Risk Factors Comparison 2024-02-27 to 2023-02-28 Form: 10-K

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Additionally, regulatory and legislative changes in these industries could reduce the demand for our services, decreasing our competitive position or potentially rendering certain of our service offerings obsolete, change client buying patterns or decision making or require us to make unplanned modifications to our service offerings, which could require additional time and investment. If we fail to accurately anticipate the application of the laws and regulations affecting our clients and the industries they serve, if anticipated changes in regulation or regulatory uncertainty impact client buying patterns, or if such laws and regulations decrease our competitive position or limit the applicability of our service offerings, our results of operations and financial condition could be adversely impacted. Similarly, certain of our healthcare and education clients may experience or anticipate experiencing financial distress or face complex challenges as a result of general economic conditions or operations- specific reasons. Such clients may not have the financial resources or stakeholder support to start new projects or to continue existing projects. Specifically with respect to healthcare, many healthcare laws are complex and their application to us, our clients, or the specific services and relationships we have with our clients are not always clear. In addition, federal and state legislatures have periodically introduced programs to reform or amend the U. S. healthcare system at both the federal and state level, such as the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act of 2010, and continue to consider further significant reforms. Due to the significant implementation issues arising under these laws and potential new legislation, it is unclear what long- term effects they will have on the healthcare industry and in turn on our business, financial condition, and results of operations. Our failure to accurately anticipate the application of new laws and regulations, or our failure to comply with such laws and regulations, could create liability for us, result in adverse publicity and negatively affect our business. There are many factors that could affect the purchasing practices, operations, and, ultimately, the operating funds of healthcare and education organizations, such as reimbursement policies for healthcare expenses, student loan policies or regulations, federal and state budgetary considerations **, internal stakeholders' views of engaging third- party consultants** , consolidation in either industry, and regulation, litigation, and general economic conditions. In particular, we could be required to make unplanned modifications of our products and services (which would require additional time and investment) or we could suffer reductions in demand for our products and services as a result of changes in regulations affecting either industry, such as changes in the way that healthcare organizations are paid for their services (e. g., based on patient outcomes instead of services provided). In addition, state tax authorities have challenged the tax- exempt status of some hospitals and other healthcare facilities claiming such status on the basis that they are operating as charitable and / or religious organizations. If the tax- exempt status of any of our clients is revoked or compromised by new legislation or interpretation of existing legislation, that client' s financial health could be adversely affected, which could adversely impact demand for our services, our sales, revenue, financial condition, and results of operations. Our digital offerings are a significant focal point for our business, including a focus on the adaptation and expansion of our services and products in response to ongoing changes in customer demand, and a significant reduction in such demand or an inability to respond to the evolving technological environment could materially affect our results of operations. Our financial results depend, in part, on our ability to continue to develop and implement services and solutions that anticipate and respond to rapid and continuing changes in technology to serve the evolving needs of our clients. Examples of areas of significant change include digital and analytic services and products, which are continually evolving. Technological developments may materially affect the cost and use of current technology by our clients and some of these technological developments may reduce and replace some of our historical services and products. This changing technological landscape may cause clients to delay spending under existing contracts and engagements and delay entering into new contracts while they evaluate new technologies. Such spending delays can negatively impact our results of operations. Technological developments, which may be rapid, also could shift demand to new services and products. If, as a result of new technologies, our clients demand new services and products, we may be less competitive in these new areas or we may need to make significant investment in our portfolio of software products to meet that demand. Our growth strategy focuses on responding to these types of developments by driving innovation that will enable us to expand our business into new growth areas and enhance our current portfolio of software products. If we do not sufficiently invest in new technology, adapt to industry developments, evolve and expand our business at sufficient speed and scale, or make the right strategic investments, or fail to timely deliver on our product roadmap for our portfolio of software products to respond to these developments and successfully drive innovation, our services and products, our results of operations, and our ability to develop and maintain a competitive advantage and execute on our growth strategy could be adversely affected. Additionally, as we expand our services and products into these new areas, we may be exposed to operational, legal, regulatory, ethical, technological and other risks specific to such new areas, which may negatively affect our reputation and demand for our services and products. Many of our client contracts are short- term in duration and may be terminated by our clients