

J2 GLOBAL COMMUNICATIONS INC
Form 10-Q
May 05, 2010

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended March 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: 0-25965

j2 GLOBAL COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

51-0371142
(I.R.S. Employer
Identification No.)

6922 Hollywood Boulevard, Suite 500
Los Angeles, California 90028
(Address of principal executive offices)

(323) 860-9200
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required 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

Edgar Filing: J2 GLOBAL COMMUNICATIONS INC - Form 10-Q

any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No (Not Applicable)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act). (Check one):

Large accelerated filer Accelerated filer 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 Act). Yes No

As of April 30, 2010, the registrant had 45,176,153 shares of common stock outstanding.

j2 GLOBAL COMMUNICATIONS, INC.

FOR THE QUARTER ENDED MARCH 31, 2010

INDEX

	PAGE
PART I. FINANCIAL INFORMATION	
Item 1.	Financial Statements
	Condensed Consolidated Balance Sheets (unaudited) 3
	Condensed Consolidated Statements of Operations (unaudited) 4
	Condensed Consolidated Statements of Cash Flows (unaudited) 5
	Notes to Condensed Consolidated Financial Statements (unaudited) 6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations 22
Item 3.	Quantitative and Qualitative Disclosures About Market Risk 30
Item 4.	Controls and Procedures 32
PART II. OTHER INFORMATION	
Item 1.	Legal Proceedings 33
Item 1A.	Risk Factors 35
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds 36
Item 3.	Defaults Upon Senior Securities 36
Item 4.	Reserved 36
Item 5.	Other Information 36
Item 6.	Exhibits 37
	Signature 38
	Index to Exhibits 39
	Exhibit 31.1
	Exhibit 31.2
	Exhibit 32.1
	Exhibit 32.2

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

j2 Global Communications, Inc.
Condensed Consolidated Balance Sheets
(Unaudited, in thousands)

	March 31, 2010	December 31, 2009
ASSETS		
Cash and cash equivalents	\$ 184,009	\$ 197,411
Short-term investments	38,385	31,381
Accounts receivable, net of allowances of \$2,922 and \$3,077 respectively	11,644	11,928
Prepaid expenses and other current assets	7,267	13,076
Deferred income taxes	2,658	2,657
Total current assets	243,963	256,453
Long-term investments	41,959	14,887
Property and equipment, net	11,860	13,366
Goodwill	90,117	81,258
Other purchased intangibles, net	41,578	39,091
Deferred income taxes	8,827	8,717
Other assets	365	229
Total assets	\$ 438,669	\$ 414,001
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable and accrued expenses	\$ 16,564	\$ 15,941
Income taxes payable	18,642	1,563
Deferred revenue	12,615	11,411
Total current liabilities	47,821	28,915
Liability for uncertain tax positions	32,209	46,820
Other long-term liabilities	3,362	2,094
Total liabilities	83,392	77,829
Commitments and contingencies	—	—
Preferred stock, \$0.01 par value. Authorized 1,000,000 and none issued	—	—
Common stock, \$0.01 par value. Authorized 95,000,000 at March 31, 2010 and December 31, 2009; total issued 52,980,844 and 52,907,691 shares at March 31, 2010 and December 31, 2009, respectively, and total outstanding 44,300,276 and 44,227,123 shares at March 31, 2010 and December 31, 2009, respectively	530	529
Additional paid-in capital	149,895	147,619
Treasury stock, at cost (8,680,568 shares at March 31, 2010 and December 31, 2009)	(112,671)	(112,671)
Retained earnings	319,306	301,670
Accumulated other comprehensive loss	(1,783)	(975)
Total stockholders' equity	355,277	336,172
Total liabilities and stockholders' equity	\$ 438,669	\$ 414,001

See Notes to Condensed Consolidated Financial Statements

- 3 -

j2 Global Communications, Inc.
Condensed Consolidated Statements of Operations
(Unaudited, in thousands except share and per share data)

	Three Months Ended March 31,	
	2010	2009
Revenues:		
Subscriber	\$ 59,547	\$ 59,640
Other	733	751
	60,280	60,391
Cost of revenues (including share-based compensation of \$329 and \$281 for the three months of 2010 and 2009, respectively)	10,266	11,392
Gross profit	50,014	48,999
Operating expenses:		
Sales and marketing (including share-based compensation of \$491 and \$377 for the three months of 2010 and 2009, respectively)	11,152	8,885
Research, development and engineering (including share-based compensation of \$220 and \$196 for three months of 2010 and 2009, respectively)	2,909	2,943
General and administrative (including share-based compensation of \$1,901 and \$1,441 for the three months of 2010 and 2009, respectively)	11,494	10,706
Total operating expenses	25,555	22,534
Operating earnings	24,459	26,465
Interest and other income, net	192	142
Earnings before income taxes	24,651	26,607
Income tax expense	7,015	7,955
Net earnings	\$ 17,636	\$ 18,652
Net earnings per common share:		
Basic	\$ 0.40	\$ 0.43
Diluted	\$ 0.39	\$ 0.42
Weighted average shares outstanding:		
Basic	44,250,521	43,627,071
Diluted	45,421,180	44,728,911

See Notes to Condensed Consolidated Financial Statements

j2 Global Communications, Inc.
Condensed Consolidated Statement of Cash Flows
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2010	2009
Cash flows from operating activities:		
Net earnings	\$ 17,636	\$ 18,652
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	3,968	3,655
Share-based compensation	2,941	2,295
Tax deficiency (excess tax benefits) from share-based compensation	406	(5)
Provision for doubtful accounts	482	347
Deferred income taxes	(110)	(440)
Decrease (increase) in:		
Accounts receivable	(81)	(146)
Prepaid expenses and other current assets	924	108
Other assets	16	8
(Decrease) increase in:		
Accounts payable and accrued expenses	774	(1,482)
Income taxes payable	5,088	6,775
Deferred revenue	491	(339)
Liability for uncertain tax positions	1,527	1,727
Other	626	(3)
Net cash provided by operating activities	34,688	31,152
Cash flows from investing activities:		
Purchase of available-for-sale investments	(33,875)	—
Purchases of property and equipment	(86)	(721)
Acquisition of businesses, net of cash received	(10,237)	(11,905)
Purchases of intangible assets	(2,692)	(423)
Net cash used in investing activities	(46,890)	(13,049)
Cash flows from financing activities:		
Repurchases of common stock and restricted stock	(613)	(34)
Issuance of common stock under employee stock purchase plan	28	33
Exercise of stock options	327	42
(Tax deficiency) excess tax benefits from share-based compensation	(406)	5
Net cash (used in) provided by financing activities	(664)	46
Effect of exchange rate changes on cash and cash equivalents	(536)	(717)
Net increase (decrease) in cash and cash equivalents	(13,402)	17,432
Cash and cash equivalents at beginning of period	197,411	150,780
Cash and cash equivalents at end of period	\$ 184,009	\$ 168,212

See Notes to Condensed Consolidated Financial Statements

- 5 -

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2010

(UNAUDITED)

1. Basis of Presentation

j2 Global Communications, Inc. (“j2 Global”, “our”, “us” or “we”) is a Delaware corporation founded in 1995. By leveraging the power of the Internet, we provide outsourced, value-added messaging and communications services to individuals and businesses throughout the world. We offer fax, voicemail, email and call handling services and bundled suites of certain of these services. We market our services principally under the brand names eFax®, eFax Corporate®, Onebox®, eVoice® and Electric Mail®.

The accompanying interim condensed consolidated financial statements include the accounts of j2 Global and its direct and indirect wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying interim condensed consolidated financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), including those for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X issued by the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the information and note disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been reflected in these interim financial statements. These financial statements should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2009 included in our Annual Report on Form 10-K filed with the SEC on February 23, 2010. Accordingly, significant accounting policies and other disclosures normally provided have been omitted since such items are disclosed therein.

The results of operations for this interim period are not necessarily indicative of the operating results for the full year or for any future period.

Use of Estimates

The preparation of consolidated financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, including judgments about investment classifications, and the reported amounts of net revenue and expenses during the reporting period. On an ongoing basis, management evaluates its estimates based on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results could differ from those estimates.

Allowances for Doubtful Accounts

We reserve for receivables we may not be able to collect. These reserves are typically driven by the volume of credit card declines and past due invoices and are based on historical experience as well as an evaluation of current market conditions. On an ongoing basis, management evaluates the adequacy of these reserves.

Revenue Recognition

Our subscriber revenues substantially consist of monthly recurring subscription and usage-based fees, which are primarily paid in advance by credit card. In accordance with GAAP, we defer the portions of monthly recurring subscription and usage-based fees collected in advance and recognize them in the period earned. Additionally, we defer and recognize subscriber activation fees and related direct incremental costs over a subscriber's estimated useful life.

Our advertising revenues (included in "other revenues") primarily consist of revenues derived by delivering email messages to our customers on behalf of advertisers. Revenues are recognized in the period in which the advertising services are performed, provided that no significant j2 Global obligations remain and the collection of the resulting receivable is reasonably assured.

Our patent revenues (included in "other revenues") consist of patent license revenues generated under license agreements that provide for the payment of contractually determined fully paid-up or royalty-bearing license fees to us in exchange for the grant of a non-exclusive, retroactive and future license to our patented technology. Patent revenues also consist of the sale of patents. Patent license revenues are recognized when earned over the term of the license agreement. With regard to fully paid-up license arrangements, we generally recognize as revenue in the period the agreement is executed the portion of the payment attributable to past use of the patented technology and amortize the remaining portion of such payments on a straight line basis over the life of the licensed patent(s). With regard to royalty-bearing license arrangements, we recognize revenue of license fees earned during the applicable period. With regard to patent sales, we recognize revenue of the portion of the purchase price over the carrying value of the patent(s) sold.

Fair Value Measurements

j2 Global complies with the provisions of FASB ASC Topic No. 820, Fair Value Measurements and Disclosures, ("ASC 820") in measuring fair value and in disclosing fair value measurements. ASC 820 provides a framework for measuring fair value and expands the disclosures required for fair value measurements of financial and non-financial assets and liabilities.

