HARTE HANKS INC
Form 10-K
March 07, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011

¨ **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 001-7120

HARTE-HANKS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**74-1677284**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

9601 McAllister Freeway, Suite 610, San Antonio, Texas 78216

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code 210-829-9000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
Common Stock	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act:

None

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨

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

Large accelerated filer ¨	Accelerated filer x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No x

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the closing price ($8.12) as of the last business day of the registrant s most recently completed second fiscal quarter (June 30, 2011), was approximately $365,044,000.

The number of shares outstanding of each of the registrant s classes of common stock as of January 31, 2012 was 62,826,191 shares of common stock, all of one class.

Documents incorporated by reference:

Portions of the Proxy Statement to be filed for the Company s 2012 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

THIS ANNUAL REPORT ON FORM 10-K IS BEING DISTRIBUTED TO STOCKHOLDERS IN LIEU OF A SEPARATE ANNUAL REPORT PURSUANT TO RULE 14a-3(b) OF THE ACT AND SECTION 203.01 OF THE NEW YORK STOCK EXCHANGE LISTED COMPANY MANUAL.

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Harte-Hanks, Inc. and Subsidiaries

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Form 10-K Report

December 31, 2011

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PART I

ITEM 1. BUSINESS

INTRODUCTION

Harte-Hanks, Inc. (Harte-Hanks) is a worldwide direct and targeted marketing company that provides direct marketing services and shopper advertising opportunities to a wide range of local, regional, national and international consumer and business-to-business marketers. We manage our operations through two operating segments: Direct Marketing, which operates both nationally and internationally, and Shoppers, which operates in local and regional markets in California and Florida.

Marketing remains an important function in many organizations. Many businesses have a chief-level executive responsible for marketing who is charged with combining data, technology, channels and resources to demonstrate a return on marketing investment. This has led many businesses to use direct and targeted marketing, which offer accountability and measurability of marketing programs, allowing customer insight to be leveraged to create and accelerate value. Direct Marketing, which represented 72% of our total revenues in 2011, is a leader in the movement toward highly targeted, multichannel marketing. Our Shoppers business applies geographic targeting principles, providing approximately 950 zones for local marketing.

Harte-Hanks® is the successor to a newspaper business started by Houston Harte and Bernard Hanks in Texas in the early 1920s. In 1972, Harte-Hanks went public and was listed on the New York Stock Exchange (NYSE). We became private in a leveraged buyout initiated by management in 1984. In 1993, we again went public and listed our common stock on the NYSE. In 1997, we sold all of our remaining traditional media operations (consisting of newspapers, television and radio companies) in order to focus all of our efforts on two business segments - Direct Marketing and Shoppers. See segment financial information in Note O *Business Segments* in the Notes to Consolidated Financial Statements.

Harte-Hanks provides public access to all reports filed with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934, as amended (the 1934 Act). These documents may be accessed free of charge on our website at *http://www.harte-hanks.com*. These documents are provided as soon as practical after they are filed with the SEC and may also be found at the SEC s website at *http://www.sec.gov*. Additionally, we have adopted and posted on our website a code of ethics that applies to our principal executive officer, principal financial officer and principal accounting officer. Our website also includes our corporate governance guidelines and the charters for each of our audit, compensation, and nominating and corporate governance committees. We will provide a printed copy of any of the aforementioned documents to any requesting stockholder.

DIRECT MARKETING

General

Our Direct Marketing services offer a wide variety of integrated, multichannel, data-driven solutions for top brands around the globe. We help our clients gain insight into their customers behaviors from their data and use that insight to create innovative multichannel marketing programs to deliver a return on marketing investment. We believe our clients success is determined not only by how good their tools are, but how well we help them use the tools to gain insight and analyze their consumers. This results in a strong and enduring relationship between our clients and their customers.

We offer a full complement of capabilities and resources to provide a broad range of marketing services and data management software, in media from direct mail to email.

Agency & Digital Services. The Agency Inside Harte-Hanks® is a full-service, multichannel relationship marketing agency specializing in direct and digital communications. With strategy, creative and implementation services, we help marketers within targeted industries understand, identify, and engage

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prospects and customers in their channel of choice. The mission of The Agency Inside Harte-Hanks is to deploy world-class, data-driven, multichannel relationship marketing programs that address each client's acquisition, cross-selling, retention and loyalty needs. Our digital solutions integrate online services within the marketing mix and include: site development and design, social media marketing, email marketing through our Postfuture® email marketing solutions, ecommerce and interactive relationship management and a host of other services that support our core businesses.

Database Marketing Solutions. We have successfully delivered marketing database solutions for over 35 years across various industries. Our solutions are built around centralized marketing databases with three core offerings: insight and analytics; customer data integration; and marketing communications tools. Our solutions enable organizations to build and manage customer communication strategies that drive new customer acquisition and retention and maximize the value of existing customer relationships. Through insight, we help clients identify models of their most profitable customer relationships and then apply these models to increase the value of existing customers while also winning profitable new customers. Through customer data integration, data from multiple sources comes together to provide a single customer view of client prospects and customers. Then, utilizing our Allink® suite of customer communication and sales optimization tools, we help clients apply their data and insights to the entire customer lifecycle, to help clients sustain and grow their business, gain deeper customer insights, and continuously refine their customer resource management strategies and tactics.

Trillium Software® Data Quality and Service Solutions. Our proprietary software has helped global customers more effectively analyze, enrich, cleanse and report on their product, financial and customer data as part of master data management, data governance, CRM, data warehousing and integration initiatives. With industry-leading Trillium Software System®, Global Locator geocoding product, and associated data governance services, business users can optimize data-based business processes and transactions, realize efficiencies, and enhance the accuracy of their master set of data-improving program results.

Direct Mail and Supply Chain Management. As a full-service direct marketing provider and one of the largest mailing partners of the United States Postal Service (USPS®), our operational mandate is to ensure creativity and quality, provide an understanding of the options available in technologies and segmentation strategies and capitalize on economies of scale with our variety of execution options. Our services include advanced mail optimization, logistics and transportation optimization, tracking (including our proprietary prEtrack solution), commingling, shrink wrapping and specialized mailings. With facilities strategically placed nationwide, we are among the largest solo mailers in the country other than the U.S. government.

Fulfillment and Contact Centers. We deliver teleservices and fulfillment operations in both consumer and business-to-business markets. We operate teleservice workstations around the globe providing advanced contact center solutions such as: speech, chat, integrated voice response, email, social cloud monitoring and web self-service. We also maintain fulfillment centers strategically located throughout the United States allowing our customers to distribute literature and other marketing materials, custom kitting services, print on demand, product recalls and obtain freight optimization.

Lead Generation. Our CI Technology Database tracks technology installations, business demographics and over 5 million key decision makers at more than 4.5 million business locations in 25 countries in North America, Latin America, Europe and China. Our clients use the data to gain insight into their prospect s and client s technology buying cycles. Our Aberdeen Group is a provider of fact-based research to identify and educate technology buyers across numerous industries and product categories. Leading technology providers use Aberdeen s proprietary research content for use in their demand creation programs, online marketing campaigns and Web-based sales and marketing tools.

Many of our client relationships start with an offering from the list above on an individual solution basis to the client or a combination of our offerings from across our portfolio of businesses. Multichannel marketing is communicating through different marketing solutions or channels in an integrated form to reach a consumer so it is easy for a consumer to buy in whatever manner the consumer chooses. During our client relationship we try to move our clients from marketing through multiple channels to multichannel marketing. Many of our recent client relationships have started with a multichannel strategy as opposed to a single solution and management believes many of its clients will increase their multichannel strategy focus in the future.

In 2011, 2010 and 2009, Harte-Hanks Direct Marketing had revenues of $614.3 million, $601.3 million, and $586.0 million, respectively, which accounted for approximately 72%, 70%, and 68% of our total revenues, respectively.

Customers

Direct marketing services are marketed to specific industries or markets with services and software products tailored to each industry or market. We believe that we are generally able to provide services to new industries and markets by modifying our existing services and applications. We currently provide direct marketing services to the retail, high-tech/telecom, financial services and pharmaceutical/healthcare vertical markets, in addition to a range of selected markets. The largest Direct Marketing client (measured in revenue) comprised 6% of total Direct Marketing revenues in 2011 and 4% of our total revenues in 2011. The largest 25 clients in terms of revenue comprised 42% of total Direct Marketing revenues in 2011 and 30% of our total revenues in 2011.

Sales and Marketing

Our national direct marketing sales force is organized around the five verticals we service: retail, high-tech/telecom, financial services, pharmaceutical/healthcare, and a wide range of selected markets. We also maintain product-specific sales forces and sales groups in North America, Europe, Australia, South America and Asia. Our sales forces, with industry-specific knowledge and experience, emphasize the cross-selling of a full range of direct marketing services and are supported by employees in each sector. The overall sales focus is to position Harte-Hanks as a marketing partner offering various services and solutions (including end-to-end) as required to meet our client s targeted marketing needs.

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Direct Marketing Facilities

Direct marketing services are provided at the following facilities, all of which are leased except as otherwise noted:

National Offices
Austin, Texas
Baltimore, Maryland
Billerica, Massachusetts
Boston, Massachusetts
Cincinnati, Ohio
Deerfield Beach, Florida
East Bridgewater, Massachusetts
Fort Worth, Texas
Fullerton, California
Grand Prairie, Texas
Jacksonville, Florida
Lake Mary, Florida
Langhorne, Pennsylvania
Linthicum Heights, Maryland
New York, New York
Ontario, California
San Diego, California
Shawnee, Kansas
Texarkana, Texas
Troy, Michigan
Wilkes-Barre, Pennsylvania
Yardley, Pennsylvania

International Offices
Bristol, United Kingdom
Buckinghamshire, United Kingdom
Hasselt, Belgium owned site
Madrid, Spain
Manila, Philippines
Melbourne, Australia
São Paulo, Brazil
Stuttgart, Germany
Sydney, Australia
Theale, United Kingdom
Uxbridge, United Kingdom
Versailles, France

For more information please refer to Item 2, Properties .