with little or no notice and without penalty, which may cause our operating results to be unpredictable and may result in unexpected declines in our utilization and revenues. Our clients typically retain us on an engagement- by- engagement basis, rather than under ~~fixed~~ **long** - term **recurring** contracts, and many of our client contracts are 12 months or less in duration. The volume of work performed for any particular client is likely to vary from year to year, and a major client in one fiscal period may not require or may decide not to use our services in any subsequent fiscal period. Moreover, a large portion of our new engagements come from existing clients. Accordingly, the failure to obtain new large engagements or multiple engagements from existing or new clients could have a material adverse effect on the amount of revenues we generate. In addition, a large portion of our engagement agreements can be terminated by our clients with little or no notice and without penalty. In client engagements that involve multiple engagements or stages, there is a risk that a client may choose not to retain us for additional stages of an engagement or that a client will cancel or delay additional planned engagements. For clients in bankruptcy, a bankruptcy court could elect not to retain our interim management consultants, terminate our retention, require us to reduce our fees for the duration of an engagement, elect not to approve claims against fees earned by us prior to or after the bankruptcy filing, or subject previously paid amounts to be returned to the bankruptcy estate as preferential payments under the bankruptcy code. Terminations of engagements, cancellations of portions of the project plan, delays in the work schedule, or reductions in fees could result from factors unrelated to our services. When engagements are terminated or reduced, we lose the associated future revenues, and we may not be able to recover associated costs or redeploy the affected employees in a timely manner to minimize the negative impact. In addition, our clients' ability to terminate engagements with little or no notice and without penalty makes it difficult to predict our operating results in any particular fiscal period. Conflicts of interest could preclude us from accepting engagements thereby causing decreased utilization and revenues.We provide services in connection with bankruptcy and other proceedings that usually involve sensitive client information and frequently are adversarial.In connection with bankruptcy proceedings,we are required by law to be " disinterested " and may not be able to provide multiple services to a particular client.In addition,our engagement agreement with a client or other business reasons may preclude us from accepting engagements from time to time with the client' s competitors or adversaries.Moreover,in many industries in which we provide services,there has been a continuing trend toward business consolidations and strategic alliances.These consolidations and alliances reduce the number of companies that may seek our services and increase the chances that we will be unable to accept new engagements as a result of conflicts of interest.If we are unable to accept new engagements for any reason,our consultants may become underutilized,which would adversely affect our revenues and results of operations in future periods. Our ability to maintain and attract new business depends upon our reputation, the professional reputation of our revenue- generating employees, and the quality of our services. As a professional services firm, our ability to secure new engagements depends heavily upon our reputation and the individual reputations of our professionals. Any factor that diminishes our reputation or that of our employees, including not meeting client expectations or misconduct by our employees, could make it substantially more difficult for us to attract new engagements and clients. Similarly, because we obtain many of our new engagements from former or current clients, or from referrals by those clients, or by law firms that we have worked with in the past, any client that questions the quality of our work or that of our consultants could impair our ability to secure additional new engagements and clients. The consulting services industry is highly competitive and we may not be able to compete effectively. The consulting services industry in which we operate includes a large number of participants and is intensely competitive. We face competition from other business operations and financial consulting firms, general management consulting firms, the consulting practices of major accounting firms, technical and economic advisory firms, regional and specialty consulting firms, consulting divisions of our technology partners, and the internal professional resources of organizations. In addition, because there are relatively low barriers to entry, we expect to continue to face competition from new entrants into the business operations and financial consulting industries. Competition in several of the sectors in which we operate is particularly intense as many of our competitors are seeking to expand their market share in these sectors. Many of our competitors have a greater national and international presence, **and** ~~as well as~~ have a significantly greater number of personnel, financial, technical, and marketing resources. In addition, these competitors may generate greater revenues and have greater name recognition than we do. Some of our competitors may also have lower overhead and other costs and, therefore, may be able to more effectively compete through lower ~~cost~~ **priced** service offerings. Our ability to compete also depends in part on the ability of our competitors to hire, retain, and motivate skilled professionals, the price at which others offer comparable services, the ability of our competitors to offer new and valuable products and services to clients, and our competitors' responsiveness to their clients. If we are unable to compete successfully with our existing competitors or with any new competitors, our financial results will be adversely affected. Risks Related to Information Technology Our business is becoming increasingly dependent on information technology and will require additional investments in order to