Market under the symbol EVOL.

This proxy statement has been preceded or accompanied by the Annual Report for the fiscal year ended December 31, 2010. Stockholders are referred to such report for financial and other information about the activities of the Company.

Our transfer agent is American Stock Transfer & Trust Company LLC. Their address is 59 Maiden Lane, Plaza Level, New York, NY 10038.

You may request copies of documents we have filed with the SEC, as well as copies of documents that appear on our website, from us, without charge, upon written or oral request to:

Evolving Systems, Inc.
9777 Pyramid Ct., Suite 100
Englewood, CO 80112
Attn: Anita T. Moseley, Secretary
1-800-649-6562

STOCKHOLDER PROPOSALS FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS

If any stockholder intends to present a proposal to be considered for inclusion in the Company’s proxy materials in connection with the 2012 Annual Meeting of Stockholders, the proposal must be in proper form (per SEC Regulation 14A, Rule 14a-8 – Stockholder Proposals) and received by the Secretary of the Company on or before December 31, 2011. A stockholder proposal or nomination for director for consideration at the 2012 annual meeting but not included in the proxy statement and proxy must be received by the Secretary of Evolving Systems no earlier than March 18, 2012 and no later than April 17, 2012. The submission of a stockholder proposal does not guarantee that it will be presented at the annual meeting. Stockholders interested in submitting a proposal are advised to contact knowledgeable legal counsel with regard to the detailed requirements of applicable federal securities laws and Evolving Systems’ bylaws, as applicable.

OTHER MATTERS

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,

A handwritten signature in black ink that reads "Anita T. Moseley". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Anita T. Moseley
Secretary

APPENDIX A

Amendment to the Amended and Restated Certificate of Incorporation, as amended,
to Declassify the Board of Directors

Article V

* * * * *

A.

* * * * *

2. ~~Following the closing of the initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "1933 Act"), covering the offer and sale of Common Stock to the public (the "Initial Public Offering"), the Each directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At at each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expireing at such the next succeeding annual meeting.~~

Notwithstanding the foregoing provisions of this Article, each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. If the number of directors is increased at or following the 2011 annual meeting of stockholders, any additional director elected to fill a newly created directorship shall hold office for a term expiring at the next annual meeting of stockholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

APPENDIX B

Amendment to the Amended and Restated Bylaws, as amended, To Be Adopted by the Board of Directors If Proposal No. 2 Is Approved

ARTICLE IV

DIRECTORS

* * * * *

SECTION 17. ~~CLASSES OF DIRECTORS AND TERMS OF OFFICE.~~ Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, ~~following the closing of the initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "1933 Act"), covering the offer and sale of Common Stock to the public (the "Initial Public Offering"),~~ the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. ~~Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class I directors shall expire and Class I directors shall be elected at each annual meeting of stockholders for a full term of three years. At the second annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expiring at such the next succeeding annual meeting.~~ Notwithstanding the foregoing, each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2010

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: 0-24081

EVOLVING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

84-1010843

(I.R.S. Employer
Identification Number)

9777 Pyramid Court, Suite 100, Englewood, Colorado

(Address of principal executive offices)

80112

(Zip Code)

(303) 802-1000

(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act:

Common Stock, Par Value \$0.001 Per Share

(Title of Class)

The Nasdaq Capital Market

(Name of exchange on which registered)

Securities registered under Section 12(g) of the Act: **None**

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

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

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes 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.

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

Large accelerated filer

Accelerated filer

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

The aggregate market value of the Common Stock held by non-affiliates of the registrant, based upon the last sale price of the Common Stock reported on the Nasdaq Capital Market, was approximately \$47.2 million as of June 30, 2010.

The number of shares of Common Stock outstanding was 10,764,108 as of March 3, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III (Items 10, 11, 12, 13 and 14) is incorporated by reference to portions of the registrant's definitive proxy statement for the 2011 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission within 120 days after the close of the 2010 year.

EVOLVING SYSTEMS, INC.
Annual Report on Form 10-K
For the year ended December 31, 2010
Table of Contents

| | | <u>Page</u> |
|-----------------|--|-------------|
| PART I | | |
| Item 1 | Business..... | 1 |
| Item 1A | Risk Factors..... | 8 |
| Item 1B | Unresolved Staff Comments..... | 16 |
| Item 2 | Properties..... | 16 |
| Item 3 | Legal Proceedings..... | 16 |
| Item 4 | Reserved..... | 16 |
| PART II | | |
| Item 5 | Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities ... | 17 |
| Item 6 | Selected Financial Data..... | 18 |
| Item 7 | Management’s Discussion and Analysis of Financial Condition and Results of Operations..... | 19 |
| Item 7A | Quantitative and Qualitative Disclosures About Market Risk..... | 29 |
| Item 8 | Financial Statements and Supplementary Data..... | 31 |
| | Report of Independent Registered Public Accounting Firm..... | 31 |
| | Consolidated Balance Sheets..... | 32 |
| | Consolidated Statements of Operations..... | 33 |
| | Consolidated Statements of Changes in Stockholders’ Equity and Comprehensive Income (Loss)..... | 34 |
| | Consolidated Statements of Cash Flows..... | 35 |
| | Notes to Consolidated Financial Statements..... | 36 |
| Item 9 | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure..... | 53 |
| Item 9A | Controls and Procedures..... | 53 |
| Item 9B | Other Information..... | 54 |
| PART III | | |
| Item 10 | Directors, Executive Officers and Corporate Governance..... | 54 |
| Item 11 | Executive Compensation..... | 54 |
| Item 12 | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters..... | 54 |
| Item 13 | Certain Relationships and Related Transactions, and Director Independence..... | 54 |
| Item 14 | Principal Accounting Fees and Services..... | 54 |
| PART IV | | |
| Item 15 | Exhibits, Financial Statement Schedules..... | 54 |
| | Signatures..... | 57 |

FORWARD-LOOKING STATEMENTS

Except for the historical information contained in this document, this report contains forward-looking statements including estimates, projections, statements relating to our business plans, objectives and expected operating results and assumptions. These forward-looking statements generally are identified by the words “believes,” “goals,” “projects,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan” and similar expressions. Forward-looking statements are based on current expectations and assumptions and are subject to risks and uncertainties which may cause our actual results to differ materially from those discussed here. Factors that could cause or contribute to such differences include, but are not limited to those discussed in this section, in the sections entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Risk Factors.” We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

PART I

ITEM 1. BUSINESS

INTRODUCTION

Evolving Systems, Inc. is a leading provider of software solutions and services to the wireless, wireline and cable markets. We maintain long-standing relationships with many of the largest wireline, wireless and cable companies worldwide. Our customers rely on us to develop, deploy, enhance, maintain and integrate complex, reliable software solutions for a range of Operations Support Systems (“OSS”). Included among our more than 70 network operators is the largest wireline carrier, the second largest wireless carrier and the largest cable company in North America, as well as two of the world’s largest wireless carriers headquartered outside of North America. We offer software products and solutions in four core areas:

- service activation solutions used to activate complex bundles of voice, video and data services for traditional and next generation wireless, wireline and cable networks;
- SIM card activation solutions dynamically allocate and assign resources to a wireless device when it is first used;
- numbering solutions manage carriers’ resource inventory and resource assignment processes including products that comply with government-mandated requirements regarding local number portability in North America; and
- mediation solutions support data collection for both service assurance and billing applications.

Our products support traditional and next generation network technologies, convergent service offerings, and advanced wireless and other broadband networks.

We report the operations of our business as two operating segments based on revenue type: license fees and services revenue and customer support revenue. We also report revenue based on two of the core areas described above. We report our SIM card activation solution within activation and we report mediation within activation and numbering results. We further report geographic information based upon revenue and long-lived assets in the United States, United Kingdom and all other foreign countries as a group. Further information regarding our operating segments and geographical information is contained in Note 11 to our Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

COMPANY BACKGROUND

Founded in 1985, we initially focused on providing custom software development and professional services to telecommunications companies in the United States. In 1996, concurrent with the passage of the Telecommunications Act of 1996 (“the Telecom Act”), we made a strategic decision to add software products to our established professional services offerings. The outcome of that decision was the creation of a comprehensive product portfolio, of Local Number Portability (“LNP”) and Number Management solutions.

In 2003 and 2004, we significantly expanded our portfolio of products as a result of three acquisitions that we made over the periods of November 2003 through November 2004. The first acquisition was CMS Communications, Inc. (“CMS”) in November 2003, where we acquired a network mediation and service assurance solution. In October 2004, we acquired Telecom Software Enterprises, LLC (“TSE”) adding LNP and Wireless Number Portability (“WNP”) number ordering and provisioning monitoring and testing products. In November 2004, we acquired Tertio Telecoms Ltd. (“Evolving Systems U.K.”), a supplier of OSS software solutions for service activation and mediation to communication carriers throughout Europe, the Middle East, Africa and Asia. With this acquisition we expanded our markets beyond North America and added a service activation solution, *Tertio*[™], and a billing mediation solution, *Evident*[™], to our product portfolio. The result of these acquisitions is a significantly expanded product and

service capability to address a larger portion of our customers' OSS application needs with a balanced mix of products and product enhancements, as well as services.

As a result of our acquisition of Evolving Systems U.K., we enhanced our sales model to include both direct and indirect channels. We formed new relationships with equipment providers and system integrators to extend our reach to new geographical regions as well as help us further penetrate our existing territories. In addition, we added regional partners to help with both local selling and deployments in emerging markets.

RECENT DEVELOPMENTS

- The market is moving to add a wide array of connected devices to wireless and broadband networks. It has been described as the creation of an "internet of things." This represents an opportunity for Evolving Systems to leverage our *Dynamic SIM Allocation* ("DSA") technology to provide technical solutions for SIM-based devices such as M2M monitors, e-readers, network connected building management systems, network attached health monitoring systems as well as smart meters and wirelessly connected vending machines.
- The arrival and proliferation of 4G services. As consumers continue to exhibit an appetite for faster network connections to support devices such as Smartphones and tablets — operators are investing to increase the bandwidth of their networks. Often this is labeled by a carrier as offering 4G services. This industry direction should provide opportunities for us with our DSA and service activation solutions.
- As more countries roll-out number portability solutions the market for our NumeriTrack product continues to increase. Often, in preparation for the implementation of number portability, a carrier is motivated to improve their number management and assignment systems. This allows us to propose an attractive business case for NumeriTrack.

INDUSTRY DYNAMICS

The rapid introduction of new technologies such as wireless and broadband services has created a growing market for telecommunications solutions worldwide. This emergence of new technologies in telecommunications networks and end-user devices, consumer electronics, and personal computers, has created an industry that is in the midst of significant change. Carriers not only compete with companies from other industries, such as media and entertainment, but also with companies providing applications and services over the Internet. In such a competitive market, companies are increasingly bundling voice, messaging and data services in order to meet market demand. This bundling of services is just one facet of what is called convergence. In order to facilitate convergence, carriers are implementing a variety of network transformation programs that include: the migration to packet-switching transmission networks based on the Internet protocol (often called all-Internet Protocol ("IP") networks); the migration to new service creation and delivery platforms that enable the provision of multimedia services over IP-based networks; and the introduction of one or more broadband access networks over existing wired infrastructure, new fiber deployments, cable access networks, and evolved wireless broadband networks including Global System for Mobile Communication ("GSM")/EDGE, 3G/WCDMA/HSPA, and 4G/Long Term Evolution. Along with the continued development of new technologies, carriers are facing increasing levels of competition due to the varying demand in connection types, subscribers and service usage, as well as pricing declines due to competitive and regulatory pressures. Given the increased competitive climate in the telecommunication market many carriers are pursuing network expansions in order to provide new value-added services ("VAS"). Carriers are, at the same time continually looking to reduce operational costs which often leads to the rationalizing of their back office and OSS. This complex and rapidly changing landscape is further affected by the continued consolidation of carriers and their suppliers.

OPERATIONS SUPPORT SYSTEMS ("OSS")

OSS encompasses a broad array of software and systems that perform critical functions for telecommunications carriers, such as service fulfillment, service assurance, and billing. Service fulfillment encompasses ordering, provisioning and activation. Ordering and Customer Relationship Management (CRM) systems collect customer information, retrieve current service information, capture and validate new service requests, verify the availability of selected services and transmit completed orders to one or more provisioning OSS. Inventory systems maintain physical and logical views of all the assets a carrier needs to turn up/off/change or add a service. Service assurance systems allow carriers to perform the testing, monitoring and reporting necessary to maintain appropriate network availability and feed operational data to other business systems. Service assurance systems also allow carriers to track and report on service conditions or outages in order to dispatch their large work force for necessary repairs. Carriers use billing systems to collate, manage and report usage information for partner and customer billing. OSS typically operate in a highly available 24x7 environment to support the real-time communication networks that facilitate the carriers' service offerings.

Traditionally, as carriers have added new services, such as wireless or Internet-based services, they have either developed their own in-house OSS applications or added new OSS applications from product vendors. These additional OSS can be difficult to integrate into the carriers' operations, as they often utilize heterogeneous elements, making interoperability among the systems technically challenging. These OSS are further constrained by the many incremental changes that have been made in order to accommodate new computing and network technologies and new value-added services, such as texting and broadband services. In addition, carriers have had to adapt their OSS to comply with government or regulatory mandates that in some cases change how systems and processes are required to work. Because of these challenges, carriers have difficulty replacing existing OSS due to the large investment and the complicated interoperability environments in which they operate. As a result, carriers often continue to make incremental modifications to these OSS, in some cases further increasing their complexity and making it more difficult for the applications to be replaced. However, as packaged OSS software solutions continue to advance, carriers are increasingly looking to replace their legacy OSS environments with OSS software packages designed to meet growing complex processes in the areas of service fulfillment, service assurance and billing.

PRODUCT PORTFOLIO

Dynamic SIM Allocation

In 2007, we announced our DSA solution that offers carriers a new way to provision wireless services by dynamically activating and assigning resources to the wireless device when it is first used. The wireless Subscriber Identity Module ("SIM") card is central to the provision of wireless access and services for GSM/EDGE and 3G/WCDMA networks and is specified as part of the next generation 4G LTE technologies. These networks represent the most common type of wireless technology used today by wireless operators world-wide. Typically, SIM cards are either pre-provisioned before they are distributed to the retail environment or are provisioned at the point-of-sale. Pre-provisioning SIM cards require that network resources are allocated well in advance of the SIM card becoming available for sale. This inevitably leads to poor utilization of network resources such as numbers and other critical identifiers. The result is increased network costs and a poor user experience. Provisioning SIM cards at the point-of-sale overcomes many of these issues but at a high cost, as retail and back-office infrastructure needs to be in place. Our DSA solution offers carriers the user experience and resource efficiency benefits of provisioning at the point-of-sale without demanding the retail and back-office infrastructure usually required. The solution offers a number of benefits including:

- Improve efficiency and utilization: Carriers can experience a high wastage of SIM cards that are never activated for a revenue-generating subscriber. Our solution reduces the cost of this wastage by removing the need for SIM cards to be pre-provisioned in network databases.
- Ensure availability: Carriers can find it difficult to effectively and reliably manage their SIM inventory, especially when multiple SIM card variants and profiles are needed. The solution helps carriers to make sure new SIM cards and numbers are always available to meet demand.
- Easier to personalize: Prepaid subscribers have traditionally been unable to choose their mobile phone number at time of activation. With our solution, prepaid subscribers can choose their number from a database of available numbers, using just their mobile phone. Furthermore, carriers, with our solution, can monetize their number inventory by charging for vanity or golden numbers.
- Improved user experience: Carriers can have various customer care processes, like those for mobile number portability, or replacing lost or stolen SIM cards, that are inefficient and have high operational costs. The solution helps carriers provide more customer self-care for an improved user experience and lower costs.

Service Activation

Our service activation solution, *Tertio*, is employed by carriers to activate a new subscriber or to add a new service to an existing subscriber. Our *Tertio* product provides a flexible operating environment and can be used by carriers to manage their voice, data, and content service needs for both their traditional and broadband IP networks. Our solution is deployed as the service activation engine for over 70 networks around the world including two of the world's largest wireless carriers.

Tertio is an integrated solution comprised of the following components:

- *Tertio* Service Composer — a modeling tool that simplifies the creation of new services;

- Tertio Content Connector — a tool used for activation of next-generation services;
- Tertio Activation Designer — a tool that is designed to speed network feature activation;
- Tertio Service Activation — the platform that provides scalability and performance, flexibility and a graphical interface;
- Tertio Service Verification — a module that allows carriers to verify that the services implemented in the network match those that were in the original service order. By providing this capability, carriers can continually check the accuracy of their order/activation processes; and
- Tertio Process Management — a module that allows carriers to manage long running transactions. Long running transactions can often occur when a carrier is implementing a converged activation solution that encompasses the activation of both a wireless and fixed line (or IP) component.

Our Tertio solution addresses the entire service lifecycle, enabling service providers to better plan, manage and execute the introduction of new services. Tertio allows carriers to introduce new network technologies and eases the burden of integration with existing devices and systems.

Numbering

Evolving Systems' Numbering product line includes our Local Number Portability ("LNP") and Wireless Number Portability ("WNP") products as well as our *NumeriTrack*® number management solution.

LNP and WNP

Our Number Portability software solution enables carriers to comply with U.S. and Canadian regulations for implementing LNP and WNP. Number porting allows customers the ability to retain, or "port", their phone numbers when changing from one service provider to another. Our LNP software, which includes the functionality to support ordering, provisioning, reporting, testing and exchanging information between carriers, is used by wireline, wireless and cable service providers in North America. Over time, we have expanded our number portability product features and developed other number portability related OSS software products for the wireline, wireless and cable markets. Our full LNP and WNP product line is comprised of the following suite of products:

- *OrderPath*® order entry;
- *NumberManager*® network provisioning;
- *LNP DataServer*™ data warehousing;
- *VeriPort*™ NPAC testing; and
- *Verify*™ product suite for monitoring carriers' application communications for optimum service assurance.

Number Management

We developed our *NumeriTrack* solution in response to the Federal Communications Commission ("FCC") mandated number conservation and number pooling regulations for both wireline and wireless carriers. These regulations, implemented in 2003, resulted from the FCC's goal to assure that the U.S. does not exhaust its availability of 10-digit telephone numbers. In order to effectively meet this challenge the FCC designed regulations to extend the life of the 10-digit numbering plan by changing the way phone numbers are allocated to carriers and specifying rules regarding the assignment and classification of those numbers. The regulations also requires carriers to submit regular utilization reports and articulation of circumstances under which previously underutilized telephone numbers must be returned to the "pool" to be reallocated to other carriers. Our *NumeriTrack* solution facilitates compliance with the FCC mandates for both wireline and wireless carriers (and cable carriers providing telephony services). Our solution provides inventory management of phone numbers and other assets such as SIM cards and supports inventory assignments and integration with carriers' existing back-office systems. The *NumeriTrack* solution also contains features for the inventory of, and assignment logic for, numbers associated with IP addresses and is used by a large carrier in the U.S. for deployment of a Voice over Internet Protocol ("VoIP") service offering. As is the case with our LNP and WNP solutions, the implementation of our *NumeriTrack* solution has far-reaching implications for integration with carriers' existing OSS environments and business processes. Beginning in 2006, we enhanced our *NumeriTrack* application to address markets outside of North America.

Our investments in adding support for various international numbering plans enabled us to sell and deploy this solution in markets outside of North America. The resource management and assignment capabilities of *NumeriTrack* enables carriers around the globe to acquire and track phone numbers and other logical and physical assets for their products on both traditional and next generation wireline and wireless networks. The solution will efficiently manage those assets through the lifecycle of the service, allowing carriers to spend less in acquiring new resources such as IP addresses, phone numbers and SIM cards for various products and regions.

Mediation

Our mediation portfolio consists of network data mediation products and billing mediation. Our billing mediation product is *Evident*. Our network mediation products are Traffic Data Management System (“TDMS”) and *Mediation Central*™.

Billing Mediation

Billing mediation is the process of collecting network usage data and verifying that usage data is accurate, and is a required pre-condition for generating accurate bills for a carrier’s customers. Billing mediation’s importance lies in its ability to provide a systematic point of reliability and assurance between network consumption and the billing system input. Our Evident product supports convergent voice, data, and content services. Evident software enables the accurate management of data, allowing reconciliation of data inputs and outputs. In addition, it provides support for compliance with relevant regulatory, accounting and data integrity requirements. This product also provides service usage data for business intelligence, revenue assurance, and next-generation billing solutions. Our Evident solution can be used by wireline, broadband and wireless carriers and provides carrier-grade support in terms of reliability, performance, and scalability. Revenue from billing mediation is reported within activation in our operating segment information which is contained in Note 11 to our Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K as well as our Management’s Discussion and Analysis of Financial Condition and Results of Operations which is in Item 7 of this Annual Report on Form 10-K.

As carriers bring new services to market they often need a new mediation process to support those new services. Our Evident solution has been designed with the flexibility to support new service concepts and designs.

Network Assurance and Data Collection Solutions

A common challenge for telecommunications carriers is to create an integration layer between network element (“NE”) devices and the OSS applications that provision, monitor and control these devices. Deploying new devices needed for extending service offerings into the network can therefore be difficult, time consuming and expensive. Our mediation solutions provide a common framework for simplifying the collection and distribution of critical network data. Our network mediation product, *Mediation Central*, supports a broad array of technologies that carriers typically deploy in their network. *Mediation Central* provides support for wireline, broadband, transport and wireless networks. Our *Mediation Central* product supports both centralized and distributed configurations allowing, for example, carriers to deploy a single solution for all their data collection and distribution needs. Our TDMS product is a legacy product that helps traditional wireline carriers collect usage data from their circuit switch networks. Revenue from network assurance and data collection solutions is reported within numbering in our operating segment information which is contained in Note 11 to our Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K as well as our Management’s Discussion and Analysis of Financial Condition and Results of Operations which is in Item 7 of this Annual Report on Form 10-K.

PROFESSIONAL AND INTEGRATION SERVICES

Our Professional and Integration Services team provides expert consulting services and advice for the design, customization, integration and deployment of our products. The Professional and Integration Services team works closely with the Product Engineering and Development teams so that our products can meet the requirements of our customers as technologies and business requirements continue to evolve. These services cover all aspects of the project lifecycle including system architecture and design, component design, development and customization, system integration and testing, deployment and production support, program and project level management, and domain and product expertise. Our teams work closely with customers and integration partners and have established close, long-term relationships with operators in the Americas, Europe, the Middle East, Africa and Asia Pacific regions.

PRODUCT DEVELOPMENT

We continue to invest in product development (“PD”), particularly for new products and/or for enhancements of existing products. PD is expensed as incurred. For the years ended December 31, 2010, 2009 and 2008, we expensed \$4.3 million, \$3.5 million and \$3.6 million, respectively, in PD costs. The majority of all new PD investments in 2010 have gone into enhancing our core service activation and numbering products as well as the further development of our DSA solution.

We focus our product development efforts on identifying specific industry and customer business needs as well as market requirements and then developing solutions that leverage our existing product capabilities. Based upon the identified customer business needs, our product development efforts comprise a combination of design and development of new products or features to enhance our existing products, and design and development of new product functionality as identified in our product “roadmaps.” We build investment plans for our principal product areas and we make other investments in tools and product extensions to accelerate the development, implementation and integration process for customer solutions.