As of March 31, 2010 and December 31, 2009, the carrying value of cash and cash equivalents, short-term investments, accounts receivable, interest receivable, accounts payable, accrued expenses, interest payable and customer deposits approximates fair value due to the short-term nature of such instruments. The carrying value of other long-term liabilities approximates fair value as the related interest rates approximate rates currently available to j2 Global.

Concentration of Credit Risk

All of our cash, cash equivalents and marketable securities are invested at major financial institutions primarily within the United States, United Kingdom and Ireland. These institutions are required to invest our cash in accordance with our investment policy with the principal objectives being preservation of capital, fulfillment of liquidity needs and above market returns commensurate with preservation of capital. Our investment policy also requires that investments in marketable securities be in only highly rated instruments, with limitations on investing in securities of any single issuer. However, these investments are not insured against the possibility of a total or near complete loss of earnings or principal and are inherently subject to the credit risk related to the continued credit worthiness of the underlying issuer and general credit market risks. At March 31, 2010 and December 31, 2009, our cash and cash equivalents were maintained in accounts that are insured up to the limit determined by the appropriate governmental agency. The amount insured, however, is immaterial in comparison to the total amount of our cash and cash equivalents held by these institutions which is not insured.

Income Taxes

We must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments occur in the following areas, among others: (i) calculation of tax credits, benefits and deductions; (ii) calculation of tax assets and liabilities arising from differences in the timing of recognition of revenue and expense for tax and financial statement purposes; and (iii) interest and penalties related to uncertain tax positions. Significant changes to these estimates may result in an increase or decrease to our tax provision in a subsequent period.

We must assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a valuation allowance against the deferred tax assets that we estimate will not ultimately be recoverable. We believe that we will ultimately recover a substantial majority of the deferred tax assets recorded on our consolidated condensed balance sheets. However, should there be a change in our ability to recover our deferred tax assets, our tax provision would increase in the period in which we determined that the recovery was not likely.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws. We recognize liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. If we determine that a tax position will more likely than not be sustained on audit, then the second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as we have to determine the probability of various possible outcomes. We reevaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

Reclassifications

Certain prior year reported amounts have been reclassified to conform with the 2010 presentation. We reclassified certain cash flows within operating activities in the consolidated statements of cash flows.

2. Recent Accounting Pronouncements

In December 2007, the FASB issued new accounting guidance regarding business combinations. This guidance, found under FASB ASC Topic 805, Business Combinations, establishes principles and requirements for how the acquirer of a business (i) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree; (ii) recognizes and measures in its financial statements the goodwill acquired in the business combination or a gain from a bargain purchase; and (iii) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. Accordingly, we applied such guidance for acquisitions effected subsequent to January 1, 2009.

In December 2007, the FASB issued new accounting guidance regarding noncontrolling interest. This guidance, found under FASB ASC Topic 810, Consolidation, requires that the ownership interests in subsidiaries held by parties other than the parent be clearly identified, labeled and presented in the consolidated balance sheets within equity, but separate from the parent's equity. In addition, the amount of consolidated net income attributable to the parent and to the noncontrolling interest must be clearly identified and presented on the face of the consolidated statement of operations. This guidance also requires that changes in the parent's ownership interest be accounted for as equity transactions if a subsidiary is deconsolidated and that any retained noncontrolling equity investment be measured at

fair value. Furthermore, this guidance requires that sufficient disclosures be provided that clearly identify and distinguish between the interests of the parent and noncontrolling owners. The provisions of this guidance are effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In March 2008, the FASB issued new accounting guidance regarding derivative instruments and hedging activities. This guidance, found under FASB ASC Topic 815, Derivatives and Hedging, requires enhanced disclosures about a company's derivative and hedging activities. These enhanced disclosures will discuss (i) how and why a company uses derivative instruments; (ii) how derivative instruments and related hedged items are accounted for; and (iii) how derivative instruments and related hedged items affect a company's financial position, results of operations and cash flows. This guidance is effective for fiscal years beginning on or after November 15, 2008, with earlier adoption allowed. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In April 2008, the FASB issued new accounting guidance regarding intangible assets. This guidance, found under FASB ASC Topic 350, Intangibles – Goodwill and Other, amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. This guidance is effective for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2008. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In September 2008, the FASB issued new accounting guidance regarding credit derivatives and certain guarantees. This guidance, found under FASB ASC Topic 815, Derivatives and Hedging, applies to credit derivatives within the scope of the guidance, hybrid instruments that have embedded credit derivatives and guarantees within the scope of the guidance. This guidance is effective for reporting periods (annual or interim) ending after November 15, 2008. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In November 2008, the FASB ratified new accounting guidance regarding equity method investments. This guidance, found under FASB ASC Topic 323, Investments – Equity Method and Joint Ventures, clarifies the accounting for certain transactions and impairment considerations involving equity method investments. This guidance is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. We do not currently have any investments that are accounted for under the equity method. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In November 2008, the FASB ratified new accounting guidance regarding defensive intangible assets. This guidance, found under FASB ASC Topic 350, Intangibles – Goodwill and Other, clarifies the accounting for certain separately identifiable intangible assets which an acquirer does not intend to actively use but intends to hold to prevent its competitors from obtaining access to them. This guidance requires an acquirer in a business combination to account for a defensive intangible asset as a separate unit of accounting which should be amortized to expense over the period the asset diminishes in value. This guidance is effective for fiscal years beginning after December 15, 2008, with early adoption prohibited. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

In April 2009, the FASB issued three related new accounting statements regarding other-than-temporary impairments, a change in interim disclosures and additional guidance related to the determination of fair value in connection with financial instruments. This guidance, found under FASB ASC Topic 320, Investments – Debt and Equity Securities, FASB ASC Topic 825, Financial Instruments and FASB ASC Topic 820, Fair Value Measurements and Disclosures, are effective for interim and annual reporting periods ending after June 15, 2009. This guidance amends the other-than-temporary impairment guidance in GAAP for debt securities to modify the requirement for recognizing other-than-temporary impairments, changes the existing impairment model and modifies the presentation and frequency of related disclosures. This guidance requires disclosures about fair value of financial instruments for interim reporting periods as well as in annual financial statements. These accounting statements provide additional guidance for estimating fair value in the current economic environment and reemphasizes that the objective of a fair value measurement remains an exit price. If we were to conclude that there has been a significant decrease in the volume and level of activity of the asset or liability in relation to normal market activities, quoted market values may not be representative of fair value and we may conclude that a change in valuation technique or the use of multiple valuation techniques may be appropriate. See Note 4 – Investments and Note 5 – Fair Value Measurements.

In April 2009, the FASB issued new accounting guidance regarding business combinations. This guidance, found under FASB ASC Topic 805, Business Combinations, amends the guidance relating to the initial recognition and measurement, subsequent measurement and accounting and disclosures of assets and liabilities arising from contingencies in a business combination. This guidance is effective for fiscal years beginning after December 15, 2008. We adopted this guidance as of the beginning of fiscal 2009 and are applying the requirements of this guidance to any acquisitions during fiscal year 2009 and beyond.

In June 2009, the FASB approved the FASB Accounting Standards Codification (“Codification”), which launched on July 1, 2009, and is effective for financial statements for interim or annual reporting periods ending after September 15, 2009. The Codification does not change GAAP, but instead combines all authoritative standards into a comprehensive, topically organized online database. After the Codification launch on July 1, 2009, only one level of authoritative GAAP exists other than guidance issued by the SEC. All other accounting literature excluded from the Codification is considered non-authoritative. The impact of the adoption of this guidance was not significant to our

consolidated financial statements.

In August 2009, the FASB issued Accounting Standards Update 2009-05, Fair Value Measurements and Disclosures (Topic 820) Measuring Liabilities at Fair Value. This guidance clarifies that in circumstances in which a quoted price in an active market for an identical liability is not available, a reporting entity is required to measure fair value of such liability using one or more of the techniques prescribed by the update. This guidance is effective for the first reporting period beginning after issuance, which is the period ending December 31, 2009. The impact of the adoption of this guidance was not significant to our consolidated financial statements.

- 9 -

In January 2010, the FASB issued Accounting Standards Update 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements. This guidance amends the disclosure requirements related to recurring and nonrecurring fair value measurements and requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The guidance became effective for the reporting period beginning January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which will become effective for the reporting period beginning January 1, 2011. Other than requiring additional disclosures, adoption of this new guidance has not and is not expected to have a significant impact on our consolidated financial statements. The Company's adoption of this updated guidance was not significant to our consolidated financial statements.

In February 2010, the FASB issued updated guidance related to subsequent events. As a result of this updated guidance, public filers must still evaluate subsequent events through the issuance date of their financial statements, however, they are not required to disclose the date in which subsequent events were evaluated in their financial statements disclosures. This amended guidance became effective upon its issuance on February 24, 2010 at which time the Company adopted this updated guidance.

3. Business Acquisition

We acquired three businesses during the first quarter 2010: (1) the voice assets of Reality Telecom Ltd, (2) the fax assets of Comodo Communications, Inc. and (3) the unified messaging and communications assets of mBox Pty, Ltd. These acquisitions are designed to be accretive and provide us additional customers in the voice, fax and unified messaging and communications market. The condensed consolidated statement of operations and balance sheet as of March 31, 2010 reflects the results of operations of these acquisitions. Total consideration for these transactions was \$11.2 million in cash including \$0.6 million in assumed liabilities consisting strictly of deferred revenue. The operations of these acquired businesses are individually and collectively immaterial to our financial position as of the date of the acquisition.

The following table summarizes the allocation of the aggregate purchase price as follows (in thousands):

Asset	Valuation
Customer Relationships	\$ 1,700
Goodwill	9,303
Other Intangible Assets	763
Other Assets	62
Deferred Revenue	(610)
Total	\$ 11,218

Customer relationships have useful lives of ten to fifteen years from the date of acquisition and no residual. Other intangible assets have useful lives between one and five years from the date of acquisition and no residual value. Other assets have useful lives between zero and three years and no residual value.