grow and meet the demands of our clients. We depend on the use of sophisticated technologies and systems. Many of our practices provide services that are increasingly dependent on the use of software applications and systems that we do not own and which could become unavailable. Moreover, our technology platforms will require continuing investments by us in order to expand existing service offerings and develop complementary services. For example, we have subscription- based offerings that require us to incur costs associated with upgrades and maintenance that could impact profit margins associated with those offerings and related services. Our future success depends on our ability to adapt our services and infrastructure while continuing to improve the performance, features, and reliability of our services in response to the evolving demands of the marketplace. Adverse changes to our relationships with key third- party vendors or the business of our key third- party vendors could unfavorably impact our business. A portion of our services and solutions depend on technology or software provided by third- party vendors. Some of these third- party vendors refer potential clients to us, and others require that we obtain their permission prior to accessing their software while performing services for our clients. These third- party vendors could terminate their relationship with us without cause and with little or no notice, which could limit our service offerings and harm our financial condition and operating results. In addition, if a third- party vendor' s business changes, is reduced, or fails to adapt to changing market demands, it could adversely affect our business. Moreover, if third- party technology or software that is important to our business does not continue to be available or utilized within the marketplace, or if the services that we provide to clients are no longer relevant in the marketplace, our business may be unfavorably impacted. We could experience system failures, service interruptions, or security breaches that could negatively impact our business. Our organization is comprised of employees who work on matters throughout the United States and around the world. Our technology platform is a " virtual office " from which we all operate. We may be subject to disruption to our operating systems from technology events that are beyond our control, including the possibility of failures at third- party data centers, disruptions to the internet, natural disasters, power losses, and malicious attacks. In addition, despite the implementation of security measures, our infrastructure and operating systems, including the internet and related systems, may be vulnerable to physical break- ins, hackers, improper employee or contractor access, computer viruses, programming errors, denial- of- service attacks, **cyberattacks created through AI,** or other attacks by third parties seeking to disrupt operations or misappropriate information or similar physical or electronic breaches of security. While we have taken and are taking reasonable steps to prevent and mitigate the damage of such events, including implementation of system security measures, information backup, ~~and~~ disaster recovery processes **, and crisis response plans** , and where possible, obtaining insurance against such events, those steps may not be effective and there can be no assurance that any such steps can be effective against all possible risks. We will need to continue to invest in technology in order to achieve redundancies necessary to prevent service interruptions. Access to our systems as a result of a security breach, the failure of our systems, or the loss of data could result in legal claims or proceedings, liability, or regulatory penalties and disrupt operations, which could adversely affect our business and financial results. **Issues related to the use of artificial intelligence (" AI ") may result in reputational harm or liability that could adversely impact our business. As with many innovations, AI presents risks, challenges, and unintended consequences that could affect its adoption, and therefore our business. We may incorporate AI solutions into our information platforms, products and services, and these technologies may become important to our operations over time. AI technologies are complex and rapidly evolving and the technologies that we use or develop may ultimately be flawed. Additionally, leveraging AI capabilities to potentially improve our information platforms, products and services presents further risks and challenges. If we experience an actual or perceived breach of privacy or security incident because of the use of AI, we may lose valuable sensitive or confidential client or employee data which could damage our reputation. Further, dependence on AI without adequate safeguards to make certain business decisions may introduce additional operational vulnerabilities by impacting our relationships with customers, partners, and third- party vendors, by producing inaccurate outcomes based on flaws in the underlying data, or other unintended results. Further, incorporating AI gives rise to litigation risk and risk of non-compliance and unknown cost of compliance, as AI is an emerging technology for which the legal and regulatory landscape is not fully developed (including potential liability for breaching intellectual property or privacy rights or laws). While new AI initiatives, laws, and regulations are emerging and evolving, what they ultimately will look like remains uncertain, and our obligation to comply with them could entail significant costs, negatively affect our business, or entirely limit our ability to incorporate certain AI capabilities into our offerings. While we aim to use and develop AI responsibly and attempt to mitigate ethical and legal issues presented by its use, we may ultimately be unsuccessful in identifying or resolving issues before they arise.