

# **Spotlight on Digital Engineering**

FEBRUARY 2021



# What Is Driving Demand and Investment in Digital Engineering

The digital engineering market has seen tremendous growth over the past several years, and the COVID-19 pandemic has furthered many long-term trends while bringing to light the importance of executing on a sound technology roadmap.

	Key Demand Drivers	Key Investment Driver
COVID-19	<ul> <li>COVID-19 has accelerated many long-term trends in the digital world, especially when it comes to the way firms interact with their customers. Since the onset of COVID-19, companies have accelerated the digitization of their customer interactions by three-plus years.<sup>(1)</sup></li> <li>In a recent survey of technology and business decision-makers,</li> </ul>	Large Addressable Market With Significant Tailwinds  Shortage of qualified talent, cloud add systems, COVID-19 accelerants, and bolstering spend in digital transfor \$1.3 trillion in 2020 and is expected to the next three years. (3)
	60% of respondents reported that the pandemic has increased their firm's sense of urgency around digital transformation initiatives. <sup>(2)</sup>	Fragmented Competitive  A dearth of differentiated assets of increased competition (and higher
Cloud Adoption	There has been a continued shift off-prem as the public cloud and hybrid environments become more and more popular with customers looking for simpler, more flexible, and economic ways to manage workloads across environments.	Landscape With Few Players of Scale  targets available.  The industry landscape is characteriz greater than \$50 million of revenue by regional, and/or vertically focused pla presenting a compelling consolidation
Legacy Systems	<ul> <li>Legacy systems are a burden to today's organizations, which need to be nimble, adaptive, and proactive. The ongoing shift to modern systems and architecture is a driving force of the digital engineering market.</li> </ul>	Shift to Long- Term Projects With  Digital engineering players perform "rembedding themselves into the opcreating significant opportunities for a "reccurring revenue" model.
	<ul> <li>Organizations big and small are struggling to find and retain the right talent to digitally transform their businesses.</li> </ul>	<ul> <li>'Reoccurring</li> <li>Revenue'</li> <li>Agile delivery process further establis repeatable nature of providers' service</li> </ul>
Shortage of Talent and Need for Specialization	<ul> <li>This high demand for talent has put a premium on labor resources, especially those resources with specialized certifications, such as Adobe Experience Manager.</li> </ul>	Expansion of Services and Solutions  There has been organic expansion of specialties—such as UI/UX consulting machine learning, big data, etc.—as well as the such
	<ul> <li>The evolution of the offshore model has resulted in expansion of the geographic footprint of vendors, from traditionally India-based resources to a growing presence in Central and Eastern Europe</li> </ul>	"products" that can be monetized via
	and Central and South America.	Performance  Next-generation IT services players s Globant have experienced tremend
Shift to Agile and New Programming Languages	<ul> <li>Firms are being forced to keep up with demand for rapid deployment of their products and services, pushing them to implement agile delivery methods and use newer, sleeker programming languages.</li> </ul>	of Publicly Traded Next- Gen IT Peers  companies—225%, 3,441% and 2,32 since their listing, respectively—and to their traditional IT services peers (8 gen players vs. 3.3x for offshore players and Wipro). (4)

loption, shift from legacy d the advent of agile are all rmation, which amounted to to increase a further 75%+ over f meaningful size has led to valuations) for the limited zed by a lack of firms with

- out hundreds of smaller, ayers in the <\$25 million range, n opportunity.
- mission-critical" work. perations of client firms and for follow-on work, resulting in
- shes and engrains the ces.

f service offerings and ing, artificial intelligence, well as internally developed subscription models.

such as Endava, EPAM, and dous growth as public 325% increase in market cap trade at significant premiums 8.8x EV/LTM revenue for nexters such as Cognizant, HCL,

# **Key Value Drivers in Digital Engineering**

While scale and scalability remain the most important drivers of value, there are a number of characteristics that may be viewed at a premium or as a key differentiator.

 Minimal client concentration with track record of converting new clients into seven- or eight-figure accounts over time

Demonstrated ability to "land and expand" with clients to increase wallet share and overall stickiness

 Upfront resources focused on digital strategy, design and ideation, and/or deep knowledge in specific industry verticals such as healthcare and financial services

 Engineers with expertise or "certs" in specific application ecosystems with high demand

 Proven recruitment strategy with the ability to train new talent with "lab" work and proprietary content and modules

Long-standing partnerships with local universities

 Majority nearshore and/or offshore locations with talent in multiple time zones under a distributed delivery model vs. "one"-shore or onshore talent

> Use of proprietary accelerators, toolkits, and/or proven frameworks to meaningfully drive speed from concept to delivery

- Ability to monetize accelerators and tool kits as "products" to create more recurring, subscription-type revenue
- Leveraging tool kits developed for specific industries to drive sales leads

 Proven track record of organic growth through direct sales and/or channel relationships

 "Platform" playbook with history of successful acquisitions and integrations



# Recent Houlihan Lokey Deal: Magenic



has been acquired by

### Cognizant

Sellside Adviso

### Company Profile

Founded in 1995 and headquartered in Minneapolis, Minnesota, Magenic is a leading custom software development firm providing innovative, cloud-based solutions to enterprise clients.