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired and represents intangible assets that do not qualify for separate recognition. We expect to deduct 100% of goodwill for income tax purposes over the next 15 years. There was no research and development acquired or written off in connection with the business acquisition. Transaction costs from these acquisitions consist of \$152,500 for professional fees expensed in the three month period ended March 31, 2010 to General and Administrative expense.

4. Investments

Short-term investments consist primarily of certificate of deposits and are stated at cost, which approximates fair market value.

The following table summarizes our debt securities designated as available-for-sale classified by the contractual maturity date of the security (in thousands):

	March 31, 2010	December 31, 2009
Due within 1 year	\$ 6,775	\$ —
Due within more than 1 year but less than 5 years	39,807	12,833
Due within more than 5 years but less than 10 years	—	—
Due 10 years or after	2,152	2,054
Total	\$ 48,734	\$ 14,887

- 10 -

The following table summarizes our investments designated as trading and available-for-sale (in thousands):

	March 31, 2010	December 31, 2009
Trading	\$ 17	\$ 9
Available-for-sale	48,734	14,887
Total	\$ 48,751	\$ 14,896

The following table summarizes the gross unrealized gains and losses and fair values for investments as of March 31, 2010 and December 31, 2009 aggregated by major security type (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
March 31, 2010				
Auction Rate and other Debt Securities	\$ 47,980	\$ 754	\$ —	48,734
December 31, 2009				
Auction Rate and other Debt Securities	\$ 13,996	\$ 891	\$ —	14,887

At December 31, 2009, corporate and auction rate debt and preferred securities were recorded as available-for-sale. The debt securities have stated maturities through 2037. The preferred securities have no stated maturity dates. The auction rate securities have interest rates that reset periodically at established intervals of 90 days or less. The corporate debt securities have a fixed interest rate. Certain of these securities are illiquid due to failed auctions or conversion following failed auctions into other illiquid instruments. As of June 30, 2009, we determined that as a result of continued deterioration in the creditworthiness of the issuers of these securities, we intend to sell these securities. Accordingly, we reclassified these securities to available-for-sale. There have been no significant changes in the maturity dates and average interest rates for our investment portfolio and debt obligations subsequent to March 31, 2010. At March 31, 2010, our long-term available-for-sale securities are carried at fair value, with the unrealized gains and losses reported as a component of stockholders' equity.

There were no investments that have been in an unrealized loss position for less than 12 months or longer as of March 31, 2010 and December 31, 2009.

Recognition and Measurement of Other-Than-Temporary Impairment

We regularly review and evaluate each investment that has an unrealized loss. An unrealized loss exists when the current fair value of an individual security is less than its amortized cost basis. Unrealized losses that are determined to be temporary in nature are recorded, net of tax, in accumulated other comprehensive income for available-for-sale securities, while such losses related to held-to-maturity securities are not recorded, as these investments are carried at their amortized cost.

Regardless of the classification of the securities as available-for-sale or held-to-maturity, we have assessed each position for impairment.

Factors considered in determining whether a loss is temporary include:

the length of time and the extent to which fair value has been below cost;

the severity of the impairment;

the cause of the impairment and the financial condition and near-term prospects of the issuer;

activity in the market of the issuer which may indicate adverse credit conditions; and

our ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery.

Our review for impairment generally entails:

identification and evaluation of investments that have indications of possible impairment;

analysis of individual investments that have fair values less than amortized cost, including consideration of the length of time the investment has been in an unrealized loss position and the expected recovery period;

discussion of evidential matter, including an evaluation of factors or triggers that could cause individual investments to qualify as having other-than-temporary impairment and those that would not support other-than-temporary impairment; and

documentation of the results of these analyses, as required under business policies.

information provided by third party valuation experts

For these securities, a critical component of the evaluation for other-than-temporary impairments is the identification of credit impairment, where management does not expect to receive cash flows sufficient to recover the entire amortized cost basis of the security.

For these securities, credit impairment is assessed using a combination of a discounted cash flow model that estimates the cash flows on the underlying securities and a market comparables method where the security is valued based upon indications from the secondary market of what discounts buyers demand when purchasing similar auction rate securities. The cash flow model incorporates actual cash flows on the auction rate securities through the current period and then projects the remaining cash flows using relevant interest rate curves over the remaining term. These cash flows are discounted using a number of assumptions, some of which include prevailing implied credit risk premiums, incremental credit spreads, and illiquidity risk premium among others.

Securities that have been identified as other-than-temporarily impaired are written down to their current fair value. For debt securities that are intended to be sold, or that management believes it is more-likely-than-not will be required to be sold prior to recovery; the full impairment is recognized immediately in earnings.

For available-for-sale and held-to-maturity securities that management has no intent to sell and believes that it is more-likely-than not that it will not be required to sell prior to recovery, only the credit loss component of the impairment is recognized in earnings, while the rest of the fair value impairment is recognized in other comprehensive income. The credit loss component recognized in earnings is identified as the amount of principal cash flows not expected to be received over the remaining term of the security.

During the second quarter 2009, we reclassified certain investments from held-to-maturity to available-for-sale as we intend to sell our corporate and auction rate debt and preferred securities. We arrived at this conclusion based on the significant erosion in the credit worthiness of the issuers. Accordingly, we determined that these securities were other-than-temporarily impaired resulting in an impairment loss recognized in earnings of \$9.2 million for the year ended December 31, 2009.

During the fourth quarter of 2009, we determined that one auction rate security was other-than-temporarily impaired and recorded an impairment loss of \$0.2 million for the year ended December 31, 2009. During the fourth quarter of 2009, we sold an auction rate security which was previously determined to be other than temporarily impaired and recognized a gain on the sale in the amount of \$1.8 million which was recorded within interest and other income within the consolidated statement of operations for the year ended December 31, 2009.

5. Fair Value Measurements

j2 Global complies with the provisions of ASC Topic No. 820, Fair Value Measurements and Disclosures (“ASC 820”), which defines fair value, provides a framework for measuring fair value and expands the disclosures required for fair value measurements of financial and non-financial assets and liabilities. ASC 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

- § Level 1 – Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- § Level 2 – Include other inputs that are directly or indirectly observable in the marketplace.
- § Level 3 – Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

We measure our cash equivalents and investments at fair value. Our cash equivalents short-term investments and other debt securities are primarily classified within Level 1. Investments in auction rate securities are classified within Level 3. The valuation technique used under Level 3 consists of a discounted cash flow analysis which includes numerous assumptions, including prevailing implied credit risk premiums, incremental credit spreads and illiquidity risk premiums, among others and a market comparables model where the security is valued based upon indicators from the secondary market of what discounts buyers demand when purchasing similar auction rate securities. There was no change in the technique during the period. Cash equivalents and marketable securities are valued primarily using quoted market prices utilizing market observable inputs. Our investments in auction rate securities are classified within Level 3 because there are no active markets for the auction rate securities and therefore we are unable to obtain independent valuations from market sources. Some of the inputs to the cash flow model are unobservable in the market. The total amount of assets measured using Level 3 valuation methodologies represented less than 1% of our total assets as of March 31, 2010.

The following tables present the fair values of our financial instruments that are measured at fair value on a recurring basis (in thousands):

March 31, 2010	Level 1	Level 2	Level 3	Fair Value
Cash	\$ 184,009	\$ —	—	\$ 184,009
Certificates of Deposit	31,593	—	—	31,593
Equity Securities	17	—	—	17
	3,528	—	—	3,528

Edgar Filing: J2 GLOBAL COMMUNICATIONS INC - Form 10-Q

Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies				
Debt securities issued by foreign governments	1,888	—	—	1,888
Corporate debt securities	41,462	—	—	41,462
Auction Rate Securities		—	1,856	1,856
Total	\$ 262,497	\$ —	\$ 1,856	\$ 264,353

December 31, 2009	Level 1	Level 2	Level 3	Fair Value
Cash	\$ 197,411	\$ —	—	\$ 197,411
Certificates of Deposit	31,371	—	—	31,371
Equity Securities	9	—	—	9
Debt securities issued by foreign governments	1,893	—	—	1,893
Corporate debt securities	11,214	—	—	11,214
Auction Rate Securities		—	1,781	1,781
Total	\$ 241,898	\$ —	\$ 1,781	\$ 243,679

The following table provides a summary of changes in fair value of our Level 3 financial assets as of March 31, 2010 (in thousands):

	Level 3 Financial Assets Three Months Ended March 31, 2010
Beginning Balance	\$1,781
Total gains (losses) - realized/unrealized	
Included in earnings (other than temporary impairment)	—
Not included in earnings	75
Purchases, issuances and settlements	—
Sales	—
Transfers in and/or out of Level 3	—
Balance, March 31, 2010	\$1,856
Total losses for the period included in earnings relating to assets still held at March 31, 2010	\$—

Losses associated with other-than-temporary impairments are recorded as a component of other income. Gains and losses not associated with other-than-temporary impairments are recorded as a component of other comprehensive income.

6. Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of the net tangible and identifiable intangible assets acquired in a business combination. Intangible assets resulting from the acquisitions of entities accounted for using the purchase method of accounting are recorded at the estimated fair value of the assets acquired. Identifiable intangible assets are comprised of purchased customer relationships, trademarks and trade names, developed technologies and other intangible assets. The fair values of these identified intangible assets are based upon expected future cash flows or income, which take into consideration certain assumptions such as customer turnover, tradenames and patent lives. These determinations are primarily based upon our historical experience and expected benefit of the intangible asset. If it is determined that such assumptions are not accurate, then the resulting change will impact the fair value of the intangible asset. Identifiable intangible assets are amortized using the straight-line method over estimated useful lives ranging from two to 20 years.