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Competition

Our Direct Marketing business faces competition in all of its offerings and within each of its vertical markets. Direct marketing is a dynamic business, subject to technological advancements, high turnover of client personnel who make buying decisions, client consolidations, changing client needs and preferences, continual development of competing products and services and an evolving competitive landscape. Our competition comes from numerous local, national and international direct marketing and advertising companies, and client internal resources, against whom we compete for individual projects, entire client relationships and marketing expenditures. Competitive factors in our industry include the quality and scope of services, technical and strategic expertise, the perceived value of the services provided, reputation and brand recognition. We also compete against print and electronic media and other forms of advertising for marketing and advertising dollars in general. Failure to continually improve our current processes, advance and upgrade our technology applications, and to develop new products and services in a timely and cost-effective manner, could result in the loss of our clients or prospective clients to current or future competitors. In addition, failure to gain market acceptance of new products and services could adversely affect our growth. Although we believe that our capabilities and breadth of services, combined with our national and worldwide production capability, industry focus and ability to offer a broad range of integrated services, enable us to compete effectively, our business results may be adversely impacted by competition. Please refer to Item 1A, Risk Factors , for additional information regarding risks related to competition.

Seasonality

Our Direct Marketing business is somewhat seasonal as revenues in the fourth quarter tend to be higher than revenues in other quarters during a given year. This increased revenue is a result of overall increased marketing activity prior to and during the holiday season, primarily related to our retail vertical.

SHOPPERS

General

Harte-Hanks Shoppers is North America s largest owner, operator and distributor of shopper publications (based on weekly circulation and revenues). Shoppers are weekly advertising publications distributed free by mail to households and businesses in a particular geographic area. Shoppers offer advertisers a targeted, cost-effective local advertising system, with virtually 100% penetration in their areas of distribution. Shoppers are particularly effective in large markets with high media fragmentation in which major metropolitan newspapers generally have low penetration. Our Shoppers segment also provides online advertising and other services through our websites, *PennySaverUSA.com*® and *TheFlyer.com*® as well as business websites and search engine marketing. Our websites serve as advertising portals, bringing buyers and sellers together through our online offerings, including local classifieds, business listings, coupons, special offers and PowerSites®. PowerSites are templated web sites for our customers, optimized to help small and medium-sized business owners establish a web presence and improve their lead generation through call tracking. At December 31, 2011, we were publishing approximately 6,000 PowerSites weekly.

As of December 31, 2011, Shoppers delivered approximately 11.3 million shopper packages in five major markets each week covering the greater Los Angeles market, the greater San Diego market, Northern California, South Florida and the greater Tampa market. Our California publications account for approximately 80% of Shoppers weekly circulation.

As of December 31, 2011, Harte-Hanks published approximately 950 individual shopper editions each week, distributed to zones with circulation of approximately 12,000 in each zone. This allows single-location, local advertisers to saturate a single relevant geographic zone, while enabling multiple-location advertisers to saturate multiple zones. This unique distribution system gives large and small advertisers alike a cost-effective way to reach their target markets. Our zoning capabilities and production technologies have enabled us to saturate and target areas in a number of ways, including geographic, demographic, lifestyle, behavioral and language, which we believe allows our advertisers to effectively target their customers.

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In 2011, 2010, and 2009, Harte-Hanks Shoppers had revenues of $236.5 million, $259.2 million, and $274.2 million, respectively, accounting for approximately 28%, 30%, and 32% of our total revenues, respectively.

Publications

The following table sets forth certain publication information with respect to Shoppers:

		December 31, 2011	
Market	**Publication Name**	**Weekly Circulation**	**Number of Zones**
Greater Los Angeles	*PennySaverUSA.com*	5,145,200	458
Northern California	*PennySaverUSA.com*	2,285,600	189
Greater San Diego	*PennySaverUSA.com*	1,650,200	136
South Florida	*TheFlyer.com*	1,160,900	93
Greater Tampa	*TheFlyer.com*	1,042,500	73
Total		11,284,400	949

Our shopper publications contain classified and display advertising and are delivered by saturation mail. The typical shopper publication contains approximately 37 pages and is 7 by 10 inches in size. Each edition, or zone, is targeted around a natural neighborhood marketing pattern. Shoppers also serve as a distribution vehicle for multiple ads from national and regional advertisers, including print and deliver single-sheet inserts designed and printed by us, and coupon books, preprinted inserts, and four-color glossy flyers printed by third party printers. During 2011, we distributed approximately 4.6 billion insert pieces. In addition, our shoppers also provide advertising and other services online through our websites *PennySaverUSA.com* and *TheFlyer.com*.

We have acquired, developed and applied innovative technology and customized equipment in the publication of our shoppers, contributing to our efficiency. A proprietary pagination system has made it possible for over a thousand weekly zoned editions to be designed, built and output direct-to-plate in a fully digital environment. Automating the production process saves on labor, newsprint, and overweight postage. This software also allows for better ad tracking, immediate checks on individual zone and ad status, and more on-time press starts with less manpower.

Customers

Shoppers serves both business and individual advertisers in a wide range of industries, including real estate, employment, automotive, retail, grocery, education, telecommunications, financial services, and a number of other industries. The largest client (measured in revenue) comprised 2% of Shoppers revenues in 2011 and less than 1% of our total revenues in 2011. The top 25 clients in terms of revenue comprised 19% of Shoppers revenues in 2011 and 5% of our total revenues in 2011.

Sales and Marketing

We employ more than 350 commissioned sales representatives who develop both targeted and saturation advertising programs, both in print and online, for clients. The sales organization provides service to national, regional and local advertisers through its telemarketing departments and field sales representatives. Shoppers clients vary from individuals with a single item for sale to local neighborhood advertisers to large multi-location advertisers. The weekly number of ads is primarily driven by residential customers, whereas revenues are primarily driven by small and midsize businesses. We also focus our marketing efforts on larger national accounts by emphasizing our ability to deliver saturation advertising in defined zones, or even partial zones for inserts, in combination with advertising in the shopper publication.

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Additional focus is placed on particular industries/categories through the use of sales specialists. These sales specialists are primarily used to target automotive, real estate and employment advertisers.

We utilize proprietary sales and marketing systems to enter client orders directly from the field, instantly checking space availability, ad costs and other pertinent information. These systems efficiently facilitate the placement of advertising into multiple-zoned editions and include built-in error-reducing safeguards that aid in minimizing costly sales adjustments. In addition to allowing advertising information to be entered for immediate publication, these systems feed a relational client database, enabling sales personnel to access client history by designated variables to facilitate the identification of similar potential clients and to assist with timely follow-up on existing clients.

Shoppers Facilities

Our shoppers are produced at owned or leased facilities in the markets they serve. At December 31, 2011, we had five production facilities three in Southern California, one in Northern California, and one in Tampa, Florida and approximately four primary sales offices. We also operate numerous small sales offices in the areas we serve.

For more information please refer to Item 2, Properties.

Competition

Our Shoppers business competes for advertising, as well as for readers, with other print and electronic media. Competition comes from local and regional newspapers, magazines, radio, broadcast, satellite and cable television, other shoppers, the internet, other communications media and other advertising printers that operate in our markets. The extent and nature of such competition are, in large part, determined by the location and demographics of the markets targeted by a particular advertiser and the number of media alternatives in those markets. Failure to continually improve our current processes, advance and upgrade our technology applications, and develop new products and services in a timely and cost-effective manner, could result in the loss of our clients to current or future competitors. In addition, failure to gain market acceptance of new products and services, and in geographic areas, could adversely affect our growth. We believe that our production systems and technology, which enable us to publish separate editions in narrowly targeted zones, our local ad content, and our integrated online offering allow us to compete effectively, particularly in large markets with high media fragmentation. However, our business results may be adversely impacted by competition. Please refer to Item 1A, Risk Factors, for additional information regarding risks related to competition.

Seasonality

Our Shoppers business has been somewhat seasonal in that revenues from the last two publication dates in December and the first two to three publication dates in January each year have been affected by a slowdown in advertising by businesses and individuals after the holidays. Historically, the second and third quarters have been the highest revenue quarters for our Shoppers business.

U.S. AND FOREIGN GOVERNMENT REGULATIONS

As a company with business activities around the world, we are subject to a variety of domestic and international legal and regulatory requirements that impact our business, including, for example, regulations governing consumer protection and unfair business practices, contracts, ecommerce, intellectual property, labor and employment, securities, tax, and other laws that are generally applicable to commercial activities.

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We are also subject to, or affected by, numerous domestic and foreign laws, regulations and industry standards that regulate direct marketing activities, including those that address privacy, data security and unsolicited marketing communications. Examples of some of these laws and regulations that may be applied to, or affect, our business or the businesses of our clients include the following:

- Federal and state laws governing the use of the internet and regulating telemarketing, including the U.S. Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003 (CAN-SPAM), which regulates commercial email and requires that commercial emails give recipients an opt-out method. The Canadian Fighting Internet and Wireless Spam Act will apply in a comparable manner for our activities in Canada. Telemarketing activities are regulated by, among other requirements, the Federal Trade Commission s Telemarketing Sales Rule (TSR), the Federal Communications Commission s Telephone Consumer Protection Act (TCPA) and various state do-not-call laws.

- The U.S. Department of Commerce s proposed Dynamic Privacy Framework, the Federal Trade Commission s Protecting Consumer Privacy in an Era of Rapid Change policy and the European Commission s proposed changes to the European Union s Data Protection framework, each of which seeks to address consumer privacy, data protection and technological advancements in relation to the collection or use of personal information.

- A significant number of states in the U.S. have passed versions of security breach notification laws, which generally require timely notifications to affected persons in the event of data security breaches or other unauthorized access to certain types of protected personal data.

- The Fair Credit Reporting Act (FCRA), which governs, among other things, the sharing of consumer report information, access to credit scores, and requirements for users of consumer report information.

- The Financial Services Modernization Act of 1999, or Gramm-Leach-Bliley Act (GLB), which, among other things, regulates the use for marketing purposes of non-public personal financial information of consumers that is held by financial institutions. Although Harte-Hanks is not considered a financial institution, many of our clients are subject to the GLB. The GLB also includes rules relating to the physical, administrative and technological protection of non-public personal financial information.