** Risks Related to Legal Matters Our reputation could be damaged and we could incur additional liabilities if we fail to protect client and employee data through our own accord or if our information systems are breached. We rely on information technology systems to process, transmit, and store electronic information and to communicate among our locations around the world and with our clients, partners, and employees. These locations include India, Canada, Switzerland, Singapore, and the United Kingdom, all of which have their own either recently updated or potential new data protection laws. The breadth and complexity of this infrastructure increases the potential risk of security breaches which could lead to potential unauthorized disclosure of confidential information. In providing services to clients, we may manage, utilize, and store sensitive or confidential client or employee data, including personal data and protected health information. As a result, we are subject to numerous laws and regulations designed to protect this information, such as the U. S. federal and state laws governing the protection of health or other personally identifiable information, including the Health Insurance Portability and Accountability Act (HIPAA), and international laws such as the European Union' s General Data Protection Regulation (GDPR), which went into effect in 2018. In addition, many states, U. S. federal governmental authorities and non- U. S. jurisdictions have adopted, proposed or are considering adopting or proposing, additional data security and / or data privacy statutes or regulations. Continued governmental focus on data security and privacy may lead to additional legislative and regulatory action, which could increase the complexity of doing business. The increased emphasis on information security and the requirements to comply with applicable U. S. and foreign data security and privacy laws and regulations may increase our costs of doing business and negatively impact our results of operations. These laws and regulations are increasing in complexity and number. If any person, including any of our employees or third- party vendors, negligently disregards or intentionally breaches our established controls or contractual obligations with respect to client or employee data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines, and / or criminal prosecution. We maintain certain insurance coverages for cybersecurity incidents through our directors and officers insurance policy, in amounts we believe to be reasonable and at a cost that is included in our general insurance premiums **, but the policy limits and the breadth of coverage may be inadequate to cover any particular claim or all claims plus the cost of legal defense** . In addition, unauthorized disclosure of sensitive or confidential client or employee data, whether through systems failure, employee negligence **, including the misuse of AI** , fraud, or misappropriation, could damage our reputation and cause us to lose clients and their related revenue in the future. Our engagements could result in professional liability, which could be very costly and hurt our reputation. Our engagements typically involve complex analyses and the exercise of professional judgment. As a result, we are subject to the risk of professional liability. From time to time, lawsuits with respect to our work are pending. Litigation alleging that we performed negligently or breached any other obligations could expose us to significant legal liabilities and, regardless of outcome, is often very costly, could distract our management, could damage our reputation, and could harm our financial condition and operating results. We also face increased litigation risk as a result of an expanded workforce. In addition, certain of our engagements, including interim management engagements and corporate restructurings, involve greater risks than other consulting engagements. We are not always able to include provisions in our engagement agreements that are designed to limit our exposure to legal claims relating to our services. While we attempt to identify and mitigate our exposure with respect to liability arising out of our consulting engagements, these efforts may be ineffective and an actual or alleged error or omission on our part or the part of our client or other third parties in one or more of our engagements could have an adverse impact on our financial condition and results of operations. In addition, we carry professional liability insurance to cover many of these types of claims, but the policy limits and the breadth of coverage may be inadequate to cover any particular claim or all claims plus the cost of legal defense. For example, we provide services on engagements in which the impact on a client may substantially exceed the limits of our errors and omissions insurance coverage. If we are found to have professional liability with respect to work performed on such an engagement, we may not have sufficient insurance to cover the entire liability. Our business could be materially adversely affected if we incur liability in connection with service offering innovation, including new or expanded service offerings. We may grow our business through service offering innovation, including by entering into new or expanded lines of business beyond our core services. To the extent we enter into new or expanded lines of business, we may face new risks and uncertainties, including the possibility these new or expanded lines of business involve greater risks than our core services, that we have insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk, that the required investment of capital and other resources is greater than anticipated, and that we lose existing clients due to the perception that we are no longer focusing on our core business. Entry into new or expanded lines of business may also subject us to new laws and regulations with which we are not familiar and may lead to increased litigation and regulatory risk. For example, our recently launched Huron Managed Services business within the Healthcare industry provides revenue cycle managed services to hospitals and health systems. These services include the coding, preparation, submission and collection of claims for medical service to payors for reimbursement. Such claims are governed by U. S. federal and state laws. U. S. federal law provides civil liability to any persons that knowingly submit, or cause to be submitted, a claim to a payor, including Medicare, Medicaid and private health plans, seeking payment for any services or items that overbills or bills for services or items that have not been provided to the patient. U. S. federal