SALES AND MARKETING

Our sales force is primarily a field-based organization structured to focus on specific geographical territories: North America, Europe, Middle East and Africa, Russia and the Commonwealth of Independent States, Asia Pacific, and Central and Latin America. Our sales activities cover both direct sales to the end user customers as well as sales through partners such as Gemalto, Oberthur, IBM and Alcatel who will often include our products as part of a wider solution offering which they have architected. We plan to continue to work with these or other partners in the future as well as looking to develop new potential routes to market for our products.

The primary objective of our marketing organization is to identify markets for our products and to establish an awareness of our offerings in those markets through a combination of direct marketing, web marketing, and through our participation in shows, conferences, and industry bodies. The marketing organization also creates electronic and print based sales collateral to support these activities, as well as maintaining a permanent presence on the web.

Evolving Systems offers a complex product set which lends itself to a high degree of on-site consultative selling with the prospect as part of the sales process. Our sales efforts also cover a large amount of interaction with existing customers where we work to develop incremental revenue streams on existing platforms as well as the introduction of new value propositions. The sales team is responsible for the generation of proactive proposals to prospects as well as the management and delivery of responses to competitive tenders. This complex, highly involved approach creates a long sales cycle requiring us to invest a considerable amount of time toward uncertain results.

COMPETITION

The market for telecommunications OSS products is intensely competitive and is subject to rapid technological change, changing industry standards, regulatory developments and consolidation. We face increasing demand for improved product performance, enhanced functionality, rapid integration capabilities as well as pressures to be competitively priced. Our existing and potential competitors include many large domestic and international companies that often have substantially greater financial, technological, marketing, distribution and other resources, larger installed customer bases and longer-standing relationships with telecommunications customers than we do. The market for telecommunications OSS software and services is extremely large. And, we currently hold only a small portion of total market share. Our increased focus on numbering and activation as well as our work to establish the Dynamic SIM Allocation market has resulted in our achieving a measurable and reasonable market share in those areas.

Our principal competitors in service activation are Comptel Corporation, Oracle Corporation, Synchronoss Technologies, Inc., and Ericsson. Our principal competitors in the numbering solutions market include Telcordia Technologies, Inc., Neustar, Inc. and Syniverse Technologies. In mediation, we compete with many different companies including Intec Telecom Systems PLC, Amdocs and Comptel. We believe we have an early advantage with our DSA solution but we are now seeing the arrival of competition from Giesecke & Devrient GmbH, Hewlett-Packard Company and Comptel.

We believe that our ability to compete successfully depends on a wide range of factors. We deliver value by offering quality solutions at a competitive price that are tailored specifically to our customers’ network topography. Once a customer has implemented one of our products, we often receive subsequent orders for enhancements and change requests to add functionality and/or to increase capacity. This follow-on business, and the fact that it is a complicated and expensive process to replace our software, provides an attractive revenue opportunity for us. Furthermore, many of our customer relationships span five years or more with some extending

beyond ten years. We believe these long-term customer relationships give us a competitive advantage and can be a barrier to entry for our competitors.

SIGNIFICANT CUSTOMERS

In 2010 and 2009, approximately 17% and 19% of our consolidated revenue came from one customer in the telecommunications industry, respectively. This customer is located in the U.S. The loss of this customer would have a material adverse effect on our business as a whole. In 2008, approximately 34% of our consolidated revenue came from two unrelated customers in the telecommunications industry. Of these customers, one is located in the U.S. and the other in the U.K. The loss of either of these customers would have a material adverse effect on our business as a whole.

INTELLECTUAL PROPERTY

We rely on a combination of patents, copyright, trademark and trade secret laws, as well as confidentiality agreements and licensing arrangements, to establish and protect our proprietary rights. We presently have U.S. and Canadian patents on elements of our principal LNP OSS products, *NumberManager* and *OrderPath* and have a patent pending in the U.S. and other countries on elements of our DSA product.

BACKLOG

We define backlog as firm non-cancelable sales orders that are anticipated to be delivered and recognized in revenue over the next twelve months. As of December 31, 2010 and 2009, our backlog was approximately \$16.6 million and \$20.8 million, respectively. Our backlog at December 31, 2010 was comprised of license fees and services of \$5.0 million and customer support of \$11.6 million compared to license fees and services of \$8.5 million and customer support of \$12.3 million at December 31, 2009.

EMPLOYEES

As of December 31, 2010, we employed 248 people including 53 in the United States, 68 in the United Kingdom and 127 in Bangalore, India. Of our worldwide staff, 86% are involved in product delivery, development, support and professional services, 6% in sales and marketing, and 8% in general administration.

ACCELERATED FILER STATUS

Companies considered accelerated or large accelerated filers under Securities Exchange Act Rule 12b-2, are required to comply with the internal control reporting and disclosure requirements of Section 404 of the Sarbanes-Oxley Act of 2002. An accelerated or large accelerated filer is defined as a company that meets the following conditions:

- Has a common equity public float of \$75 million or more as of the last business day of its most recently completed second fiscal quarter;
- Has been subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act for a period of at least 12 calendar months;
- Previously filed at least one annual report pursuant to Section 13(a) or 15(d) of the Exchange Act; and
- Is not eligible to use smaller public company disclosure standards for its annual and quarterly reports.

As of the last business day of our most recently completed second fiscal quarter, June 30, 2010, our common equity public float was less than \$75 million. Therefore, we are not an accelerated or large accelerated filer, as defined in Securities Exchange Act Rule 12b-2. Under current SEC rules, we are required in this Annual Report on Form 10-K to provide a report by management assessing the effectiveness of our internal control over financial reporting as of December 31, 2010.

After multiple extensions for non-accelerated filers to obtain an internal control audit under Section 404(b) of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act finally offered a permanent exemption for non-accelerated filers. Previously, non-accelerated filers would have been required to comply with Section 404(b) beginning with fiscal years ending on or after June 15, 2010. Although non-accelerated filers are still required to perform their own assessments of internal control under Section 404(a) and those assessments are now subject to liability under securities laws, they are permanently exempted from producing an audit report.

AVAILABLE INFORMATION

You can find out more information about us at our Internet website located at www.evolving.com. The information on our website is not incorporated into this Annual Report on Form 10-K. Our Annual Reports on Form 10-K, our Quarterly Reports on Form 10-Q, and our Current Reports on Form 8-K and any amendments to those reports are available free of charge on our Internet website as soon as reasonably practicable after we electronically file such material with the SEC. Additionally, these reports are available at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or on the SEC's website at www.sec.gov. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

ITEM 1A. RISK FACTORS

Risks Related to Our Business

Because our quarterly and annual operating results are difficult to predict and may fluctuate, the market price for our stock may be volatile.

Our operating results have fluctuated significantly in the past and may continue to fluctuate significantly in the future. Fluctuations in operating results may result in volatility of the price of our common stock. These quarterly and annual fluctuations may result from a number of factors, including:

- the size of new contracts and when we are able to recognize the related revenue;
- our rate of progress under our contracts;
- foreign exchange fluctuations;
- budgeting cycles of our customers;
- changes in the terms and rates related to the renewal of support agreements;
- the mix of products and services sold;
- the timing of third-party contractors' delivery of software and hardware;
- level and timing of expenses for product development and sales, general and administrative expenses;
- changes in our strategy;
- general economic conditions.

Personnel costs are a significant component of our budgeted expense levels and, therefore, our expenses are, to a degree, variable based upon our expectations regarding future revenue. As discussed above, our revenue is difficult to forecast and our sales cycle and the size and timing of significant contracts vary substantially among customers. Accordingly, we may be unable to adjust spending in a timely manner to compensate for any unexpected shortfall in revenue. Any significant shortfall from anticipated levels of demand for our products and services could adversely affect our business, financial condition, results of operations and cash flows.

Based on these factors, we believe our future quarterly and annual operating results may vary significantly from quarter to quarter and year to year. As a result, quarter-to-quarter and year-to-year comparisons of operating results are not necessarily meaningful nor do they indicate what our future performance will be. Furthermore, we believe that in future reporting periods if our operating results fall below the expectations of public market analysts or investors, it is possible that the market price of our common stock could go down.

Our results of operations could be negatively impacted if we are unable to manage our liquidity.

Our cash forecast indicates that we will have sufficient liquidity to cover anticipated operating costs as well as debt service payments for at least the next twelve months, but this could be negatively impacted to the extent we are unable to invoice and collect from our customers in a timely manner, or an unexpected adverse event, or combination of events occurs. Therefore, if the timing of

cash generated from operations is insufficient to satisfy our liquidity requirements, we may require access to additional funds to support our business objectives through a credit facility or possibly the issuance of additional equity. Additional financing may not be available at all or, if available, may not be obtainable on terms that are favorable to us and not dilutive.

The market for our number portability and service activation products is mature and we may not be able to successfully develop new products to remain competitive.

The market for our number portability products and our service activation product is mature and we may not be able to successfully identify new product opportunities. If we are unable to identify new product opportunities sales and profit growth would be adversely affected.

The market for our new products is uncertain and we may not be able to generate sufficient demand for those products to grow our business.

The market for our new products, specifically the international version of *NumeriTrack* and DSA, is uncertain and we are still in the early stages of developing customer demand for these products. Our current strategy is heavily reliant on achieving increased sales of these products and if we are unable to achieve market acceptance of these products our sales and profit growth would be adversely affected.

If we are unable to properly supervise our software development subsidiary in India, or if political or other uncertainties interfere, we may be unable to satisfactorily perform our customer contracts and our business could be materially harmed.

In February 2004, we formed Evolving Systems India, a wholly owned subsidiary of Evolving Systems, Inc. We have experienced a high level of turnover with our Indian development staff as a result of strong competition for technology-based personnel in India. In addition, salary levels in India are steadily increasing, reducing the competitive advantages associated with offshore labor. If we are unable to effectively manage the Evolving Systems India development staff and/or we continue to experience high levels of staff turnover, we may fail to provide quality software in a timely fashion, which could negatively affect our ability to satisfy our customer contracts. Furthermore, political changes and uncertainties in India could negatively impact the business climate there. As a result, we may be unable to satisfactorily perform our customer contracts and our business, financial condition and results of operations could be materially harmed.

We operate a global business that exposes us to additional currency, economic, regulatory and tax risks.

A significant part of our revenue comes from international sales. Our international operations are subject to the risk factors inherent in the conduct of international business, including:

- fluctuations in currency exchange rates;
- compliance with U.S. Foreign Corrupt Practices acts and other anti-bribery laws and regulations;
- unexpected changes in regulatory requirements;
- compliance with export regulations, tariffs and other barriers;
- political and economic instability;
- limited intellectual property protection;
- difficulties in staffing and managing foreign operations; and
- potentially adverse tax consequences in connection with repatriating funds.

Approximately half of our revenue is transacted in non-Dollar denominated currencies (e.g. British Pound Sterling and Euro). As a result, when the dollar strengthens, our revenue, when converted to U.S. dollars, is reduced. At the same time, with more than 50% of our operating expenses originating overseas, the strengthening dollar conversely lowers expenses outside of the U.S. Although this has provided some defense against currency fluctuations for our bottom line results, we may not be able to maintain this ratio of revenue to expense in the future. In addition, we may not be able to sustain or increase our international revenue or repatriate cash without incurring substantial risks involving floating currency exchange rates and income tax expenses. Any of the foregoing factors

may have a material adverse impact on our international operations and, therefore, our business, financial condition and results of operations.

Changes or challenges to the regulations of the communication industry could hurt the market for our products and services.

The market for our traditional North American OSS products was created and has primarily been driven by the adoption of regulations under the Telecom Act requiring North American carriers to implement number portability. Any changes to these regulations, or the adoption of new regulations by federal or state regulatory authorities under the Telecom Act, could hurt the market for our products and services. In addition, customers may require, or we may find it necessary or advisable, to modify our products or services to address actual or anticipated changes in regulations affecting our customers. This could also materially harm our business, financial condition, results of operations, and cash flows. We are also subject to numerous regulatory requirements of foreign jurisdictions. Any compliance failures or changes in such regulations could, likewise, materially harm our business, financial condition, results of operations and cash flows.

Consolidation in the communications industry may impact our financial performance.

The communications industry has experienced and continues to experience significant consolidation, both in the United States and internationally. These consolidations have caused us to lose customers and may result in fewer potential customers requiring OSS solutions in the future. In addition, combining companies may re-evaluate their OSS solutions and their capital expenditures and may choose a competitive OSS solution used by one of the combining companies. As our customers become larger, they generally have stronger purchasing power, which can result in reduced prices for our products, lower margins on our products and longer sales cycles. Because of the uncertainty resulting from these consolidations and the variations in our quarterly operating results, it is extremely difficult for us to forecast our quarterly and annual revenue and we have discontinued providing revenue guidance. All of these factors can have a negative impact on our financial performance, particularly in any fiscal quarter.

We depend on a limited number of significant customers for a substantial portion of our revenue, and the loss of one or more of these customers could adversely affect our business.

We earn a significant portion of our revenue from a small number of customers in the communications industry. This has been mitigated somewhat by the expansion of our customer base in recent years, but, as noted above, consolidation in the industry continues. The loss of any significant customer, delays in delivery or acceptance of any of our products by a customer, delays in the performance of services for a customer, or delays in collection of customer receivables could harm our business and operating results.

Our products are complex and have a lengthy implementation process; unanticipated difficulties or delays in the customer acceptance process could result in higher costs and delayed payments.

Implementing our solutions can be a relatively complex and lengthy process since we typically customize these solutions for each customer's unique environment. Often our customers may also require rapid deployment of our software solutions, resulting in pressure on us to meet demanding delivery and implementation schedules. Delays in implementation may result in customer dissatisfaction and/or damage our reputation which could materially harm our business.

The majority of our existing contracts provide for acceptance testing by the customer, which can be a lengthy process. Unanticipated difficulties or delays in the customer acceptance process could result in higher costs, delayed payments, and deferral of revenue recognition. In addition, if our software contains defects or we otherwise fail to satisfy acceptance criteria within prescribed times, the customer may be entitled to liquidated damages or to cancel its contract and receive a refund of all or a portion of amounts paid or other amounts as damages, which could exceed related contract revenue and which could result in a future charge to earnings. Any failure or delay in achieving final acceptance of our software and services could harm our business, financial condition, results of operations and cash flows.

Sales of our products typically require significant review and internal approval processes by our customers over an extended period of time. Interruptions in such process due to economic downturns, consolidations or otherwise could result in the loss of our sale or deferral of revenue into later periods and adversely affect our financial performance.

Large communications solutions used for enterprise-wide, mission-critical purposes, involve significant capital expenditures and lengthy implementation plans. Prospective customers typically commit significant resources to the technical evaluation of our products and services and require us to spend substantial time, effort and money providing education regarding our solutions. This evaluation process often results in an extensive and lengthy sales cycle, typically ranging between three and twelve months, making it

difficult for us to forecast the timing and magnitude of our contracts. For example, customers' budgetary constraints and internal acceptance reviews may cause potential customers to delay or forego a purchase. The delay or failure to complete one or more large contracts could materially harm our business, financial condition, results of operations and cash flows and cause our operating results to vary significantly from quarter to quarter and year to year.

Mergers and acquisitions of large communications companies, as well as the formation of new alliances, have resulted in a constantly changing marketplace for our products and services. Purchasing delays and pricing pressures associated with these changes are common. In addition, many of the companies in the communications industry have kept capital expenditures at historically low levels in response to changes in the communications marketplace; some companies have declared bankruptcy, cancelled contracts, delayed payments to their suppliers or delayed additional purchases. The delay or failure to complete one or more large contracts, or the loss of a significant customer, could materially harm our business, financial condition, results of operations, or cash flows, and cause our operating results to vary significantly from quarter to quarter and year to year.

Many of our products and services are sold on a fixed-price basis. If we incur budget overruns, our margins and results of operations may be materially harmed.

Currently, a large portion of our revenue is from contracts that are on a fixed-price basis. We anticipate that customers will continue to request we provide software and integration services as a total solution on a fixed-price basis. These contracts specify certain obligations and deliverables we must meet regardless of the actual costs we incur. Projects done on a fixed-price basis are subject to budget overruns. On occasion, we have experienced budget overruns, resulting in lower than anticipated margins. We may incur similar budget overruns in the future, including overruns that result in losses on these contracts. If we incur budget overruns, our margins may be harmed, thereby affecting our overall profitability.

Percentage-of-completion accounting used for most of our projects can result in overstated or understated profits or losses.

The revenue for most of our contracts is accounted for on the percentage-of-completion method of accounting. This method of accounting requires us to calculate revenue and profits to be recognized in each reporting period for each project based on our predictions of future outcomes, including our estimates of the total cost to complete the project, project schedule and completion date, the percentage of the project that is completed and the amounts of any probable unapproved change orders. Our failure to accurately estimate these often subjective factors could result in reduced profits or losses for certain contracts.

The industry in which we compete is subject to rapid technological change. If we fail to develop or introduce new, reliable and competitive products in a timely fashion, our business may suffer.

The market for our products and services is subject to rapid technological changes, evolving industry standards, changes in carrier requirements and preferences and frequent new product introductions and enhancements. The introduction of products that incorporate new technologies and the emergence of new industry standards can make existing products obsolete and unmarketable. In addition, "internationalizing" products that we have developed for our U.S. customer carriers is a complex process. To compete successfully, we must continue to design, develop and sell enhancements to existing products and new products that provide higher levels of performance and reliability in a timely manner, take advantage of technological advancements and changes in industry standards and respond to new customer requirements. As a result of the complexities inherent in software development, major new product enhancements and new products can require long development and testing periods before they are commercially released and delays in planned delivery dates may occur. We may not be able to successfully identify new product opportunities or achieve market acceptance of new products brought to market. In addition, products developed by others may cause our products to become obsolete or noncompetitive. If we fail to anticipate or respond adequately to changes in technology and customer preferences, or if our products do not perform satisfactorily, or if we have delays in product development, we may lose customers and our sales may deteriorate.

The communications industry is highly competitive and if our products do not satisfy customer demand for performance or price, our customers could purchase products and services from our competitors.

Our primary markets are intensely competitive and we face continuous demand for improved product performance, new product features and reduced prices, as well as intense pressure to accelerate the release of new products and product enhancements. Our existing and potential competitors include many large domestic and international companies, including some competitors that have substantially greater financial, manufacturing, technological, marketing, distribution and other resources, larger installed customer bases and longer-standing relationships with customers than we do. Our principal competitors in the numbering market include Telcordia Technologies, Inc., Syniverse Technologies and NeuStar, Inc. Our principal competitors in activation are Oracle (as a result of its acquisition of Metasolv), Comptel, Intec and Synchronoss Technologies. In mediation, we compete with many different companies with no single dominant competitor. Our principal competitors in the SIM allocation market include Giesecke & Devrient

GmbH, Hewlett-Packard Company and Comptel. Customers also may offer competitive products or services in the future since customers who have purchased solutions from us are not precluded from competing with us. Many telecommunications companies have large internal development organizations, which develop software solutions and provide services similar to the products and services we provide. We also expect competition may increase in the future from application service providers, existing competitors and from other companies that may enter our existing or future markets with solutions which may be less costly, provide higher performance or additional features or be introduced earlier than our solutions.

We believe that our ability to compete successfully depends on numerous factors, including the quality and price competitiveness of our products and services compared to those of our competitors, the emergence of new industry standards and technical innovations and our ability to respond to those changes. Some of these factors are within our control, and others are not. A variety of potential actions by our competitors, including a reduction of product prices or increased promotion, announcement or accelerated introduction of new or enhanced products, or cooperative relationships among competitors and their strategic partners, could negatively impact the sales of our products and we may have to reduce the prices we charge for our products. Revenue and operating margins may consequently decline. We may not be able to compete successfully with existing or new competitors or to properly identify and address the demands of new markets. This is particularly true in new markets where standards are not yet established. Our failure to adapt to emerging market demands, respond to regulatory and technological changes or compete successfully with existing and new competitors would materially harm our business, financial condition, results of operations and cash flows.

Our business depends largely on our ability to attract and retain talented employees.

Our ability to manage future expansion, if any, effectively will require us to attract, train, motivate and manage new employees successfully, to integrate new management and employees into our overall operations and to continue to improve our operations, financial and management systems. We may not be able to retain personnel or to hire additional personnel on a timely basis, if at all. Because of the complexity of our software solutions, a significant time lag exists between the hiring date of technical and sales personnel and the time when they become fully productive. We have at times experienced high employee turnover and difficulty in recruiting and retaining technical personnel. Our failure to retain personnel or to hire qualified personnel on a timely basis could adversely affect our business by impacting our ability to develop new products, to complete our projects and secure new contracts.

Our products are complex and may have errors that are not detected until deployment, and litigation related to warranty and product liability claims could be expensive and could negatively affect our reputation and profitability.

Our agreements with our customers typically contain provisions designed to limit our exposure to potential liability for damages arising out of the use of or defects in our products. These limitations, however, tend to vary from customer to customer and it is possible that these limitations of liability provisions may not be effective. We currently have errors and omissions insurance, which, subject to customary exclusions and limits, covers claims resulting from failure of our software products or services to perform the function or to serve the purpose intended. To the extent that any successful product liability claim is not covered by this insurance, we may be required to pay for a claim. This could be expensive, particularly since our software products may be used in critical business applications. Defending such a suit, regardless of its merits, could be expensive and require the time and attention of key management personnel, either of which could materially harm our business, financial condition and results of operations. In addition, our business reputation could be harmed by product liability claims, regardless of their merit or the eventual outcome of these claims.

Our measures to protect our proprietary technology and other intellectual property rights may not be adequate and if we fail to protect those rights, our business would be harmed.

Our success and ability to compete are dependent to a significant degree on our proprietary technology. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality agreements and licensing arrangements, to establish and protect our proprietary rights. We have patents pending in the U.S. and other countries on elements of our DSA product and we have U.S. and Canadian patents on elements of our LNP products, *NumberManager®* and *OrderPath®*, and U.S. patents on elements of some of our other products. In addition, we have registered or filed for registration of certain of our trademarks. Our patent portfolio is relatively small and given the cost of obtaining patent protections, we may choose not to patent certain inventions that turn out to be important. There is also the possibility that a third party may copy or otherwise obtain and use our products or technology without authorization or may develop similar technology independently through reverse engineering or other means. In addition, the laws of some foreign countries may not adequately protect our proprietary rights. Our means of protecting our proprietary rights in the U.S. or abroad may not be adequate or others may independently develop technologies that are similar or

superior to our technology, duplicate our technology or design around any of our patents. If our intellectual property protection proves inadequate, we may lose our competitive advantage and our future financial results may suffer.

In the event that we are infringing upon the proprietary rights of others or violating licenses, we may become subject to infringement claims that may prevent us from selling certain products and we may incur significant expenses in resolving these claims.

It is also possible that our business activities may infringe upon the proprietary rights of others, or that other parties may assert infringement claims against us. Those claims may involve patent holding companies or other adverse patent owners who have no relevant product revenue or their own, and against whom our own patents may provide little or no deterrence. If we become liable to any third party for infringing its intellectual property rights, we could be required to pay substantial damage awards and to develop non-infringing technology, obtain licenses, or to cease selling the applications that contain the infringing intellectual property. Litigation is subject to inherent uncertainties, and any outcome unfavorable to us could materially harm our business. Furthermore, we could incur substantial costs in defending against any intellectual property litigation, and these costs could increase significantly if any dispute were to go to trial. Our defense of any litigation, regardless of the merits of the complaint, likely would be time-consuming, costly, and a distraction to our management personnel. Adverse publicity related to any intellectual property litigation also could harm the sale of our products and damage our competitive position.