For more than 25 years, the company has been solving complex business and technology challenges with the utmost speed.

Magenic utilizes a distributed delivery model, including domestic, nearshore and offshore resources, to efficiently fulfill clients' cloud development and modernization needs.

#### Magenic's Differentiators

Global, Distributed Delivery Model

**Deep Cloud Knowledge and Skill Sets** 

**Data-Driven Approach** 

**Technology-Agnostic Capabilities** 

**Emphasis on Speed and Quality** 

### Maximizing Value and Structure Through Process Discipline and Competitive Tension



### **Highly Motivated Buyer Universe**

Houlihan Lokey conducted a highly competitive sales process by reaching out to a prequalified set of highly motivated, highprobability IT Services investors (a mix of strategic and financial buyers).



#### **Salient Cloud Transformation Tailwinds**

Houlihan Lokey highlighted the growing demand for cloud and digital transformation across all marketing documents and helped push bidders to higher valuations by showcasing Magenic as one of only a few platforms of scale.



#### **Ideal Outcome**

- Houlihan Lokey helped the company evaluate multiple offers and negotiated more favorable terms for our client.
- Magenic has found a new home under the Cognizant/Softvision brand and has achieved this outcome in roughly four months.

# Recent Houlihan Lokey Deal: Tin Roof Software



# Situation Background

#### **Company Profile**

Founded in 2014 and headquartered in Atlanta, Georgia, Tin Roof Software (Tin Roof) provides IT consulting and digital engineering services across a broad range of technologies and software languages to help clients solve complex problems and transform their businesses. The company specializes in high-end enterprise software development solutions and support services across digital transformation for Fortune 500 clients.

#### 2018 Sale to ASH Ventures

Tin Roof hired Houlihan Lokey to conduct a sales process to maximize shareholder value and provide liquidity for the management team and business owners. Houlihan Lokey approached 150+ investors, strategic and financial, and was able to create significant value by successfully educating investors on the industry, positioning Tin Roof as a platform and creating competitive tension throughout the process.

### **Maximizing Value by Highlighting Key Differentiators**



#### **Consistent, Industry-Leading Growth**

 Houlihan Lokey emphasized Tin Roof's market-leading growth rates and performance sustainability to drive value.



#### **Unique, Embedded Consulting Model**

 Houlihan Lokey helped differentiate Tin Roof by showcasing the company's unique, "software-only," cross-functional delivery model.



# Long-Standing Relationships With Fortune 100 Accounts

 Houlihan Lokey also highlighted Tin Roof's long-standing relationships with blue-chip clients and underscored the company's ability to continue growing by expanding wallet share.

### Mapping the M&A Market

The digital engineering space continues to draw interest from both private equity firms seeking platform investments and strategic players looking to acquire high-quality differentiated assets to bolster their own offerings.



Houlihan Lokey Maintains Long-Standing Relationships With the Most Active Strategic Buyers in the Space