The changes in carrying amounts of goodwill and other intangible assets for the three months ended March 31, 2010 are as follows (in thousands):

	Balance as of January 1, 2010	Additions	Deductions	Amortization	Foreign Exchange Translation	Balance as of March 31, 2010
Goodwill	\$ 81,258	\$ 9,325	\$ —	\$ —	(466)	\$ 90,117
Intangible assets with indefinite lives	7,069	225	—	—	—	7,294
	32,022	4,770	—	(2,428)	(80)	34,284

Intangible assets
subject to
amortization

\$ 120,349 \$ 14,320 \$ —\$ (2,428) \$ (546) \$ 131,695

Intangible assets with indefinite lives relate primarily to certain trade names and trademarks. As of March 31, 2010, intangible assets subject to amortization relate primarily to the following (in thousands):

	Weighted-Average Amortization Period	Historical Cost	Accumulated Amortization	Net
Patents	8.9 years	\$ 29,927	\$ 14,252	\$ 15,675
Technology	4.8 years	2,994	1,671	1,323
Customer relationships	8.0 years	17,081	6,531	10,550
Trade name	13.8 years	9,351	2,615	6,736
Total		\$ 59,353	\$ 25,069	\$ 34,284

Amortization expense, included in general and administrative expense, during the three-month periods ended March 31, 2010 and 2009 approximated \$2.4 million and \$1.9 million, respectively. Amortization expense is estimated to approximate \$7.6 million, \$5.0 million, \$4.4 million, \$3.8 million and \$3.5 million for fiscal years 2010 through 2014, respectively, and \$12.4 million thereafter through the duration of the amortization period.

7. Commitments and Contingencies

Litigation

We are involved with various legal matters arising from the ordinary course of business. Although the ultimate resolution of these various matters cannot be determined at this time, we do not believe that such matters, individually or in the aggregate, will have a material adverse effect on our future consolidated results of operations, cash flows or financial condition. For additional information on litigation matters, see Part II, Item 1. Legal Proceedings

Credit Agreement

On January 5, 2009, we entered into a Credit Agreement (the "Credit Agreement") with Union Bank, N.A. ("Lender") in order to further enhance our liquidity in the event of potential acquisitions or other corporate purposes. The Credit Agreement provides for a \$25.0 million revolving line of credit with a \$2.5 million letter of credit sublimit. The facility is unsecured (except to the limited extent described below) and has never been drawn upon. Revolving loans may be borrowed, repaid and re-borrowed until January 5, 2011, on which date all outstanding principal of, together with accrued interest on, any revolving loans will be due. We may prepay the loans and terminate the commitments at any time, with generally no premium or penalty.

Loans will bear interest at the election of j2 Global at either:

- LIBOR plus a margin equal to 1.50% for interest periods of 1, 2, 3 or 6 months (the "Fixed Interest Rate");
- or
- the "Base Rate", defined as the highest of (i) the reference rate in effect as determined per the agreement, (ii) the federal funds rate in effect as determined per the agreement plus a margin equal to 0.5% and (iii) the 1 month LIBOR rate.

We are also obligated to pay closing fees, letter of credit fees and commitment fees customary for a credit facility of this size and type.

Interest on the loans is payable quarterly or, if accruing at a Fixed Interest Rate, on the last day of the applicable LIBOR interest rate period, or for LIBOR interest rate periods longer than 3 months, at the end of each 3-month period in the applicable LIBOR interest rate period.

Pursuant to the Credit Agreement, Phone People Holdings Corporation, a wholly-owned U.S. subsidiary of j2 Global, entered into a Continuing Guaranty (the "Guaranty") in favor of Lender, pursuant to which it guaranteed all of the obligations of j2 Global under the Credit Agreement and is payable upon demand of the Lender. Future significant subsidiaries based in the U.S. will also be required to guaranty j2 Global's obligations under the Credit Agreement. "Significant subsidiary" is defined as subsidiaries that had net income for the fiscal quarter then most recently ended in excess of ten percent (10%) of EBITDA (as defined in the Credit Agreement) for such fiscal quarter or had assets in excess of ten percent (10%) of the total assets of the j2 Global and its subsidiaries on a consolidated basis as at the end of the fiscal quarter then most recently ended. Also pursuant to the Credit Agreement, we entered into a Security Pledge Agreement whereby j2 Global grants to Lender a security interest in 65% of the issued stock of j2 Global Holdings Limited, a wholly owned Irish subsidiary of j2 Global. We will also be required to grant a security interest to Lender in 65% of the issued stock of any future non-U.S. based significant subsidiary.

The Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, grant liens, dispose of assets, incur indebtedness, guaranty obligations, merge or consolidate, acquire another company, make loans or investments or repurchase stock, in each case subject to exceptions customary for a credit facility of this size and type.

The Credit Agreement also contains financial covenants that establish minimum EBITDA, net worth and liquid asset levels and limit the amount of operating lease obligations that may be assumed.

The Credit Agreement includes customary events of default that include, among other things, payment defaults, inaccuracy of representations and warranties, covenant defaults, material bankruptcy and insolvency events, judgments and failure to comply

- 15 -

with judgments, tax defaults, change of control and cross defaults, in each case subject to exceptions and/or thresholds customary for a credit facility of this size and type. The occurrence of an event of default could result in the acceleration of our repayment obligations under the Credit Agreement.

8. **Income Taxes**

Our tax provision for interim periods is determined using an estimate of our annual effective tax rate. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes we make a cumulative adjustment. Our annual effective tax rate is normally lower than the 35% U.S. federal statutory rate and applicable apportioned state tax rates primarily due to anticipated earnings of our subsidiaries outside of the U.S. in jurisdictions where our effective tax rate is lower than in the U.S. For the quarter ended March 31, 2010, our estimated effective tax rate was 28.5%. We do not provide for U.S. income taxes on the undistributed earnings of our foreign operations since we intend to reinvest them in our foreign jurisdictions.

We had approximately \$11.5 million in net deferred tax assets as of March 31, 2010 related primarily to net operating loss carryforwards, capital losses and as a result of differences in share-based compensation between our financial statements and our tax returns. Based on the weight of available evidence, we assess whether it is more likely than not that some portion or all of a deferred tax asset will not be realized. If necessary, we record a valuation allowance sufficient to reduce the deferred tax asset to the amount that is more likely that not to be realized. The net deferred tax assets should be realized through future operating results and the reversal of temporary differences.

As of March 31, 2010 and December 31, 2009, we had \$32.2 million and \$46.8 million, respectively, in liabilities for uncertain income tax positions. The decrease in liabilities for uncertain income tax positions was the result of us having effectively settled the transfer pricing portion of the tax audit by the Internal Revenue Service relating to the Company's income tax returns for 2004 through 2008. As this settlement was not paid prior to March 31, 2010, we classified the anticipated payout within income taxes payable. Accrued interest and penalties related to unrecognized tax benefits are recognized in income tax expense on our consolidated statement of operations.

Cash paid for income taxes was \$0.4 million and zero for the three months ended March 31, 2010 and 2009, respectively.

Certain tax payments are prepaid during the year and included within Prepaid expenses and other current assets on the consolidated balance sheet. Our prepaid tax payments were \$2.6 million and \$7.2 million at March 31, 2010 and December 31, 2009, respectively.

In 2008, the Governor of California signed into law new tax legislation that suspended the use of NOLs for tax years beginning on or after January 1, 2008 and 2009. Despite the Company having taxable income in 2008 and 2009, the Company was not permitted to utilize its California NOLs generated in prior years to offset this taxable income for purposes of determining the applicable California income tax due. Current law reinstates use of NOLs in tax years beginning on or after January 1, 2010.

We are currently under audit by the Internal Revenue Service for tax years 2004 through 2008 (although as stated above the transfer pricing issues have been effectively settled) as well as the California Franchise Tax Board for tax years 2005 through 2007 and by the Illinois Department of Revenue for tax years 2005 and 2006. It is possible that these audits may conclude in the next 12 months and that the unrecognized tax benefits we have recorded in relation to these tax years may change compared to the liabilities recorded for these periods. However, it is not currently possible to estimate the amount, if any, of such change. We are also under audit by various other states for non-income related taxes.

9. Stock Options and Employee Stock Purchase Plan

Our share-based compensation plans include our Second Amended and Restated 1997 Stock Option Plan, 2007 Stock Plan and 2001 Employee Stock Purchase Plan. Each plan is described below.

The Second Amended and Restated 1997 Stock Option Plan (the “1997 Plan”) terminated in 2007. A total of 12,000,000 shares of common stock were authorized to be used for 1997 Plan purposes. An additional 840,000 shares were authorized for issuance upon exercise of options granted outside the 1997 Plan. As of March 31, 2010, 3,302,622 shares underlying options and 164,840 shares of restricted stock were outstanding under the 1997 Plan, all of which continue to be governed by the 1997 Plan.

The 2007 Stock Plan (the “2007 Plan”), provides for the granting of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units and other share-based awards. 4,500,000 shares of common stock are authorized to be used for 2007 Plan purposes. Options under the 2007 Plan may be granted at exercise prices determined by the Board of Directors, provided that the exercise prices shall not be less than the fair market value of j2 Global’s common stock on the date of grant for incentive stock options and not less than 85% of the fair market value of j2 Global’s common stock on the date of grant for non-statutory stock options. As of March 31, 2010, 1,167,881 shares underlying options and 721,731 shares of restricted stock were outstanding under the 2007 Plan, all of which continue to be governed by the 2007 Plan.

All stock option grants are approved by “outside directors” within the meaning of Internal Revenue Code Section 162(m).

Stock Options

The following table represents stock option activity for the three months ended March 31, 2010:

	Number of Shares	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2010	4,480,591	\$ 13.17		
Granted	10,000	20.72		
Exercised	(26,096)	12.55		
Canceled	(3,992)	24.91		
Outstanding at March 31, 2010	4,460,503	13.18	4.9	\$ 49,309,163
Exercisable at March 31, 2010	3,072,542	9.45	3.5	\$ 44,365,649
Vested and expected to vest at March 31, 2010	4,217,181	\$ 12.77	4.7	\$ 48,327,955

For the three months ended March 31, 2010, we granted 10,000 options to purchase shares of common stock pursuant to the 2007 Plan. These stock options vest 20% per year and expire 10 years from the date of grant.

The per share weighted-average grant-date fair values of stock options granted during the three months ended March 31, 2010 and 2009 were \$10.61 and \$9.48, respectively.