Certain software developed or used by Evolving Systems, as well as certain software acquired in our acquisitions of CMS, TSE or Evolving Systems U.K., may include so called "open source" software that is made available under an open source software license.

- Such open source software may be made available under licenses, certain of which may impose obligations on us in the event we were to distribute derivative works based on the open source software. Certain licenses impose obligations that could require us to make source code for a derivative work available to the public or license the derivative work under a particular type of open source software license, rather than the license terms we customarily use to protect our software.
- There is little or no legal precedent for interpreting the terms of certain of these open source licenses, including the terms addressing the extent to which software incorporating open source software may be considered a derivative work subject to these licenses. We believe we have complied with our obligations under the various applicable open source licenses. However, if the owner of any open source software were to successfully establish that we had not complied with the terms of an open source license for a particular product that includes such open source software, we may be forced to release the source code for that derivative work to the public or cease distribution of that work.

Disruptions from terrorist activities, geopolitical conditions or military actions may disrupt our business.

The continued threat of terrorism within the U.S. and throughout the world and acts of war may cause significant disruption to commerce throughout the world. Abrupt political changes and armed conflict pose a risk of economic disruption in affected countries, which may increase our operating costs and add uncertainty to the timing and budget for technology investment decisions by our customers. Our business and results of operations could be materially and adversely affected to the extent that such disruptions result in delays or cancellations of customer orders, delays in collecting cash, a general decrease in corporate spending on information technology, or our inability to effectively market, manufacture or ship our products. We are unable to predict whether war, political unrest and the threat of terrorism or the responses thereto will result in any long-term commercial disruptions or if such activities or responses will have any long-term material adverse effect on our business, results of operations, financial condition or cash flows.

We face risks associated with doing business through local partners.

In some countries, because of local customs and regulations or for language reasons, we do business with our customers through local partners who resell our products and services, with or without value-added services. This can cause delays in closing contracts because of the increased complexity of having another party involved in negotiations. In addition, where the local partner provides additional software, hardware and/or services to the end-user customer, our products and services may only be a small portion of the total solution. As a result, payments made to us, as well as conditions surrounding acceptance, may be impacted by things that are out of our control. There may also be delays in getting payments made by the end-user customer through the reseller. We recently experienced delays in collecting from one of our resellers and this situation may arise again in the future, negatively impacting our cash flows.

We face special risks associated with doing business in highly corrupt environments.

Our international business operations include projects in developing countries and countries torn by conflict. To the extent we operate outside the U.S., we are subject to the Foreign Corrupt Practices Act (“FCPA”), which generally prohibits U.S. companies and their intermediaries from paying or offering anything of value to foreign government officials for the purpose of obtaining or keeping business, or otherwise receiving discretionary favorable treatment of any kind. We may also be subject to anti-bribery laws and regulations of the U.K. and other countries. In particular, we may be held liable for actions taken by our local partners and agents, even though such parties are not always subject to our control. Any determination that we have violated the FCPA (whether directly or through acts of others, intentionally or through inadvertence) or other anti-bribery legislation could result in sanctions that could have a material adverse effect on our business. While we have procedures and controls in place to monitor compliance, situations outside of our control may arise that could potentially put us in violation of the FCPA or other anti-bribery legislation inadvertently and thus negatively impact our business.

The trading price of our stock has been subject to wide fluctuations and may continue to experience volatility in the future.

The trading price of our common stock has been subject to wide fluctuations in response to quarterly variations in operating results, announcements of technological innovations or new products by us or our competitors, merger and acquisition activity, changes in financial estimates by securities analysts, the operating and stock price performance of other companies that investors may deem comparable to us, general stock market and economic considerations and other events or factors. This may continue in the future.

In addition, the stock market has experienced volatility that has particularly affected the market prices of stock of many technology companies and often has been unrelated to the operating performance of these companies. These broad market fluctuations may negatively impact the trading price of our common stock. As a result of the foregoing factors, our common stock may not trade at or higher than its current price.

Sales of large blocks of our stock may result in the reduction in the market price of our stock and make it more difficult to raise funds in the future.

If our stockholders sell substantial amounts of our common stock in the public market, the market price of our common stock could fall. The perception among investors that such sales will occur could also produce this effect. To the extent we have one or more stockholders who own a large percentage of our stock and those stockholders chose to liquidate their holdings, it may have a dramatic impact on the market price of our stock. These factors also could make it more difficult to raise funds through future offerings of common stock.

We are subject to certain rules and regulations of federal, state and financial market exchange entities, the compliance with which requires substantial amounts of management time and company resources. Any material weaknesses in our financial reporting or internal controls could adversely affect our business and the price of our common stock.

Because our common stock is publicly traded, we are subject to certain rules and regulations of federal, state and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the SEC and NASDAQ, have issued requirements and regulations and are currently developing additional regulations and requirements in response to laws enacted by Congress, most notably the Sarbanes-Oxley Act of 2002. Our compliance with certain of these rules, such as Section 404 of the Sarbanes-Oxley Act, is likely to require the commitment of significant managerial resources. In addition, establishment of effective internal controls is further complicated because we are now a global company with multiple locations and IT systems.

We continue to review our material internal control systems, processes and procedures for compliance with the requirements of Section 404. Such a review may result in the identification of material weaknesses in our internal controls. Disclosures of material weaknesses in our SEC reports could cause investors to lose confidence in our financial reporting and may negatively affect the price of our stock. Moreover, effective internal controls are necessary to produce reliable financial reports and to prevent fraud. If we have material weaknesses in our internal control over financial reporting it may negatively impact our business, results of operations and reputation.

Cash dividends

During the second, third and fourth quarter of 2010, our Board of Directors declared a cash dividend of \$.05 per share. The decision to declare dividends in the future will depend on general business conditions, the impact of such payment on our financial condition and other factors our Board of Directors may consider to be relevant. In addition, we may enter into a credit facility in the future which may require consent of the financial institution issuing the credit facility to declare a dividend. If we elect to pay future dividends, this could reduce our cash reserves to levels that may be inadequate to fund expansions to our business plan or unanticipated contingent liabilities.

Certain provisions of our charter documents, employment arrangements and Delaware law may discourage, delay or prevent an acquisition of us, even if an acquisition would be beneficial to our stockholders, and may prevent attempts by our stockholders to replace or remove our current management.

Provisions of our amended and restated certificate of incorporation and bylaws, as well as provisions of Delaware law, could make it more difficult for a third party to acquire us, even if doing so would benefit our stockholders. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Because our board of directors is responsible for appointing the members of our management team, these provisions could in turn affect any attempt by our stockholders to replace current members of our management team. These provisions include the following:

- we have a staggered board with each member of the Board of Directors serving for three years; in any given year, only a portion of our Board of Directors have terms that expire; this provision will be submitted to our stockholders for change to annual elections, but there is no guarantee that our stockholders will approve this change at the annual meeting in June 2011;
- our stockholders cannot take action by written consent; and
- we have advance notice requirements for nominations for election to the Board of Directors or for proposing matters that can be acted upon at stockholder meetings.

In addition, we are subject to the anti-takeover provisions of Section 203 of Delaware General Corporation Law, which prohibit us from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in the prescribed manner. The application of Section 203 and certain provisions of our restated certificate of incorporation, including a classified board of directors, may have the effect of delaying or preventing changes in control of our management, which could adversely affect the market price of our common stock by discouraging or preventing takeover attempts that might result in the payment of a premium price to our stockholders.

Our executive officers have entered into management change in control agreements with us. Each agreement generally provides for acceleration on vesting of options, 50% upon a change in control (as defined in such agreements) if the executive remains employed with the new entity, or 100% in the event such executive’s employment is terminated. The acceleration of vesting of options upon a change in control may be viewed as an anti-takeover measure and may have the effect of discouraging a merger proposal, tender offer or other attempt to gain control of us.

Our Amended and Restated Stock Option Plan provides for acceleration of vesting under certain circumstances. Upon certain changes in control of us, vesting on some options awarded to directors may be accelerated. In addition, the successor corporation may assume outstanding stock awards or substitute equivalent stock awards. If the successor corporation refuses to do so, such stock awards will become fully vested and exercisable for a period of 15 days after notice from us but the option will terminate if not exercised during that period. As noted above, the acceleration on vesting of options upon a change in control may be viewed as an anti-takeover measure.

On February 11, 2011, our Board of Directors approved an amendment to our stockholders rights agreement (“Poison Pill”) terminating the agreement on March 1, 2011.

General economic factors, domestically and internationally, that impact the communications industry, could negatively affect our revenue and operating results.

Unsettled financial markets, higher interest rates, inflation, levels of unemployment and other economic factors could adversely affect demand for our products and services as consumers and businesses may postpone spending in response to these conditions, negative financial news and declines in income and asset values. Challenging economic and market conditions may also result in:

- difficulty forecasting, budgeting and planning due to limited visibility into the spending plans of current or prospective customers;
- pricing pressure that may adversely affect revenue and gross margin;
- lengthening sales cycles and slowing deployments;
- increased competition for fewer projects and sales opportunities;
- increased risk of charges relating to write off of goodwill and other intangible assets;
- customer and reseller financial difficulty and greater difficulty collecting accounts receivable.

We are unable to predict how long the economic downturn will last and the magnitude of its effect on our business and results of operations. If these conditions continue, or further weaken, our business and results of operations could be materially adversely affected.

General risk statement

Based on all of the foregoing, we believe it is possible for future revenue, expenses and operating results to vary significantly from quarter to quarter and year to year. As a result, quarter-to-quarter and year-to-year comparisons of operating results are not necessarily meaningful or indicative of future performance. Furthermore, we believe that it is possible that in any given quarter or fiscal year our operating results could differ from the expectations of public market analysts or investors. In such event, or in the event that adverse conditions prevail, or are perceived to prevail, with respect to our business or generally, the market price of our common stock would likely decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease office space at various locations which are shown below.

| <u>Location</u> | <u>Square Footage</u> | <u>Lease Expiration</u> |
|--|-----------------------|-------------------------|
| Englewood, Colorado (Headquarters) | 24,305 | 10/31/12 |
| Bath, England | 5,100 | 9/26/15 |
| London, England | 2,765 | 3/24/15 |
| Windsor, England | 130 | 10/31/11 |
| Bangalore, India | 12,300 | 8/18/12 |
| Munich, Germany | 838 | 12/31/12 |
| Kuala Lumpur, Malaysia | 1,042 | 7/14/11 |

ITEM 3. LEGAL PROCEEDINGS

We are involved in various legal matters arising in the normal course of business. We do not believe that any such matters will have a material impact on our results of operations and financial position.

ITEM 4. RESERVED

PART II

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

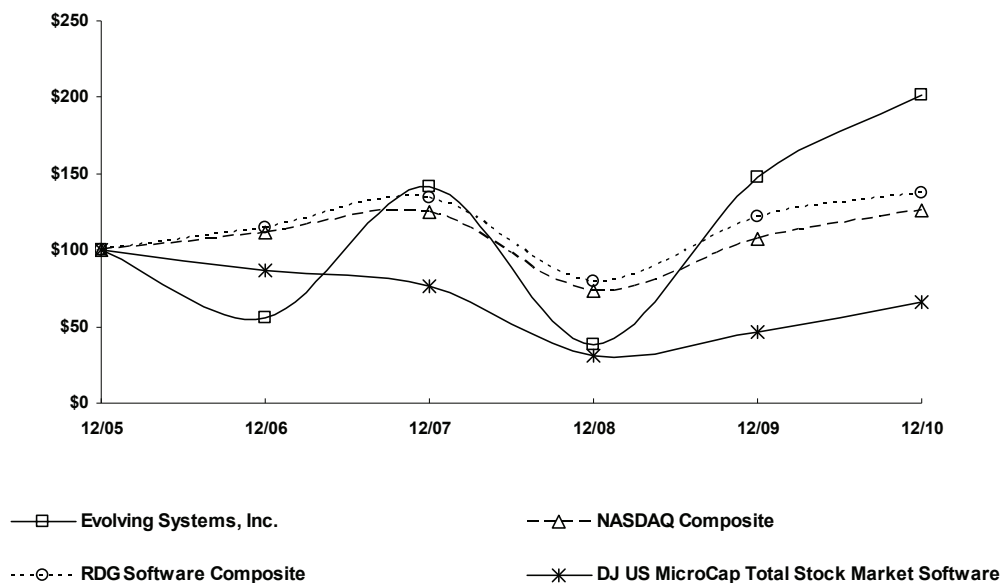
Our common stock began trading publicly through the Nasdaq National Market under the symbol “EVOL” on May 12, 1998. Prior to that date, there was no public market for our common stock. We transferred from the Nasdaq National Market to the Nasdaq SmallCap Market (now known as the Nasdaq Capital Market) on August 28, 2002. The closing price of our common stock as reported on the Nasdaq Capital Market as of March 3, 2011 was \$8.05 per share. The following table sets forth for the periods indicated the high and low closing sale quotations and may not be based on actual transactions for our common stock as reported on the Nasdaq Capital Market. The prices reported do not include retail mark-ups, markdowns or commissions.

| | For the Years Ended December 31, | | | |
|----------------------|----------------------------------|---------|---------|---------|
| | 2010 | | 2009 | |
| | High | Low | High | Low |
| First Quarter..... | \$ 7.05 | \$ 6.02 | \$ 2.88 | \$ 1.68 |
| Second Quarter | \$ 7.48 | \$ 6.72 | \$ 6.12 | \$ 2.36 |
| Third Quarter | \$ 7.64 | \$ 6.55 | \$ 7.04 | \$ 4.48 |
| Fourth Quarter | \$ 8.35 | \$ 7.40 | \$ 7.49 | \$ 5.85 |

As of March 3, 2011, there were approximately 41 holders of record of our common stock.

The following graph compares the cumulative 5-year total return provided to shareholders on Evolving Systems, Inc.’s common stock relative to the cumulative total returns of the NASDAQ Composite index, the DJ Wilshire MicroCap Software index, and the RDG Software Composite index. An investment of \$100 (with reinvestment of all dividends) is assumed to have been made in our common stock and in each index on 12/31/2005 and its relative performance is tracked through 12/31/2010.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
 Among Evolving Systems, Inc., the NASDAQ Composite Index,
 the RDG Software Composite Index and the DJ US MicroCap Total Stock Market Software index



*\$100 invested on 12/31/05 in stock or index, including reinvestment of dividends.
 Fiscal year ending December 31.

Copyright© 2011 Dow Jones & Co. All rights reserved.

ITEM 6. SELECTED FINANCIAL DATA

The selected financial data set forth below for each of the years in the five-year period ended December 31, 2010, has been derived from our consolidated financial statements. The following selected financial data should be read in conjunction with “Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations”, the consolidated financial statements and the notes thereto and other financial information included elsewhere in this Annual Report on Form 10-K.

| | For the Years Ended December 31, | | | | |
|--|--|-----------------|-----------------|---------------|--------------------|
| | 2010 | 2009 | 2008 | 2007 | 2006 |
| | (in thousands, except per share amounts) | | | | |
| Revenue | \$ 37,306 | \$ 38,196 | \$ 37,821 | \$ 35,953 | \$ 33,833 |
| Costs of Revenue and Operating Expenses: | | | | | |
| Cost of revenue, excluding depreciation and amortization | 12,793 | 13,185 | 13,919 | 14,260 | 13,036 |
| Sales and marketing | 7,265 | 7,696 | 8,500 | 8,557 | 8,962 |
| General and administrative | 5,431 | 5,737 | 5,676 | 5,862 | 5,138 |
| Product development | 4,322 | 3,530 | 3,607 | 2,376 | 3,072 |
| Depreciation | 592 | 632 | 847 | 899 | 1,169 |
| Amortization | 688 | 732 | 1,363 | 1,565 | 2,511 |
| Impairment of goodwill and intangible assets (1) | — | — | — | — | 16,516 |
| Restructuring and other expense | — | — | — | (4) | (21) |
| Income (loss) from operations | 6,215 | 6,684 | 3,909 | 2,438 | (16,550) |
| Interest and other, net..... | (210) | (1,096) | (420) | (1,284) | (1,837) |
| Income tax expense (benefit)..... | 652 | 764 | 560 | 556 | (1,604) |
| Net income (loss)..... | <u>\$ 5,353</u> | <u>\$ 4,824</u> | <u>\$ 2,929</u> | <u>\$ 598</u> | <u>\$ (16,783)</u> |
| Basic income (loss) per share | \$ 0.53 | \$ 0.49 | \$ 0.30 | \$ 0.06 | \$ (1.76) |
| Diluted income (loss) per share | \$ 0.49 | \$ 0.48 | \$ 0.30 | \$ 0.06 | \$ (1.76) |
| Weighted average basic shares outstanding | 10,174 | 9,816 | 9,695 | 9,599 | 9,550 |
| Weighted average diluted shares outstanding..... | 10,815 | 10,145 | 9,878 | 9,788 | 9,550 |
| Working capital (4) (5) | \$ 11,812 | \$ 4,774 | \$ 1,802 | \$ 1,395 | \$ 803 |
| Total assets | 50,451 | 45,837 | 45,411 | 53,727 | 51,338 |
| Long-term debt, net of current portion..... | — | 1,500 | 4,883 | 8,686 | 11,370 |
| Series B convertible redeemable preferred stock (2) (3)..... | — | — | — | 5,587 | 11,281 |
| Stockholders’ equity | \$ 35,757 | \$ 28,469 | \$ 19,942 | \$ 17,928 | \$ 10,158 |

- (1) In 2006, we recognized an impairment of \$16.5 million on goodwill and amortizable intangible assets related to our license fees and services operating segment.
- (2) The decrease in Series B convertible redeemable preferred stock and the increase in stockholders’ equity from 2006 to 2007 is primarily the result of holders of 487,916 shares of Series B Preferred Stock, with an aggregate carrying value of \$5.7 million, converting their shares of preferred stock into 1,463,748 shares of our common stock in accordance with the conversion provisions of the Series B Preferred Stock, during 2007.
- (3) On February 25, 2008, holders of 461,758 shares of Series B Preferred Stock with a carrying value of \$5.4 million, or approximately 96% of the outstanding preferred stock, converted their shares of preferred stock into 692,637 shares of our common stock in accordance with the conversion provisions of the Series B Preferred Stock. On March 19, 2008, a holder of 16,992 shares of Series B Preferred Stock with a carrying value of \$0.2 million, which represented the remainder of the outstanding preferred stock, converted his shares of preferred stock into 25,488 shares of our common stock in accordance with the conversion provisions of the Series B Preferred Stock. As we previously included the Series B Convertible Preferred Stock as a participating security for basic EPS purposes, these conversions did not change our basic or diluted EPS calculations.

- (4) During 2009 we reduced our senior term note by \$2.0 million which was classified as a current liability at December 31, 2008.
- (5) During 2009, we paid \$6.2 million to retire our subordinated notes, including accrued interest. These payments were made from cash on hand and \$1.5 million in borrowings on our U.K. revolving credit facility. The subordinated debt payments were unsecured and reduced balances classified as long-term as of December 31, 2008.

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

FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations, estimates, and projections about Evolving Systems' industry, management's beliefs, and certain assumptions made by management. Forward-looking statements include our expectations regarding product, services, and customer support revenue; our expectations associated with Evolving India and Evolving Systems U.K., and short- and long-term cash needs. In some cases, words such as "anticipates", "expects", "intends", "plans", "believes", "estimates", variations of these words, and similar expressions are intended to identify forward-looking statements. The following discussion should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in this section and in "Item 1A - Risk Factors."

OVERVIEW

Evolving Systems, Inc. is a leading provider of software solutions and services to the wireless, wireline and cable markets. We maintain long-standing relationships with many of the largest wireline, wireless and cable companies worldwide. Our customers rely on us to develop, deploy, enhance, maintain and integrate complex, reliable software solutions for a range of Operations Support Systems ("OSS"). Our activation solution is the leading packaged solution for activation in the wireless industry.

We recognize revenue in accordance with the prescribed accounting standards for software revenue recognition under generally accepted accounting principles. As a result, our license fees and services revenue fluctuate from period to period as a result of the timing of revenue recognition on existing projects.

RECENT DEVELOPMENTS

We reported net income of \$5.4 million, \$4.8 million and \$2.9 million for the years ended December 31, 2010, 2009 and 2008, respectively. This is the fourth consecutive year in which we have reported net income. Our ending backlog at December 31, 2010 was \$16.6 million, consisting of \$5.0 million of license and services and \$11.6 million of customer support compared to total backlog of \$20.8 million at December 31, 2009.

We had several improvements to our balance sheet during 2010. Our working capital grew to \$11.8 million at December 31, 2010 from \$4.8 million at December 31, 2009. Our cash balances grew to \$10.8 million from \$5.4 million despite \$1.5 million in existing cash used to pay off our U.K. revolving credit facility and \$0.3 million to retire our senior term note and paying \$1.0 million of common stock dividends.

We have operations in foreign countries where the local currency is used to prepare the financial statements which are translated into our reporting currency, U.S. Dollars. Changes in the exchange rates between these currencies and our reporting currency are partially responsible for some of the changes from period to period in our financial statement amounts. The majority of the changes in 2009 and 2008 are a result of the U.S. Dollar strengthening on average versus the British Pound Sterling. The chart below summarizes what our revenue and expenses would be on a constant currency basis. The constant currency basis assumes that the exchange rate was constant for the periods presented (in thousands).

| | <u>For the Years Ended December 31,</u> | |
|--|---|----------------------|
| | <u>2010 vs. 2009</u> | <u>2009 vs. 2008</u> |
| Revenue..... | \$ (365) | \$ (1,984) |
| Costs of revenue and operating expenses..... | (17) | (3,035) |
| Operating income (loss)..... | <u>\$ (348)</u> | <u>\$ 1,051</u> |

The net effect of our foreign currency translations for the year ended December 31, 2010 was a \$0.4 million decrease in revenue and a \$17,000 decrease in operating expenses versus the year ended December 31, 2009. The net effect of our foreign currency translations for the year ended December 31, 2009 was a \$2.0 million decrease in revenue and a \$3.0 million decrease in operating expenses versus the year ended December 31, 2008.