law may also impose criminal penalties for intentionally submitting such false claims. In addition, federal and state law regulates the collection of debt and may impose monetary penalties for violating those regulations. In connection with these laws, we may be subjected to U. S. federal or state government investigations and possible penalties may be imposed upon us, false claims actions may have to be defended and private payors may file claims against us. Any investigation or proceeding related to these laws, even if unwarranted or without merit, may have a material adverse effect on our reputation, business, results of operations and financial condition. Our intellectual property rights in our " Huron Consulting Group " name are important, and any inability to use that name could negatively impact our ability to build brand identity. We believe that establishing, maintaining, and enhancing the " Huron Consulting Group " name and " Huron " brand is important to our business. We are, however, aware of a number of other companies that use names containing " Huron. " There could be potential trade name or service mark infringement claims brought against us by the users of these similar names and marks and those users may have trade name or service mark rights that are senior to ours. If another company were to successfully challenge our right to use our name, or if we were unable to prevent a competitor from using a name that is similar to our name, our ability to build brand identity could be negatively impacted. Conflicts of interest could preclude us from...... results of operations in future periods. Risks Related to Financial Management and Performance Our financial results could suffer if we are unable to achieve or maintain adequate utilization and suitable billing rates for our consultants, or if we are slow to respond to the market' s return to a predominantly in- person service delivery model. Our profitability depends to a large extent on the utilization and billing rates of our professionals. Utilization of our professionals is affected by a number of factors, including: • the number and size of client engagements; • the timing of the commencement, completion and termination of engagements, which in many cases is unpredictable; • our ability to transition our consultants efficiently from completed engagements to new engagements; • the hiring of additional consultants because there is generally a transition period for new consultants that results in a temporary drop in our utilization rate; • the use of independent contractors as a substitute for hiring additional consultants; • unanticipated changes in the scope of client engagements; • our ability to forecast demand for our services and thereby maintain an appropriate level of consultants; and • conditions affecting the industries in which we practice as well as general economic conditions. The billing rates of our consultants that we are able to charge are also affected by a number of factors, including: • our clients' perception of our ability to add value through our services; • the market demand for the services we provide; • an increase in the number of engagements in the government sector, which are subject to federal contracting regulations; • introduction of new services by us or our competitors; • our competition and the pricing policies of our competitors; and • current economic conditions. If we are unable to achieve and maintain adequate overall utilization as well as maintain or increase the billing rates for our consultants, our financial results could materially suffer. Prior to the COVID- 19 pandemic, most of our consultants performed services at the physical locations of our clients. Starting in 2020, in response to the shut downs that resulted from the proliferation of the COVID- 19 pandemic, substantially all of our services were delivered remotely. If we are out of step with a general market return to in- person service delivery, our business could be materially adversely affected. Our quarterly and annual results of operations have fluctuated in the past and may continue to fluctuate in the future as a result of certain factors, some of which may be outside of our control. A key element of our strategy is to market our products and services directly to certain large organizations, such as health systems and acute care hospitals and public universities, and to increase the number of our products and services utilized by existing clients. The sales cycle for some of our products and services is often lengthy and may involve significant commitment of client personnel. As a consequence, the commencement date of a client engagement often cannot be accurately forecasted. As discussed below, certain of our client contracts contain terms that result in revenue that is deferred and cannot be recognized until the occurrence of certain events. As a result, the period of time between contract signing and recognition of associated revenue may be lengthy, and we may not be able to predict with certainty the period in which revenue will be recognized. Fee discounts, pressure to not increase or even decrease our rates, and less advantageous contract terms could result in the loss of clients, lower revenues and operating income, higher costs, and less profitable engagements. More discounts or write- offs than we expect in any period would have a negative impact on our results of operations. Other fluctuations in our results of operations may be due to a number of other factors, some of which are not within our control, including: • the timing and volume of client invoices processed and payments received, which may affect the fees payable to us under certain of our engagements; • client decisions regarding renewal or termination of their contracts; • the amount and timing of costs related to the development or acquisition of technologies or businesses; and • unforeseen legal expenses, including litigation and other settlement gains or losses. Furthermore, we base our annual employee bonus expense, in part, upon our expected annual adjusted earnings before interest, taxes, depreciation and amortization (" EBITDA ") for that year. If we experience lower adjusted EBITDA in a quarter without a corresponding change to our full- year adjusted EBITDA expectation, our estimated bonus expense