The aggregate intrinsic values of options exercised during the three months ended March 31, 2010 and 2009 were \$246,872 and \$35,599, respectively.

As of March 31, 2010 and December 31, 2009, unrecognized stock compensation related to non-vested share-based compensation awards granted under the 1997 Plan and the 2007 Plan approximated \$16.9 million and \$18.9 million, respectively. Unrecognized stock compensation expense related to non-vested share-based compensation awards granted under these plans is expected to be recognized ratably over a weighted-average period of 2.9 years (i.e., the remaining requisite service period).

- 17 -

Fair Value Disclosure

We use the Black-Scholes option pricing model to calculate the fair-value of each option grant. The expected volatility for the three months ended March 31, 2010 is based on historical volatility of our common stock. We elected to use the simplified method for estimating the expected term. Under the simplified method, the expected term is equal to the midpoint between the vesting period and the contractual term of the stock option. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a term equal to the expected term of the option assumed at the date of grant. Estimated forfeiture rates were 14.1% as of March 31, 2010 and 2009.

The weighted-average fair values of stock options granted have been estimated utilizing the following assumptions:

	Three Months Ended March 31,	
	2010	2009
Risk-free interest rate	2.9%	2.3%
Expected term (in years)	6.5	6.5
Dividend yield	0%	0%
Expected volatility	48%	55%
Weighted-average volatility	48%	55%

Restricted Stock

We have awarded restricted stock and restricted stock units to our board of directors and senior staff pursuant to the 1997 Plan and the 2007 Plan. Compensation expense resulting from restricted stock and restricted unit grants is measured at fair value on the date of grant and is recognized as share-based compensation expense over a five-year vesting period. During the three months ended March 31, 2010, we granted 10,000 restricted stock units. We recognized \$1.0 million of compensation expense in the three months ended March 31, 2010 related to restricted stock and restricted stock units. As of March 31, 2010, and December 31, 2009, we have unrecognized share-based compensation cost of approximately \$13.4 million and \$14.4 million, respectively, associated with these shares and units. This cost is expected to be recognized over a weighted-average period of 3.4 years for awards and 4.9 years for units.

Restricted stock award activity for the three months ended March 31, 2010 is set forth below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2010	947,831	\$ 19.36
Granted	—	—
Vested	(71,260)	18.26
Canceled	—	—
Nonvested at March 31, 2010	876,571	\$ 19.45

The following table represents stock unit activity for the three months ended March 31, 2010:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2010		—\$		
Granted	10,000			

Edgar Filing: J2 GLOBAL COMMUNICATIONS INC - Form 10-Q

Exercised	—		
Canceled	—		
Outstanding at March 31, 2010	10,000	3.4 \$	233,500
Exercisable at March 31, 2010	—		
Vested and expected to vest at March 31, 2010	6,099	3.4 \$	142,412

- 18 -

Share-Based Compensation Expense

The following table represents share-based compensation expense included in cost of revenues and operating expenses in the accompanying condensed consolidated statements of operations for the three months ended March 31, 2010 and 2009 (in thousands):

	Three Months Ended	
	March 31,	
	2010	2009
Cost of revenues	\$ 329	\$ 281
Operating expenses:		
Sales and marketing	491	377
Research, development and engineering	220	196
General and administrative	1,901	1,441
	\$ 2,941	\$ 2,295

Employee Stock Purchase Plan

Our 2001 Employee Stock Purchase Plan (the "Purchase Plan"), provides for the issuance of a maximum of two million shares of common stock. Under the Purchase Plan, eligible employees can have up to 15% of their earnings withheld, up to certain maximums, to be used to purchase shares of j2 Global's common stock at certain plan-defined dates. The price of the common stock purchased under the Purchase Plan for the offering periods is equal to 95% of the fair market value of the common stock at the end of the offering period. For the three months ended March 31, 2010 and 2009, 1,427 and 1,760 shares were purchased under the plan, respectively. Cash received upon the issuance of common stock under the Purchase Plan was \$28,000 and \$33,000 for the three months ended March 31, 2010 and 2009, respectively. As of March 31, 2010, 1,660,100 shares were available under the Purchase Plan for future issuance.

10. Earnings Per Share

Basic earnings per share is computed on the basis of the weighted-average number of common shares outstanding. Diluted earnings per share is computed on the basis of the weighted-average number of common shares outstanding plus the dilutive effect of outstanding stock options, restricted stock, restricted stock units or other common stock equivalents using the "treasury stock" method. The components of basic and diluted earnings per share are as follows (in thousands, except share and per share data):

	Three Months Ended March 31,	
	2010	2009
Numerator for basic and diluted net earnings per common share:		
Net earnings	\$ 17,636	\$ 18.652
Denominator:		
Weighted-average outstanding shares of common stock	44,250,521	43,627,071
Dilutive effect of:		
Employee stock options	943,785	1,101,840
Restricted stock	226,874	—
Common stock and common stock equivalents	45,421,180	44,728,911
Net earnings per share:		
Basic	\$ 0.40	\$ 0.43
Diluted	\$ 0.39	\$ 0.42

For the three months ended March 31, 2010 and 2009, there were 745,529 and 924,415 options outstanding, respectively, which were excluded from the computation of diluted earnings per share because the exercise prices were greater than the average market price of the common shares.

11. Comprehensive Income

The components of comprehensive income were net earnings and accumulated other comprehensive income. Comprehensive income for the three months ended March 31, 2010 and 2009 is as follows (in thousands):

	Three Months Ended March 31,	
	2010	2009
Net earnings	\$ 17,636	\$ 18,652
Other comprehensive income, net of tax:		
Foreign currency translation adjustment, net of tax benefit of \$268 and \$266, respectively.	(673)	(623)
Amortization of unrealized loss on held-to-maturity securities, net of tax of \$1	—	5
Unrealized gain on available-for-sale investments, net of tax of \$38	95	—
Other comprehensive income, net of tax	(578)	(618)
Comprehensive income	17,058	18,034

12. Geographic Information

We maintain operations in the U.S., Canada, Ireland, the United Kingdom and other international territories. Geographic information about the U.S. and international territories for the reporting periods is presented below. Such information attributes revenues based on the location of a customer's Direct Inward Dial ("DID") number for services using such a number or a customer's residence for other services (in thousands):

	Three Months Ended March 31,	
	2010	2009
Revenue:		
United States	\$ 51,210	\$ 51,630
All other countries	9,070	8,761
	\$ 60,280	\$ 60,391
	March 31,	December 31,
	2010	2009
Long-lived assets:		
United States	\$ 36,547	\$ 45,374
All other countries	9,598	9,349
	\$ 46,145	\$ 54,723

13. Subsequent Events

In May 2010, we purchased for cash the assets associated with the email hosting and email marketing businesses of FuseMail, LLC for \$6.6 million. This acquisition is designed to be accretive and to provide us additional customers and technology in the email market. The financial impact to j2 Global for this transaction is immaterial as of the date of the acquisition.

In May 2010, our Board of Directors approved a program authorizing the repurchase of up to ten million shares of our common stock through the end of April 30, 2012. On May 4, 2010, we entered into a Rule 10b5-1 trading plan with a

broker to facilitate the repurchase program.

- 21 -

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Information

In addition to historical information, the foregoing Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements. These forward-looking statements involve risks, uncertainties and assumptions. The actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those discussed below, the risk factors discussed in Part II, Item 1A - "Risk Factors" of this Quarterly Report on Form 10-Q and in Part I, Item 1A - "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2009 (together, the "Risk Factors"), and the factors discussed in the section in this Quarterly Report on Form 10-Q entitled "Quantitative and Qualitative Disclosures About Market Risk". Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date hereof. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Readers should carefully review the Risk Factors and the risk factors set forth in other documents we file from time to time with the SEC.

Some factors that could cause actual results to differ materially from those anticipated in these forward-looking statements include, but are not limited to, our ability to:

- o Sustain growth or profitability, particularly in light of an uncertain U.S. or worldwide economy and the related impact on customer acquisition and retention rates, customer usage levels and credit and debit card payment declines;
- o Maintain and expand our customer base and maintain or increase the average revenue per subscriber;
- o Continue to expand our business and operations internationally in the wake of numerous risks, including adverse currency fluctuations, difficulty in staffing and managing international operations, higher operating costs as a percentage of revenues or the implementation of adverse regulations;
- o Maintain our financial position, operating results and cash flows in the event that we incur new or unanticipated costs or income, sales or other tax liabilities;
- o Accurately estimate the assumptions underlying our effective worldwide tax rate;
- o Maintain favorable relationships with third-party vendors who supply critical elements of our business;
- o Manage certain risks inherent to our business, such as costs associated with fraudulent activity by our customers, a system failure or security breach of our network, effectively deploying our billing systems, time and resources required to manage our legal proceedings or adhering to our internal controls and procedures;
- o Compete with other similar providers with regard to price, service and functionality;

- o Cost-effectively procure, retain and deploy large quantities of telephone numbers in desired locations in the United States and abroad;
- o Achieve business and financial objectives in light of burdensome domestic and international telecommunications, Internet or other regulations including data privacy, security and retention;
- o Successfully manage our growth, including but not limited to our operational and personnel-related resources, and integrate newly acquired businesses;
- o Successfully adapt to technological changes in the value added messaging and communications services industry;
- o Successfully develop and protect our intellectual property, both domestically and internationally, including our brands, patents, trademarks and domain names, and avoid infringing upon the proprietary rights of others;
- o Diversify our service offerings and derive more revenue from those services at acceptable levels of returns-on-investment; and
- o Recruit and retain key personnel.

In addition, our financial results could be materially impacted by risks associated with new accounting pronouncements.

Overview

j2 Global Communications, Inc. (“j2 Global”, “our”, “us” or “we”) is a Delaware corporation founded in 1995. By leveraging the power of the Internet, we provide outsourced, value-added messaging and communications services to individuals and businesses throughout the world. We offer fax, voicemail, email and call handling services and bundled suites of certain of these services. We market our services principally under the brand names eFax®, eFax Corporate®, Onebox®, eVoice® and Electric Mail®.