RESULTS OF OPERATIONS

The following table presents our consolidated statements of operations in comparative format.

| | <u>For the Years Ended December 31,</u> | | | <u>For the Years Ended December 31,</u> | | |
|--|---|-----------------|---------------|---|-----------------|-----------------|
| | <u>2010</u> | <u>2009</u> | <u>Change</u> | <u>2009</u> | <u>2008</u> | <u>Change</u> |
| Revenue: | | | | | | |
| License fees and services | \$ 20,251 | \$ 21,561 | \$ (1,310) | \$ 21,561 | \$ 20,324 | \$ 1,237 |
| Customer support | 17,055 | 16,635 | 420 | 16,635 | 17,497 | (862) |
| Total revenue | <u>37,306</u> | <u>38,196</u> | <u>(890)</u> | <u>38,196</u> | <u>37,821</u> | <u>375</u> |
| Costs of revenue and operating expenses: | | | | | | |
| Costs of license fees and services, excluding depreciation and amortization..... | 8,099 | 7,642 | 457 | 7,642 | 7,816 | (174) |
| Costs of customer support, excluding depreciation and amortization..... | 4,694 | 5,543 | (849) | 5,543 | 6,103 | (560) |
| Sales and marketing | 7,265 | 7,696 | (431) | 7,696 | 8,500 | (804) |
| General and administrative | 5,431 | 5,737 | (306) | 5,737 | 5,676 | 61 |
| Product development | 4,322 | 3,530 | 792 | 3,530 | 3,607 | (77) |
| Depreciation | 592 | 632 | (40) | 632 | 847 | (215) |
| Amortization | 688 | 732 | (44) | 732 | 1,363 | (631) |
| Total costs of revenue and operating expenses .. | <u>31,091</u> | <u>31,512</u> | <u>(421)</u> | <u>31,512</u> | <u>33,912</u> | <u>(2,400)</u> |
| Income from operations | 6,215 | 6,684 | (469) | 6,684 | 3,909 | 2,775 |
| Other income (expense) | | | | | | |
| Interest income..... | 13 | 25 | (12) | 25 | 161 | (136) |
| Interest expense..... | (102) | (547) | 445 | (547) | (1,171) | 624 |
| Other income..... | — | — | — | — | 57 | (57) |
| Gain (loss) on extinguishment of debt | — | — | — | — | (290) | 290 |
| Foreign currency exchange gain (loss) | (121) | (574) | 453 | (574) | 823 | (1,397) |
| Other income (expense), net | <u>(210)</u> | <u>(1,096)</u> | <u>886</u> | <u>(1,096)</u> | <u>(420)</u> | <u>(676)</u> |
| Income before income taxes | \$ 6,005 | \$ 5,588 | 417 | \$ 5,588 | \$ 3,489 | 2,099 |
| Income tax expense..... | 652 | 764 | (112) | 764 | 560 | 204 |
| Net income..... | <u>\$ 5,353</u> | <u>\$ 4,824</u> | <u>\$ 529</u> | <u>\$ 4,824</u> | <u>\$ 2,929</u> | <u>\$ 1,895</u> |

The following table presents our consolidated statements of operations reflected as a percentage of total revenue.

| | <u>For the Years Ended December 31,</u> | | |
|---|---|-------------|-------------|
| | <u>2010</u> | <u>2009</u> | <u>2008</u> |
| REVENUE | | | |
| License fees and services | 54% | 56% | 54% |
| Customer support | 46% | 44% | 46% |
| Total revenue | <u>100%</u> | <u>100%</u> | <u>100%</u> |
| COSTS OF REVENUE AND OPERATING EXPENSES | | | |
| Costs of license fees and services, excluding depreciation and amortization | 22% | 20% | 21% |
| Costs of customer support, excluding depreciation and amortization | 12% | 15% | 16% |
| Sales and marketing | 19% | 20% | 22% |
| General and administrative | 15% | 15% | 15% |
| Product development | 11% | 9% | 10% |
| Depreciation | 2% | 2% | 2% |
| Amortization | 2% | 2% | 4% |
| Total costs of revenue and operating expenses | <u>83%</u> | <u>83%</u> | <u>90%</u> |
| Income from operations | 17% | 17% | 10% |
| Other income (expense) | | | |
| Interest income | 0% | 0% | 1% |
| Interest expense | (0)% | (1)% | (3)% |
| Other income | 0% | 0% | 0% |
| Gain (loss) on extinguishment of debt | — | — | (1)% |
| Foreign currency exchange gain (loss) | (1)% | (2)% | 2% |
| Other income (expense), net | <u>(1)%</u> | <u>(3)%</u> | <u>(1)%</u> |
| Income before income taxes | 16% | 14% | 9% |
| Income tax expense | 2% | 2% | 1% |
| Net income | <u>14%</u> | <u>12%</u> | <u>8%</u> |

Revenue

Revenue is comprised of license fees and services and customer support. License fees and services revenue represent the fees we receive from the licensing of our software products and those services directly related to the delivery of the licensed product as well as integration services and time and materials work. Customer support revenue includes annual support fees, recurring maintenance fees, minor product upgrades and warranty fees. Warranty fees are typically bundled with a license sale and the related revenue, based on Vendor Specific Objective Evidence (“VSOE”), is deferred and recognized ratably over the warranty period. The following table presents our revenue by product line (in thousands). We previously disclosed mediation revenue in addition to activation and numbering. Mediation revenue is less than 5% of total revenue for 2010 and is not being presented separately. Those amounts are presented within activation and numbering. Prior period balances have been reclassified to reflect the current year’s presentation.

| | <u>For the Years Ended December 31,</u> | | |
|------------------|---|------------------|------------------|
| | <u>2010</u> | <u>2009</u> | <u>2008</u> |
| Activation | \$ 22,816 | \$ 24,739 | \$ 24,085 |
| Numbering | 14,490 | 13,457 | 13,736 |
| | <u>\$ 37,306</u> | <u>\$ 38,196</u> | <u>\$ 37,821</u> |

License Fees and Services

License fees and services revenue decreased 6%, or \$1.3 million to \$20.3 million for the year ended December 31, 2010 compared to \$21.6 million for the year ended December 31, 2009. The decrease was a result of a decrease of \$2.8 million in revenue from our activation products, partially offset by a \$1.5 million increase in revenue from our numbering products. This decline in activation is due to decreased revenue from Tertio Service Activation (“TSA”) products, partially offset by increased DSA revenue. The \$1.5 million increase in numbering revenue is due to increased sales of our *NumeriTrack* solutions and our legacy number portability products.

License fees and services revenue increased 6%, or \$1.2 million to \$21.6 million for the year ended December 31, 2009 compared to \$20.3 million for the year ended December 31, 2008. The increase was a result of an increase of \$0.6 million in revenue from our activation products and a \$0.6 million increase in revenue from our numbering products. This growth in activation is primarily due to increased revenue from our DSA solution, partially offset by decreased TSA and billing mediation revenue. The \$0.6 million decrease in numbering revenue is due to decreased sales of our legacy products, offset by increased sales of our *NumeriTrack* solution. License fees and services revenue in 2009 was negatively affected by the strengthened U.S. Dollar.

Customer Support

Customer support revenue increased 3%, or \$0.4 million, to \$17.0 million for the year ended December 31, 2010 from \$16.6 million for the year ended December 31, 2009. The increase in customer support revenue was primarily the result of the increase in our DSA installed customer base.

Customer support revenue decreased 5%, or \$0.9 million, to \$16.6 million for the year ended December 31, 2009 from \$17.5 million for the year ended December 31, 2008. The decrease in customer support revenue was primarily the result of the strengthened U.S. Dollar and the cancellation of a TDMS customer support contract.

Costs of Revenue, excluding depreciation and amortization

Costs of revenue consist primarily of personnel costs, facilities costs, the costs of third-party software and all other direct costs associated with these personnel. Costs of revenue, excluding depreciation and amortization were \$12.8 million, \$13.2 million and \$13.9 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Costs of License Fees and Services, excluding depreciation and amortization

Costs of revenue for license fees and services increased 6%, or \$0.5 million, to \$8.1 million for the year ended December 31, 2010 from \$7.6 million for the year ended December 31, 2009. As a percentage of license fees and services revenue, costs of license fees and services, excluding depreciation and amortization, increased to 40% for the year ended December 31, 2010 from 35% for the year ended December 31, 2009. The increase in costs and as a percentage of licenses fees and services revenue was primarily the result of increased effort and on-site presence on projects as well as pricing pressures in certain regions.

Costs of revenue for license fees and services decreased 2%, or \$0.2 million, to \$7.6 million for the year ended December 31, 2009 from \$7.8 million for the year ended December 31, 2008. The decrease in costs was primarily due to the effects of the strengthened U.S. Dollar during 2009. As a percentage of license fees and services revenue, costs of license fees and services, excluding depreciation and amortization, decreased to 35% for the year ended December 31, 2009 from 38% for the year ended December 31, 2008. This decrease was primarily due to increased license sales in 2009 plus the aforementioned effects of the strengthened U.S. Dollar.

Costs of Customer Support, excluding depreciation and amortization

Costs of revenue for customer support decreased 15%, or \$0.8 million, to \$4.7 million for the year ended December 31, 2010 from \$5.5 million for the year ended December 31, 2009. As a percentage of customer support revenue, costs of customer support revenue, excluding depreciation and amortization, decreased to 28% for the year ended December 31, 2010 from 33% for the year ended December 31, 2009. The decrease in costs and as a percentage of customer support revenue was primarily due to decreased employee costs, which includes an increased reliance on our less expensive Indian workforce.

Costs of revenue for customer support decreased 9%, or \$0.6 million, to \$5.5 million for the year ended December 31, 2009 from \$6.1 million for the year ended December 31, 2008. The decrease was primarily due to increased reliance on our less expensive Indian labor, the decrease in revenue and the effects of the strengthened U.S. Dollar during 2009. As a percentage of customer support revenue, costs of customer support revenue, excluding depreciation and amortization, decreased to 33% for the year ended December 31, 2009 from 35% for the year ended December 31, 2008. The decrease as a percentage of customer support revenue was primarily due to the effects of the strengthened U.S. Dollar partially offset by the decrease in customer support revenue.

Sales and Marketing

Sales and marketing expenses primarily consist of compensation costs, including incentive compensation and commissions, other employee related costs, travel expenses, advertising and occupancy expenses. Sales and marketing expenses decreased 6%, or \$0.4 million, to \$7.3 million for the year ended December 31, 2010 from \$7.7 million for the year ended December 31, 2009. As a percentage of total revenue, sales and marketing expenses for the year ended December 31, 2010 decreased to 19% from 20% for the year ended December 31, 2009. These decreases were primarily due to lower incentive compensation costs as a result of lower sales orders and revenue during the year.

Sales and marketing expenses decreased 9%, or \$0.8 million, to \$7.7 million for the year ended December 31, 2009 from \$8.5 million for the year ended December 31, 2008. As a percentage of total revenue, sales and marketing expenses for the year ended December 31, 2009 decreased to 20% from 22% for the year ended December 31, 2008. These decreases were primarily the result of strengthened U.S. Dollar, partially offset by higher commission expense related to improved results.

General and Administrative

General and administrative expenses consist principally of employee related costs, professional fees and occupancy costs for the following departments: facilities, finance, legal, human resources and executive management. General and administrative expenses decreased 5%, or \$0.3 million, to \$5.4 million for the year ended December 31, 2010 from \$5.7 million for the year ended December 31, 2009. The decrease in costs was primarily due to decreased incentive compensation expenses due to lower revenue and decreased professional fees. As a percentage of total revenue, general and administrative expenses remained at 15% for the years ended December 31, 2010 and 2009.

General and administrative expenses increased 1%, or \$61,000, for the year ended December 31, 2009 compared to the year ended December 31, 2008. The slight increase in costs was primarily due to higher professional fees partially offset by lower bad debt expense. As a percentage of total revenue, general and administrative expenses remained at 15% for the years ended December 31, 2009 and 2008.

Product Development

Product development expenses consist primarily of employee-related costs for product development. Product development expenses increased 22%, or \$0.8 million, to \$4.3 million for the year ended December 31, 2010 from \$3.5 million for the year ended December 31, 2009. As a percentage of total revenue, product development expenses increased to 11% in 2010 from 9% in 2009. The increased investment in product development was primarily from increased investment in DSA as well as additional investment in our numbering products.

Product development expenses decreased 2%, or \$0.1 million, to \$3.5 million for the year ended December 31, 2009 from \$3.6 million for the year ended December 31, 2008. As a percentage of total revenue, product development expenses decreased to 9% in 2009 from 10% in 2008. These decreases were the result of the strengthened U.S. Dollar during 2009, partially offset by increased product development efforts primarily on our DSA product.

Depreciation

Depreciation expense consists of depreciation of long-lived property and equipment. Depreciation expenses decreased 6%, to \$592,000 for the year ended December 31, 2010 from \$632,000 for the year ended December 31, 2009. This decrease was a result of certain assets becoming fully depreciated. As a percentage of revenue, depreciation expense remained at 2% for the years ended December 31, 2010 and 2009.

Depreciation expenses decreased 25%, to \$0.6 million for the year ended December 31, 2009 from \$0.8 million for the year ended December 31, 2008. This decrease was a result of certain assets becoming fully depreciated and the effects of the strengthened U.S. Dollar. As a percentage of revenue, depreciation expense remained at 2% for the years ended December 31, 2009 and 2008.

Amortization

Amortization expense consists of amortization of identifiable intangibles related to our acquisitions of CMS, TSE and Evolving Systems U.K. Amortization expenses decreased 6%, to \$688,000 for the year ended December 31, 2010 from \$732,000 for the year ended December 31, 2009. As a percentage of revenue, amortization expense remained at 2% for the years ended December 31, 2010 and 2009. The decrease in amortization expense was due to the remaining TSE intangible assets being fully amortized during 2009.

Amortization expenses decreased 46%, or \$0.6 million, to \$0.7 million for the year ended December 31, 2009 from \$1.4 million for the year ended December 31, 2008. As a percentage of revenue, amortization expense decreased to 2% for the year ended December 31, 2009 from 4% for the year ended December 31, 2008. The decrease in amortization expense was due to all CMS, and some TSE intangible assets being fully amortized during 2008 and the effects of the strengthened U.S. Dollar.

Interest Income

Interest income includes interest income earned on cash and cash equivalents. Interest income decreased 48%, or \$12,000, to \$13,000 for the year ended December 31, 2010 from \$25,000 for the year ended December 31, 2009. The decrease was a result of lower rates of return earned on our cash balances.

Interest income decreased 84%, or \$0.1 million, to \$25,000 for the year ended December 31, 2009 from \$0.2 million for the year ended December 31, 2008. The decrease was a result of lower rates of return earned on our cash balances.

Interest Expense

Interest expense includes interest expense on our long-term debt and capital lease obligations as well as amortization of debt issuance costs. Interest expense for the year ended December 31, 2010 decreased 81% or \$0.4 million to \$0.1 million as compared to \$0.5 million for the year ended December 31, 2009. This decrease was a result of lower debt balances due to the early retirement of our subordinated debt and accrued interest during 2009 and the retirement our senior term loan and revolving credit facility in the first quarter of 2010.

Interest expense for the year ended December 31, 2009 decreased 53% or \$0.6 million to \$0.6 million as compared to \$1.2 million for the year ended December 31, 2008. This decrease was a result of lower debt balances due to the early retirement of our subordinated debt and accrued interest during 2009 and the continued payments on our senior term loan.

Gain (Loss) on Debt Extinguishment

In February 2008, we wrote-off the remaining debt issuance costs of \$297,000 related to our senior term note payable that was replaced during the three months ended March 31, 2008. This loss related to the debt issuance cost write-off was partially offset by a \$7,000 gain resulting from us paying \$272,000 to retire \$279,000 of subordinated debt and related accrued interest held by two of our subordinated note holders. The retirements included principal of \$217,000 and accrued interest of \$62,000.

Gain (Loss) on Foreign Exchange Transactions

Gain (loss) on foreign exchange transactions consists primarily of realized foreign currency transaction gains and losses. Foreign currency transaction gains and losses result from transactions denominated in a currency other than the functional currency of the respective subsidiary. Foreign currency transaction expense decreased \$0.5 million to \$0.1 million for the year ended December 31, 2010 compared to a \$0.6 million for the year ended December 31, 2009. These losses were primarily generated through the re-measurement of certain non-functional currency denominated financial assets and liabilities of our Evolving Systems U.K. and India subsidiaries.

Foreign currency transaction expense increased \$1.4 million to a foreign currency loss of \$0.6 million for the year ended December 31, 2009 compared to a \$0.8 million foreign currency gain for the year ended December 31, 2008. These losses were primarily generated by Evolving Systems U.K. transactions denominated in currencies other than its functional currency (mainly U.S. Dollars), which caused losses as the British Pound Sterling strengthened during 2009.

Income Tax Expense

We recorded net income tax expense of \$0.7 million, \$0.8 million and \$0.6 million during the years ended December 31, 2010, 2009 and 2008, respectively. In the U.S., we have net operating loss carryforwards of \$45.0 million which are used to offset most U.S. tax liabilities. Our current tax expense primarily relates to our foreign subsidiaries in the U.K., Germany and India as well as non-recoverable foreign withholding tax and Alternative Minimum Tax ("AMT") due in the U.S.

The net income tax expense for the year ended December 31, 2010 of \$0.7 million consisted of current tax expense of \$0.9 million, partially offset by a deferred tax benefit of \$0.2 million. The current tax expense for the year ended December 31, 2010, primarily related to our U.K. and India based operations and non-recoverable foreign withholding tax and AMT in the U.S. The deferred tax benefit was related to the intangible assets related to our U.K.-based operations. Our effective tax rate of 11% for the year ended December 31, 2010 was down from an effective rate of 14% for the year ended December 31, 2009. This decrease in our effective tax rate relates principally to increased income in the U.S., where our tax rate is the least and decreased non-recoverable foreign withholding tax. If, at some point in the future, we determine that it is more likely than not that we will realize our U.S. deferred tax assets related to our net operating losses and we reverse a portion of our valuation allowance, our effective tax rate will increase substantially.

The net income tax expense for the year ended December 31, 2009 of \$0.8 million consisted of current tax expense of \$1.0 million, partially offset by a deferred tax benefit of \$0.2 million. The current tax expense for the year ended December 31, 2009, primarily related to our U.K. and India based operations and non-recoverable foreign withholding tax and AMT in the U.S. The deferred tax benefit was related to the intangible assets related to our U.K.-based operations. Our effective tax rate of 14% for the year ended December 31, 2009 was down from an effective rate of 16% for the year ended December 31, 2008. This decrease in our effective tax rate relates principally to increased income in the U.S., where our tax rate is the least.

The net income tax expense for the year ended December 31, 2008 of \$0.6 million consisted of current tax expense of \$0.9 million, partially offset by a deferred tax benefit of \$0.3 million. The current tax expense for the year ended December 31, 2008 primarily related to our U.K.-based operations and non-recoverable foreign withholding tax and AMT in the U.S. The deferred tax benefit was related to the intangible assets related to our U.K.-based operations.

In conjunction with the acquisition of Evolving Systems U.K., we recorded certain identifiable intangible assets. Since the amortization of these identifiable intangibles is not deductible for income tax purposes, we established a long-term deferred tax liability of \$4.6 million at the acquisition date for the expected difference between what would be expensed for financial reporting purposes and what would be deductible for income tax purposes. As of December 31, 2010 and 2009, this deferred tax liability was \$0.3 million and \$0.5 million, respectively. The deferred tax liability relates to Evolving Systems U.K. and has no impact on our ability to recover the U.S. based deferred tax assets. This deferred tax liability will be recognized as the identifiable intangibles are amortized.

We recorded a full valuation allowance against our U.S. net deferred tax assets as of December 31, 2010 and 2009 as we determined that it was more likely than not that we will not realize our U.S. deferred tax assets. Such assets primarily consist of certain net operating loss carryforwards. We made our assessment of the realizability of our domestic deferred tax assets using all available evidence. In particular, we considered both historical results and projections of profitability for only the reasonably foreseeable future periods and any tax planning strategies. Should we continue to generate taxable income in the U.S., we may need to reassess our valuation allowance.

We use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. As of December 31, 2010 and 2009, we had no liability for unrecognized tax benefits. We do not believe there will be any material changes to our unrecognized tax positions over the next twelve months.

FINANCIAL CONDITION

Our working capital position of \$11.8 million at December 31, 2010 reflects an increase of \$7.0 million from our working capital position of \$4.8 million at December 31, 2009. Our working capital position increased at December 31, 2010 despite \$1.5 million in existing cash used to pay off our U.K. revolving credit facility and cash dividends paid of \$1.0 million.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed operations through cash flows from operations as well as debt and equity transactions. At December 31, 2010, our principal source of liquidity was \$10.8 million in cash and cash equivalents and \$6.0 million of unused availability under our revolving credit facilities. The revolving credit facilities expired in February 2011.

Net cash provided by operating activities for the years ended December 31, 2010, 2009 and 2008 was \$5.7 million, \$3.6 million and \$5.5 million, respectively. The increase in cash provided by operating activities for the year ended December 31, 2010 versus 2009 is primarily due to our increased profitability in 2010 and in 2009 we made optional pre-payments of accrued interest on our subordinated debt, which is classified as other long-term obligations.

The decrease in cash provided by operating activities during the year ended December 31, 2009 compared to 2008 was optional pre-payments of accrued interest on our subordinated debt, which is classified as other long-term obligations and the change in the timing of our unearned revenue billings, partially offset by our increased profitability in 2009.

Net cash used by investing activities was \$0.4 million, \$0.5 million and \$0.9 million for the years ended December 31, 2010, 2009 and 2008, respectively. During 2010, 2009 and 2008, we purchased \$0.4 million, \$0.5 million and \$0.9 million in property and equipment to support operations, respectively. Historically, capital expenditures have been financed by cash from operating activities.

Net cash provided by/(used in) financing activities was \$0.2 million, (\$4.3) million and (\$4.6) million for the years ended December 31, 2010, 2009 and 2008, respectively. The net cash provided by financing activities was primarily due to \$3.0 million in proceeds from the exercise of stock options, partially offset by payments of \$1.0 million for common stock dividends and \$1.8 million to retire our senior term notes and pay off our U.K. revolving credit facility. The net cash used in financing activities during 2009 was primarily the result of net payments of long-term debt of \$5.1 million, partially offset by cash received from the exercise of stock options of \$0.8 million. The net cash used in financing activities during 2008 was primarily the result of \$8.3 million of principal payments on long-term debt, offset by borrowings on our new senior term loan of approximately \$3.7 million, net of issuance costs. We believe that our current cash and cash equivalents, together with anticipated cash flow from operations will be sufficient to meet our working capital and capital expenditure requirements for at least the next twelve months. In making this assessment, we considered the following:

- Our cash and cash equivalents balance at December 31, 2010 of \$10.8 million;
- Our improved working capital balance of \$11.8 million;
- Our demonstrated ability to generate positive operating cash flows;
- Our backlog of approximately \$16.6 million, including \$5.0 million in license fees and services and \$11.6 million in customer support at December 31, 2010; and
- Our planned capital expenditures of less than \$1.0 million during 2011.

We are exposed to foreign currency rate risks which impact the carrying amount of our foreign subsidiaries and our consolidated equity, as well as our consolidated cash position due to translation adjustments. For the years ended December 31, 2010, 2009 and 2008, the effect of exchange rate changes resulted in a \$(43,000), \$0.7 million and \$(1.5) million increase/(decrease) to consolidated cash, respectively. We do not currently hedge our foreign currency exposure, but we closely monitor the rate changes and may hedge our exposures in the future.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have a material current effect, or that are reasonably likely to have a material future effect, on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures, or capital resources.

Contractual Obligations and Commercial Commitments

The following summarizes our significant contractual obligations as of December 31, 2010, which are comprised of a capital lease and operating leases (in thousands).

| | Payments due by period | | | | |
|-------------------------|------------------------|---------------|---------------|---------------|---------------------|
| | Total | 2011 | 2012 | 2013 | 2014 and thereafter |
| Capital lease..... | \$ 38 | \$ 30 | \$ 8 | \$ — | \$ — |
| Operating leases..... | 2,216 | 918 | 759 | 212 | 327 |
| Total commitments | <u>\$ 2,254</u> | <u>\$ 948</u> | <u>\$ 767</u> | <u>\$ 212</u> | <u>\$ 327</u> |

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are disclosed in Note 1 of our Consolidated Financial Statements included elsewhere in this Annual Report on Form 10-K. The following discussion addresses our most critical accounting policies, which are those that are both important to the portrayal of our financial condition and results of operations and that require significant judgment or use of complex estimates.