will not be reduced, which will have a negative impact on our quarterly results of operations for that quarter. Our quarterly results of operations may vary significantly and period- to- period comparisons of our results of operations may not be meaningful. The results of one quarter should not be relied upon as an indication of future performance. If our quarterly or annual results of operations fall below the expectations of our annual and long- term forecasts, and therefore fall below the expectations of securities analysts or investors, the price of our common stock could decline substantially. Revenues from our performance- based engagements are difficult to predict, and the timing and extent of recovery of our costs is uncertain. We have certain engagement agreements under which our fees include a significant performance- based component. Performance- based fees are contingent on the achievement of specific measures, such as our clients meeting cost- saving or other contractually- defined goals. The achievement of these contractually- defined goals may be subject to acknowledgment by the client and is often impacted by factors outside of our control, such as the actions of the client or other third parties. To the extent that any revenue is contingent upon the achievement of a performance target, we recognize such revenue using a process that requires us to make significant management judgments, estimates, and assumptions. While we believe that the estimates and assumptions we have used for revenue recognition are reasonable, subsequent changes could have a material impact to our future financial results. A greater number of performance- based fee arrangements may result in increased volatility in our working capital requirements and greater variations in our quarter- to- quarter results, which could affect the price of our common stock. In addition, an increase in the proportion of performance- based fee arrangements may temporarily offset the positive effect on our operating results from an increase in our utilization rate until the related revenues are recognized. The profitability of our fixed- fee engagements with clients may not meet our expectations if we underestimate the cost of these engagements. When making proposals for fixed- fee engagements, we estimate the costs and timing for completing the engagements. These estimates reflect our best judgment regarding the efficiencies of our methodologies and consultants as we plan to deploy them on engagements. Any increased or unexpected costs, expansion in scope of work without a commensurate increase in fees, or unanticipated delays in connection with the performance of fixed- fee engagements, including delays caused by factors outside our control, could make these contracts less profitable or unprofitable, which would have an adverse effect on our profit margin. Our business performance might not be sufficient for us to meet the full- year financial guidance that we provide publicly. We provide full- year financial guidance to the public based upon our expectations regarding our financial performance. While we believe that our annual financial guidance provides investors and analysts with insight to our view of the Company' s future performance, such financial guidance is based on assumptions that may not always prove to be accurate and may vary from actual results. If we fail to meet the full- year financial guidance that we provide, or if we find it necessary to revise or suspend such guidance during the year, the market value of our common stock could be adversely affected. Risks Related to Capital Resources Our obligations under ~~the Amended~~ **our senior secured** ~~Credit~~ **credit** ~~Agreement~~ **facility** are secured by a pledge of certain of the equity interests in our subsidiaries and a lien on substantially all of our assets and those of our subsidiary grantors. If we default on these obligations, our lenders may foreclose on our assets, including our pledged equity interest in our subsidiaries. **We have** ~~In the fourth quarter of 2022, we entered into~~ a ~~third~~ **Third** ~~amended~~ **Amended** and ~~restated~~ **Restated** ~~security~~ **Security** ~~agreement~~ **Agreement** with Bank of America (the " Security Agreement ") and a ~~third~~ **Third** ~~amended~~ **Amended** and ~~restated~~ **Restated** ~~pledge~~ **Pledge** ~~agreement~~ **Agreement** (the " Pledge Agreement ") **associated** ~~in connection~~ with our ~~entry into the~~ Third Amended and Restated Credit Agreement, dated as of November 15, 2022 (**as amended to date,** the " ~~Amended~~ **Current** Credit Agreement "). Pursuant to the Security Agreement and to secure our obligations under the ~~Amended~~ **Current** Credit Agreement, we granted our lenders a first- priority lien, subject to permitted liens, on substantially all of the personal property assets that we and the subsidiary grantors own. Pursuant to the Pledge Agreement, we granted our lenders a security interest in 100 % of the voting stock or other equity interests in our domestic subsidiaries and 65 % of the voting stock or other equity interests in certain of our foreign subsidiaries. If we default on our obligations under the ~~Amended~~ **Current** Credit Agreement, our lenders could accelerate our indebtedness and may be able to exercise their liens on the equity interests subject to the Pledge Agreement and their liens on substantially all of our assets and the assets of our subsidiary grantors, which would have a material adverse effect on our business, operations, financial condition, and liquidity. In addition, the covenants contained in the ~~Amended~~ **Current** Credit Agreement impose restrictions on our ability to engage in certain activities, such as the incurrence of additional indebtedness, certain investments, certain acquisitions and dispositions, and the payment of dividends. Our indebtedness could adversely affect our ability to raise additional capital to fund our operations and obligations, expose us to interest rate risk to the extent of our variable- rate debt, and adversely affect our financial results. ~~The Amended~~ **As of December 31, 2023, the senior secured** ~~Credit~~ **credit** ~~Agreement~~ **facility** consists of a $ 600 million ~~senior secured~~ revolving credit facility **under which** ~~. At December 31, 2022,~~ we had outstanding indebtedness of $ ~~290~~ **324** . 