We deliver many of our services through our global telephony/Internet Protocol (“IP”) network, which spans more than 3,600 cities in 48 countries across six continents. We have created this network, and continuously seek to expand it, through negotiating with U.S. and foreign telecommunications and co-location providers for telephone numbers (also referred to as Direct Inward Dial numbers or “DIDs”), Internet bandwidth and co-location space for our equipment. We maintain and seek to grow an inventory of telephone numbers to be assigned to new customers. Most of these numbers are “local” (as opposed to toll-free), which enables us to provide our paying subscribers telephone numbers with a geographic identity.

Our core services include fax, voicemail, email and call handling, as well as bundled suites of certain of these services. These are business services that make our customers more efficient, more mobile, more cost-effective and more secure than traditional alternatives. We generate substantially all of our revenue from subscribers that pay subscription and usage fees. Subscription fees are referred to as “fixed” revenues, while usage fees are referred to as “variable” revenues. We also generate revenues from patent licensing and sales, advertising and revenue share from our customers’ use of premium rate telephone numbers. Of the 11.6 million telephone numbers deployed as of March 31, 2010, approximately 1.3 million were serving paying subscribers, with the balance deployed to free subscribers, including those with premium rate telephone numbers. We operate in one reportable segment: value-added messaging and communications services, which provides for the delivery of fax, voice and email messages and communications via the telephone and/or Internet networks.

During the past three years, we have derived a substantial portion of our revenues from our DID-based services, including eFax, Onebox and eVoice. As a result, we believe that paying DIDs and the revenues associated therewith are an important metric for understanding our business. It has been and continues to be our objective to increase the number of paying DIDs through a variety of distribution channels and marketing arrangements and by enhancing our brand awareness. In addition, we seek to increase revenues through a combination of stimulating use by our customers of usage-based services and introducing new services.

We market our services to a broad spectrum of prospective customers including individuals, small to medium-sized businesses and large enterprises and government organizations. Our marketing efforts include enhancing brand awareness; utilizing online advertising through Internet portals, Internet service providers (“ISPs”), search engines and affiliate programs; and selling through both a telesales and direct sales force. Currently, we have seven primary methods by which we acquire paying subscribers: (i) selling direct through our Websites, targeting primarily individuals; (ii) attracting direct paying individual subscribers through various Internet portals, ISPs, search engines and affiliate programs; (iii) promoting our solutions to small to mid-sized businesses through our Websites targeting corporate, enterprise and governmental customers; (iv) converting a portion of our free base of customers to a paid solution; (v) selling our solutions to large enterprises and governmental organizations through our direct sales force; (vi) attracting international individual and business customers through our international Websites and direct sales force; and (vii) offering additional services to our existing customers. We continuously seek to extend the number of distribution channels through which we acquire paying customers and improve the cost and volume of customers obtained through our current channels.

In addition to growing our business organically, we have used acquisitions to grow our customer base, enhance our technology and acquire skilled personnel. During 2009, we completed the acquisition of the digital faxing business

and certain intellectual property of CallWave, Inc., a provider of Internet unified communications solutions, and the email business of Quexion, LLC. During 2008, we completed the following four acquisitions: (a) the fax assets of Mediaburst Limited, a UK-based provider of messaging services, (b) all of the outstanding shares of Phone People Holdings Corporation, a U.S.-based provider of voice messaging services, (c) the assets of Mailwise, LLC, a U.S.-based provider of email services, and (d) the assets of Mijanda, Inc., a U.S.-based provider of fax and voice services. During 2007, we completed the following two acquisitions: (a) the assets of YAC Limited, a provider of messaging services primarily in the United Kingdom, and (b) the RapidFAX digital fax business of Easylink Services International Corporation.

Through a combination of internal technology development and acquisitions, we have built a patent portfolio consisting of multiple U.S. and foreign patents and numerous pending U.S. and foreign patent applications. We generate licensing revenues from some of these patents. We intend to continue to invest in patents, to aggressively protect our patent assets from unauthorized use and to continue to generate patent licensing revenues from authorized users. For more information on our patents and other intellectual property, please refer to the section entitled Patents and Proprietary Rights contained in Item 1 of this Annual Report on Form 10-K.

For the past three years, 90% or more of our total revenues have been produced by our DID-based services. DID-based revenues have increased to \$233.4 million from \$205.3 million for the three-year period ended December 31, 2009. The primary reason for this increase was a 20% increase in the number of paid DIDs over this period. We expect that DID-based revenues will continue to be a dominant driver of total revenues.

The following table sets forth certain key operating metrics for the three months ended March 31, 2010 and 2009 (in thousands, except for percentages and average revenue per paying telephone number):

	March 31,	
	2010	2009
Free service telephone numbers	10,283	10,138
Paying telephone numbers	1,315	1,274
Total active telephone numbers	11,598	11,412
	Three Months Ended March 31,	
	2010	2009
Subscriber revenues:		
Fixed	\$ 48,869	\$ 48,799
Variable	10,678	10,841
Total subscriber revenues	\$ 59,547	\$ 59,640
Percentage of total subscriber revenues:		
Fixed	82.1%	81.8%
Variable	17.9%	18.2%
Revenues:		
DID-based	\$ 57,435	\$ 57,449
Non-DID-based	2,845	2,942
Total revenues	\$ 60,280	\$ 60,391
Average monthly revenue per paying telephone number(1)	\$ 14.40	\$ 14.85

- (1) See calculation of average monthly revenue per paying telephone number at the end of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Critical Accounting Policies and Estimates

In the ordinary course of business, we have made a number of estimates and assumptions relating to the reporting of results of operations and financial condition in the preparation of our financial statements. Actual results could differ significantly from those estimates under different assumptions and conditions. Our critical accounting policies are described in our 2009 Annual Report on Form 10-K filed with the SEC on February 23, 2010. During the three months ended March 31, 2010, there were no significant changes in our critical accounting policies and estimates.

Results of Operations for the Three Months Ended March 31, 2010

Revenues

Subscriber Revenues. Subscriber revenues consist of both a fixed monthly or annual recurring subscription component and a variable component which is driven by the actual usage of our service offerings. Over the past three calendar years the fixed portion of our subscriber revenues has contributed an increasing percentage to our total subscriber revenues. Subscriber revenues were \$59.5 million and \$59.6 million for the three months ended March 31, 2010 and 2009, respectively. This decrease in subscriber revenues was due to the continuing shift in product mix from our higher priced products to corporate and lower priced products partially offset by an increase in our subscriber base. The increase in our subscriber base primarily resulted from new subscribers coming directly to our Websites, free-to-paid subscriber upgrades, small to mid-sized corporate and enterprise sales, direct large enterprise and government sales, direct marketing costs for acquisition of paying subscribers and international sales and business acquisitions, in each case net of cancellations.

Other Revenues. Other revenues were \$0.7 million and \$0.8 million for the three months ended March 31, 2010 and 2009, respectively. Other revenues consist primarily of patent licensing revenues, patent sale-related revenues and advertising revenues generated by delivering email messages to our free customers on behalf of advertisers. The decrease in other revenues resulted primarily from a reduction in patent licensing revenues due to the Company acquiring licensees and reduced advertising as customers have lowered spending.

Cost of Revenues

Cost of revenues is primarily comprised of costs associated with data and voice transmission, telephone numbers, network operations, customer service, on-line processing fees and equipment depreciation. Cost of revenues was \$10.3 million, or 17% of total revenues, and \$11.4 million, or 19% of total revenues, for the three months ended March 31, 2010 and 2009, respectively. The decrease in cost of revenues was primarily due to increased efficiency of network operations and customer service.

Operating Expenses

Sales and Marketing. Our sales and marketing costs consist primarily of Internet-based advertising, sales and marketing personnel costs and other business development-related expenses. Our Internet-based advertising relationships consist primarily of fixed cost and performance-based (cost-per-impression, cost-per-click and cost-per-acquisition) advertising relationships with an array of online service providers. We have a disciplined return-on-investment approach to our Internet-based advertising and marketing spend, which causes sales and marketing costs as a percentage of total revenues to vary from period to period based upon available opportunities. However, we have intentionally increased our sales and marketing activities for fiscal 2010 versus fiscal 2009 as we begin to see economic growth. Sales and marketing expenses were \$11.2 million, or 19% of total revenues, and \$8.9 million, or 15% of total revenues, for the three months ended March 31, 2010 and 2009, respectively. This increase in sales and marketing expenses for the three months ended March 31, 2010 was primarily due to increased international marketing and additional marketing in free customer plans and in our voice services.

Research, Development and Engineering. Our research, development and engineering costs consist primarily of personnel-related expenses. Research, development and engineering costs were \$2.9 million, or 5% of total revenues, and \$2.9 million, or 5% of total revenues, for the three months ended March 31, 2010 and 2009, respectively.

General and Administrative. Our general and administrative costs consist primarily of personnel-related expenses, depreciation and amortization, share-based compensation expense, bad debt expense and insurance costs. General and administrative costs were \$11.5 million, or 19% of total revenues, and \$10.7 million, or 18% of total revenues, for the

three months ended March 31, 2010 and 2009, respectively. The increase in expense for the three months ended was primarily due to increased amortization resulting from acquisitions and other patents, compensation costs and a non-recurring reversal of accrued taxes recognized during the prior period offset by decreased professional fee expense.

- 25 -

Share-Based Compensation

The following table represents share-based compensation expense included in cost of revenues and operating expenses in the accompanying condensed consolidated statements of operations for the three months ended March 31, 2010 and 2009 (in thousands):

	Three Months Ended March 31,	
	2010	2009
Cost of revenues	\$ 329	\$ 281
Operating expenses:		
Sales and marketing	491	377
Research, development and engineering	220	196
General and administrative	1,901	1,441
	\$ 2,941	\$ 2,295

Non-Operating Income and Expenses

Interest and Other Income, net. Our interest and other income, net is generated primarily from interest earned on cash, cash equivalents and short-term and long-term investments and gain or losses on foreign exchange. Interest and other income, net, was \$0.2 million and \$0.1 million for the three months ended March 31, 2010 and 2009, respectively. The increase in interest and other income, net, was primarily due to increased interest income offset by losses on foreign currency exchange.