Revenue Recognition

We recognize revenue when an agreement is signed, the fee is fixed or determinable and collectability is reasonably assured. We recognize revenue from two primary sources: license fees and services, and customer support. The majority of our license fees and services revenue is generated from fixed-price contracts, which provide for licenses to our software products and services to customize such software to meet our customers' use. When the customization services are determined to be essential to the functionality of the delivered software, we recognize revenue using the percentage-of-completion method of accounting. In these types of arrangements, we do not typically have vendor specific objective evidence ("VSOE") of fair value on the license fee/services portion (services are related to customizing the software) of the arrangement due to the large amount of customization required by our customers; however, we do have VSOE for the warranty/maintenance services based on the renewal rate of the first year of maintenance in the arrangement. The license/services portion is recognized using the percentage-of-completion method of accounting and the warranty/maintenance services are separated based on the renewal rate in the contract and recognized ratably over the warranty or maintenance period. We estimate the percentage-of-completion for each contract based on the ratio of direct labor hours incurred to total estimated direct labor hours and recognize revenue based on the percent complete multiplied by the contract amount allocated to the license fee/services. Since estimated direct labor hours, and changes thereto, can have a significant impact on revenue recognition, these estimates are critical and we review them regularly. If the arrangement includes a customer acceptance provision, the hours to complete the acceptance testing are included in the total estimated direct labor hours; therefore, the related revenue is recognized as the acceptance testing is performed. Revenue is not recognized in full until the customer has provided proof of acceptance on the arrangement. Generally, our contracts are accounted for individually. However, when certain criteria are met, it may be necessary to account for two or more contracts as one to reflect the substance of the group of contracts. We record amounts billed in advance of services being performed as unearned revenue. Unbilled work-in-progress represents revenue earned but not yet billable under the terms of the fixed-price contracts. All such amounts are expected to be billed and collected within 12 months.

We may encounter budget and schedule overruns on fixed-price contracts caused by increased labor or overhead costs. We make adjustments to cost estimates in the period in which the facts requiring such revisions become known. We record estimated losses, if any, in the period in which current estimates of total contract revenue and contract costs indicate a loss. If revisions to cost estimates are obtained after the balance sheet date but before the issuance of the interim or annual financial statements, we make adjustments to the interim or annual financial statements accordingly.

In arrangements where the services are not essential to the functionality of the delivered software, we recognize license revenue when a license agreement has been signed, delivery and acceptance have occurred, the fee is fixed or determinable and collectability is reasonably assured. Where applicable, we unbundle and record as revenue fees from multiple element arrangements as the elements are delivered to the extent that VSOE of fair value of the undelivered elements exist. If VSOE for the undelivered elements does not exist, we defer fees from such arrangements until the earlier of the date that VSOE does exist on the undelivered elements or all of the elements have been delivered.

We recognize revenue from fixed-price service contracts using the proportional performance method of accounting, which is similar to the percentage-of-completion method described above. We recognize revenue from professional services provided pursuant to time-and-materials based contracts and training services as the services are performed, as that is when our obligation to our customers under such arrangements is fulfilled.

We recognize customer support, including maintenance revenue, ratably over the service contract period. When maintenance is bundled with the original license fee arrangement, its fair value, based upon VSOE, is deferred and recognized during the periods when services are provided.

Allowance for Doubtful Accounts

We make judgments related to our ability to collect outstanding accounts receivable. We provide allowances for receivables when their collection becomes doubtful by recording an expense. We determine the allowance based on our assessment of the realization of receivables using historical information and current economic trends, including assessing the probability of collection from customers. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments owed to us, an increase in the allowance for doubtful accounts would be required. We evaluate the adequacy of the allowance regularly and make adjustments accordingly. Adjustments to the allowance for doubtful accounts could materially affect our results of operations.

Income Taxes

Significant judgment is required in determining our provision for income taxes. We assess the likelihood that our deferred tax asset will be recovered from future taxable income, and to the extent we believe that recovery is not likely, we establish a valuation allowance. We consider future taxable income projections, historical results and ongoing tax planning strategies in assessing the recoverability of deferred tax assets. However, adjustments could be required in the future if we determine that the amount to be realized is less or greater than the amount that we recorded. Such adjustments, if any, could have a material impact on our results of our operations.

We use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. As of December 31, 2010 and 2009, we had no liability for unrecognized tax benefits. We do not believe there will be any material changes to our unrecognized tax positions over the next twelve months.

Goodwill

Goodwill is the excess of acquisition cost of an acquired entity over the fair value of the identifiable net assets acquired. Goodwill is not amortized, but tested for impairment annually or whenever indicators of impairment exist. These indicators may include a significant change in the business climate, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of the business or other factors. Application of the goodwill impairment test requires judgment, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of the fair value of each reporting unit. The fair value of each reporting unit is estimated using a discounted cash flow methodology. This analysis requires significant judgments, including estimation of future cash flows, which is dependent on internal forecasts, estimation of the long-term rate of growth for our business, estimation of the useful life over which cash flows will occur, and determination of our weighted average cost of capital. Changes in these estimates and assumptions could materially affect the determination of fair value and goodwill impairment for each reporting unit. If the carrying value of a reporting unit were to exceed its fair value, we would then compare the fair value of the reporting unit's goodwill to its carrying amount, and any excess of the carrying amount over the fair value would be charged to operations as an impairment loss.

Intangible Assets

Amortizable intangible assets consist primarily of purchased software and licenses, customer contracts and relationships, trademarks and tradenames, and business partnerships acquired in conjunction with our purchases of CMS Communications, Inc. ("CMS"), Telecom Software Enterprises, LLC ("TSE") and Tertio Telecoms Ltd. ("Evolving Systems U.K."). These definite life assets are amortized using the straight-line method over their estimated lives.

We assess the impairment of identifiable intangibles if events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. Factors that we consider important which could trigger an impairment review include the following:

- Significant under-performance relative to historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy of the overall business;

- Significant negative industry or economic trends; and/or
- Significant decline in our stock price for a sustained period.

If, as a result of the existence of one or more of the above indicators of impairment, we determine that the carrying value of intangibles and/or long-lived assets may not be recoverable, we compare the estimated undiscounted cash flows expected to result from the use of the asset and its eventual disposition to the asset's carrying amount. If an amortizable intangible or long-lived asset is not deemed to be recoverable, we recognize an impairment loss representing the excess of the asset's carrying value over its estimated fair value.

Capitalization of Internal Software Development Costs

We expend amounts on product development, particularly for new products and/or for enhancements of existing products. For internal development of software products that are to be licensed by us, we expense the cost of developing software prior to establishing technological feasibility and those costs are capitalized once technological feasibility has been established. Capitalization ceases upon general release of the software. The determination of whether internal software development costs are subject to capitalization is, by its nature, highly subjective and involves significant judgments. This decision could significantly affect earnings during the development period. Further, once capitalized, the software costs are generally amortized on a straight-line basis over the estimated economic life of the product. The determination of the expected useful life of a product is highly judgmental. Finally, capitalized software costs must be assessed for impairment if facts and circumstances warrant such a review.

We did not capitalize any internal software development costs during the years ended December 31, 2010, 2009, or 2008. In addition, we did not have any capitalized internal software development costs included in our December 31, 2010 and 2009 Consolidated Balance Sheets. We believe that during these periods no material internal software development costs were required to be capitalized. Our conclusion is primarily based on the fact that the feature-rich, pre-integrated, and highly-scalable nature of our products requires that our development efforts include complex design, coding and testing methodologies, which include next generation software languages and development tools. Development projects of this nature carry a high degree of development risk.

Substantially all of our internal software development efforts are of this nature, and therefore, we believe the period between achieving technological feasibility and the general release of the software to operations is so short that any costs incurred during this period are not material.

Stock-based Compensation

We account for stock-based compensation by applying a fair-value-based measurement method to account for share-based payment transactions with employees and directors and record compensation cost for all stock awards granted after January 1, 2006 and awards modified, repurchased, or cancelled after that date. We record compensation costs associated with the vesting of unvested options on a straight-line basis over the vesting period. Stock-based compensation is a non-cash expense because we settle these obligations by issuing shares of our common stock instead of settling such obligations with cash payments. We use the Black-Scholes model to estimate the fair value of each option grant on the date of grant. This model requires the use of estimates for expected term of the options and expected volatility of the price of our common stock.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to certain market risks, including changes in foreign currency exchange rates and interest rates. Uncertainties that are either non-financial or non-quantifiable such as political, economic, tax, other regulatory, or credit risks are not included in the following assessment of market risks.

Our cash balances are subject to interest rate fluctuations and as a result, interest income amounts may fluctuate from current levels.

We are exposed to fluctuations of the U.S. dollar (our functional currency) against the currencies of our operating subsidiaries. Any increase (decrease) in the value of the U.S. dollar against any foreign currency that is the functional currency of one of our operating subsidiaries will cause the parent company to experience unrealized foreign currency translation losses (gains) with respect to amounts already invested in such foreign currencies. In addition, we and our operating subsidiaries are exposed to foreign currency risk to the extent that we enter into transactions denominated in currencies other than our respective functional currencies, such as revenue and related accounts receivable (including intercompany amounts) that are denominated in a currency other than their

own functional currency. Changes in exchange rates with respect to these items will result in unrealized (based upon period-end exchange rates) or realized foreign currency transaction gains and losses upon settlement of the transactions. In addition, we are exposed to foreign exchange rate fluctuations related to our operating subsidiaries' monetary assets and liabilities and the financial results of foreign subsidiaries and affiliates when their respective financial statements are translated into U.S. dollars for inclusion in our consolidated financial statements. We record cumulative translation adjustments in accumulated other comprehensive income (loss) as a separate component of equity. As a result of foreign currency risk, we may experience economic loss and a negative impact on earnings and equity with respect to our holdings solely as a result of foreign currency exchange rate fluctuations.

The relationship between the British Pound Sterling, Indian rupee and the U.S. dollar, which is our functional currency, is shown below, per one U.S. dollar:

| <u>Spot rates:</u> | <u>December 31,</u> | |
|--------------------------|---------------------|-------------|
| | <u>2010</u> | <u>2009</u> |
| Great British pound..... | 0.64638 | 0.62792 |
| Indian rupee | 45.55809 | 46.75082 |

| <u>Average rates:</u> | <u>For the Years Ended December 31,</u> | | |
|--------------------------|---|-------------|-------------|
| | <u>2010</u> | <u>2009</u> | <u>2008</u> |
| Great British pound..... | 0.64675 | 0.64138 | 0.54485 |
| Indian rupee | 45.96229 | 48.44708 | 43.30325 |

At the present time, we do not hedge our foreign currency exposure or use derivative financial instruments that are designed to reduce our long-term exposure to foreign currency exchange risk. We continually monitor our foreign currency exchange risk and we may consider various options to reduce this risk in the future.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Evolving Systems, Inc.

We have audited the accompanying consolidated balance sheets of Evolving Systems, Inc. (a Delaware corporation) and subsidiaries (collectively, the “Company”) as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in stockholders’ equity and comprehensive income (loss), and cash flows for each of the three years in the period ended December 31, 2010. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements 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. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 the Company as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America.

GRANT THORNTON LLP

Denver, Colorado
March 8, 2011

EVOLVING SYSTEMS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands except share data)

| | <u>December 31,</u> <u>2010</u> | <u>December 31,</u> <u>2009</u> |
|---|------------------------------------|------------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 10,801 | \$ 5,369 |
| Contract receivables, net of allowance for doubtful accounts of \$520 and \$534 at December 31, 2010 and December 31, 2009, respectively | 12,073 | 11,344 |
| Unbilled work-in-progress | 2,245 | 1,720 |
| Deferred income taxes | — | 8 |
| Prepaid and other current assets | 1,328 | 1,909 |
| Total current assets | <u>26,447</u> | <u>20,350</u> |
| Property and equipment, net | 999 | 1,196 |
| Amortizable intangible assets, net | 1,123 | 1,864 |
| Goodwill | 21,830 | 22,295 |
| Long-term restricted cash | 50 | 50 |
| Other long-term assets | 2 | 82 |
| Total assets | <u>\$ 50,451</u> | <u>\$ 45,837</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Current portion of capital lease obligations | \$ 27 | \$ 24 |
| Current portion of long-term debt | — | 333 |
| Accounts payable and accrued liabilities | 3,757 | 4,502 |
| Dividends payable | 532 | — |
| Deferred income taxes | 21 | 29 |
| Unearned revenue | 10,298 | 10,688 |
| Total current liabilities | <u>14,635</u> | <u>15,576</u> |
| Long-term liabilities: | | |
| Capital lease obligations, net of current portion | 8 | 35 |
| Long-term debt, net of current portion | — | 1,500 |
| Deferred income taxes | 51 | 257 |
| Total liabilities | <u>14,694</u> | <u>17,368</u> |
| Commitments and contingencies (Note 10) | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.001 par value; 2,000,000 shares authorized; no shares issued and outstanding as of December 31, 2010 and December 31, 2009 | — | — |
| Common stock, \$0.001 par value; 40,000,000 shares authorized; 10,651,431 and 9,930,682 shares issued and outstanding as of December 31, 2010 and December 31, 2009, respectively | 11 | 10 |
| Additional paid-in capital | 87,435 | 83,499 |
| Accumulated other comprehensive loss | (3,704) | (3,242) |
| Accumulated deficit | (47,985) | (51,798) |
| Total stockholders' equity | <u>35,757</u> | <u>28,469</u> |
| Total liabilities and stockholders' equity | <u>\$ 50,451</u> | <u>\$ 45,837</u> |

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

EVOLVING SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands except per share data)

| | For the Years Ended December 31, | | |
|---|----------------------------------|-----------------|-----------------|
| | 2010 | 2009 | 2008 |
| REVENUE | | | |
| License fees and services | \$ 20,251 | \$ 21,561 | \$ 20,324 |
| Customer support | 17,055 | 16,635 | 17,497 |
| Total revenue | <u>37,306</u> | <u>38,196</u> | <u>37,821</u> |
| COSTS OF REVENUE AND OPERATING EXPENSES | | | |
| Costs of license fees and services, excluding depreciation and amortization | 8,099 | 7,642 | 7,816 |
| Costs of customer support, excluding depreciation and amortization | 4,694 | 5,543 | 6,103 |
| Sales and marketing | 7,265 | 7,696 | 8,500 |
| General and administrative | 5,431 | 5,737 | 5,676 |
| Product development | 4,322 | 3,530 | 3,607 |
| Depreciation | 592 | 632 | 847 |
| Amortization | 688 | 732 | 1,363 |
| Total costs of revenue and operating expenses | <u>31,091</u> | <u>31,512</u> | <u>33,912</u> |
| Income from operations | <u>6,215</u> | <u>6,684</u> | <u>3,909</u> |
| Other income (expense) | | | |
| Interest income | 13 | 25 | 161 |
| Interest expense | (102) | (547) | (1,171) |
| Other income | — | — | 57 |
| Gain (loss) on extinguishment of debt | — | — | (290) |
| Foreign currency exchange gain (loss) | (121) | (574) | 823 |
| Other expense, net | <u>(210)</u> | <u>(1,096)</u> | <u>(420)</u> |
| Income before income taxes | 6,005 | 5,588 | 3,489 |
| Income tax expense | 652 | 764 | 560 |
| Net income | <u>\$ 5,353</u> | <u>\$ 4,824</u> | <u>\$ 2,929</u> |
| Basic income per common share | <u>\$ 0.53</u> | <u>\$ 0.49</u> | <u>\$ 0.30</u> |
| Diluted income per common share | <u>\$ 0.49</u> | <u>\$ 0.48</u> | <u>\$ 0.30</u> |
| Weighted average basic shares outstanding | 10,174 | 9,816 | 9,695 |
| Weighted average diluted shares outstanding | 10,815 | 10,145 | 9,878 |

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

EVOLVING SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME
(LOSS)
(in thousands, except share data)

| | Common Stock | | Additional Paid-in Capital | Accumulated Other Comprehensive Income (Loss) | Accumulated (Deficit) | Total Stockholders' Equity |
|---|-------------------|--------------|----------------------------------|--|--------------------------|----------------------------------|
| | Shares | Amount | | | | |
| Balance at December 31, 2007 ... | 8,957,384 | 9 | 75,326 | 2,144 | (59,551) | 17,928 |
| Stock option exercises..... | 2,527 | — | 4 | — | — | 4 |
| Common Stock issued pursuant to the Employee Stock Purchase Plan..... | 22,856 | — | 69 | — | — | 69 |
| Stock-based compensation expense | — | — | 839 | — | — | 839 |
| Preferred stock conversion..... | 718,125 | 1 | 5,586 | — | — | 5,587 |
| Restricted stock issuance | 52,500 | — | — | — | — | — |
| Comprehensive income (loss): | | | | | | |
| Net income..... | — | — | — | — | 2,929 | |
| Foreign currency translation adjustment | — | — | — | (7,414) | — | |
| Comprehensive loss | — | — | — | — | — | (4,485) |
| Balance at December 31, 2008 | 9,753,392 | 10 | 81,824 | (5,270) | (56,622) | 19,942 |
| Stock option exercises..... | 141,804 | — | 743 | — | — | 743 |
| Common Stock issued pursuant to the Employee Stock Purchase Plan..... | 35,486 | — | 68 | — | — | 68 |
| Stock-based compensation expense | — | — | 864 | — | — | 864 |
| Comprehensive income (loss): | | | | | | |
| Net income..... | — | — | — | — | 4,824 | |
| Foreign currency translation adjustment | — | — | — | 2,028 | — | |
| Comprehensive income..... | — | — | — | — | — | 6,852 |
| Balance at December 31, 2009 ... | 9,930,682 | 10 | 83,499 | (3,242) | (51,798) | 28,469 |
| Stock option exercises..... | 662,795 | 1 | 2,909 | — | — | 2,910 |
| Common Stock issued pursuant to the Employee Stock Purchase Plan..... | 9,204 | — | 52 | — | — | 52 |
| Stock-based compensation expense | — | — | 943 | — | — | 943 |
| Excess tax benefits from stock-based compensation | — | — | 32 | — | — | 32 |
| Restricted stock issuance | 48,750 | — | — | — | — | — |
| Common stock cash dividends..... | — | — | — | — | (1,540) | (1,540) |
| Comprehensive income (loss): | | | | | | |
| Net income..... | — | — | — | — | 5,353 | |
| Foreign currency translation adjustment | — | — | — | (462) | — | |
| Comprehensive income..... | — | — | — | — | — | 4,891 |
| Balance at December 31, 2010 ... | 10,651,431 | \$ 11 | \$ 87,435 | \$ (3,704) | \$ (47,985) | \$ 35,757 |

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

EVOLVING SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

| | For the Years Ended December 31, | | |
|--|----------------------------------|----------|----------|
| | 2010 | 2009 | 2008 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net income | \$ 5,353 | \$ 4,824 | \$ 2,929 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation | 592 | 632 | 847 |
| Amortization of intangible assets | 688 | 732 | 1,363 |
| Amortization of debt issuance costs | 83 | 142 | 147 |
| Stock based compensation | 943 | 864 | 839 |
| Loss on extinguishment of debt | — | — | 290 |
| Unrealized foreign currency transaction (gains) and losses, net .. | 121 | 574 | (823) |
| Provision for bad debt | — | — | 512 |
| Benefit from foreign deferred income taxes | (197) | (197) | (320) |
| Change in operating assets and liabilities: | | | |
| Contract receivables | (874) | (283) | (1,007) |
| Unbilled work-in-progress | (568) | 341 | (1,465) |
| Prepaid and other assets | 553 | (525) | (291) |
| Accounts payable and accrued liabilities | (689) | (939) | 607 |
| Unearned revenue | (281) | (1,118) | 1,989 |
| Other long-term obligations | — | (1,403) | (73) |
| Net cash provided by operating activities | 5,724 | 3,644 | 5,544 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Purchase of property and equipment | (400) | (524) | (898) |
| Restricted cash | — | 50 | — |
| Net cash used in investing activities | (400) | (474) | (898) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Capital lease payments | (24) | (21) | (20) |
| Principal payments on long-term debt | (1,811) | (6,550) | (8,298) |
| Proceeds from issuance of long-term debt | — | 1,469 | 4,000 |
| Payments for debt issuance costs | — | — | (347) |
| Common stock dividends | (1,008) | — | — |
| Excess tax benefits from stock-based compensation | 32 | — | — |
| Proceeds from the issuance of stock | 2,962 | 811 | 72 |
| Net cash provided by (used in) financing activities | 151 | (4,291) | (4,593) |
| Effect of exchange rate changes on cash | (43) | 707 | (1,541) |
| Net increase (decrease) in cash and cash equivalents | 5,432 | (414) | (1,488) |
| Cash and cash equivalents at beginning of year | 5,369 | 5,783 | 7,271 |
| Cash and cash equivalents at end of year | \$ 10,801 | \$ 5,369 | \$ 5,783 |
| Supplemental disclosure of other cash and non-cash investing and financing transactions: | | | |
| Interest paid | \$ 21 | \$ 1,822 | \$ 1,096 |
| Income taxes paid | 365 | 844 | 671 |
| Conversion of preferred stock into common stock | — | — | 5,587 |
| Property and equipment purchased and included in accounts payable | 5 | 10 | 99 |

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

EVOLVING SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization – We are a provider of software solutions and services to the wireless, wireline and IP cable markets. We maintain long-standing relationships with many of the largest wireline, wireless and cable companies worldwide. Our customers rely on us to develop, deploy, enhance, maintain and integrate complex, highly reliable software solutions for a range of Operations Support Systems (“OSS”). We offer software products and solutions in four core areas: service activation solutions used to activate complex bundles of voice, video and data services for traditional and next generation wireless and wireline networks; numbering solutions that enable carriers to comply with government-mandated requirements regarding number portability as well as providing phone number management and assignment capabilities; SIM card activation solutions used to dynamically allocate and assign resources to a wireless device when it is first used, and mediation solutions supporting data collection for both service assurance and billing applications.

Principles of Consolidation – The consolidated financial statements include the accounts of Evolving Systems, Inc. and subsidiaries, all of which are wholly owned. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires us 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, as well as the reported amounts of revenue and expenses during the reporting period. We made estimates with respect to revenue recognition for estimated hours to complete projects accounted for using the percentage-of-completion method, allowance for doubtful accounts, income tax valuation allowance, fair values of long-lived assets, valuation of intangible assets and goodwill, useful lives for property, equipment and intangible assets, business combinations, capitalization of internal software development costs and fair value of stock-based compensation amounts. Actual results could differ from these estimates.

Foreign Currency Translation – Our functional currency is the U.S. dollar. The functional currency of our foreign operations, generally, is the respective local currency for each foreign subsidiary. Assets and liabilities of foreign operations denominated in local currencies are translated at the spot rate in effect at the applicable reporting date. Our consolidated statements of operations are translated at the weighted average rate of exchange during the applicable period. The resulting unrealized cumulative translation adjustment, net of applicable income taxes, is recorded as a component of accumulated other comprehensive income (loss) in stockholders’ equity. Realized and unrealized transaction gains and losses generated by transactions denominated in a currency different from the functional currency of the applicable entity are recorded in other income (loss) in the period in which they occur.