- The Health Insurance Portability and Accountability Act of 1996 (HIPAA), which regulates the use of personal health information for marketing purposes and requires reasonable safeguards designed to prevent intentional or unintentional use or disclosure of protected health information.

- The Fair and Accurate Credit Transactions Act of 2003 (FACT Act), which amended the FCRA and requires, among other things, consumer credit report notice requirements for creditors that use consumer credit report information in connection with risk-based credit pricing actions and also prohibits a business that receives consumer information from an affiliate from using that information for marketing purposes unless the consumer is first provided a notice and an opportunity to direct the business not to use the information for such marketing purposes, subject to certain exceptions.

- The European Union (EU) data protection laws, including the comprehensive EU Directive on Data Protection (1995), which imposes a number of obligations with respect to use of personal data, and includes a prohibition on the transfer of personal information from the EU to other countries that do not provide consumers with an adequate level of privacy or security. The EU standard for adequacy is generally stricter and more comprehensive than that of the U.S. and most other countries.

There are additional consumer protection, privacy and data security regulations in the U.S. and in other countries in which we or our clients do business. These laws regulate the collection, use, disclosure and retention of personal data and may require consent from consumers and grant consumers other rights, such as the ability to access their personal data and to correct information in the possession of data controllers. We and many of our clients also belong to trade associations that impose guidelines that regulate direct marketing activities, such as the Direct

Marketing Association s Commitment to Consumer Choice.

As a result of increasing public awareness and interest in individual privacy rights, data protection, information security and environmental and other concerns regarding marketing communications, federal, state and foreign governmental and industry organizations continue to consider new legislative and regulatory proposals that would impose additional restrictions on direct marketing services and products. Examples include data encryption standards, data breach notification requirements, consumer choice and consent restrictions and increased penalties against offending parties, among others. We anticipate that additional proposals will continue to be introduced in the future, some of which may be adopted. In addition, our business may be affected by the impact of these restrictions on our clients and their marketing activities. These additional regulations could increase compliance requirements and restrict or prevent the collection, management, aggregation, transfer, use or dissemination of information or data that is currently legally available. Additional regulations may also restrict or prevent current practices regarding unsolicited marketing communications. For example, many states have considered implementing do-not-mail legislation that could impact our Direct Marketing and Shoppers businesses and the businesses of our clients and customers. In addition, continued public interest in individual privacy rights and data security may result in the adoption of further voluntary industry guidelines that could impact our direct marketing activities and business practices.

We cannot predict the scope of any new legislation, regulations or industry guidelines or how courts may interpret existing and new laws. Additionally, enforcement priorities by governmental authorities may change and also impact our business either directly or through requiring our customers to alter their practices. Compliance with regulations is costly and time-consuming for us and our clients, and we may encounter difficulties, delays or significant expenses in connection with our compliance. We may also be exposed to significant penalties, liabilities, reputational harm and loss of business in the event that we fail to comply with applicable regulations. There could be a material adverse impact on our business due to the enactment or enforcement of legislation or industry regulations, the issuance of judicial or governmental interpretations, enforcement priorities of governmental agencies or a change in customs arising from public concern over consumer privacy and data security issues.

INTELLECTUAL PROPERTY RIGHTS

Our intellectual property assets include, for example, trademarks and service marks that identify our company and our products and services, software and other technology that we develop, our proprietary collections of data and intellectual property licensed from third parties, such as prospect list providers. We generally seek to protect our intellectual property through a combination of license agreements and trademark, service mark, copyright, patent and trade secret laws, and domain name registrations and enforcement procedures. We also enter into confidentiality agreements with many of our employees, vendors and clients and seek to limit access to and distribution of intellectual property and other proprietary information. We pursue the protection of our trademarks and other intellectual property in the United States and internationally.

Despite our efforts to protect our intellectual property, unauthorized parties may attempt to copy or otherwise obtain and use our proprietary information and technology. Monitoring unauthorized use of our intellectual property is difficult, and unauthorized use of our intellectual property may occur. We cannot be certain that patents or trademark registrations will be issued, nor can we be certain that any issued patents or trademark registrations will give us adequate protection from competing products. For example, issued patents may be circumvented or challenged and declared invalid or unenforceable. In addition, others may develop competing technologies or databases on their own. Moreover, there is no assurance that our confidentiality agreements with our employees or third parties will be sufficient to protect our intellectual property and proprietary information.

We may also be subject to infringement claims against us by third parties and may incur substantial costs and devote significant management resources in responding to such claims. We are obligated under some agreements to indemnify our clients as a result of claims that we infringe on the proprietary rights of third parties. These costs and diversions could cause our business to suffer. If any party asserts an infringement claim, we may need to obtain licenses to the disputed intellectual property. We cannot assure you, however, that we will be able to obtain these licenses on commercially reasonable terms or that we will be able to obtain any licenses at all. The failure to obtain necessary licenses or other rights may have an adverse affect on our ability to provide our products and services.

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EMPLOYEES

As of December 31, 2011, Harte-Hanks employed approximately 5,950 full-time employees and 310 part-time employees, of which approximately 1,690 are based outside of the U.S. Approximately 4,680 full-time and 80 part-time employees were in the Direct Marketing segment and 1,250 full-time and 230 part-time employees were in the Shoppers segment. A portion of our workforce is provided to us through staffing companies. None of the workforce is represented by labor unions. We consider our relations with our employees to be good.

ITEM 1A. RISK FACTORS

Cautionary Note Regarding Forward-Looking Statements

This report, including the Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements within the meaning of the federal securities laws. All such statements are qualified by this cautionary note, which is provided pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933 (1933 Act) and Section 21E of the Securities Exchange Act of 1934 (1934 Act). Forward-looking statements may also be included in our other public filings, press releases, our website and oral and written presentations by management. Statements other than historical facts are forward-looking and may be identified by words such as may, will, expects, believes, anticipates, plans, estimates, seeks, could, intends, or words of similar meaning. Examples inclu regarding (1) our strategies and initiatives, (2) adjustments to our cost structure and other actions designed to respond to market conditions and improve our performance, and the anticipated effectiveness and expenses associated with these actions, (3) our financial outlook for revenues, earnings per share, operating income, expense related to equity-based compensation, capital resources and other financial items, (4) expectations for our businesses and for the industries in which we operate, including with regard to the negative performance trends in our Shoppers business and the adverse impact of the ongoing economic downturn in the United States and other economies on the marketing expenditures and activities of our Direct Marketing clients and prospects, (5) competitive factors, (6) acquisition and development plans, (7) our stock repurchase program, (8) expectations regarding legal proceedings and other contingent liabilities, and (9) other statements regarding future events, conditions or outcomes.

These forward-looking statements are based on current information, expectations and estimates and involve risks, uncertainties, assumptions and other factors that are difficult to predict and that could cause actual results to vary materially from what is expressed in or indicated by the forward-looking statements. In that event, our business, financial condition, results of operations or liquidity could be materially adversely affected, and investors in our securities could lose part or all of their investments. Some of these risks, uncertainties, assumptions and other factors can be found in our filings with the SEC, including the factors discussed below in this Item 1A, Risk Factors", and any updates thereto in our Forms 10-Q. The forward-looking statements included in this report and those included in our other public filings, press releases, our website and oral and written presentations by management are made only as of the respective dates thereof, and we undertake no obligation to update publicly any forward-looking statement in this report or in other documents, our website or oral statements for any reason, even if new information becomes available or other events occur in the future.

In addition to the information set forth elsewhere in this report, including in the MD&A section, the factors described below should be considered carefully in making any investment decisions with respect to our securities. The risks described below are not the only ones we face or may face in the future. Additional risks and uncertainties that are not presently anticipated or that we may currently believe are immaterial could also impair our business operations and financial performance.

We face significant competition for individual projects, entire client relationships and advertising dollars in general.

Our Direct Marketing business faces significant competition in all of its offerings and within each of its vertical markets. Direct marketing is a dynamic business, subject to technological advancements, high turnover of client personnel who make buying decisions, client consolidations, changing client needs and preferences, continual development of competing products and services and an evolving competitive landscape. This competition comes from numerous local, national and international direct marketing and advertising companies, and client internal resources, against whom we compete for individual projects, entire client relationships and marketing expenditures by clients and prospective clients. We also compete against print and electronic media and other forms of advertising for marketing and advertising dollars in general. In addition, our ability to attract new clients and to retain existing clients may, in some cases, be limited by clients policies on or perceptions of conflicts of interest. These policies can prevent us from performing similar services for competing products or companies. Our Shoppers business competes for advertising, as well as for readers, with other print and electronic media. Competition comes from local and regional newspapers, magazines, radio, broadcast, satellite and cable television, other shoppers, the internet, other communications media and other advertising printers that operate in our markets. The extent and nature of such competition are, in large part, determined by the location and demographics of the markets targeted by a particular advertiser and the number of media alternatives in those markets. Our failure to improve our current processes or to develop new products and services could result in the loss of our clients to current or future competitors. In addition, failure to gain market acceptance of new products and services could adversely affect our growth.

Current and future competitors may have significantly greater financial and other resources than we do, and they may sell competing products and services at lower prices or at lower profit margins, resulting in pressures on our prices and margins.

The sizes of our competitors vary across market segments. Therefore, some of our competitors may have significantly greater financial, technical, marketing or other resources than we do in one or more of our market segments, or overall. As a result, our competitors may be in a position to respond more quickly than we can to new or emerging technologies and changes in customer requirements, or may devote greater resources than we can to the development, promotion, sale and support of products and services. Moreover, new competitors or alliances among our competitors may emerge and potentially reduce our market share, revenue or margins. Some of our competitors also may choose to sell products or services competitive to ours at lower prices by accepting lower margins and profitability, or may be able to sell products or services competitive to ours at lower prices given proprietary ownership of data, technical superiority or economies of scale. Price reductions or pricing pressure by our competitors could negatively impact our margins and results of operations, and could also harm our ability to obtain new customers on favorable terms. Competitive pricing pressures tend to increase in difficult economic environments, such as the current environments in the United States and other economies, due to reduced marketing expenditures of many of our clients and prospects and the resulting impact on the competitive business environment for marketing service providers such as our company.