Income Taxes

Our effective tax rate is based on pre-tax income, statutory tax rates, tax regulations (including those related to transfer pricing) and different tax rates in the various jurisdictions in which we operate. The tax bases of our assets and liabilities reflect our best estimate of the tax benefits and costs we expect to realize. When necessary, we establish valuation allowances to reduce our deferred tax assets to an amount that will more likely than not be realized. Income tax expense amounted to approximately \$7.0 million and \$8.0 million for the three months ended March 31, 2010 and 2009, respectively. Our estimated effective tax rate was 28.5% compared to 29.9% for the three months ended March 31, 2010 and 2009, respectively. This decrease in expense is primarily due to us effectively settling a portion of our on-going IRS audit, an overall reduction of accruals of uncertain income tax positions and an increase in foreign income as a percentage of total income.

Liquidity and Capital Resources

Cash and Cash Equivalents and Investments

At March 31, 2010, we had cash and investments of \$264.4 million compared to cash and investments of \$243.7 million at December 31, 2009. The increase in cash and investments resulted primarily from cash provided by operations offset by cash used in connection with business acquisitions. At March 31, 2010, cash and investments consisted of cash and cash equivalents of \$184.0 million, short-term investments of \$38.4 million and long-term investments of \$42.0 million. Our investments are comprised primarily of readily marketable corporate debt securities, money market funds and certificates of deposits. For financial statement presentation, we classify our investments primarily as available-for-sale, thus, they are reported as short and long-term based upon their maturity dates. Short-term investments mature within one year of the date of the financial statements and long-term investments mature one year or more from the date of the financial statements. We retain a substantial portion of our cash in foreign jurisdictions for future reinvestment. If we were to repatriate funds held overseas, we would incur U.S.

income tax on the repatriated amount at an approximate blended federal and state rate of 40%.

- 26 -

Our long-term investments consist primarily of corporate and auction rate debt and preferred securities. The auction rate debt and preferred securities are illiquid due to failed auctions or following failed auctions were converted into other illiquid securities. During the second quarter of 2009, we determined that as a result of continued deterioration of the creditworthiness of the issuers of these securities that we intend to sell these securities. Accordingly, we reclassified these securities to available-for-sale. In addition, we determined that these securities were other-than-temporarily impaired and recorded an impairment of \$9.2 million to the condensed consolidated statement of operations. During the fourth quarter of 2009, we determined that one auction rate security was other-than-temporarily impaired and recorded an impairment loss of \$0.2 million to the consolidated statement of operations. During the fourth quarter of 2009, we sold an auction rate security which was previously determined to be other than temporarily impaired and recognized a gain on the sale in the amount of \$1.8 million which was recorded within interest and other income in the consolidated statement of operations. Based on our ability to access our cash and other short-term investments, our expected operating cash flows and our other sources of cash, we do not anticipate the lack of liquidity of these investments to affect our ability to operate our business as usual. There have been no significant changes in the maturity dates and average interest rates for our investment portfolio and debt obligations subsequent to March 31, 2010.

We currently anticipate that our existing cash and cash equivalents and short-term investment balances and cash generated from operations will be sufficient to meet our anticipated needs for working capital and capital expenditures, and investment requirements for at least the next 12 months.

Cash Flows

Our primary sources of liquidity are cash flows generated from operations, together with cash and cash equivalents and short-term investments. Net cash provided by operating activities was \$34.7 million and \$31.2 million for the three months ended March 31, 2010 and 2009, respectively. Our operating cash flows resulted primarily from cash received from our subscribers offset by cash payments we made to third parties for their services, employee compensation and tax payments. Certain tax payments are prepaid during the year and included within prepaid expenses and other current assets on the consolidated balance sheet. Our prepaid tax payments were \$2.6 million and \$7.2 million at March 31, 2010 and December 31, 2009, respectively. More than two-thirds of our subscribers pay us via credit cards and therefore our receivables from subscribers generally settle quickly. Our cash and cash equivalents and short-term investments were \$222.4 million at March 31, 2010.

We currently anticipate that our existing cash, cash equivalents, short-term investments and cash generated from operations will be sufficient to meet our anticipated needs for working capital, capital expenditures, investment requirements and commitments.

Net cash (used in) investing activities was approximately (\$46.9) million and \$(13.0) million for the three months ended March 31, 2010 and 2009, respectively. For the three months ended March 31, 2010, net cash used in investing activities was primarily attributable to the purchase of available-for-sale investments and business acquisitions. For the three months ended March 31, 2009, net cash used in investing activities was primarily attributable to business acquisitions.

Net cash (used in) provided by financing activities was approximately (\$0.7) million and \$46,000 for the three months ended March 31, 2010 and 2009, respectively. For the three months ended March 31, 2010, net cash used in financing activities was primarily attributable to the repurchases of restricted stock and tax deficiency from share-based compensation partially offset by the exercise of stock options. For the three months ended March 31, 2009, net cash provided by financing activities was primarily attributable to the proceeds from the exercise of stock options and common shares issued under our employee stock purchase plan, partially offset by the repurchase of restricted stock.

Contractual Obligations and Commitments

The following table summarizes our contractual obligations and commitments as of March 31, 2010:

Contractual Obligations	Payments Due in (in thousands)						Total
	2010	2011	2012	2013	2014	Thereafter	
Operating leases (a)	\$ 1,390	\$ 1,579	\$ 1,726	\$ 1,697	\$ 1,719	\$ 8,722	\$ 16,833
Telecom services and co-location facilities (b)	6,427	1,521	666	343	154	13	9,124
Computer software and related services (c)	748	310	221	20	—	—	1,299
Holdback payment (d)	1,227	910	—	—	—	—	2,137
Uncertain tax positions (e)	15,786	—	—	—	—	—	15,786
Other (f)	607	148	12	—	—	—	767
	\$26,185	\$4,468	\$2,625	\$2,060	\$1,873	\$8,735	\$45,946

- (a) These amounts represent undiscounted future minimum rental commitments under noncancellable leases.
- (b) These amounts represent service commitments to various telecommunication providers.
- (c) These amounts represent software license commitments.
- (d) These amounts represent the holdback amounts in connection with certain business acquisitions (see Note 3 – Business Acquisitions for further details.)
- (e) These amounts represent future payments related to uncertain tax positions.
- (f) These amounts primarily represent certain marketing and consulting arrangements.

As of March 31, 2010, our noncurrent liability for uncertain tax positions was \$32.2 million. We effectively settled the transfer pricing portion of the tax audit by the Internal Revenue Service relating to the Company's income tax returns for 2004 through 2008. As a result, we classified the uncertain tax positions associated with the settlement within income taxes payable as we believe these payments pursuant to the settlement will occur during fiscal year 2010. The future payments related to uncertain tax positions have not been presented in the table above, except as previously discussed, due to the uncertainty of the amounts and timing of cash settlement with the taxing authorities.

The following table represents key drivers of our business and is provided as additional information to readers of the consolidated financial statements.

Calculation of Average Monthly Revenue per Paying Telephone Number:

	Three Months Ended March 31, 2010 2009 (In thousands except average monthly revenue per paying telephone number)	
DID-based revenues	\$57,435	\$57,449
Less other revenues	1,489	1,528
Total paying telephone number revenues	\$55,946	\$55,921
Average paying telephone number monthly revenue (total divided by number of months)	\$18,649	\$18,640
Number of paying telephone numbers		
Beginning of period	1,275	1,236
End of period	1,315	1,274
Average of period	1,295	1,255
Average monthly revenue per paying telephone number(1)	\$14.40	\$14.85

(1) Due to rounding, individual numbers may not add.

Credit Agreement

On January 5, 2009, we entered into a Credit Agreement (the "Credit Agreement") with Union Bank, N.A. ("Lender") in order to further enhance our liquidity in the event of potential acquisitions or other corporate purposes. We have not drawn down any amounts under the Credit Agreement. See Note 7 - Commitments and Contingencies for further details regarding the Credit Agreement.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The following discussion of the market risks we face contains forward-looking statements. Forward-looking statements are subject to risks and uncertainties. Actual results could differ materially from those discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's opinions only as of the date hereof. j2 Global undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements. Readers should carefully review the risk factors described in this document as well as in other documents we file from time to time with the SEC, including the Quarterly Reports on Form 10-Q and any Current Reports on Form 8-K filed or to be filed by us in 2010.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We maintain an investment portfolio of various holdings, types and maturities. The primary objectives of our investment activities are to preserve our principal while at the same time maximizing yields without significantly increasing risk. To achieve these objectives, we maintain our portfolio of cash equivalents and investments in a mix of instruments that meet high credit quality standards, as specified in our investment policy. Our cash and cash equivalents are not subject to significant interest rate risk due to the short maturities of these instruments. As of March 31, 2010, the carrying value of our cash and cash equivalents approximated fair value. Our return on these investments is subject to interest rate fluctuations.

Our short and long-term investments are comprised primarily of readily marketable corporate debt securities, money market funds and certificates of deposits. Investments in fixed rate interest earning instruments carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates. Our interest income is sensitive to changes in the general level of U.S. and foreign countries' interest rates. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates.

As of March 31, 2010, we had investments in debt securities with effective maturities greater than one year of approximately \$42.0 million. Such investments had a weighted average yield of approximately 3.57%. As of March 31, 2010 and December 31, 2009, we had cash and cash equivalent investments in time deposits and money market funds with maturities of 90 days or less of \$184 million and \$197.4 million respectively. Based on our cash and cash equivalents and short and long-term investment holdings as of March 31, 2010, an immediate 100 basis point decline in interest rates would decrease our annual interest income by approximately \$2.6 million.

As of January 5, 2009, we entered into the Credit Agreement with Lender to be used for working capital and general corporate purposes. If we were to borrow from the Credit Agreement we would be subject to the prevailing interest rates and could be exposed to interest rate fluctuations.