Cash and Cash Equivalents – All highly liquid investments and investments with an original maturity of three months or less when purchased are considered to be cash equivalents. All cash equivalents are carried at cost, which approximates fair value. We have cash investment policies that limit investments to investment grade securities and certificates of deposit. Cash balances in UK and India as of December 31, 2010 were \$5.7 million and \$0.4 million, respectively, and as of December 31, 2009 were \$3.5 million and \$0.3 million, respectively.

Restricted Cash – As of December 31, 2010 and 2009, we had \$50,000 of restricted cash, related to our headquarters lease. The remainder of the restricted cash will become unrestricted within 60 days of the expiration of our lease.

Reclassifications – Certain prior period balances have been reclassified to conform to the current year’s presentation. We previously disclosed mediation revenue in addition to activation and numbering. Mediation revenue is less than 5% of total revenue for 2010 and is not being presented separately. Those amounts are presented within activation and numbering. Prior period balances have been reclassified to reflect the current year’s presentation.

Contract Receivables and Allowance for Doubtful Accounts – Contract receivables are recorded at the invoiced amount and do not bear interest. Credit is extended based on the evaluation of a customer’s financial condition and collateral is not required. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in accounts receivable. We determine the allowance based on historical write-off experience and information received during collection efforts. We review our allowance for doubtful accounts monthly and past due balances over 90 days are reviewed individually for collectability. Account balances are charged against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. We do not have any off-balance-sheet credit exposure related to our customers.

The following table reflects the activity in the allowance for doubtful account:

| Fiscal Year | Description | Balance at Beginning of Period | Bad Debt Expense/ (Recovery) | Write-Offs Charged to Allowance | Effects of Foreign Currency Exchange Rates | Balance at End of Period |
|-------------|---------------------------------|--------------------------------|------------------------------|---------------------------------|--|--------------------------|
| 2010.. | Allowance for doubtful accounts | \$ 534 | \$ — | \$ (14) | \$ — | \$ 520 |
| 2009.. | Allowance for doubtful accounts | \$ 534 | \$ — | \$ — | \$ — | \$ 534 |
| 2008.. | Allowance for doubtful accounts | \$ 66 | \$ 512 | \$ (28) | \$ (16) | \$ 534 |

Concentration of Credit Risk – Financial instruments that potentially subject us to concentrations of credit risk consist primarily of contract receivables and unbilled work-in-progress. We perform on-going evaluations of customers’ financial condition and, generally, require no collateral from customers.

A substantial portion of our revenue is from a limited number of customers, all in the telecommunications industry. The following tables depict the percentage of revenue and percentage of contract receivables generated from significant customers (defined as contributing at least 10%):

| | For the Years Ended December 31, | | |
|-----------------------------|----------------------------------|------|------|
| | 2010 | 2009 | 2008 |
| Customer A— U.S. | 17% | 19% | 20% |
| Customer B — U.K. (1) | — | — | 14% |
| Total % of Revenue | 17% | 19% | 34% |

(1) Customer B contributed revenue in 2009 and 2010, but less than the 10% threshold.

| | December 31, | |
|---|--------------|------|
| | 2010 | 2009 |
| Customer A – U.S. | 39% | 38% |
| Total % of contract receivables and unbilled work-in-progress | 39% | 38% |

We are subject to concentration of credit risk with respect to our cash and cash equivalents, which we attempt to minimize by maintaining our cash and cash equivalents with institutions of sound financial quality. At times, cash balances may exceed limits federally insured by the Federal Deposit Insurance Corporation (“FDIC”). No losses related to such balances have been incurred to date. In October 2008, through the temporary Transaction Account Guarantee Program (“TAGP”), full coverage is offered for non-interest bearing deposit accounts at FDIC-insured institutions that agree to participate in the program and remained in effect for participating institutions through December 31, 2010. As of December 31, 2010 and 2009, our U.S. funds are held with a bank that is participating in the TAGP. The passage of the Dodd-Frank Wall Street reform and Consumer Protection Act, extended the unlimited FDIC coverage of funds held in noninterest bearing transaction accounts through December 31, 2012.

Our funds not under any FDIC or TAGP program were \$6.1 million and \$3.8 million as of December 31, 2010 and 2009, respectively.

Fair Value of Financial Instruments – The carrying amounts for certain financial instruments, including cash and cash equivalents, contract receivables and accounts payable, approximate fair value due to their short maturities. We estimate the fair value of our debt based on current rates offered to us for debt of the same remaining maturities, if available, or if not available, based on discounted future cash flows using current market interest rates. As of December 31, 2009, we estimated the fair value of our fixed rate senior term loan and revolver was \$0.3 million and \$1.5 million, respectively.

Revenue Recognition – We recognize revenue when an agreement is signed, the fee is fixed or determinable and collectability is reasonably assured. We recognize revenue from two primary sources: license fees and services, and customer support. The majority of our license fees and services revenue is generated from fixed-price contracts, which provide for licenses to our software products and services to customize such software to meet our customers’ use. When the customization services are determined to be essential to the functionality of the delivered software, we recognize revenue using the percentage-of-completion method of accounting. In these types of arrangements, we do not typically have vendor specific objective evidence (“VSOE”) of fair value on the license fee/services portion (services are related to customizing the software) of the arrangement due to the large amount of customization required by our customers; however, we do have VSOE for the warranty/maintenance services based on the renewal

rate of the first year of maintenance in the arrangement. The license/services portion is recognized using the percentage-of-completion method of accounting and the warranty/maintenance services are separated based on the renewal rate in the contract and recognized ratably over the warranty or maintenance period. We estimate the percentage-of-completion for each contract based on the ratio of direct labor hours incurred to total estimated direct labor hours and recognize revenue based on the percent complete multiplied by the contract amount allocated to the license fee/services. Since estimated direct labor hours, and changes thereto, can have a significant impact on revenue recognition, these estimates are critical and we review them regularly. If the arrangement includes a customer acceptance provision, the hours to complete the acceptance testing are included in the total estimated direct labor hours; therefore, the related revenue is recognized as the acceptance testing is performed. Revenue is not recognized in full until the customer has provided proof of acceptance on the arrangement. Generally, our contracts are accounted for individually. However, when certain criteria are met, it may be necessary to account for two or more contracts as one to reflect the substance of the group of contracts. We record amounts billed in advance of services being performed as unearned revenue. Unbilled work-in-progress represents revenue earned but not yet billable under the terms of the fixed-price contracts. All such amounts are expected to be billed and collected within 12 months.

We may encounter budget and schedule overruns on fixed-price contracts caused by increased labor or overhead costs. We make adjustments to cost estimates in the period in which the facts requiring such revisions become known. We record estimated losses, if any, in the period in which current estimates of total contract revenue and contract costs indicate a loss. If revisions to cost estimates are obtained after the balance sheet date but before the issuance of the interim or annual financial statements, we make adjustments to the interim or annual financial statements accordingly.

In arrangements where the services are not essential to the functionality of the delivered software, we recognize license revenue when a license agreement has been signed, delivery and acceptance have occurred, the fee is fixed or determinable and collectability is reasonably assured. Where applicable, we unbundle and record as revenue fees from multiple element arrangements as the elements are delivered to the extent that VSOE of fair value of the undelivered elements exist. If VSOE for the undelivered elements does not exist, we defer fees from such arrangements until the earlier of the date that VSOE does exist on the undelivered elements or all of the elements have been delivered.

We recognize revenue from fixed-price service contracts using the proportional performance method of accounting, which is similar to the percentage-of-completion method described above. We recognize revenue from professional services provided pursuant to time-and-materials based contracts and training services as the services are performed, as that is when our obligation to our customers under such arrangements is fulfilled.

We recognize customer support, including maintenance revenue, ratably over the service contract period. When maintenance is bundled with the original license fee arrangement, its fair value, based upon VSOE, is deferred and recognized during the periods when services are provided.

Sales, Use and Other Value Added Tax — Revenue is recorded net of applicable state, use and other value added taxes.

Advertising and Promotion Costs – All advertising and promotion costs are expensed as incurred. Advertising costs totaled approximately \$0.5 million, \$0.3 million and \$0.3 million, for the years ended December 31, 2010, 2009 and 2008, respectively.

Stock-based Compensation – We account for stock-based compensation by applying a fair-value-based measurement method to account for share-based payment transactions with employees and directors. We record compensation costs associated with the vesting of unvested options on a straight-line basis over the vesting period. Stock-based compensation is a non-cash expense because we settle these obligations by issuing shares of our common stock instead of settling such obligations with cash payments. We use the Black-Scholes model to estimate the fair value of each option grant on the date of grant. This model requires the use of estimates for expected term of the options and expected volatility of the price of our common stock.

Capitalization of Internal Software Development Costs – We expend amounts on product development, particularly for new products and/or for enhancements of existing products. For internal development of software products that are to be licensed by us, we expense the cost of developing software prior to establishing technological feasibility and those costs are capitalized once technological feasibility has been established. Capitalization ceases upon general release of the software. The determination of whether internal software development costs are subject to capitalization is, by its nature, highly subjective and involves significant judgments. This decision could significantly affect earnings during the development period. Further, once capitalized, the software costs are generally amortized on a straight-line basis over the estimated economic life of the product. The determination of the expected useful life of a product is highly judgmental. Finally, capitalized software costs must be assessed for impairment if facts and circumstances warrant such a review.

We did not capitalize any internal software development costs during the years ended December 31, 2010, 2009, or 2008. In addition, we did not have any capitalized internal software development costs included in our December 31, 2010 and 2009 Consolidated Balance Sheets. We believe that during these periods no material internal software development costs were required to be capitalized. Our conclusion is primarily based on the fact that the feature-rich, pre-integrated, and highly-scalable nature of our products requires that our development efforts include complex design, coding and testing methodologies, which include next generation software languages and development tools. Development projects of this nature carry a high degree of development risk. Substantially all of our internal software development efforts are of this nature, and therefore, we believe the period between achieving technological feasibility and the general release of the software to operations is so short that any costs incurred during this period are not material.

Property and Equipment and Long-Lived Assets – Property and equipment are stated at cost or estimated fair value if acquired in an acquisition, less accumulated depreciation, and are depreciated over their estimated useful lives, or the lease term, if shorter, using the straight-line method. Leasehold improvements are stated at cost, less accumulated amortization, and are amortized over the shorter of the lease term or estimated useful life of the asset. Maintenance and repair costs are expensed as incurred.

We review our long-lived assets, such as property and equipment and purchased intangible assets subject to amortization for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. We evaluate the recoverability of an asset or asset group by comparing its carrying amount to the estimated undiscounted future cash flows expected to be generated by the asset or asset group. If the carrying amount of an asset or asset group exceeds its estimated future cash flows, we recognize an impairment charge as the amount by which the carrying amount of the asset exceeds the estimated fair value of the asset.

Goodwill – Goodwill is the excess of acquisition cost of an acquired entity over the fair value of the identifiable net assets acquired. Goodwill is not amortized, but tested for impairment annually or whenever indicators of impairment exist. These indicators may include a significant change in the business climate, legal factors, operating performance indicators, competition, sale or disposition of a significant portion of the business or other factors. For purposes of the goodwill evaluation, we compare the fair value of each of our reporting units to its respective carrying amount. If the carrying value of a reporting unit were to exceed its fair value, we would then compare the fair value of the reporting unit's goodwill to its carrying amount, and any excess of the carrying amount over the fair value would be charged to operations as an impairment loss.

Intangible Assets – Amortizable intangible assets consist primarily of purchased software and licenses, customer contracts and relationships, trademarks and tradenames, and business partnerships acquired in conjunction with our purchases of CMS Communications, Inc. ("CMS"), Telecom Software Enterprises, LLC ("TSE") and Evolving Systems U.K. These definite life assets are amortized using the straight-line method over their estimated lives.

We assess the impairment of identifiable intangibles if events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. Factors that we consider significant which could trigger an impairment analysis include the following:

- Significant under-performance relative to historical or projected future operating results;
- Significant changes in the manner of use of the acquired assets or the strategy of the overall business;
- Significant negative industry or economic trends; and/or
- Significant decline in our stock price for a sustained period.

If, as a result of the existence of one or more of the above indicators of impairment, we determine that the carrying value of intangibles and/or long-lived assets may not be recoverable, we compare the estimated undiscounted cash flows expected to result from the use of the asset and its eventual disposition to the asset's carrying amount. If an amortizable intangible or long-lived asset is not deemed to be recoverable, we recognize an impairment loss representing the excess of the asset's carrying value over its estimated fair value. We have concluded that no triggering events indicating potential impairment have occurred during 2010, 2009, and 2008.

Income Taxes – Significant judgment is required in determining our provision for income taxes. We assess the likelihood that our deferred tax asset will be recovered from future taxable income, and to the extent we believe that recovery is not likely, we establish a valuation allowance. We consider future taxable income projections, historical results and ongoing tax planning strategies in assessing the recoverability of deferred tax assets. However, adjustments could be required in the future if we determine that the

amount to be realized is less or greater than the amount that we recorded. Such adjustments, if any, could have a material impact on our results of our operations.

We use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities.

As of December 31, 2010 and 2009, we had no liability for unrecognized tax benefits. We do not believe there will be any material changes to our unrecognized tax positions over the next twelve months.

NOTE 2 – GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill by reporting unit were as follows (in thousands):

| | License and Services | | Customer Support | | Total Goodwill |
|--|----------------------|----------|------------------|----------|----------------|
| | US | UK | US | UK | |
| Balance as of December 31, 2008 | \$ — | \$ 6,610 | \$ 6,033 | \$ 8,168 | \$ 20,811 |
| Effects of changes in foreign currency exchange rates | — | 664 | — | 820 | 1,484 |
| Balance as of December 31, 2009 | \$ — | \$ 7,274 | \$ 6,033 | \$ 8,988 | \$ 22,295 |
| Effects of changes in foreign currency exchange rates | — | (208) | — | (257) | (465) |
| Balance as of December 31, 2010 | \$ — | \$ 7,066 | \$ 6,033 | \$ 8,731 | \$ 21,830 |

We conducted our annual goodwill impairment test as of July 31, 2010, and we determined that goodwill was not impaired as of the test date. From July 31, 2010 through December 31, 2010, we believe no events have occurred that may have impaired goodwill.

Identifiable intangible assets are amortized on a straight-line basis over estimated lives ranging from one to seven years and include the cumulative effects of foreign currency exchange rates. As of December 31, 2010 and 2009, identifiable intangibles were as follows (in thousands):

| | December 31, 2010 | | | December 31, 2009 | | | Weighted-Average Amortization Period |
|---------------------------------|-------------------|--------------------------|---------------------|-------------------|--------------------------|---------------------|--------------------------------------|
| | (1) Gross Amount | Accumulated Amortization | Net Carrying Amount | (1) Gross Amount | Accumulated Amortization | Net Carrying Amount | |
| Purchased software | \$ 1,672 | \$ 1,534 | \$ 138 | \$ 1,712 | \$ 1,287 | \$ 425 | 4.6 yrs |
| Purchased licenses | 227 | 227 | — | 227 | 227 | — | 2.3 yrs |
| Trademarks and tradenames | 694 | 446 | 248 | 715 | 357 | 358 | 7.0 yrs |
| Business partnerships | 113 | 102 | 11 | 116 | 82 | 34 | 5.0 yrs |
| Customer relationships | 3,117 | 2,391 | 726 | 3,177 | 2,130 | 1,047 | 5.3 yrs |
| | <u>\$ 5,823</u> | <u>\$ 4,700</u> | <u>\$ 1,123</u> | <u>\$ 5,947</u> | <u>\$ 4,083</u> | <u>\$ 1,864</u> | <u>5.2 yrs</u> |

(1) Changes in intangible values as of December 31, 2010 compared to December 31, 2009 are the direct result of changes in foreign currency exchange rates for the years then ended.

Amortization expense of identifiable intangible assets was \$0.7 million, \$0.7 million and \$1.4 million for the years ended December 31, 2010, 2009 and 2008, respectively. As Evolving Systems U.K. uses the British Pound Sterling as its functional currency, the amount of future amortization actually recorded will be based upon exchange rates in effect at that time. Expected future amortization expense related to identifiable intangibles based on our carrying amount as of December 31, 2010 was as follows (in thousands):

| <u>Years ending December 31,</u> | |
|----------------------------------|-----------------|
| 2011 | \$ 539 |
| 2012 | 389 |
| 2013 | 195 |
| | <u>\$ 1,123</u> |

NOTE 3 – BALANCE SHEET COMPONENTS

The components of certain balance sheet line items are as follows (in thousands):

| | <u>December 31,</u> | |
|--|---------------------|-----------------|
| | <u>2010</u> | <u>2009</u> |
| Property and equipment: | | |
| Computer equipment and purchased software . | \$ 19,887 | \$ 20,303 |
| Furniture, fixtures and leasehold improvements | | |
| | <u>2,297</u> | <u>2,437</u> |
| | 22,184 | 22,740 |
| Less accumulated depreciation | <u>(21,185)</u> | <u>(21,544)</u> |
| | <u>\$ 999</u> | <u>\$ 1,196</u> |
| | | |
| Assets acquired under capital lease: | | |
| Original book value..... | \$ 58 | \$ 58 |
| Accumulated amortization | <u>(53)</u> | <u>(39)</u> |
| Net book value | <u>\$ 5</u> | <u>\$ 19</u> |

Depreciation expense was \$0.6 million, \$0.6 million and \$0.8 million for the years ended December 31, 2010, 2009 and 2008, respectively.

Included in property and equipment at December 31, 2010 and 2009 are assets under capital lease. Depreciation expense related to assets under capital leases was \$14,000, \$15,000 and \$14,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

| | <u>December 31,</u> | |
|--|---------------------|-----------------|
| | <u>2010</u> | <u>2009</u> |
| Accounts payable and accrued liabilities: | | |
| Accounts payable | \$ 648 | \$ 1,008 |
| Accrued compensation and related expenses | 1,571 | 2,227 |
| Accrued liabilities | <u>1,538</u> | <u>1,267</u> |
| | <u>\$ 3,757</u> | <u>\$ 4,502</u> |

NOTE 4 – LONG-TERM DEBT

Our notes payable consist of the following (in thousands):

| | <u>December 31,</u> | <u>December 31,</u> |
|--|---------------------|---------------------|
| | <u>2010</u> | <u>2009</u> |
| Senior term loan with financial institution, interest at a fixed rate of 8.25%, principal installments and interest payments are due monthly with final maturity on February 22, 2010. The loan is secured by substantially all of our assets. | \$ — | \$ 333 |
| \$3.5 million U.K. revolving credit facility payable to financial institution, interest at Prime Rate plus 0.5%; interest rate was 3.75% at December 31, 2009. Interest is payable monthly with remaining principal due February 22, 2011. The loan is secured by substantially all of our assets..... | — | 1,500 |
| Total debt | — | 1,833 |
| Less current portion | — | (333) |
| Long-term debt, excluding current portion | <u>\$ —</u> | <u>\$ 1,500</u> |

The U.S. revolving credit facility matured on February 22, 2011. As of December 31, 2010, we had \$2.5 million in availability, but no borrowing outstanding under this credit facility. The U.S. credit facility accrued interest at Prime Rate plus 0.5%. Prime Rate was 3.25% as of December 31, 2010.

The U.K. revolving credit facility matured on February 22, 2011. As of December 31, 2010, we had \$3.5 million in availability, but no borrowing outstanding under this credit facility. The U.K. credit facility accrued interest at Prime Rate plus 0.5%. Prime Rate was 3.25% as of December 31, 2010.

During 2009, we made optional pre-payments of \$6.2 million against our subordinated notes, including accrued non-current interest. The notes were paid in full as of November 19, 2009. All of the payments were unscheduled and reduced balances that otherwise would have been classified as long-term as of December 31, 2009.

In 2008, in connection with the replacement of our existing senior term note and senior revolving facility with the new senior term loan and U.S. Revolving Facility and the U.K. Revolving Facility, we recorded a write-off of debt issuance costs associated with the retired senior debt of approximately \$0.3 million. Additionally, we capitalized debt issuance costs related to our senior debt of approximately \$0.3 million. Capitalized debt issuance costs are amortized over the term of the senior debt.

On February 22, 2008, we paid \$272,000 to retire \$279,000 of subordinated debt and related accrued interest held by two of our subordinated note holders. The retirements included principal of \$217,000 and accrued interest of \$62,000. The \$7,000 gain on extinguishment of this debt is reflected within our other income (expense) on the consolidated statements of operations. On February 22, 2008, we also paid \$728,000 in accrued interest to the remaining subordinated note holders.

We were in compliance with all of our debt covenants as of December 31, 2010 and 2009.

NOTE 5 – INCOME TAXES

The pre-tax income (loss) on which the provision for income taxes was computed is as follows (in thousands):

| | For the Years Ended December 31 | | |
|----------------|---------------------------------|-----------------|-----------------|
| | 2010 | 2009 | 2008 |
| Domestic | \$ 2,769 | \$ 1,638 | \$ (115) |
| Foreign | 3,235 | 3,950 | 3,604 |
| Total | <u>\$ 6,005</u> | <u>\$ 5,588</u> | <u>\$ 3,489</u> |

The expense (benefit) for income taxes consists of the following (in thousands):

| | For the Years Ended December 31 | | |
|----------------------|---------------------------------|---------------|---------------|
| | 2010 | 2009 | 2008 |
| Current: | | | |
| Federal | \$ 57 | \$ 38 | \$ 25 |
| Foreign | 746 | 923 | 855 |
| State | 46 | — | — |
| Total current | <u>\$ 849</u> | <u>\$ 961</u> | <u>\$ 880</u> |
| Deferred: | | | |
| Federal | \$ — | \$ — | \$ — |
| Foreign | (197) | (197) | (320) |
| State | — | — | — |
| Total deferred | <u>(197)</u> | <u>(197)</u> | <u>(320)</u> |
| Total | <u>\$ 652</u> | <u>\$ 764</u> | <u>\$ 560</u> |

As of December 31, 2010 and 2009, we had net operating loss carryforwards (“NOL”) of approximately \$45.0 million and \$46.6 million, respectively, related to U.S. federal and state jurisdictions. The federal net operating loss expires at various times beginning in 2019 and ending in 2029. In addition, we have research and experimentation credit carryforwards of approximately \$0.8 million which may expire at various times beginning in 2012. Of our \$45.0 million NOL, \$9.6 million of the NOL is related to stock compensation expense, the benefit of which, if realized, will be an increase to equity as opposed to a reduction in tax expense. For the years ended December 31, 2010 and 2009, Evolving Systems was subject to alternative minimum tax in the amount of \$57,000 and \$38,000, respectively. A deferred tax asset in this amount has been established but has a full valuation allowance against it at this

time. The Internal Revenue Code places certain limitations on the annual amount of net operating loss carry forwards which can be utilized if certain changes in ownership occur. Previously, we believed that changes in our ownership had occurred which would limit the future utilization of NOL's. Based on updated information, we've concluded that our NOL's are not limited as of December 31, 2010.