We must maintain technological competitiveness, continually improve our processes and develop and introduce new products and services in a timely and cost-effective manner.

We believe that our success depends on, among other things, maintaining technological competitiveness in our Direct Marketing and Shoppers products, processing functionality and software systems and services. Technology changes rapidly and there are continuous improvements in computer hardware, network operating systems, programming tools, programming languages, operating systems, database technology and the use of the internet. Advances in information technology may result in changing client preferences for products and product delivery formats in our industry. We must continually improve our processes and provide new products and services in a timely and cost-effective manner though development, license or acquisition to match our competitors technological developments and competing product/service offerings, and to satisfy the increasingly sophisticated requirements of our clients. We may be unable to successfully identify, develop and bring new and enhanced services and products to market in a timely and cost-effective manner, such services and products may not be commercially successful, and services, products and technologies developed by others may render our services and products noncompetitive or obsolete.

Our success depends on our ability to consistently and effectively deliver our products and services to our clients.

Our success depends on our ability to effectively and consistently staff and execute client engagements within the agreed upon timeframe and budget. Depending on the needs of our clients, our Direct Marketing engagements may require customization, integration and coordination of a number of complex product and service offerings and execution across many of our facilities worldwide. Moreover, in some of our engagements, we rely on subcontractors and other third parties to provide a portion of our overall services, and we cannot guarantee that these third parties will effectively deliver their services or that we will have adequate recourse against these third parties in the event they fail to effectively deliver their services. Other contingencies and events outside of our control may also impact our ability to provide our products and services. Our failure to effectively and timely staff, coordinate and execute our client engagements may adversely impact existing client relationships, the amount or timing of payments from our clients, our reputation in the marketplace and ability to secure additional business and our resulting financial performance. In addition, our contractual arrangements with our Direct Marketing clients and other customers may not provide us with sufficient protections against claims for lost profits or other claims for damages.

If we lose key management or are unable to attract and retain the talent required for our business, our operating results could suffer.

Our prospects depend in large part upon our ability to attract, train and retain experienced technical, client services, sales, consulting, research and development, marketing, administrative and management personnel. While the demand for personnel is dependent on employment levels, competitive factors and general economic conditions, qualified personnel historically have been in great demand. The loss or prolonged absence of the services of these individuals could have a material adverse effect on our business, financial position or operating results.

We have recently experienced, and may experience in the future, reduced demand for our products and services and increased bad debt expense because of general economic conditions, the financial conditions and marketing budgets of our clients and other factors that may impact the industry verticals that we serve.

Economic downturns and turmoil severely affect the marketing services industry. Throughout the most recent recession, as in prior economic downturns, our customers responded to weak economic conditions by reducing their marketing budgets, which are generally discretionary in nature and easier to reduce in the short-term than other expenses. Our customers may respond similarly to adverse economic conditions in the future. In addition, revenues from our Shoppers business are largely dependent on local advertising expenditures in the markets in which they operate. Such expenditures are substantially affected by the strength of the local economies in those markets. Direct Marketing revenues are dependent on national, regional and international economies and business conditions. A lasting economic recession or anemic recovery in the U.S. or other markets in which we operate (such as the recent recession and recovery) could have material adverse effects on our business, financial position or operating results. Similarly, industry or company-specific factors may negatively impact our clients and prospective clients or their industries, and in turn result in reduced demand for our products and services, client insolvencies, collection difficulties or bankruptcy preference actions related to payments received from our clients. We may also experience reduced demand as a result of consolidation of clients and prospective clients in the industry verticals that we serve. See Management's Discussion and Analysis of Financial Condition and Results of Operations in this Form 10-K for additional information about the adverse impact on our financial performance of the ongoing difficult economic environment in the United States and other economies.

Our Shoppers business is geographically concentrated and is subject to the California and Florida economies.

Our Shoppers business is concentrated geographically in California and Florida. An economic downturn in these states, such as the current downturn, or a large disaster, such as a flood, hurricane, earthquake or other disaster or condition that disables our facilities, immobilizes the USPS or causes a significant negative change in the economies of these regions, could have a material adverse effect on our business, financial position or operating results.

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Our business plan requires us to effectively manage our costs. If we do not achieve our cost management objectives, our financial results could be adversely affected.

Our business plan and expectations for the future require that we effectively manage our cost structure, including our operating expenses and capital expenditures across our operations. To the extent that we do not effectively manage our costs, our financial results may be adversely affected in any economic climate and even more so during a prolonged recession, such as the ongoing economic downturn in the United States and other economies.

Privacy, information security and other direct marketing regulatory requirements may prevent or impair our ability to offer our products and services.

We are subject to and affected by numerous laws, regulations and industry standards that regulate direct marketing activities, including those that address privacy, data protection, information security and marketing communications. Please refer to the section above entitled U.S. and Foreign Government Regulations for additional information regarding some of these regulations.

As a result of increasing public awareness and interest in privacy rights, data protection, information security, environmental protection and other concerns, national and local governments and industry organizations regularly consider and adopt new laws, rules, regulations and guidelines that restrict or regulate marketing communications, services and products. Examples include data encryption standards, data breach notification requirements, registration/licensing requirements (often with fees), consumer choice, notice and consent restrictions and penalties for infractions, among others. We anticipate that additional restrictions and regulations will continue to be proposed and adopted in the future.

In addition, our business may be affected by the impact of these restrictions and regulations on our clients and their marketing activities. Current and future restrictions and regulations could increase compliance requirements and costs, and restrict or prevent the collection, management, aggregation, transfer, use or dissemination of information, or change the requirements therefore so as to require other changes to our business or that of our clients. Additional restrictions and regulations may limit or prohibit current practices regarding marketing communications. For example, many states and countries have considered implementing do not contact legislation that could impact our Direct Marketing and Shoppers businesses and the businesses of our clients and customers. In addition, continued public interest in privacy rights, data protection and information security may result in the adoption of further industry guidelines that could impact our direct marketing activities and business practices.

We cannot predict the scope of any new laws, rules, regulation or industry guidelines or how courts or agencies may interpret current ones. Additionally, enforcement priorities by governmental authorities will change over time, which may impact our business. Understanding the laws, rules, regulations and guidelines applicable to specific client multichannel engagements and across many jurisdictions poses a significant challenge, as such laws, rules, regulations and guidelines are often inconsistent or conflicting, and are sometimes at odds with client objectives. Our failure to properly comply with this regulatory requirements and client needs may materially and adversely affect our business. General compliance with privacy, data protection and information security obligations is costly and time-consuming, and we may encounter difficulties, delays or significant expenses in connection with our compliance. We may be exposed to significant penalties, liabilities, reputational harm and loss of business in the event that we fail to comply. We could suffer a material adverse impact on our business due to the enactment or enforcement of legislation or industry regulations, the issuance of judicial or governmental interpretations, changed enforcement priorities of governmental agencies or a change in behavior arising from public concern over privacy, data protection and information security issues.

We could fail to adequately protect our intellectual property rights and may face claims for intellectual property infringement.

Our ability to compete effectively depends in part on the protection of our technology, products, services and brands through intellectual property right protections, including patents, copyrights, database rights, trade secrets, trademarks and domain name registrations and enforcement procedures. The extent to which such rights can be protected and enforced varies in different jurisdictions. There is also a risk of litigation relating to our use or future use of intellectual property rights of third parties. Third-party infringement claims and any related litigation against us could subject us to liability for damages, restrict us from using and providing our technologies, products or services or operating our business generally, or require changes to be made to our technologies, products and services. Please refer to the section above entitled Intellectual Property Rights for additional information regarding our intellectual property and associated risks.

Consumer perceptions regarding the privacy and security of their data may prevent or impair our ability to offer our products and services.

Pursuant to various federal, state, foreign and industry regulations, consumers have varying degrees of control as to how certain data regarding them is collected, used and shared for marketing purposes. If, due to privacy, security or other concerns, consumers exercise their ability to prevent or limit such data collection, use or sharing, it may impair our ability to provide direct marketing to those consumers and limit our clients requirements for our services. Additionally, privacy and security concerns may limit consumers willingness to voluntarily provide data to our customers or marketing companies. Some of our services depend on voluntarily provided data and may be impaired without such data.

Our reputation and business results may be adversely impacted if we, or subcontractors upon whom we rely, do not effectively protect sensitive personal information of our clients and our clients customers.

Current privacy and data security laws and industry standards impact the manner in which we capture, handle, analyze and disseminate customer and prospect data as part of our client engagements. In many instances, client contracts also mandate privacy and security practices. If we fail to effectively protect and control sensitive personal information (such as personal health information, social security numbers or credit card numbers) of our clients and their customers or prospects in accordance with these requirements, we may incur significant expenses, suffer reputational harm and loss of business, and, in certain cases, be subjected to regulatory or governmental sanctions or litigation. These risks may be increased due to our reliance on subcontractors and other third parties in providing a portion of our overall services in certain engagements. We cannot guarantee that these third parties will effectively protect and handle sensitive personal information or other confidential information, or that we will have adequate recourse against these third parties in that event.

We may not be able to adequately protect our information systems.

Our ability to protect our information systems against damage from a data loss, security breach, human error, malfeasance, computer virus, fire, power loss, telecommunications failure or other disaster is critical to our future success. Some of these systems may be outsourced to third-party providers from time to time. Any damage to our information systems that causes interruptions in our operations or a loss of data could affect our ability to meet our clients' requirements, which could have a material adverse effect on our business, financial position or operating results. While we take precautions to protect our information systems, such measures may not be effective, and existing measures may become inadequate because of changes in future conditions. Although we maintain insurance which may respond to cover some types of damages incurred by breaches of (or problems with) our information systems, such insurance is limited and expensive, and may not respond or be sufficient to prevent such damage from materially harming our business.

Breaches of security, or the perception that ecommerce is not secure, could severely harm our business and reputation.

Business-to-business and business-to-consumer electronic commerce requires the secure transmission of confidential information over public networks. Some of our products and services are accessed through the internet. Security breaches in connection with the delivery of our products and services, or well-publicized security breaches that may affect us or our industry, such as database intrusion, could be severely detrimental to our business, operating results and financial condition. We cannot be certain that advances in criminal capabilities, new discoveries in the field of cryptography or other developments will not compromise or breach the technology protecting the information systems that access our products, services and proprietary database information.