We cannot ensure that future interest rate movements will not have a material adverse effect on our future business, prospects, financial condition, operating results and cash flows. To date, we have not entered into interest rate hedging transactions to control or minimize these risks.

Foreign Currency Risk

We conduct business in certain foreign markets, primarily in Canada and the European Union. Our primary exposure to foreign currency risk relates to investment in foreign subsidiaries that transact business in a functional currency other than the U.S. Dollar, primarily the Canadian Dollar, Euro and British Pound Sterling. However, the exposure is mitigated by our practice of generally reinvesting profits from international operations in order to grow that business.

As we increase our operations in international markets we become increasingly exposed to changes in currency exchange rates. The economic impact of currency exchange rate movements is often linked to variability in real growth, inflation, interest rates, governmental actions and other factors. These changes, if material, could cause us to adjust our financing and operating strategies.

- 30 -

As currency exchange rates change, translation of the income statements of the international businesses into U.S. Dollars affects year-over-year comparability of operating results. Historically, we have not hedged translation risks because cash flows from international operations were generally reinvested locally; however, we may do so in the future. Our objective in managing foreign exchange risk is to minimize the potential exposure to changes that exchange rates might have on earnings, cash flows and financial position.

Foreign exchange gains and losses were not material to our earnings for the three months ended March 31, 2010, amounting to approximately \$(0.9) million for the quarter. As of March 31, 2010, cumulative translation adjustments included in other comprehensive income amounted to approximately \$(2.8) million.

We currently do not have derivative financial instruments for hedging, speculative or trading purposes and therefore are not subject to such hedging risk. However, we may in the future engage in hedging transactions to manage our exposure to fluctuations in foreign currency exchange rates.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

j2 Global's management, with the participation of our principal executive officer and principal financial officer, performed an evaluation of j2 Global's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 ("Exchange Act")) as of the end of the period covered by this report. Our principal executive officer and principal financial officer have concluded that j2 Global's disclosure controls and procedures were effective to ensure that information required to be disclosed in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) accumulated and communicated to our management to allow their timely decisions regarding required disclosure.

(b) Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the first quarter ended March 31, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Overview of Legal Proceedings Against Us

From time to time, we are involved in litigation and other disputes or regulatory inquiries that arise in the ordinary course of our business. Many of these actions involve or are filed in response to patent actions filed by us against others. The number and significance of these disputes and inquiries has increased as our business has expanded and j2 Global has grown. Any claims or regulatory actions against us, whether meritorious or not, could be time-consuming, result in costly litigation, require significant management time and result in diversion of significant operational resources.

As part of our continuing effort to prevent the unauthorized use of our intellectual property, we have initiated litigation against the following companies, among others, for infringing our patents relating to Internet fax and other messaging technologies: Open Text Corporation and its Captaris business (“Open Text”), Integrated Global Concepts, Inc. (“IGC”), Venali, Inc. (“Venali”), Protus IP Solutions, Inc. (“Protus”), EasyLink Services International Corp. (“EasyLink”) and Packetel, Inc. (“Packetel”). In January 2010 we settled our patent infringement suit against Comodo Group, Ltd. Three of the patents at issue in some of these lawsuits have been reaffirmed through reexamination proceedings with the United States Patent and Trademark Office.

Open Text, Venali, Protus, EasyLink and Packetel have each filed counterclaims against us, including seeking declaratory judgments of non-infringement, invalidity and unenforceability of our patents. Open Text and Protus have also asserted counterclaims purporting to allege antitrust violations of Section 2 of the Sherman Act and California’s Business and Professions Code §§ 16720 and 17200. Open Text and Protus are seeking dismissal of our patent infringement claims, damages, including treble and punitive damages, injunctions against further violations and attorneys’ fees and costs. All of these cases are being litigated in the United States District Court for the Central District of California before the same judge, who has indicated that the cases will be handled in a coordinated fashion. Discovery in all of these cases is underway. Trial is currently scheduled to begin March 1, 2011. We are also pursuing claims against Protus in Canada based on Canadian patents and Protus has asserted similar anti-competition claims against us in response.

On December 24, 2009, COA Network, Inc. filed a complaint in the United States District Court for the District of New Jersey, seeking declaratory judgment of non-infringement, invalidity and unenforceability of several of our patents. On March 3, 2010, we filed an answer to the complaint and counterclaims asserting that COA infringes two of our patents. Also on March 3, 2010 we moved to transfer the case to the United States District Court for the Central District of California, or in the alternative to stay the case. The Court has not yet ruled on that motion.

On May 12, 2003, we filed an application to register the eFax mark on the United States Patent and Trademark Office (“USPTO”) Principal Register, which the USPTO approved and published for opposition. In July 2005, Protus filed an opposition proceeding before the USPTO Trademark Trial and Appeal Board seeking to prevent such registration. In the opposition proceeding, Protus claims that the mark is generic or merely descriptive and not entitled to registration. On September 1, 2005, we responded to Protus’ Notice of Opposition. The parties are engaged in discovery. Trial before the Trademark Trial and Appeal Board is set to conclude on September 15, 2010.

In January 2006, we filed a complaint in the United States District Court for the Central District of California against Protus asserting causes of action for violation of the Federal Telephone Consumer Protection Act, trespass to chattels and unfair business practices as a result of Protus sending “junk faxes” to us and our customers. We are seeking statutory and treble damages, attorneys’ fees, interest and costs, as well as a permanent injunction against Protus continuing its junk fax sending practices. In September 2007, Protus filed a counterclaim against us asserting the same

causes of action as those asserted against it, as well as claims for false advertising, trade libel, tortious interference with prospective economic advantage and defamation. Protus is seeking, among other things, general and special damages, treble damages, punitive damages, attorneys' fees, interest and costs, as well as a permanent injunction against us sending any more junk faxes. Currently, the action is stayed pending consideration by the court of jurisdictional and standing issues. A hearing on those matters is scheduled for May 26, 2010.

On September 15, 2006, one of our affiliates filed a patent infringement suit against IGC in the United States District Court for the Northern District of Georgia. On May 13, 2008, IGC filed counterclaims alleging violations of Section 2 of the Sherman Act and breach of contract. IGC is seeking damages, including treble and punitive damages, an injunction against further violations, divestiture of certain assets, attorneys' fees and costs. On June 13, 2008, we moved to dismiss the amended counterclaims. On February 18, 2009, the Court granted our motion to stay the case pending the conclusion of our appeal of a summary judgment ruling of non-infringement in another case which involved the same patents and issues at issue in this action. On January 22, 2010, the Federal Circuit affirmed the District Court's non-infringement ruling in the other case. On January 29, 2010, we gave the Court notice of the Federal Circuit's decision in the appeal of the other case, thereby lifting the stay. No further proceedings have occurred thus far.

On December 12, 2006, Venali filed suit against us in the United States District Court for the Southern District of Florida, alleging infringement of U.S. Patent Number 7,114,004 (the “ ’004 Patent”). Venali is seeking damages in the amount of lost profits or a reasonable royalty, a permanent injunction against continued infringement, treble damages, attorneys’ fees, interest and costs. On March 6, 2007, we filed an answer to the complaint denying liability. Discovery is ongoing in this case. Trial is currently scheduled to begin March 14, 2011.

On May 9, 2007, Bear Creek Technologies, Inc. (“Bear Creek”) filed suit against us in the United States District Court for the Eastern District of Texas, alleging infringement of U.S. Patent Number 6,985,494 (the “ ’494 patent”). Bear Creek is seeking damages in at least the amount of a reasonable royalty, a permanent injunction against continued infringement, treble damages, attorneys’ fees, interest and costs. On June 29, 2007, we filed an answer to the complaint denying liability, asserting affirmative defenses and asserting counterclaims of non-infringement and invalidity. On September 21, 2007, Bear Creek filed its reply to our counterclaims, denying each one. On February 11, 2008, we filed a request for reexamination of the ‘494 patent with the USPTO. On February 28, 2008, the Court stayed the case during the pendency of the reexamination proceedings. On April 18, 2008, the USPTO granted the reexamination request. On February 12, 2009, the USPTO finally rejected the reexamined claims and Bear Creek failed to file a response within the prescribed timeframe. On June 16, 2009, the USPTO issued a right to appeal the examiner’s rejection. Bear Creek filed its appeal on September 16, 2009. We filed our response to Bear Creek’s appeal on October 14, 2009 and are awaiting an answer from the USPTO examiner. On September 10, 2009, the Court “Administratively Closed” the case pending resolution of the reexamination proceeding.

We do not believe, based on current knowledge, that any of the foregoing legal proceedings or claims is likely to have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, depending on the amount and the timing, an unfavorable resolution of some or all of these matters could materially affect our consolidated financial position, results of operations or cash flows in a particular period. We have not accrued for a loss contingency relating to these legal proceedings because unfavorable outcomes are not considered by management to be probable or reasonably estimable.

Item 1A. Risk Factors

In addition to the other information set forth in this report, before deciding to invest in j2 Global or to maintain or increase your investment, you should carefully consider the factors discussed in Part I, Item 1A “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009 (the “10-K Risk Factors”). If any of these risks occur, our business, prospects, financial condition, operating results and cash flows could be materially adversely affected. The 10-K Risk Factors are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations. There have been no material changes from the 10-K Risk Factors.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Unregistered Sales of Equity Securities

None.

(b) Issuer Purchases of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Reserved

Item 5. Other Information

None.

Item 6. Exhibits

- 31.1 Rule 13a-14(a) Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Rule 13a-14(a) Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Section 1350 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Section 1350 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURE

Pursuant to the requirements 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.

j2 Global Communications, Inc.

Date May 5, 2010

By: /s/ NEHEMIA ZUCKER
Nehemia Zucker
Chief Executive Officer
(Principal Executive Officer)

Date May 5, 2010

By: /s/ KATHLEEN M. GRIGGS
Kathleen M. Griggs
Chief Financial Officer
(Principal Financial Officer)

INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Rule 13a-14(a) Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Rule 13a-14(a) Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Section 1350 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Section 1350 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