Deferred tax assets and liabilities reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of our deferred tax assets and liabilities are as follows (in thousands):

| | <u>As of December 31,</u> | |
|---|---------------------------|------------------|
| | <u>2010</u> | <u>2009</u> |
| Deferred tax assets: | | |
| Net operating loss carryforwards | \$ 16,193 | \$ 17,398 |
| Research & experimentation credit carryforwards | 841 | 841 |
| Equity compensation | 708 | 603 |
| AMT Credit | 97 | 73 |
| Depreciable assets | 419 | 417 |
| Acquired intangibles | 501 | 594 |
| Other | 166 | 160 |
| Total deferred tax assets | <u>\$ 18,925</u> | <u>\$ 20,086</u> |
| Deferred tax liabilities | | |
| Undistributed foreign earnings | \$ (1,049) | \$ (904) |
| Acquired intangibles | (303) | (522) |
| Total deferred tax liability | <u>(1,352)</u> | <u>(1,426)</u> |
| Net deferred tax assets, before valuation allowance | 17,573 | 18,660 |
| Valuation allowance | <u>(17,645)</u> | <u>(18,938)</u> |
| Net deferred tax liability | <u>\$ (72)</u> | <u>\$ (278)</u> |
| Financial statement classification: | | |
| Current deferred tax asset/liability | \$ (21) | \$ (21) |
| Long-term deferred tax liability | (51) | (257) |
| Net deferred tax liability | <u>\$ (72)</u> | <u>\$ (278)</u> |

In conjunction with the acquisition of Evolving Systems U.K., we recorded certain identifiable intangible assets. We established a deferred tax liability of \$4.6 million at the acquisition date for the expected difference between what would be expensed for financial reporting purposes and what would be deductible for income tax purposes. This deferred tax liability related to Evolving Systems U.K. and has no impact on our ability to recover our U.S. based deferred tax assets. As of December 31, 2010 and 2009, this deferred tax liability was \$0.3 million and \$0.5 million, respectively. This deferred tax liability will be recognized as the identifiable intangibles are amortized.

We continue to maintain a full valuation allowance on the domestic net deferred tax asset as we have determined it is more likely than not that we will not realize our domestic deferred tax assets. Such assets primarily consist of certain net operating loss carryforwards. We assessed the realizability of our domestic deferred tax assets using all available evidence. In particular, we considered both historical results and projections of profitability for the reasonably foreseeable future periods. We are required to reassess our conclusions regarding the realization of our deferred tax assets at each financial reporting date. A future evaluation could result in a conclusion that all or a portion of the valuation allowance is no longer necessary which could have a material impact on our results of operations and financial position.

The income tax expense differs from the amount computed by applying the U.S. federal income tax rate of 34% to income before income taxes as follows (in thousands):

| | For the Years Ended December 31, | | |
|--|---|---------------|---------------|
| | 2010 | 2009 | 2008 |
| U.S. federal income tax expense at statutory rates | \$ 2,042 | \$ 1,902 | \$ 1,186 |
| State income tax expense, net of federal impact | 46 | 98 | 28 |
| Permanent differences | (10) | 8 | 10 |
| Foreign rate differential | 25 | 62 | (56) |
| Foreign deemed dividends | 114 | 303 | 125 |
| Change in valuation allowance | (1,294) | (1,140) | (351) |
| Equity compensation | 39 | 27 | 118 |
| Research and development expenses | (477) | (644) | (564) |
| Foreign taxes | 64 | 122 | 28 |
| Other, net | 103 | 26 | 36 |
| Income tax expense | <u>\$ 652</u> | <u>\$ 764</u> | <u>\$ 560</u> |

We use a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination by taxing authorities. There was no material impact on the company's consolidated financial position and results of operations as a result of the adoption of this provision.

As of December 31, 2010 and 2009, we had no liability for unrecognized tax benefits. We do not believe there will be any material changes to our unrecognized tax positions over the next twelve months.

Our income taxes payable have been reduced by the tax benefits from employee stock plan awards. We had net excess tax benefits from employee stock plan awards of \$32,000 for the year ended December 31, 2010, which was reflected as an increase to additional paid-in capital.

We conduct business globally and, as a result, Evolving Systems, Inc. or one or more of our subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, namely the United Kingdom, Germany and India.

During 2004, we formed Evolving Systems India, a wholly owned subsidiary of Evolving Systems, Inc. which is used for offshore product development. We were granted a tax holiday by India which extends through March 2011. Under the terms of the tax holiday, we are only liable for a Minimum Alternative Tax ("MAT").

NOTE 6 – STOCKHOLDERS' EQUITY

Common Stock Dividend

Our Board of Directors declared a fourth quarter cash dividend of \$.05 per share, payable January 14, 2011, to stockholders of record December 10, 2010. The dividend was accrued as of December 31, 2010 for \$0.5 million and paid on January 14, 2011. During 2010, our Board of Directors declared and paid a second and third quarter cash dividend of \$.05 per share each.

Any determination to declare a future quarterly dividend, as well as the amount of any cash dividend which may be declared, will be based on our financial position, earnings, earnings outlook and other relevant factors at that time.

Certain Anti-Takeover Provisions/Agreements with Stockholders

Our restated certificate of incorporation allows the board of directors to issue up to 2,000,000 shares of preferred stock and to determine the price, rights, preferences and privileges of those shares without any further vote or action by our stockholders. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued in the future. Issuance of preferred stock, while providing desired flexibility in connection with possible acquisitions and other corporate purposes could make it more difficult for a third party to acquire a majority of our outstanding voting stock. As of December 31, 2010 and 2009, no shares of Preferred Stock were outstanding.

In addition, we are subject to the anti-takeover provisions of Section 203 of Delaware General Corporation Law which prohibit us from engaging in a “business combination” with an “interested stockholder” for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in the prescribed manner. The application of Section 203 and certain provisions of our restated certificate of incorporation, including a classified board of directors, may have the effect of delaying or preventing changes in control of our management, which could adversely affect the market price of our common stock by discouraging or preventing takeover attempts that might result in the payment of a premium price to our stockholders.

As of December 31, 2010, we had a Stockholder Rights Plan (the “Rights Agreement”) designed to strengthen the ability of the Board of Directors to protect Evolving Systems’ stockholders from unwanted takeover attempts. On February 11, 2011, our Board of Directors agreed to amend the Rights Agreement effectively terminating the Stockholder Rights Plan as of March 1, 2011.

NOTE 7 — SHARE-BASED COMPENSATION

We recognized \$0.9 million, \$0.9 million and \$0.8 million for the years ended December 31, 2010, 2009 and 2008, respectively, of compensation expense in the consolidated statements of operations, with respect to our stock-based compensation plans. The following table summarizes stock-based compensation expenses recorded in the statement of operations (in thousands):

| | For the Years Ended December 31, | | |
|---|----------------------------------|---------------|---------------|
| | 2010 | 2009 | 2008 |
| Cost of license fees and services, excluding depreciation and amortization..... | \$ 56 | \$ 67 | \$ 62 |
| Cost of customer support, excluding depreciation and amortization..... | 21 | 8 | 7 |
| Sales and marketing..... | 110 | 142 | 137 |
| General and administrative..... | 641 | 557 | 551 |
| Product development..... | 115 | 90 | 82 |
| | <u>\$ 943</u> | <u>\$ 864</u> | <u>\$ 839</u> |

Stock Option/Incentive Plans

In January 1996, our stockholders approved an Amended and Restated Stock Option Plan (the “Option Plan”). Under the Option Plan, as amended, 4,175,000 shares were reserved for issuance. Options issued under the Option Plan were at the discretion of the Board of Directors, including the vesting provisions of each stock option granted. Options were granted with an exercise price equal to the closing price of our common stock on the date of grant, generally vest over four years and expire no more than ten years from the date of grant. The Option Plan terminated on January 18, 2006; options granted before that date were not affected by the plan termination. At December 31, 2010 and 2009, 1.1 million and 1.7 million options remained outstanding under the Option Plan, respectively.

In March 2007, upon the hiring of our Vice President of World Wide Sales and Marketing, in accordance with NASDAQ Marketplace Rule 4350(i)(1)(a)(iv), the Board of Directors approved an inducement award under a stand-alone equity incentive plan. We granted 50,000 non-qualified options to purchase shares of our common stock at an exercise price equal to the closing price of our common stock on the date of grant. The options vest over four years and expire ten years from the date of grant. At December 31, 2010 and 2009, 50,000 options remained outstanding under this plan.

In June 2007, our stockholders approved the 2007 Stock Incentive Plan (the “2007 Stock Plan”) with a maximum of 1,000,000 reserved for issuance. In June 2010, our stockholders approved an amendment to the 2007 Stock Plan which increased the maximum shares that may be awarded under the plan to 1,250,000. Awards permitted under the 2007 Stock Plan include: Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Awards and Other Stock-Based Awards. Awards issued under the 2007 Stock Plan are at the discretion of the Board of Directors. As applicable, awards are granted with an exercise price equal to the closing price of our common stock on the date of grant, generally vest over four years for employees and one year for directors and expire no more than ten years from the date of grant. At December 31, 2010, there were approximately 0.2 million shares available for grant under the 2007 Stock Plan, as amended. At December 31, 2010 and 2009, 0.7 million and 0.6 million options were issued and outstanding under the 2007 Stock Plan, respectively.

During the year ended December 31, 2010, we awarded a total of 48,750 shares of restricted stock to members of our Board of Directors and senior management, respectively. During the years ended December 31, 2010 and 2009, 46,000 and 42,000 shares of restricted stock vested, respectively. There were 625 shares of restricted stock forfeited during the year ended December 31, 2010.

There were no forfeitures of restricted stock during year ended December 31, 2009. The fair market value for share-based compensation expensing is equal to the closing price of our common stock on the date of grant. Stock-based compensation expense includes \$0.2 million, \$0.1 million and \$0.1 million for the years ended December 31, 2010, 2009 and 2008, respectively. The restrictions on the stock award are released generally over four years for senior management and over one year for board members.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes model. The Black-Scholes model uses four assumptions to calculate the fair value of each option grant. The expected term of share options granted is derived using the simplified method, which we adopted in January 2008. The risk-free interest rate is based upon the rate currently available on zero-coupon U.S. Treasury instruments with a remaining term equal to the expected term of the stock options. The expected volatility is based upon historical volatility of our common stock over a period equal to the expected term of the stock options. The expected dividend yield is based upon historical and anticipated payment of dividends. The weighted-average assumptions used in the fair value calculations are as follows:

| | For the Years Ended December 31, | | |
|------------------------------|----------------------------------|--------|--------|
| | 2010 | 2009 | 2008 |
| Expected term (years)..... | 5.9 | 5.4 | 6.1 |
| Risk-free interest rate..... | 2.54% | 2.38% | 1.77% |
| Expected volatility..... | 73.76% | 77.32% | 83.95% |
| Expected dividend yield..... | 0.3% | 0.0% | 0.0% |

The following is a summary of stock option activity under the stock option plans for the year ended December 31, 2010:

| | Number of Shares (in thousands) | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value (in thousands) |
|--|------------------------------------|---------------------------------|---|--|
| Options outstanding at December 31, 2009 | 2,264 | \$ 5.57 | | \$ 4,304 |
| Options granted..... | 210 | \$ 6.28 | | |
| Less options forfeited..... | (12) | \$ 5.94 | | |
| Less options exercised | (663) | \$ 4.39 | | |
| Options outstanding at December 31, 2010 | <u>1,799</u> | <u>\$ 6.08</u> | <u>5.24</u> | <u>\$ 5,939</u> |
| Options exercisable at December 31, 2010..... | <u>1,501</u> | <u>\$ 6.38</u> | <u>4.62</u> | <u>\$ 4,821</u> |

The following is a summary of stock options outstanding under the plans as of December 31, 2010:

| Range of Exercise Prices | Stock Options Outstanding | | | Stock Options Exercisable | |
|--------------------------|---------------------------------|--|------------------------------|---------------------------------|------------------------------|
| | Number of Shares (in thousands) | Weighted Avg. Remaining Contractual Life (years) | Weighted Avg. Exercise Price | Number of Shares (in thousands) | Weighted Avg. Exercise Price |
| \$1.16 - \$2.64 | 374 | 4.92 | \$ 1.76 | 287 | \$ 1.82 |
| \$3.44 - \$4.86 | 669 | 5.86 | \$ 4.31 | 614 | \$ 4.29 |
| \$5.30 - \$7.22 | 353 | 6.33 | \$ 6.05 | 197 | \$ 5.90 |
| \$7.84 - \$9.28 | 267 | 3.75 | \$ 9.23 | 267 | \$ 9.23 |
| \$15.98 - \$28.30 | 136 | 3.08 | \$ 20.58 | 136 | \$ 20.58 |
| | <u>1,799</u> | <u>5.24</u> | <u>\$ 6.08</u> | <u>1,501</u> | <u>\$ 6.38</u> |

The weighted-average grant-date fair value of stock options granted during the years ended December 31, 2010, 2009 and 2008 was \$3.89, \$2.53 and \$1.48 respectively.

As of December 31, 2010, there were approximately \$1.1 million of total unrecognized compensation costs related to unvested stock options and restricted stock. These costs are expected to be recognized over a weighted average period of 2.3 years.

The total intrinsic value of stock option exercises for the years ended December 31, 2010, 2009 and 2008 was \$2.1 million, \$0.2 million and \$5,000, respectively. The total fair value of stock awards vested during the years ended December 31, 2010, 2009 and 2008 was \$0.6 million, \$0.9 million and \$1.0 million, respectively.

The deferred income tax benefits from stock options expense related to Evolving Systems U.K. totaled approximately \$61,000, \$61,000 and \$58,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

Cash received from stock option exercises was \$2.9 million, \$0.7 million and \$4,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

Employee Stock Purchase Plan

Under the Employee Stock Purchase Plan (“ESPP”), we are authorized to issue up to 550,000 shares of our common stock to full-time employees, nearly all of whom are eligible to participate. Under the terms of the ESPP, employees may elect to have up to 15% of their gross compensation withheld through payroll deduction to purchase our common stock, capped at \$25,000 annually and no more than 10,000 shares per offering period. The purchase price of the stock is 85% of the lower of the market price at the beginning or end of each three-month participation period. As of December 31, 2010, there were approximately 79,000 shares available for purchase. For the years ended December 31, 2010, 2009 and 2008, we recorded compensation expense of \$12,000, \$20,000 and \$21,000, respectively, associated with grants under the ESPP which includes the fair value of the look-back feature of each grant as well as the 15% discount on the purchase price. This expense fluctuates each period primarily based on the level of employee participation.

The fair value of each purchase made under our ESPP is estimated on the date of purchase using the Black-Scholes model. The Black-Scholes model uses four assumptions to calculate the fair value of each purchase. The expected term of each purchase is based upon the three-month participation period of each offering. The risk-free interest rate is based upon the rate currently available on zero-coupon U.S. Treasury instruments with a remaining term equal to the expected term of each offering. The expected volatility is based upon historical volatility of our common stock. The expected dividend yield is based upon historical and anticipated payment of dividends. The weighted average assumptions used in the fair value calculations are as follows:

| | For the Years Ended December 31, | | |
|-------------------------------|----------------------------------|--------|--------|
| | 2010 | 2009 | 2008 |
| Expected term (years)..... | 0.25 | 0.25 | 0.25 |
| Risk-free interest rate | 0.13% | 0.12% | 0.86% |
| Expected volatility..... | 61.38% | 65.30% | 66.81% |
| Expected dividend yield | 1.2% | 0% | 0% |

Cash received from employee stock plan purchases was approximately \$52,000, \$68,000 and \$69,000 for the years ended December 31, 2010, 2009 and 2008, respectively. We issued shares related to the ESPP of 9,000, 35,000 and 23,000 for the years ended December 31, 2010, 2009 and 2008, respectively.

NOTE 8 — BENEFIT PLANS

We have established a defined contribution retirement plan for our employees under section 401(k) of the Internal Revenue Code (the “401(k) Plan”) that is available to all U.S. employees 21 years of age or older with a month of service. We may make discretionary matching contributions. All employee contributions are fully vested immediately and employer contributions vest over a period of three years. For the years ended December 31, 2009 and 2008, we made a matching contribution using our cash balances of \$0.1 million and \$0.2 million, respectively. For the year ended December 31, 2010, we will make a matching contribution using our cash balances. This contribution will be made in the first quarter of 2011.

Evolving Systems U.K. has established a defined contribution pension scheme that is available to all employees in their first full month of employment. Employees may contribute a percentage of their earnings, the amount of which is dependent upon the age of the employee, not to exceed the maximum statutory contribution amount. We match 5% of employee contributions. All contributions are immediately vested in their entirety.

During 2010, 2009 and 2008, we recorded a consolidated expense of \$0.5 million for each period, under the aforementioned plans.

NOTE 9 — EARNINGS PER SHARE

Basic earnings per share (“EPS”) is computed by dividing net income or loss available to common stockholders by the weighted average number of shares of common stock outstanding during the period, including common stock issuable under participating securities, such as the Series B Preferred Stock. Diluted EPS is computed using the weighted average number of shares of common stock outstanding, including participating securities, plus all potentially dilutive common stock equivalents using the treasury stock method. Common stock equivalents consist of stock options. The following is the reconciliation of the numerators and denominators of the basic and diluted EPS computations (in thousands except per share data):

| | For the Years Ended December 31, | | |
|---|----------------------------------|----------------|----------------|
| | 2010 | 2009 | 2008 |
| Basic income per common and preferred share: | | | |
| Net income available to common and preferred stockholders | \$ 5,353 | \$ 4,824 | \$ 2,929 |
| Weighted average common shares outstanding | 10,174 | 9,816 | 9,571 |
| Participating securities..... | — | — | 124 |
| Basic weighted average shares outstanding | <u>10,174</u> | <u>9,816</u> | <u>9,695</u> |
| Basic income per common and preferred share | <u>\$ 0.53</u> | <u>\$ 0.49</u> | <u>\$ 0.30</u> |
| Diluted income per common and preferred share: | | | |
| Net income available to common and preferred stockholders | \$ 5,353 | \$ 4,824 | \$ 2,929 |
| Weighted average common shares outstanding | 10,174 | 9,816 | 9,571 |
| Participating securities..... | — | — | 124 |
| Effect of dilutive securities — options | <u>641</u> | <u>329</u> | <u>183</u> |
| Diluted weighted average shares outstanding | <u>10,815</u> | <u>10,145</u> | <u>9,878</u> |
| Diluted income per common and preferred share | <u>\$ 0.49</u> | <u>\$ 0.48</u> | <u>\$ 0.30</u> |

Weighted average options to purchase approximately 0.4 million, 1.1 million and 3.5 million shares of common stock equivalents were excluded from the computation of diluted weighted average shares outstanding for the years ended December 31, 2010, 2009 and 2008, respectively, because the effect would have been anti-dilutive since their exercise prices were greater than the average market value of our common stock for the period.

NOTE 10 — COMMITMENTS AND CONTINGENCIES

(a) Lease Commitments

We lease office and operating facilities and equipment under non-cancelable operating leases. Current facility leases include our headquarters in Englewood, Colorado, London, Bath and Windsor, England, Munich, Germany, Bangalore, India and Kuala Lumpur, Malaysia. Rent expense was \$0.9 million, \$1.1 million and \$1.1 million for the years ended December 31, 2010, 2009 and 2008, respectively. Rent expense is net of sublease rental income of \$7,000 for the year ended December 31, 2009.

Our headquarters facility lease contains a clause that adjusts the lease rate every year. The lease rate increases annually as of November 1. We account for the effect of such escalating lease payments as if the lease rate were consistent over the lease term.

Future minimum commitments under non-cancelable operating leases and capital leases as of December 31, 2010 are as follows (in thousands):

| | <u>Operating Leases</u> | <u>Capital Leases</u> |
|--|-----------------------------|---------------------------|
| 2011 | \$ 918 | \$ 30 |
| 2012 | 759 | 8 |
| 2013 | 212 | — |
| 2014 | 212 | — |
| 2015 | 115 | — |
| Total minimum lease payments | <u>\$ 2,216</u> | <u>38</u> |
| Less: Amount representing interest | | <u>(3)</u> |
| Principal balance of capital lease obligations | | 35 |
| Less: Current portion of capital lease obligations | | <u>(27)</u> |
| Long-term portion of capital lease obligations | | <u>\$ 8</u> |

(b) Other Commitments

As permitted under Delaware law, we have agreements with officers and directors under which we agree to indemnify them for certain events or occurrences while the officer or director is, or was serving, at our request in this capacity. The term of the indemnification period is indefinite. There is no limit on the amount of future payments we could be required to make under these indemnification agreements; however, we maintain Director and Officer insurance policies, as well as an Employment Practices Liability Insurance Policy, that may enable us to recover a portion of any amounts paid. As a result of our insurance policy coverage, we believe the estimated fair value of these indemnification agreements is minimal. Accordingly, we did not record any liabilities for these agreements as of December 31, 2010 and 2009.

We enter into standard indemnification terms with customers and suppliers, as discussed below, in the ordinary course of business. As we may subcontract the development of deliverables under customer contracts, we could be required to indemnify customers for work performed by subcontractors. Depending upon the nature of the customer indemnification, the potential amount of future payments we could be required to make under these indemnification agreements may be unlimited. We may be able to recover damages from a subcontractor if the indemnification to customers results from the subcontractor’s failure to perform. To the extent we are unable to recover damages from a subcontractor, we could be required to reimburse the indemnified party for the full amount. We have never incurred costs to defend lawsuits or settle claims relating to indemnification arising out of subcontractors’ failure to perform. As a result, we believe the estimated fair value of these agreements is minimal. Accordingly, we did not record any liabilities for these agreements as of December 31, 2010 and 2009.

Our standard license agreements contain product warranties that the software will be free of material defects and will operate in accordance with the stated requirements for a limited period of time. The product warranty provisions require us to cure any defects through any reasonable means. We believe the estimated fair value of the product warranty provisions in the license agreements in place with our customers is minimal. Accordingly, we did not record any liabilities for these product warranty provisions as of December 31, 2010 and 2009.

Our software arrangements generally include a product indemnification provision whereby we will indemnify and defend a customer in actions brought against the customer for claims that our products infringe upon a copyright, trade secret, or valid patent. We have not historically incurred any significant costs related to product indemnification claims. Accordingly, we did not record any liabilities for these indemnification provisions as of December 31, 2010 and 2009.

In relation to the acquisitions of Evolving Systems U.K., Telecom Software Enterprises, LLC (“TSE”) and CMS Communications, Inc. (“CMS”), we agreed to indemnify certain parties from any losses, actions, claims, damages or liabilities (or actions in respect thereof) resulting from any claim raised by a third party. We do not believe that there will be any claims related to these indemnifications. Accordingly, we did not record any liabilities for these agreements as of December 31, 2010 and 2009.

(c) Litigation

We are involved in various other legal matters arising in the normal course of business. We recorded losses, including estimated costs to defend, for these matters to the extent they were probable of loss and the amount of loss could be reasonably estimated.

NOTE 11 — SEGMENT INFORMATION

We define operating segments as components of our enterprise for which separate financial information is reviewed regularly by the chief operating decision-makers to evaluate performance and to make operating decisions. We have identified our Chief Executive Officer and Chief Financial Officer as our chief operating decision-makers (“CODM”). These chief operating decision makers review revenue by segment and review overall results of operations.