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Data suppliers could withdraw data that we rely on for our products and services.

We purchase or license much of the data we use. There could be a material adverse impact on our Direct Marketing business if owners of the data we use were to withdraw or cease to allow access to the data or materially restrict the authorized uses of their data. Data providers could withdraw their data if there is a competitive reason to do so, if there is pressure from the consumer community or if additional legislation is passed restricting the use of the data. We also rely upon data from other external sources to maintain our proprietary and non-proprietary databases, including data received from customers and various government and public record sources. If a substantial number of data providers or other key data sources were to withdraw or restrict their data, if we were to lose access to data due to government regulation, or if the collection of data becomes uneconomical, our ability to provide products and services to our clients could be materially adversely affected, which could result in decreased revenues, net income and earnings per share.

We must successfully evaluate acquisition targets and integrate acquisitions.

We frequently evaluate acquisition opportunities to expand our product and service offerings and geographic locations, including potential international acquisitions. Acquisition activities, even if not consummated, require substantial amounts of management time and can distract from normal operations. In addition, we may be unable to achieve the profitability goals, synergies and other objectives initially sought in acquisitions, and any acquired assets, data or businesses may not be successfully integrated into our operations. Acquisitions may result in the impairment of relationships with employees and customers. Moreover, although we review and analyze assets or companies we acquire, such reviews are subject to uncertainties and may not reveal all potential risks, and we may incur unanticipated liabilities and expenses as a result of our acquisition activities. The failure to identify appropriate candidates, to negotiate favorable terms, or to successfully integrate future acquisitions into existing operations could result in not achieving planned revenue growth and could negatively impact our net income and earnings per share.

We are vulnerable to increases in paper prices.

Newsprint prices have fluctuated in recent years. We maintain, on average, less than 45 days of paper inventory and do not purchase our paper pursuant to long-term paper contracts. Because we have a limited ability to protect ourselves from fluctuations in the price of paper or to pass increased costs along to our clients, these fluctuations could materially affect the results of our operations.

We are vulnerable to increases in postal rates and disruptions in postal services.

Our Shoppers and Direct Marketing services depend on the USPS to deliver products. Our shoppers are delivered by Standard Mail, and postage is the second largest expense, behind labor, in our Shoppers business. Standard postage rates have increased in recent years, and increased again in April 2011 and January 2012. Shoppers postage rates increased by less than 1.0% as a result of the April 2011 rate increase, and increased by approximately 2.1% as a result of the January 2012 rate increase. These postage rate increases, and any additional future changes in postage rates will affect Shoppers production costs. Postage rates also influence the demand for our Direct Marketing services even though the cost of mailings is typically borne by our clients and is not directly reflected in our revenues or expenses. Accordingly, future postal increases or disruptions in the operations of the USPS may have an adverse impact on us.

The U. S. Postal Service has also proposed various changes in its services to address its financial performance, such as delivery frequency and facility access. At this point we do not believe the proposed changes will have a material impact on our business.

Our financial results could be negatively impacted by impairments of goodwill or other intangible assets with indefinite useful lives.

As of December 31, 2011, the net book value of our goodwill and other intangibles represented approximately $580.6 million out of our total assets of $932.5 million. We test goodwill and other intangible assets with indefinite useful lives for impairment as of November 30 of each year and on an interim date should factors or indicators become apparent that would require an interim test. A downward revision in the fair value of either of our reporting units or any of the other intangible assets could result in impairments and non-cash charges. Any such impairment charges could have a significant negative effect on our reported net income.

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Scheduled debt maturities and liquidity

We are scheduled to pay off the balance owed under our 2008 Term Loan Facility when it matures on March 7, 2012. This pay-off, combined with other principal payments due under our 2011 Term Loan Facility, require us to make aggregate principal payments of $61.5 million during the first quarter of 2012. As of December 31, 2011 we had $86.8 million in cash and had $59.9 million of unused borrowing capacity under our 2010 Revolving Credit Facility. Depending on our ability to generate sufficient cash flow from operations, our overall liquidity and ability to make payments on our indebtedness may be adversely impacted, and we may be required to seek one or more alternatives, such as refinancing or restructuring our indebtedness, or seeking to raise debt or equity capital. We cannot assure you that any of these actions could be effected on a timely basis or on satisfactory terms, if at all. In addition, our existing debt agreements contain restrictive covenants that may prohibit us from adopting one or more of these alternatives.

Our indebtedness may adversely impact our ability to react to changes in our business or changes in general economic conditions.

The amount of our indebtedness and the terms under which we have borrowed money under our credit facilities or other agreements could have important consequences for our business. Our debt covenants require that we maintain certain financial measures and ratios. As a result of these covenants and ratios, we may be limited in the manner in which we can conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. A failure to comply with these restrictions or to maintain the financial measures and ratios contained in the debt agreements could lead to an event of default that could result in an acceleration of outstanding indebtedness. In addition, the amount and terms of our indebtedness could:

- limit our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate, including limiting our ability to invest in our strategic initiatives, and, consequently, place us at a competitive disadvantage;

- reduce the availability of our cash flows that would otherwise be available to fund working capital, capital expenditures, acquisitions and other general corporate purposes; and

- result in higher interest expense in the event of increases in interest rates, as discussed below under Interest rate increases could affect our results of operations, cash flows and financial position.

We may incur additional indebtedness in the future and, if new debt is added to our current debt levels, the above risks could be increased.

Interest rate increases could affect our results of operations, cash flows and financial position.

Interest rate movements in Europe and the United States can affect the amount of interest we pay related to our debt and the amount we earn on cash equivalents. Our primary interest rate exposure is to interest rate fluctuations in Europe, specifically Eurodollar rates, due to their impact on interest related to our credit facilities. As of December 31, 2011, we had $179.4 million of debt outstanding, all of which was at variable interest rates. Our results of operations, cash flows and financial position could be materially adversely affected by significant increases in interest rates. We also have exposure to interest rate fluctuations in the United States, specifically money market, commercial paper and overnight time deposit rates, as these affect our earnings on excess cash. Even with the offsetting increase in earnings on excess cash in the event of an interest rate increase, we cannot be assured that future interest rate increases will not have a material adverse impact on our business, financial position or operating results.

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Our international operations subject us to risks associated with operations outside the U.S.

Harte-Hanks Direct Marketing conducts business outside of the United States. During 2011, approximately 14.8% of Harte-Hanks Direct Marketing s revenues and 10.7% of Harte-Hanks total revenues were derived from businesses outside the United States, primarily Europe, Asia and South America. We may expand our international operations in the future as part of our growth strategy. Accordingly, our future operating results could be negatively affected by a variety of factors, some of which are beyond our control, including:

- social, economic and political instability;
- changes in U.S. and foreign governmental legal requirements or policies resulting in burdensome government controls, tariffs, restrictions, embargoes or export license requirements;
- inflation;
- the potential for nationalization of enterprises;
- less favorable labor laws that may increase employment costs and decrease workforce flexibility;
- potentially adverse tax treatment;
- less favorable foreign intellectual property laws that would make it more difficult to protect our intellectual properties from appropriation by competitors;
- more onerous or differing data privacy and security requirements or other marketing regulations;
- longer payment cycles for sales in foreign countries; and
- the costs and difficulties of managing international operations.

In addition, exchange rate movements may have an impact on our future costs or on future cash flows from foreign investments. We have not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates. The various risks that are inherent in doing business in the United States are also generally applicable to doing business outside of the United States, and may be exaggerated by the difficulty of doing business in numerous sovereign jurisdictions due to differences in culture, laws and regulations.

We must maintain effective internal controls.

In designing and evaluating our internal controls over financial reporting, we recognize that any internal control or procedure, no matter how well designed and operated, can provide only reasonable assurance of achieving desired control objectives and that no system of internal controls can be designed to provide absolute assurance of effectiveness. If we fail to maintain a system of effective internal controls, it could have a material adverse effect on our business, financial position or operating results. Additionally, adverse publicity related to a failure in our internal controls over financial reporting could have a negative impact on our reputation and business.

Fluctuation in our revenue and operating results and other factors may impact the volatility of our stock price.

The price at which our common stock has traded in recent years has fluctuated greatly and has declined significantly over that period of time. The price may continue to be volatile due to a number of factors including the following, some of which are beyond our control:

- the impact and duration of the ongoing economic downturn, overall strength of the United States and other economies and general market volatility;

- variations in our operating results from period to period and variations between our actual operating results and the expectations of securities analysts, investors and the financial community;

- unanticipated developments with client engagements or client demand, such as variations in the size, budget, or progress toward the completion of engagements, variability in the market demand for our services, client consolidations and the unanticipated termination of several major client engagements;

- announcements of developments affecting our businesses;

- competition and the operating results of our competitors; and

- other factors discussed elsewhere in this Item 1A, Risk Factors .

As a result of these and other factors, investors in our common stock may not be able to resell their shares at or above their original purchase price.

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War or terrorism could affect our business.

War and/or terrorism or the threat of war and/or terrorism involving the United States could have a significant impact on our business, financial position or operating results. War or the threat of war could substantially affect the levels of advertising expenditures by clients in each of our businesses. In addition, each of our businesses could be affected by operation disruptions and a shortage of supplies and labor related to such a war or threat of war.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our headquarters are located in San Antonio, Texas, and we occupy approximately 8,000 square feet of leased office space at that location. Our business is conducted in facilities worldwide containing aggregate space of approximately 3.0 million square feet. Approximately 2.8 million square feet are held under leases, which expire at dates through 2020. The balance of our properties, used in our Brea, California Shoppers operations and Hasselt, Belgium Direct Marketing operations, are owned.