Cognizant









Global**Logic**°







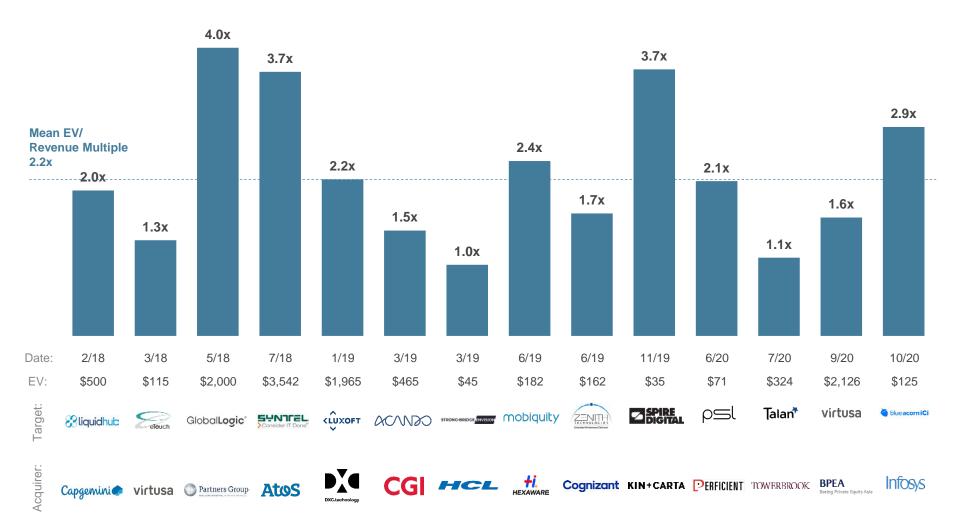




Source: S&P Capital IQ. HOULIHAN LOKEY

# **Select Digital Engineering Precedent M&A Transactions**

### **Enterprise Value and Revenue Multiples** (\$M)



### **Insights From Public Players**









#### **Next-Gen IT Services**

33.5%

19.1%

'17A-'20E Rev CAGR

LTM EBITDA Margin

36.0%

8.8x/43.6x

LTM Gross Margin

EV/LTM Revenue/EBITDA

### Cognizant













accenture

**AtoS** 









#### **Offshore IT Services**

14.1%

22.6%

'17A-'20E Rev CAGR

LTM EBITDA Margin

35.0%

3.3x/17.3x

LTM Gross Margin EV/LTM Revenue/EBITDA

#### **Global IT Services**

1.1%

16.6%

'17A-'20E Rev CAGR

LTM EBITDA Margin

29.2%

2.1x/10.9x

LTM Gross Margin

These result

from the

following

differentiators.

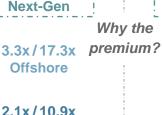
EV/LTM Revenue/EBITDA

### A Closer Look at the Next-Gen IT Services Value Proposition

Next-gen IT
services
players trade
considerably
higher than
their
traditional
global and
offshore
counterparts

EV/LTM Rev/	
<b>EBITDA</b>	
8.8x/43.6x	
Next-Gen	
	1/1/

Global







1.1%	16.6%
Global	Global

Ability to provide customized and revenue-driving solutions

Focus in high-growth areas (like digital engineering) as opposed to commoditized, legacy services (like maintenance)

High-margin, reoccurring revenue model that delivers consistent growth and visibility

Highly technical talent base from STEM-heavy Central and **Eastern Europe** 

# Houlihan Lokey's Digital Engineering and Cloud Expertise

Houlihan Lokey has significant experience advising on the most relevant transactions in the digital engineering space as well as a long track record of working with high-profile strategic players and private equity investors in the industry.

### **Highly Relevant Digital Engineering and Cloud Experience**



Thomas Bailey
Managing Director



Brian Pryor Managing Director



Vik Pandit Director



Chin Pandya Director



**Dan Dresner** Vice President



R.B. McCutcheon Vice President



Alex Scott Associate



Bennett Tullos Associate

Under LOI

### Project Jupiter

Digital Engineering Services

Sellside Advisc











Tombstones included herein represent transactions closed from 2015 forward.

### Houlihan Lokey Is the Premier Independent Investment Bank

Houlihan Lokey is the trusted advisor to more top decision-makers than any other independent global investment bank, with a proven track record of delivering extraordinary results for clients.

#### **Corporate Finance**

	20 M&A Advisory Rankings U.S. Transactions	Deals
1	Houlihan Lokey	210
2	Goldman Sachs & Co	172
3	JP Morgan	132
4	Evercore Partners	126
5	Morgan Stanley	123
Sour	ce: Refinitiv (formerly known as Thomson Reut	ers)

No. 1 U.S. M&A Advisor

Top 10 Global M&A Advisor

**Leading** Capital Markets Advisor

### **Financial Restructuring**

	20 Global Distressed Debt & Bankı structuring Rankings	Bankruptcy	
	Advisor	Deals	
1	Houlihan Lokey	106	
2	PJT Partners Inc	63	
3	Lazard	50	
4	Rothschild & Co	46	
5	Moelis & Co	39	
Sour	rce: Refinitiv (formerly known as Thomson Reuters)		

No. 1 Global Restructuring Advisor

**1,400+** Transactions Completed Valued at More Than \$3.0 Trillion Collectively

### **Financial and Valuation Advisory**

	2001 to 2020 Global M&A Fairness Advisory Rankings			
	Advisor	Deals		
1	Houlihan Lokey	956		
2	JP Morgan	876		
3	Duff & Phelps	802		
4	Morgan Stanley	599		
5	BofA Securities Inc	542		
Refinitiv (formerly known as Thomson Reuters). Announced or completed transactions.				

**No. 1** Global M&A Fairness Opinion Advisor Over the Past 20 Years

1,000+ Annual Valuation Engagements

North America		Europe and Middle East		Asia-Pacific	
Atlanta	Miami	Amsterdam	Madrid	Beijing	Sydney
Boston	Minneapolis	Dubai	Milan	Hong Kong	Tokyo
Chicago	New York	Frankfurt	Paris	Singapore	
Dallas	San Francisco	London			
Houston	Washington, D.C.				
os Angeles					

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