We currently operate our business as two operating segments based on revenue type: license fees and services revenue and customer support revenue (as shown on the consolidated statements of operations). License fees and services (“L&S”) revenue represents the fees received from the license of software products and those services directly related to the delivery of the licensed products, such as fees for custom development and integration services. Customer support (“CS”) revenue includes annual support fees, recurring maintenance fees, fees for maintenance upgrades and warranty services. Warranty services that are similar to software maintenance services are typically bundled with a license sale. Total assets by segment have not been disclosed as the information is not available to the chief operating decision-makers.

Revenue information by segments was as follows (in thousands):

| | For the Years Ended December 31, | | |
|---|---|-----------------|-----------------|
| | 2010 | 2009 | 2008 |
| Revenue | | | |
| License fees and services | \$ 20,251 | \$ 21,561 | \$ 20,324 |
| Customer support | 17,055 | 16,635 | 17,497 |
| Total revenue | <u>37,306</u> | <u>38,196</u> | <u>37,821</u> |
| Revenue less costs of revenue, excluding depreciation and amortization | | | |
| License fees and services | 12,152 | 13,919 | 12,508 |
| Customer support | 12,361 | 11,092 | 11,394 |
| | <u>24,513</u> | <u>25,011</u> | <u>23,902</u> |
| Unallocated Costs | | | |
| Other operating expenses..... | 17,018 | 16,963 | 17,783 |
| Depreciation and amortization..... | 1,280 | 1,364 | 2,210 |
| Interest income | (13) | (25) | (161) |
| Interest expense | 102 | 547 | 1,171 |
| Other income | — | — | (57) |
| (Gain) loss on extinguishment of debt..... | — | — | 290 |
| Foreign currency exchange (gain) loss | 121 | 574 | (823) |
| Income before income taxes | <u>\$ 6,005</u> | <u>\$ 5,588</u> | <u>\$ 3,489</u> |

Geographic Regions

We are headquartered in Englewood, a suburb of Denver, Colorado. We use customer locations as the basis for attributing revenue to individual countries. We provide products and services on a global basis through our office in Colorado and U.K.-based Evolving Systems U.K. subsidiary. Additionally, personnel in Bangalore, India, provide software development services to our global operations. Financial information relating to operations by geographic region, is as follows (in thousands):

| | For the Year Ended December 31, 2010 | | |
|---------------------|---|------------------|------------------|
| | L&S | CS | Total |
| Revenue | | | |
| United States | \$ 2,618 | \$ 8,430 | \$ 11,048 |
| United Kingdom..... | 2,412 | 2,019 | 4,431 |
| Indonesia..... | 2,194 | 436 | 2,630 |
| Greece | 2,106 | 455 | 2,561 |
| Canada | 1,550 | 176 | 1,726 |
| Other | 9,371 | 5,539 | 14,910 |
| Total revenues..... | <u>\$ 20,251</u> | <u>\$ 17,055</u> | <u>\$ 37,306</u> |

| | For the Year Ended December 31, 2009 | | |
|----------------------|--------------------------------------|------------------|------------------|
| | L&S | CS | Total |
| Revenue | | | |
| United States | \$ 2,005 | \$ 9,201 | \$ 11,206 |
| United Kingdom..... | 2,650 | 2,124 | 4,774 |
| Indonesia | 2,966 | 123 | 3,089 |
| Nigeria | 2,606 | 285 | 2,891 |
| Other | 11,334 | 4,902 | 16,236 |
| Total revenues | <u>\$ 21,561</u> | <u>\$ 16,635</u> | <u>\$ 38,196</u> |

| | For the Year Ended December 31, 2008 | | |
|----------------------|--------------------------------------|------------------|------------------|
| | L&S | CS | Total |
| Revenue | | | |
| United States | \$ 2,569 | \$ 10,221 | \$ 12,790 |
| United Kingdom..... | 5,354 | 2,485 | 7,839 |
| Other | 12,401 | 4,791 | 17,192 |
| Total revenues | <u>\$ 20,324</u> | <u>\$ 17,497</u> | <u>\$ 37,821</u> |

| | December 31, | December 31, |
|-------------------------------------|------------------|------------------|
| | 2010 | 2009 |
| Long-lived assets, net | | |
| United States | \$ 6,546 | \$ 6,759 |
| United Kingdom..... | 17,240 | 18,422 |
| Other..... | 166 | 174 |
| | <u>\$ 23,952</u> | <u>\$ 25,355</u> |

Revenue related to our product lines is as follows (in thousands):

| | For the Years Ended December 31, | | |
|------------------|----------------------------------|------------------|------------------|
| | 2010 | 2009 | 2008 |
| Activation | \$ 22,816 | \$ 24,739 | \$ 24,085 |
| Numbering..... | 14,490 | 13,457 | 13,736 |
| | <u>\$ 37,306</u> | <u>\$ 38,196</u> | <u>\$ 37,821</u> |

NOTE 12 — QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Quarterly financial information is as follows (in thousands, except per share data):

| | First Quarter | Second Quarter | Third Quarter | Fourth Quarter |
|--|------------------|-------------------|------------------|-------------------|
| Year Ended December 31, 2010 | | | | |
| Total revenue | \$ 9,710 | \$ 9,749 | \$ 9,244 | \$ 8,603 |
| Less: cost of revenue and operating expenses | 8,216 | 7,857 | 7,595 | 7,423 |
| Income from operations | 1,494 | 1,892 | 1,649 | 1,180 |
| Income before income taxes | 1,416 | 1,764 | 1,698 | 1,127 |
| Net income | \$ 1,172 | \$ 1,442 | \$ 1,576 | \$ 1,163 |
| Net income per common share: | | | | |
| Basic | \$ 0.12 | \$ 0.14 | \$ 0.16 | \$ 0.11 |
| Diluted | \$ 0.11 | \$ 0.13 | \$ 0.15 | \$ 0.10 |
| Year Ended December 31, 2009 | | | | |
| Total revenue | \$ 8,843 | \$ 9,629 | \$ 9,913 | \$ 9,811 |
| Less: cost of revenue and operating expenses | 7,452 | 7,834 | 8,287 | 7,939 |
| Income from operations | 1,391 | 1,795 | 1,626 | 1,872 |
| Income before income taxes | 974 | 1,155 | 1,708 | 1,751 |
| Net income | \$ 969 | \$ 1,102 | \$ 1,328 | \$ 1,425 |
| Net income per common share: | | | | |
| Basic | \$ 0.10 | \$ 0.11 | \$ 0.14 | \$ 0.14 |
| Diluted | \$ 0.10 | \$ 0.11 | \$ 0.13 | \$ 0.14 |

NOTE 13 — RELATED PARTY TRANSACTIONS

Effective October 15, 2009, George A. Hallenbeck resigned from our Board of Directors and we entered into a consulting agreement with him to provide consulting services. Mr. Hallenbeck is one of the founders of the Company. Under the consulting agreement, we will pay Mr. Hallenbeck an annual fee of \$10,000 for his services through May 31, 2012. We had current obligations in the consolidated balance sheets under the agreement of \$2,500 and \$2,000 as of December 31, 2010 and December 31, 2009, respectively. We recorded approximately \$10,000 and \$2,000 of general and administrative expense in the consolidated statements of operations, related to this agreement, for the years ended December 31, 2010 and 2009, respectively.

Effective March 12, 2010, Stephen K. Gartside, Jr., Chairman of the Board, resigned from our Board of Directors. We entered into a consulting agreement with Mr. Gartside to provide consulting services to us. Under the consulting agreement we will pay Mr. Gartside a fee of \$7,000 for his services through December 31, 2010. We had current obligations in the consolidated balance sheets under the agreement of \$2,333 as of December 31, 2010. We recorded approximately \$7,000 of general and administrative expense in the consolidated statements of operations, related to this agreement, for the year ended December 31, 2010.

NOTE 14 — SUBSEQUENT EVENTS

On March 3, 2011, our Board of Directors declared a first quarter cash dividend of \$.05 per share, payable April 15, 2011, to stockholders of record March 18, 2011.

Effective January 3, 2011, Steve B. Warnecke resigned from our Board of Directors. Mr. Warnecke had served on our Board of Directors since March 2003 and was the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Governance Committee. There are no disagreements with the Company.

Effective January 4, 2011, Philip M. Neches resigned from our Board of Directors. Dr. Neches had served on our Board of Directors since August 2005 and was a member of the Audit Committee. There are no disagreements with the Company.

Effective January 5, 2011, the Board of Directors agreed to reduce the size of the Board of Directors from seven members to five members in accordance with Article IV, Section 15 of the Company's Bylaws. The Board of Directors believes that a five member board is appropriate for the current size of the Company and will re-evaluate the board composition as circumstances merit.

Effective January 5, 2011, the Board of Directors agreed to modify Section 2(g) of the Evolving Systems Amended and Restated 2007 Stock Incentive Plan which defined the size of the Compensation Committee thereby reducing the size of the Compensation Committee from four members to three members.

Effective January 5, 2011 the Board of Directors appointed the following members to serve on its Committees, each of whom has been determined to be independent under NASDAQ's current listing standards:

Audit Committee

- David J. Nicol - Chairman and Audit Committee Financial Expert
- David S. Oros
- John B. Spirtos

Compensation Committee

- David J. Nicol - Chairman
- Richard R. Ramlall
- David S. Oros

Nominating and Governance Committee

- John B. Spirtos - Chairman
- David S. Oros
- Richard R. Ramlall

The Board of Directors intends to appoint a Lead Independent Director to fill the vacancy resulting from Mr. Warnecke's resignation in the near future.

We evaluated our December 31, 2010 financial statements for subsequent events. We are not aware of any subsequent events which would require recognition or disclosure in the financial statements.

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. We maintain "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), that are designed to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of such period.

In designing and evaluating our disclosure controls and procedures, management recognized that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, we are required to apply judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Management's report on internal control over financial reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

Based on our evaluation under the framework in Internal Control — Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2010.

This Annual Report on Form 10-K does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this Annual Report on Form 10-K.

Changes in internal control over financial reporting. During the three and twelve months ended December 31, 2010, there was no change in our internal control over financial reporting or in other factors that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Incorporated by reference to the sections of Evolving Systems, Inc. 2011 Proxy Statement, anticipated to be filed within 120 days of December 31, 2010, entitled “Proposal No. 1-Election of Directors,” “Management” and “Information Regarding the Board and Its Committees.”

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the section of Evolving Systems, Inc. 2011 Proxy Statement, anticipated to be filed within 120 days of December 31, 2010, entitled “Executive Compensation.”

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

Incorporated by reference to the section of the Evolving Systems, Inc. 2011 Proxy Statement, anticipated to be filed within 120 days of December 31, 2010, entitled “Information Regarding Beneficial Ownership of Principal Stockholders, Directors, and Management.”

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

Incorporated by reference to the sections of the Evolving Systems, Inc. 2011 Proxy Statement, anticipated to be filed within 120 days of December 31, 2010, entitled “Certain Relationships and Related Transactions” and “Information Regarding the Board and Its Committees.”

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Incorporated by reference to the section of the Evolving Systems, Inc. 2011 Proxy Statement, anticipated to be filed within 120 days of December 31, 2010, entitled “Proposal No. 3-Ratification of Selection of Independent Registered Public Accounting Firm.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

Consolidated Financial Statements.

Consolidated Financial Statement Schedules have been omitted because the required information is not present, or not present in amounts sufficient to require submission of the schedules or because the required information is provided in the Consolidated Financial Statements or Notes thereto.

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Document</u> |
|--------------------|---|
| 3.1† | Restated Certificate of Incorporation. |
| 3.1(a) | Certificate of Designation for the Series B Convertible Preferred Stock, as filed as Exhibit 3.1 to the Registrant's Form 8-K filed November 11, 2004 and incorporated herein by reference. |
| 3.1(b) | Certificate of Amendment to Certificate of Designation of Series B Convertible Preferred Stock filed as Exhibit 3.1(c) to the Registrant's Form 8-K filed November 17, 2005 and incorporated herein by reference. |
| 3.1(c) | Certificate of Amendment to Certificate of Designation of Series B Convertible Preferred Stock filed as Exhibit 3.01 to the Registrant's Form 8-K filed May 4, 2007 and incorporated herein by reference. |
| 3.1(d) | Certificate of Designation for the Series C Junior Participating Preferred Stock, as filed as Exhibit 3.1(d) to the Registrant's Form 8-K filed March 9, 2009 and incorporated herein by reference. |
| 3.1(e) | Certificate of Elimination of the Series A Junior Participating Preferred Stock, as filed as Exhibit 3.1(e) to the Registrant's Form 8-K filed March 9, 2009 and incorporated herein by reference. |
| 3.1(f) | Certificate of Amendment to the Restated Certificate of Incorporation of Evolving Systems, Inc., as filed as Exhibit 3.1 to the Registrant's Form 8-K filed on July 21, 2009 and incorporated herein by reference. |
| 3.1(g) | Certificate of Elimination of the Series C Junior Participating Preferred Stock of Evolving Systems, Inc., as filed as Exhibit 3.1(g) to the Registrant's Form 8-K filed on March 3, 2011 and incorporated herein by reference. |
| 3.2† | Amended and Restated Bylaws. |
| 3(ii)(1) | Amended and Restated Bylaws of Evolving Systems, Inc., as filed as Exhibit 3(ii)(1) to the Registrant's Form 8-K filed on August 8, 2007 and incorporated herein by reference. |
| 4.1† | Reference is made to Exhibits 3.1 and 3.2. |
| 4.1 (a)* | James E. King Equity Incentive Plan, as filed as Exhibit 4.1 to the Registrant's Form S-8 filed March 22, 2007 and incorporated herein by reference. |
| 4.1 (b) | Evolving Systems, Inc. 2007 Stock Incentive Plan, as filed as Exhibit 4.1 to the Registrant's Form S-8 filed July 25, 2007 and incorporated herein by reference. |
| 4.2† | Specimen stock certificate representing shares of Common Stock. |
| 4.3 | Rights Agreement dated as of March 4, 2009, by and between Evolving Systems, Inc. and American Stock Transfer & Trust Company LLC, as filed as Exhibit 4.1 to the Registrant's Form 8-K filed on March 9, 2009 and incorporated herein by reference. |
| 4.4 | First Amendment to Rights Agreement dated as of December 10, 2009, between Evolving Systems, Inc. and American Stock Transfer & Trust Company LLC, as filed as Exhibit 4.4 to the Registrant's Form 10-K filed on March 8, 2010 and incorporated herein by reference. |
| 4.5 | Second Amendment to Rights Agreement dated as of December 10, 2009, between Evolving Systems, Inc. and American Stock Transfer & Trust Company LLC. |
| 10.1† * | Indemnification Agreement, entered into by the Registrant and each of its directors and executive officers, dated as of January 1, 1998. |
| 10.1(a) | Loan and Security Agreement between Evolving Systems, Inc. and Bridge Bank, N.A., as filed as Exhibit 10.1(a) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(b) | Intellectual Property Security Agreement between Evolving Systems, Inc. and Bridge Bank, N.A., as filed as Exhibit 10.1(b) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(c) | Loan Agreement between Evolving Systems Ltd. And Bridge Bank, N.A., as filed as Exhibit 10.1(c) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(d) | Debenture between Evolving Systems Ltd. and Bridge Bank, N.A., as filed as Exhibit 10.1(d) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(e) | Unconditional Guaranty by Evolving Systems Holdings Ltd. in favor of Bridge Bank, N.A., as filed as Exhibit 10.1(e) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(f) | Charge Over Shares between Evolving Systems Holdings Ltd. and Bridge Bank, N.A., as filed as Exhibit 10.1(f) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(g) | Unconditional Guaranty by Evolving Systems, Inc. in favor of Bridge Bank, N.A., as filed as Exhibit 10.1(g) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(h) | Subordination Agreement among Evolving Systems, Inc. the Junior Creditors (as listed in the agreement) and Bridge Bank, N.A., as filed as Exhibit 10.1(h) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |
| 10.1(i) | Master Amendment to Subordination Notes among Evolving Systems, Inc. and the holders of Subordinated Notes party thereto, as filed as Exhibit 10.1(i) to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference. |

- 10.1(j) Form of Subordinated Note filed as Exhibit 10.1(k) to the Registrant's Form 8-K filed November 17, 2005 and incorporated herein by reference.
- 10.2† * Amended and Restated Stock Option Plan.
- 10.2 (a) Standstill Agreement between Evolving Systems, Inc. and Karen Singer, Trustee of the Singer Children's Management Trust, as filed as Exhibit 10.2 to the Registrant's Form 8-K filed February 27, 2008 and incorporated herein by reference.
- 10.3† * Employee Stock Purchase Plan.
- 10.4 Consulting Agreement entered into with Stephen K. Gartside, Jr., as filed as Exhibit 10.1 to the Registrant's Form 8-K filed January 3, 2008 and incorporated herein by reference.
- 10.5 Form of Amendment to Indemnification Agreement, as filed as Exhibit 10.2 to the Registrant's Form 8-K filed January 3, 2008 and incorporated herein by reference.
- 10.6 Form of Change in Control Agreement, as filed as Exhibit 10.3 to the Registrant's Form 8-K filed January 3, 2008 and incorporated herein by reference.
- 10.7 Form of Executive Officer 2008 Compensation Agreement, as filed as Exhibit 10.4 to the Registrant's Form 8-K filed January 3, 2008 and incorporated herein by reference.
- 10.8 Consulting Agreement entered into with George A. Hallenbeck, as filed as Exhibit 10.1 to the Registrant's Form 8-K filed October 15, 2009 and incorporated herein by reference.
- 10.9 Letter from Singer Children's Management Trust, as filed as Exhibit 10.1 to the Registrant's Form 8-K filed December 14, 2009 and incorporated herein by reference.
- 10.10† Software Development Agreement, by and between the Registrant and American Telephone and Telegraph Company, dated as of May 1, 1993. (The division of American Telephone & Telegraph Company responsible for this Agreement has split off from AT&T and is now known as Lucent Technologies, Inc.).
- 10.20(a)* Amendment to Management Change in Control Agreement — Thaddeus Dupper, as filed as Exhibit 10.20(a) to the Registrant's Form 10-Q filed May 11, 2007 and incorporated herein by reference.
- 10.20(b)* Amendment to Management Change in Control Agreement — Brian R. Ervine as filed as Exhibit 10.20(b) to the Registrant's Form 10-Q filed May 11, 2007 and incorporated herein by reference.
- 10.20(c)* Amendment to Management Change in Control Agreement — Anita T. Moseley as filed as Exhibit 10.20(c) to the Registrant's Form 10-Q filed May 11, 2007 and incorporated herein by reference.
- 10.20(d)* Amendment to Management Change in Control Agreement — Stuart Cochran as filed as Exhibit 10.20(d) to the Registrant's Form 10-Q filed May 11, 2007 and incorporated herein by reference.
- 10.21 Fifth Amendment to Office Building Lease Agreement as filed as Exhibit 10.21 to the Registrant's Form 10-Q filed May 11, 2007 and incorporated herein by reference.
- 10.22 Consulting Agreement entered into with Stephen K. Gartside, Jr., as filed as Exhibit 10.1 to the Company's Form 8-K filed March 12, 2010 and incorporated herein by reference.
- 10.23 Agreement entered into with Singer Children's Management Trust, as filed as Exhibit 10.1 to the Company's Form 8-K filed April 20, 2010 and incorporated herein by reference.
- 21(a) Subsidiaries of the Registrant (filed herewith).
- 23.1 Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm related to Registration Statements on Forms S-3 and S-8 (filed herewith).
- 24.1 Power of Attorney (included on signature page)
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

† Incorporated by reference to the Registrant's Registration Statement on Form S-1 No. 333-43973.

* Identifies each management contract or compensatory plan or arrangement.

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.

EVOLVING SYSTEMS, INC.

By: /s/ THADDEUS DUPPER Chief Executive Officer, President and Director March 8, 2011
Thaddeus Dupper

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thaddeus Dupper and Anita T. Moseley, or any of them, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Report, and to file the same, with exhibits thereto and other documents in connections therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| By: <u>/s/ THADDEUS DUPPER</u> Thaddeus Dupper | Chairman and Chief Executive Officer | March 8, 2011 |
| By: <u>/s/ BRIAN R. ERVINE</u> Brian R. Ervine | Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) | March 8, 2011 |
| By: <u>/s/ DAVID J. NICOL</u> David J. Nicol | Director | March 8, 2011 |
| By: <u>/s/ RICHARD R. RAMLALL</u> Richard R. Ramlall | Director | March 8, 2011 |
| By: <u>/s/ DAVID S. OROS</u> David S. Oros | Director | March 8, 2011 |
| By: <u>/s/ JOHN B. SPIRTOS</u> John B. Spirtos | Director | March 8, 2011 |

SUBSIDIARIES OF THE REGISTRANT

Evolving Systems Networks India Private Limited
Evolving Systems Holdings Limited (formerly Tertio Telecoms Holdings Limited)
Evolving Systems Limited (formerly Tertio Telecoms Limited)
Evolving Systems GmbH (formerly Tertio Telecoms Limited GmbH)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 8, 2011, with respect to the consolidated financial statements included in the Annual Report of Evolving Systems, Inc. on Form 10-K for the year ended December 31, 2010. We hereby consent to the incorporation by reference of said report in the Registration Statements of Evolving Systems, Inc. on Forms S-3 (File No. 323-122476, effective February 2, 2005, and File No. 333-112082, effective January 22, 2004) and on Forms S-8 (File No. 333-167858, effective June 29, 2010, File No. 333-144852, effective July 25, 2007, File No. 333-141527, effective March 23, 2007, File No. 333-116085, effective June 2, 2004, File No. 333-103655, effective March 7, 2003, File No. 333-89438, effective May 31, 2002, File No. 333-61446, effective May 23, 2001, File No. 333-82473, effective July 8, 1999, File No. 333-60779, effective August 6, 1998, and File No. 333-58285, effective July 1, 1998).

GRANT THORNTON LLP
Denver, Colorado
March 8, 2011

CERTIFICATION

I, Thaddeus Dupper, certify that:

1. I have reviewed this Annual Report on Form 10-K of Evolving 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.

Date: March 8, 2011

/s/ Thaddeus Dupper
Thaddeus Dupper
Chairman and Chief Executive Officer

CERTIFICATION

I, Brian R. Ervine, certify that:

1. I have reviewed this Annual Report on Form 10-K of Evolving 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.

Date: March 8, 2011

/s/ Brian R. Ervine

Brian R. Ervine

Executive Vice President and Chief Financial Officer

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

I, Thaddeus Dupper, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, the Annual Report of Evolving Systems, Inc. on Form 10-K for the annual period ended December 31, 2010 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Evolving Systems, Inc.

/s/ Thaddeus Dupper

Thaddeus Dupper
Chairman and Chief Executive Officer
March 8, 2011

This certification is furnished with this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate it by reference.

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

I, Brian R. Ervine, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge, the Annual Report of Evolving Systems, Inc. on Form 10-K for the annual period ended December 31, 2010 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Form 10-K fairly presents in all material respects the financial condition and results of operations of Evolving Systems, Inc.

/s/ Brian R. Ervine

Brian R. Ervine
Executive Vice President and Chief Financial Officer
March 8, 2011

This certification is furnished with this Annual Report on Form 10-K pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by such Act, be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate it by reference.