ITEM 3. LEGAL PROCEEDINGS

Information regarding legal proceedings is set forth in Note K, *Commitments and Contingencies*, of the Notes to Consolidated Financial Statements and is incorporated herein by reference.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

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PART II

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

Common Stock

Our common stock is listed on the NYSE (symbol: HHS). The reported high and low quarterly sales price ranges for 2011 and 2010 were as follows:

	2011		2010	
	High	Low	High	Low
First Quarter	13.74	11.77	13.30	10.25
Second Quarter	12.22	7.59	15.84	10.37
Third Quarter	8.95	7.00	11.90	9.60
Fourth Quarter	9.94	7.74	13.65	11.14

In 2011, quarterly dividends were paid at the rate of 8.0 cents per share. In 2010, quarterly dividends were paid at the rate of 7.5 cents per share.

We currently plan to pay a quarterly dividend of 8.5 cents per common share in each of the quarters in 2012, although any actual dividend declaration can be made only upon approval of our Board of Directors, based on its business judgment.

As of January 31, 2012, there are approximately 2,250 holders of record.

Issuer Purchases of Equity Securities

During the fourth quarter of 2011, we did not purchase any shares of our stock through our stock repurchase program that was publicly announced in January 1997. Under this program, from which shares can be purchased in the open market or through privately negotiated transactions, our Board of Directors has authorized the repurchase of up to 74,400,000 shares of our outstanding common stock. As of December 31, 2011, we had repurchased a total of 64,924,509 shares at an average price of $18.67 per share under this program.

Comparison of Stockholder Returns

The material under this heading is not soliciting material, is not deemed filed with the SEC, and is not to be incorporated by reference into any filing under the 1933 Act or the 1934 Act, whether made before or after the date hereof and irrespective of any general incorporation language in such filing.

The following graph compares the cumulative total return of our common stock during the period December 31, 2006 to December 31, 2011 with the Standard & Poor s 500 Stock Index (S&P 500 Index) and with two peer groups. We made modifications to our peer group in this 2011 Annual Report on Form 10-K compared to our previous peer group in order to be consistent with the modified 2012 peer group used by our Compensation Committee in evaluating management compensation.

Our former peer group included Acxiom Corporation, Alliance Data Systems Corporation, Cenveo, Inc., Consolidated Graphics, Inc., Convergys Corp., Dun & Bradstreet Corporation, Equifax, Inc., Gartner, Inc., GSI Commerce, Inc., Interpublic Group of Companies, Inc., Meredith Corp., Sykes Enterprises, Inc., Techtarget, Inc., Valassis Communications, Inc., and ValueClick, Inc.

Our current peer group includes Acxiom Corporation, Alliance Data Systems Corporation, Cenveo, Inc., Consolidated Graphics, Inc., Convergys Corp., Dun & Bradstreet Corporation, Equifax, Inc., Gartner, Inc., Informatica Corp., Interpublic Group of Companies, Inc., Meredith Corp., Sapient Corp., Sykes Enterprises, Inc., Techtarget, Inc., Valassis Communications, Inc., and ValueClick, Inc.

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The S&P Index includes 500 United States companies in the industrial, transportation, utilities and financial sectors and is weighted by market capitalization. The peer groups are also weighted by market capitalization.

The graph depicts the results of investing $100 in our common stock, the S&P 500 Index and the peer groups at closing prices on December 31, 2006 and assumes the reinvestment of dividends.

	Base Period	Years Ending				
	Dec-06	Dec-07	Dec-08	Dec-09	Dec-10	Dec-11
Harte-Hanks, Inc.	100	63.24	23.49	42.00	50.96	37.53
S&P 500 Index	100	105.49	66.46	84.05	96.71	98.76
Current Peer Group	100	92.10	56.49	81.21	104.23	103.20
Former Peer Group	100	89.56	54.45	77.44	94.11	94.70

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ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our summary historical financial information for the periods ended and as of the dates indicated. You should read the following historical financial information along with Management s Discussion and Analysis of Financial Condition and Results of Operations contained in this Form 10-K. The fiscal year financial information included in the table below for the years ended December 31, 2011, 2010, and 2009 is derived from audited financial statements contained in this Form 10-K. Information for the years ended December 31, 2008 and 2007 can be found in our previously filed Annual Reports on Form 10-K.

In thousands, except per share amounts	**2011**	**2010**	**2009**	**2008**	**2007**
Statement of Operations Data					
Revenues	$ 850,765	$ 860,526	$ 860,143	$ 1,082,821	$ 1,162,886
Operating expenses					
Labor, production and distribution	687,195	679,254	678,307	847,470	871,468
Advertising, selling, general and administrative	68,211	66,792	62,479	81,655	89,787
Shoppers legal settlement	(1,260)	0	6,950	0	
Depreciation and amortization	20,414	22,437	28,265	33,429	33,195
Intangible amortization	799	990	1,712	2,950	3,509
Total operating expenses	775,359	769,473	777,713	965,504	997,959
Operating income	75,406	91,053	82,430	117,317	164,927
Interest expense, net	2,935	2,624	7,968	13,823	12,453
Net income	$ 44,198	$ 53,604	$ 47,715	$ 62,741	$ 92,640
Earnings per common share diluted	$ 0.70	$ 0.84	$ 0.75	$ 0.98	$ 1.26
Cash dividends per common share	$ 0.32	$ 0.30	$ 0.30	$ 0.30	$ 0.28
Weighted-average common and common equivalent shares outstanding diluted	63,552	64,139	63,885	64,104	73,703
Segment Data					
Revenues					
Direct Marketing	$ 614,270	$ 601,283	$ 585,988	$ 732,740	$ 732,461
Shoppers	236,495	259,243	274,155	350,081	430,425
Total revenues	$ 850,765	$ 860,526	$ 860,143	$ 1,082,821	$ 1,162,886
Operating income (loss)					
Direct Marketing	$ 83,490	$ 86,748	$ 95,812	$ 103,121	$ 108,796
Shoppers	3,147	15,602	(1,354)	25,884	70,784
General corporate	(11,231)	(11,297)	(12,028)	(11,688)	(14,653)
Total operating income	$ 75,406	$ 91,053	$ 82,430	$ 117,317	$ 164,927
Capital expenditures	$ 21,034	$ 17,449	$ 9,011	$ 19,947	$ 28,217
Balance sheet data (at end of period)					
Current assets	$ 275,517	$ 268,463	$ 256,599	$ 241,203	$ 265,680
Property, plant and equipment, net	71,583	72,659	78,399	97,433	112,354
Goodwill and other intangibles, net	580,640	581,439	569,163	570,866	564,522
Total assets	932,514	926,880	908,151	913,566	951,926
Total debt	179,438	193,000	239,688	270,625	259,125
Total stockholders equity	$ 446,355	$ 437,823	$ 401,643	$ 356,372	$ 408,512

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

Cautionary Note About Forward-Looking Statements

This report, including this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements within the meaning of the federal securities laws. All such statements are qualified by the cautionary note included under Item 1A above, which is provided pursuant to the safe harbor provisions of Section 27A of the 1933 Act and Section 21E of the 1934 Act. Actual results may vary materially from what is expressed in or indicated by the forward-looking statements.

Overview

The following MD&A section is intended to help the reader understand the results of operations and financial condition of Harte-Hanks, Inc. (Harte-Hanks). This section is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying notes to the financial statements.

Harte-Hanks is a worldwide direct and targeted marketing company that provides multichannel direct and digital marketing services and shopper advertising opportunities to a wide range of local, regional, national and international consumer and business-to-business marketers. We manage our operations through two operating segments: Direct Marketing and Shoppers.

Our Direct Marketing services offer a wide variety of integrated, multichannel, data-driven solutions for top brands around the globe. We help our clients gain insight into their customers behaviors from their data and use that insight to create innovative multichannel marketing programs to deliver a return on marketing investment. We believe our clients success is determined not only by how good their tools are, but how well we help them use the tools to gain insight and analyze their consumers. This results in a strong and enduring relationship between our clients and their customers. We offer a full complement of capabilities and resources to provide a broad range of marketing services and data management software, in media from direct mail to email, including:

- agency and digital services;
- database marketing solutions;
- data quality software and services with Trillium Software;
- direct mail and supply chain management;
- fulfillment and contact centers; and
- lead generation.

In 2011, our Direct Marketing segment had revenues of $614.3 million, which represented 72% of our total revenues.

Harte-Hanks Shoppers is North America s largest owner, operator and distributor of shopper publications (based on weekly circulation and revenues). Shoppers are weekly advertising publications delivered free by mail to households and businesses in a particular geographic area. Through print and digital offerings, Shoppers is a trusted local source for saving customers money and helping businesses grow. Shoppers offer advertisers a geographically targeted, cost-effective local advertising system, with virtually 100% penetration in their area of distribution. Shoppers are particularly effective in large markets with high media fragmentation in which major metropolitan newspapers generally have low penetration. Our Shoppers segment also provides online advertising and other services through our websites, *PennySaverUSA.com*® and *TheFlyer.com*®, as well as business websites and search engine marketing. Our websites are online advertising portals, bringing buyers and sellers together through our online offerings, such as local classifieds, business listings, coupons, special offers and PowerSites. PowerSites are templated websites for our customers, optimized to help small and medium-sized business owners establish a web presence and improve their lead generation. At December 31, 2011, we were publishing approximately 6,000 PowerSites weekly.

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At December 31, 2011, our Shoppers publications were zoned into approximately 950 separate editions with total circulation of approximately 11.3 million shopper packages in California and Florida each week. Shoppers are delivered in five major markets covering the greater Los Angeles market, the greater San Diego market, Northern California, South Florida and the greater Tampa market.

In 2011, our Shoppers segment had revenues of $236.5 million, which represented 28% of our total revenues.

We derive revenues from the sale of direct marketing services and shopper advertising services.

Our businesses continued to face challenging economic environments in 2011, which negatively impacted our financial performance. Marketing budgets are often more discretionary in nature, and are easier to reduce in the short-term than other expenses in response to weak economic conditions. Difficult economic conditions and consolidation and bankruptcies of customers and prospective customers in the industry verticals that we serve have resulted in pricing pressures and in reduced demand for our products and services.

As a worldwide business, Direct Marketing is affected by general national and international economic and business conditions. Direct Marketing revenues are also affected by the economic fundamentals of each industry that we serve, various market factors, including the demand for services by our clients, and the financial condition of and budgets available to specific clients, among other factors. The fourth quarter of 2011 was the highest revenue quarter in three years, and the sixth consecutive quarter that Direct Marketing has shown good year-over-year growth (excluding the one-time project in 2010 described below). We remain committed to making the investments necessary to execute our multichannel strategy while also adjusting our cost structure to reduce costs in the parts of the business that are not growing as fast. We believe these actions will improve our profitability in future periods.