0 million ~~on our revolving line of credit~~ that becomes due and payable in full upon maturity on November 15, 2027 **. Additionally, in February 2024, we established a $ 275 million term loan facility under the senior secured credit facility** . Our ability to make scheduled payments of the principal, to pay interest, or to refinance our indebtedness, depends on our future performance. If we are unable to generate cash flow from operations sufficient to satisfy our obligations under our current indebtedness and any future indebtedness, we may be required to adopt one or more alternatives, such as reducing or delaying investments or capital expenditures, selling assets, refinancing, or obtaining additional equity capital on terms that may be onerous or dilutive. Our ability to refinance our current indebtedness or future indebtedness will depend on the capital markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on the current indebtedness or future indebtedness. In addition, our indebtedness, combined with our other financial obligations and contractual commitments, could have other important consequences such as exposing us to the risk of increased interest rates because our borrowings are at variable interest rates; making us more vulnerable to adverse changes in general U. S. and worldwide economic, industry, and competitive conditions and adverse changes in government regulation; or reducing our capacity to obtain additional financing and flexibility in planning for, or reacting to, changes in our business and our industry. Under the ~~Amended~~ **Current** Credit Agreement, we are obligated to pay interest at either one, three or six month Term SOFR or an alternate base rate, in each case plus an applicable margin. The ~~Amended~~ **Current** Credit Agreement replaced LIBOR with SOFR as the benchmark rate. SOFR is a relatively new reference rate, has a very limited history and is based on short- term repurchase agreements backed by Treasury securities. Changes in SOFR can be volatile and difficult to predict, and there is no assurance that SOFR will perform similarly to the way LIBOR, our previous benchmark rate, would have performed at any time. Any of these factors could materially and adversely affect our business, financial condition, and results of operations. Risks Related to Asset Impairment Our goodwill and other intangible assets represent a substantial amount of our total assets, and we may be required to recognize a non- cash impairment charge for these assets if the performance of one or more of our reporting units falls below our expectations. Our total assets reflect a substantial amount of goodwill and other intangible assets. At December 31, ~~2022~~ **2023** , goodwill and other intangible assets totaled $ ~~648~~ **643** . ~~4~~ **8** million, or ~~54~~ **51** %, of our total assets. Goodwill results from our business acquisitions, representing the excess of the fair value of consideration transferred over the fair value of the net assets acquired. We test goodwill for impairment at the reporting unit level, annually and whenever events or circumstances make it more likely than not that an impairment may have occurred. Intangible assets other than goodwill represent purchased assets that lack physical substance but can be distinguished from goodwill. Our intangible assets primarily consist of customer relationships, trade names, technology and software and non- competition agreements, all of which were acquired through business acquisitions. We evaluate our intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. During ~~the year ended December 31, 2020~~ **2023** , ~~we recorded non- cash goodwill impairment charges totaling $ 59. 8 million related to reporting units within the legacy Business Advisory segment. During~~ 2022 and 2021, we did not record any ~~goodwill~~ impairment charges **on our goodwill** ~~. No impairment charges for~~ - **or** other intangible assets ~~were recorded in 2022, 2021, or 2020~~ . Determining the fair value of a reporting unit requires us to make significant judgments, estimates, and assumptions. While we believe that the estimates and assumptions underlying our valuation methodology are reasonable, these estimates and assumptions could have a significant impact on whether or not a goodwill impairment charge is recognized and also the magnitude of any such charge. The results of an impairment analysis are as of a point in time. There is no assurance that the actual future earnings or cash flows of our reporting units will be consistent with our projections. We will monitor any changes to our assumptions and will evaluate goodwill as deemed warranted during future periods. Any significant decline in our operations could result in additional goodwill impairment charges. ~~Refer to " Critical Accounting Policies and Estimates " within Part I- Item 7. " Management' s Discussion and Analysis of Financial Condition and Results of Operations " and Note 4 " Goodwill and Intangible Assets " within the notes to our consolidated financial statements for further discussion of our business combinations, goodwill, intangible assets, and impairment tests performed.~~ We may incur impairment charges with respect to our convertible debt investment in Shorelight or our preferred stock investment in ~~Medically~~ **a hospital- at-** ~~Home~~ **home company** . Since 2014, we have invested $ 40. 9 million, in the form of 1. 69 % convertible debt, in Shorelight Holdings, LLC (" Shorelight "), the parent company of Shorelight Education. Our investment is carried at its fair value of $ ~~57~~ **68** . ~~6~~ **0** million as of December 31, ~~2022~~ **2023** , with unrealized holding gains and losses reported in other comprehensive income. As of December 31, ~~2022~~ **2023** , our investment in Shorelight is in an unrealized gain position. If the investment were to be in an unrealized loss position due to significant credit deterioration of Shorelight, we would recognize an allowance to decrease the carrying value of the investment to the fair value, which may be reversed in the event that the credit of Shorelight improves. As of December 31, ~~2022~~ **2023** , we have not recognized any credit allowance on our investment. In the future, if there are adverse developments in Shorelight' s business that may be the result of events within or outside of Shorelight' s control, we may incur impairment charges with respect to our convertible debt investment, which could materially impact our results of operations. In 2019, we invested $ 5. 