Our Shoppers business operates in regional markets in California and Florida and is greatly affected by the strength of the state and local economies. Revenues from our Shoppers business are largely dependent on local advertising expenditures in the areas of California and Florida in which we operate. During 2011, the adverse economic conditions we have experienced since the second half of 2007 in California and Florida continued. As a result we expect to have further challenges before performance improves. We see little, if any, improvement in the California economy, and only slightly better improvement in the Florida economy. In response, during the first half of 2011, we continued our efforts to reduce expenses in the Shoppers business, primarily through organizational restructuring and headcount reductions, and incurred $4.1 million of related charges. Of these charges, $3.9 million were related to the retirement of our Shoppers President, Pete Gorman, and severance due to headcount reductions. The remaining charges were related to facilities and other miscellaneous items. We continue to invest in our digital strategy where we are seeing good revenue growth and are adding capabilities that add value for our readers and advertisers. We believe the steps we are taking to improve overall efficiency, combined with our digital strategy, will make our Shoppers business well positioned when the economies in California and Florida improve.

Our principal operating expense items are labor, postage and transportation.

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Results of Operations

Operating results were as follows:

In thousands except per share amounts	2011	% Change	2010	% Change	2009
Revenues	$ 850,765	-1.1	$ 860,526	0.0	$ 860,143
Operating expenses	775,359	0.8	769,473	-1.1	777,713
Operating income	$ 75,406	-17.2	$ 91,053	10.5	$ 82,430
Net income	$ 44,198	-17.5	$ 53,604	12.3	$ 47,715
Diluted earnings per share	$ 0.70	-16.7	$ 0.84	12.0	$ 0.75

Year ended December 31, 2011 vs. Year ended December 31, 2010

Revenues

Consolidated revenues decreased $9.8 million, to $850.8 million, and operating income decreased 17.2%, to $75.4 million, in 2011 compared to 2010. Our overall results reflect increased revenues of $13.0 million, or 2.2%, from our Direct Marketing segment and decreased revenues of $22.7 million, or 8.8%, from our Shoppers segment. The Direct Marketing results were affected by a large, one-time, voluntary recall project performed for a long-time pharmaceutical customer during the second half of 2010. Excluding the results from this project, total Direct Marketing revenues increased $29.1 million, or 5.0% in 2011 compared to 2010. Direct Marketing experienced increased revenues from our select, retail and financial verticals, which were partially offset by decreased revenues from our healthcare and high-tech vertical. The August 2010 acquisition of Information Arts also contributed to the 2011 revenue growth. Shoppers revenue performance reflects the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories.

Operating Expenses

Overall operating expenses increased 0.8%, to $775.4 million, in 2011 compared to 2010. The overall increase in operating expenses was driven by increased operating expenses in Direct Marketing of $16.2 million, or 3.2%. The Direct Marketing increase was primarily due to increased headcount to support revenues and improve our database service capabilities, higher mail supply chain costs on higher transportation volumes, increased travel and increased employee recruiting. The acquisition of Information Arts also contributed to the increase in Direct Marketing operating expenses. Shoppers operating expenses decreased $10.3 million, or 4.2%, due to lower variable payroll costs, decreased postage due to lower distribution volumes and the elimination of the second day edition, decreased outsourced costs on lower volumes, decreased lease expense due to facility consolidations, and a $1.3 million reduction of a legal accrual. The overall decrease at Shoppers was partially offset by $4.1 million of charges recognized in the first half of 2011 related to our efforts to reduce expenses in the Shoppers business. Of these charges, $3.9 million related to the retirement of the President of our Shoppers business and severance due to headcount reductions. The remaining charges related to facilities and other miscellaneous items. The decrease at Shoppers was also partially offset by a non-recurring postal incentive rebate earned in the third quarter of 2010 and an increase in newsprint expense due to higher paper rates. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $13.1 million, or 5.4%.

Net Income/Earnings Per Share

Net income decreased 17.5%, to $44.2 million, and diluted earnings per share decreased 16.7%, to $0.70 per share, in 2011 compared to 2010. The decreases in net income and diluted earnings per share were a result of decreased operating income from both Shoppers and Direct Marketing, higher interest expense, and a higher effective tax rate in 2011 compared to 2010. These decreases were partially offset by a $2.3 million gain on the sale of land adjacent to our Shopper s Brea facility, and a $1.3 million change in net foreign currency transaction gains and losses.

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Year ended December 31, 2010 vs. Year ended December 31, 2009

Revenues

Consolidated revenues increased $0.4 million, to $860.5 million, and operating income increased 10.5%, to $91.1 million, in 2010 compared to 2009. Our overall results reflect increased revenues of $15.3 million, or 2.6%, from our Direct Marketing segment and decreased revenues of $14.9 million, or 5.4%, from our Shoppers segment. Direct Marketing experienced increased revenues from our pharma/healthcare, select, retail and financial verticals, which were partially offset by decreased revenues from our high-tech vertical. Direct Marketing revenues were helped by a large, one-time, voluntary recall project for a long time Direct Marketing customer during the second half of 2010. While the results from our verticals are mixed, the overall results reflect the effects of the difficult economic environment, including reduced volumes and price reductions, on our Direct Marketing business during 2010. The August 2010 acquisition of Information Arts also contributed to the 2010 revenue growth. Shoppers revenue performance reflects the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in Shoppers revenues was the result of decreased sales in established markets, including declines in most revenue categories, and curtailment of circulation of approximately 700,000 addresses in February of 2009. On a comparable circulation basis, Shoppers revenues decreased approximately 5.3%.

Operating Expenses

Overall operating expenses decreased 1.1%, to $769.5 million, in 2010 compared to 2009. The overall decrease in operating expenses was driven by decreased operating expenses in Shoppers of $31.9 million, or 11.6%, and decreased general corporate expense of $0.7 million, or 6.1%, partially offset by an increase of $24.4 million, or 5.0%, in Direct Marketing. The decrease at Shoppers was primarily due to a $7.0 million legal settlement in 2009, lower payroll expense as a result of headcount reductions, decreased paper costs resulting from lower average paper rates and declines in volumes, decreased facility lease costs as a result of a lease write-off in 2009, and decreased postage costs as a result of a non-recurring postal incentive rebate received in 2010 and a decline in distribution volumes. The Direct Marketing increase was primarily due to the one-time project described previously, increased outsourced costs resulting from increased outsourced volumes, higher mail supply chain costs along with higher transportation volumes, and increased incentive compensation. A $2.6 million decrease in pension expense, resulting from the increase in the market value of our pension plan assets during the calendar year 2009, also contributed to the overall decrease in operating expenses.

Net Income/Earnings Per Share

Net income increased 12.3%, to $53.6 million, and diluted earnings per share increased 12.0%, to $0.84 per share, in 2010 compared to 2009. The increases in net income and diluted earnings per share were a result of increased operating income from Shoppers, decreased general corporate expense and lower interest expense, partially offset by decreased operating income from Direct Marketing and a higher effective tax rate in 2010 compared to 2009.

Direct Marketing

Direct Marketing operating results were as follows:

In thousands	2011	% Change	2010	% Change	2009
Revenues	$ 614,270	2.2	$ 601,283	2.6	$ 585,988
Operating expenses	530,780	3.2	514,535	5.0	490,176
Operating income	$ 83,490	-3.8	$ 86,748	-9.5	$ 95,812

Year ended December 31, 2011 vs. Year ended December 31, 2010

Revenues

Direct Marketing revenues increased $13.0 million, or 2.2%, in 2011 compared to 2010. These results were affected by a large, one-time, voluntary recall project performed for a long-time pharmaceutical customer during the second half of 2010. Excluding the results from this project, total Direct Marketing revenues increased $29.1 million, or 5.0%, in 2011 compared to 2010. Our 2011 results reflect an increase (as a percentage) in the high teens from our select vertical compared to 2010. Our retail vertical experienced revenue growth in the high single digits, while our financial vertical was up in the mid single digits. Our healthcare vertical declined in the high teens and our high-tech vertical declined in the mid single digits. The results from our healthcare vertical were affected by the large, one-time project described above. Revenues from our vertical markets are impacted by, among other things, the economic fundamentals of each industry, various market factors, including the demand for services by our clients, and the financial condition of and budgets available to specific clients. The August 2010 acquisition of Information Arts also contributed to the 2010 revenue growth.

Future revenue performance will depend on, among other factors, the overall strength of the national and international economies and how successful we are at maintaining and growing business with existing clients, acquiring new clients and meeting client demands. We believe that in the long-term an increasing portion of overall marketing and advertising expenditures will be moved from other advertising media to the targeted media space, the results of which can be more effectively tracked, enabling measurement of the return on marketing investment, and that our business will benefit as a result. In the fourth quarter of 2011 we were notified by one of our top customers that they were making a change to their advertising strategy, which will reduce or eliminate some of the advertising volumes we currently provide for them. This change will negatively affect our revenue performance in 2012. However, despite this change, they continue to be a customer of other services we provide, and will remain one of our top 10 customers.

The postage cost of program mailings is borne by our clients and is not directly reflected in our revenues or expenses.

Operating Expenses

Operating expenses increased $16.2 million, or 3.2%, in 2011 compared to 2010. Labor costs increased $9.3 million, or 3.5%, due to increased headcounts to support revenues and improve our database service capabilities. Production and distribution costs increased $6.4 million, or 3.4%, due to higher mail supply chain costs on higher transportation volumes. General and administrative expense increased $2.2 million, or 4.8%, due primarily to an increase in travel and employee recruiting. Depreciation and software amortization expense decreased $1.6 million, or 9.5%, due to decreased capital expenditures over the last few years. Intangible asset amortization was down $0.1 million, or 20.9%, due to certain intangible assets becoming fully amortized.