0 million, in the form of preferred stock, in ~~Medically Home Group, Inc. (" Medically Home "),~~ a hospital- at- home company. Our investment is carried at its fair value of $ ~~33~~ **7** . ~~6~~ **4** million as of December 31, ~~2022~~ **2023** , with unrealized holding gains and losses reported in our results of operations when ~~a~~ **an** observable price change for preferred stock issued by ~~Medically Home~~ **the company** with similar rights and preferences to our preferred stock investment occurs. ~~As~~ **In the fourth quarter** of ~~December 31, 2022~~ **2023** , **we recognized a non- cash impairment loss of $ 26. 3 million on** our investment **, based on the valuation established** in ~~Medically Home is~~ **a new round of financing expected to close** in ~~an~~ **early 2024. While our investment in the company remains in a net** unrealized gain position ~~. If~~ **as of December 31, 2023, if** there is **further** ~~a significant~~ deterioration in the earnings performance, credit rating, or business prospects of ~~Medically Home~~ **the company** , or a significant adverse change in the regulatory, economic, or technological environment of ~~Medically Home~~ **the company** , we would evaluate our investment for **additional** impairment. If during such evaluation it was determined that the fair value of our investment was below its carrying value, we would recognize an impairment for such difference ~~. As of December 31, 2022, we have not identified any indicators of impairment of our investment. In the future, if such indicators arise, we may incur impairment charges with respect to our preferred stock investment in Medically Home~~ , which could materially impact our results of operations. General Risk Factors Expanding our service offerings may involve additional risks and may not be profitable. We may choose to develop new service offerings or eliminate service offerings because of market opportunities or client demands. Developing new service offerings involves inherent risks, including: • our inability to estimate demand for the new service offerings; • competition from more established market participants; • exposure to new legal and operational risks; • a lack of market understanding; • unanticipated expenses to recruit and hire qualified consultants and to market our new service offerings; and • unanticipated challenges with service delivery. Changes in capital markets, legal or regulatory requirements, and general economic or other factors beyond our control could reduce demand for our services, in which case our revenues and profitability could decline. A number of factors outside of our control affect demand for our services. These include: • fluctuations in U. S. and global economies; • the U. S. or global financial markets and the availability, costs, and terms of credit; • changes in laws and regulations; • political unrest, war, terrorism, geopolitical uncertainties, trade policies and sanctions, including the ongoing repercussions of the ~~conflict~~ **conflicts** between Russia and Ukraine **and Israel and Hamas** ; and • other economic factors and general business conditions, including inflation, rising interest rates, and the negative impact from the COVID- 19 pandemic and its downstream impacts. For example, some portion of the services we provide may be considered by our clients to be more discretionary in nature, as the demand for the services may be impacted by economic slowdowns. We are not able to predict the positive or negative effects that future events or changes to the U. S. or global economy, financial markets, or regulatory and business environment could have on our operations **. Furthermore, as 2024 is a presidential election year, the magnitude of any such positive or negative effects is even more uncertain. If we are unable to collect our receivables or unbilled services, our results of operations, financial condition, and cash flows could be adversely affected. Our business depends on our ability to successfully obtain payment from our clients for the amounts owed to us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We have established allowances for losses of receivables and unbilled services. We may not accurately assess the credit worthiness of our clients or macroeconomic conditions could result in financial difficulties for our clients, including bankruptcy and insolvency, such that clients may delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our allowances. Timely collection of clients' contractual payments also depends upon our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and / or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected** . Changes in U. S. tax laws could have a material adverse effect on our business, cash flow, results of operations and financial condition. We are subject to income and other taxes in the U. S. at the state and federal level and also in foreign jurisdictions. Changes in applicable U. S. state, federal or foreign tax laws and regulations, or their interpretation and application, could materially affect our tax expense and profitability. Future changes in tax laws, treaties or regulations, and their interpretation or enforcement, may be unpredictable, particularly as taxing jurisdictions face an increasing number of political, budgetary and other fiscal challenges. Tax rates in the jurisdictions in which we operate may change as a result of macroeconomic and other factors outside of our control, making it increasingly difficult for multinational corporations like ourselves to operate with certainty about taxation in many jurisdictions. As a result, we could be materially adversely affected by future changes in tax law or policy (or in their interpretation or enforcement) in the jurisdictions where we operate, including the United States, which could have a material adverse effect on our business, cash flow, results of operations, financial condition, as well as our effective income tax rate. ITEM 1B. UNRESOLVED STAFF COMMENTS.