Direct Marketing s largest cost components are labor, outsourced costs and mail supply chain costs. Each of these costs is somewhat variable and tends to fluctuate with revenues and the demand for our direct marketing services. Mail supply chain costs have increased significantly in the last two years, contributing to the overall increase in operating expenses. Future changes in mail supply chain costs will continue to impact Direct Marketing s total production costs and total operating expenses, and may have an impact on future demand for our supply chain management.

Year ended December 31, 2010 vs. Year ended December 31, 2009

Revenues

Direct Marketing revenues increased $15.3 million, or 2.6%, in 2010 compared to 2009. These results reflect an increase of over 15% from our pharma/healthcare vertical compared to 2009. The growth in the pharma/healthcare vertical was helped by a large, one-time, voluntary recall project for a long time Direct Marketing customer during the second half of 2010. Our select and retail verticals experienced revenue growth in the mid single digits (as a percentage) and our financial vertical grew in the low single digits. Our high-tech vertical declined in the mid single digits. While the results from our verticals are mixed, the overall results reflect the effects of the difficult economic environment, including reduced volumes and price reductions, on our Direct Marketing business during 2010. The August 2010 acquisition of Information Arts also contributed to the 2010 revenue growth.

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Operating Expenses

Operating expenses increased $24.4 million, or 5.0%, in 2010 compared to 2009. The one-time project described previously contributed to this increase. Labor costs increased $2.9 million, or 1.1%, due to increased incentive compensation and commissions as a result of revenue performance. This increase was partially offset by lower payrolls due to lower average headcount, decreased severance, decreased healthcare expense and decreased pension expense. Production and distribution costs increased $20.8 million, or 12.7%, due to increased outsourced costs resulting from increased outsourced volumes, and higher mail supply chain costs along with higher transportation volumes. This increase was partially offset by decreased lease expense due to facility consolidations. General and administrative expense increased $4.8 million, or 11.9%, due primarily to an increase in travel, employee recruiting, facilities costs and bad debt expense. Depreciation and software amortization expense decreased $3.7 million, or 18.0%, due to decreased capital expenditures over the last few years. Intangible asset amortization decreased $0.4 million, or 59.6%, as certain intangible assets became fully amortized.

Shoppers

Shoppers operating results were as follows:

In thousands	2011	% Change	2010	% Change	2009
Revenues	$ 236,495	-8.8	$ 259,243	-5.4	$ 274,155
Operating expenses	233,348	-4.2	243,641	-11.6	275,509
Operating income	$ 3,147	-79.8	$ 15,602	1,252.3	$ (1,354)

Year ended December 31, 2011 vs. Year ended December 31, 2010

Revenues

Shoppers revenues decreased $22.7 million, or 8.8%, in 2011 compared to 2010. These results reflect the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories. At December 31, 2011, our Shoppers circulation reached approximately 11.3 million addresses in California and Florida each week. Other than the elimination of the second day edition in Southern California in early 2011, we have not made any significant changes to our circulation since the first quarter of 2009. We continue to evaluate all of our circulation performance and may make further circulation reductions in the future as part of our efforts to address the difficult economic conditions in California and Florida.

Future revenue performance will depend on, among other factors, the overall strength of the California and Florida economies, as well as how successful we are at maintaining and growing business with existing clients, and acquiring new clients.

Operating Expenses

Operating expenses decreased $10.3 million, or 4.2%, in 2011 compared to 2010. During the first half of 2011, we incurred $4.1 million of charges through our efforts to reduce expenses in the Shoppers business, primarily through organizational restructuring and headcount reductions. Of these charges, $3.9 million related to the retirement of the President of our Shoppers business and severance due to headcount reductions. The remaining charges related to facilities and other miscellaneous items. Total labor costs decreased $4.4 million, or 5.5%, due to lower variable payroll costs from lower ad sales, headcount reductions and lower incentive compensation. Excluding the severance and retirement charges described above, total labor costs decreased $8.5 million, or 10.5%. Total production costs decreased $3.2 million, or 2.3%, due primarily to decreased postage costs as a result of a decline in distribution volumes and the elimination of the second day edition in Southern California, decreased outsourced costs resulting from decreased outsourced volumes, and decreased lease expense due to facility consolidations and eliminations. These decreases were partially offset by a non-recurring postal incentive rebate received in the third quarter of 2010 and an increase in newsprint expense due to higher paper rates. Total general and administrative costs decreased $2.1 million, or 11.3%, due primarily to a $1.3 million reduction of a legal accrual. Depreciation and software amortization expense decreased $0.4 million, or 7.7%, due to decreased capital expenditures in the last few years. Intangible asset amortization decreased $0.1 million, or 18.6%, as certain intangible assets became fully amortized. Excluding the retirement, severance and other charges, and the legal accrual reduction, Shoppers operating expenses decreased $13.1 million, or 5.4%.

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Shoppers largest cost components are labor, postage and paper. Shoppers labor costs are partially variable and tend to fluctuate with circulation, volumes and revenues. Standard postage rates have increased in recent years, and increased again in April 2011 and January 2012. Shoppers postage rates increased by less than 1.0% as a result of the April 2011 rate increase, and increased by approximately 2.1% as a result of the January 2012 rate increase. These postage rate increases, and any additional future changes in postage rates will affect Shoppers production costs. The U. S. Postal Service has also proposed various changes in its services to address its financial performance, such as delivery frequency and facility access. At this point we do not believe the proposed changes will have a material impact on our Shoppers business. Shoppers newsprint prices increased in the second half of 2010 and continued to increase in 2011, causing the increase in Shoppers paper costs. Newsprint prices are expected to continue to increase in the first half of 2012 and then stay at these higher rates through the end of 2012. Any future changes in newsprint prices will affect Shoppers production costs.

Year ended December 31, 2010 vs. Year ended December 31, 2009

Revenues

Shoppers revenues decreased $14.9 million, or 5.4%, in 2010 compared to 2009. These results reflect the continued impact that the difficult economic environments in California and Florida are having on our Shoppers business. The decrease in revenues was the result of decreased sales in established markets, including declines in most revenue categories, and curtailment of circulation of approximately 700,000 addresses in February of 2009. The net impact of this circulation curtailment was a reduction in Shoppers revenues of $0.5 million in 2010 compared to 2009. On a comparable circulation basis, Shoppers revenues decreased approximately 5.3%. Our real estate, grocery, and automotive sectors all declined in 2010, while our educational services, health services, and communications sectors all showed revenue improvement. Our digital revenues continue to grow, primarily as a result of our PowerSite sales. At December 31, 2010, our Shoppers circulation reached approximately 11.2 million shopper packages in California and Florida each week.

Operating Expenses

Operating expenses decreased $31.9 million, or 11.6%, in 2010 compared to 2009. A $7.0 million legal settlement in the fourth quarter of 2009 contributed to this decrease. Excluding this legal settlement, operating expenses decreased $24.9 million, or 9.3%. Total labor costs decreased $11.9 million, or 12.8%, as a result of reductions in our Shoppers workforce due to plant consolidations, administrative staff reductions, lower variable payroll costs from lower ad sales and volumes, lower severance costs, lower healthcare costs and lower pension expense. Total production costs decreased $9.8 million, or 6.7%, due primarily to decreased paper costs resulting from lower average paper rates and declines in volumes, decreased facility lease costs as a result of a lease write-off in the first quarter of 2009 related to consolidations and circulation curtailments, decreased postage costs as a result of a non-recurring postal incentive rebate received in the third quarter of 2010 and a decline in distribution volumes. Total general and administrative costs decreased $7.7 million, or 29.4%, due to the $7.0 legal settlement in the fourth quarter of 2009, and lower bad debt expense. Depreciation and software amortization expense decreased $2.1 million, or 27.3%, due to an accelerated depreciation charge in the first quarter of 2009 related to a facility consolidation in Florida, and decreased capital expenditures in the last few years. Intangible asset amortization decreased $0.3 million, or 29.7%, as certain intangible assets became fully amortized.

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General Corporate Expense

Year ended December 31, 2011 vs. Year ended December 31, 2010

General corporate expense decreased $0.1 million, or 0.6%, in 2011 compared to 2010. This decrease was the result of lower incentive compensation due to overall financial results.

Year ended December 31, 2010 vs. Year ended December 31, 2009

General corporate expense decreased $0.7 million, or 6.1%, during 2010 compared to 2009. This decrease was primarily due to decreased pension expense resulting from the increase in the market value of our pension plan assets during the calendar year 2009.

Interest Expense

Interest expense increased $0.4 million, or 12.8%, in 2011 compared to 2010, due to a higher interest rate spread and an increased debt balance as a result of the 2011 Term Loan Facility, which replaced the 2006 Term Loan Facility in August 2011. Interest expense decreased $5.3 million, or 65.3%, in 2010 compared to 2009, due to lower outstanding debt levels and lower variable interest rates in 2010 compared to 2009. Our debt at December 31, 2011 and 2010 is described in Note D, Long-Term Debt, of the Notes to Consolidated Financial Statements, included herein.

Interest Income

Interest income increased slightly in 2011 compared to 2010 due to higher returns on invested cash and cash equivalents in 2011. Interest income was up slightly in 2010 compared to 2009 as lower interest rates offset the increase in average cash and cash equivalents.

Other Income and Expense

Other income, net, was $1.5 million in 2011, a $3.6 million change from other net expense of $2.1 million in 2010. This change was primarily due to a $2.3 million gain on the sale of land adjacent to our Shopper s Brea facility, and a $1.3 million change in net foreign currency transaction gains and losses. Other net expense was $2.1 million in 2010, compared to other net expense of $2.5 million in 2009. This change was primarily due to a $0.6 million change in net foreign currency transaction gains and losses.

Income Taxes

Year ended December 31, 2011 vs. Year ended December 31, 2010

Income taxes decreased $2.9 million in 2011 compared to 2010 due to lower pretax income levels, partially offset by a higher effective tax rate. The effective income tax rate for 2011 was 40.3% compared to 37.9% in 2010. The increase in the effective tax rate is primarily due to a reduction to our uncertain tax liabilities related to state income taxes in 2010.

Year ended December 31, 2010 vs. Year ended December 31, 2009

Income taxes increased $8.5 million in 2010 compared to 2009 due to higher pretax income levels and a higher effective tax rate. The effective income tax rate for 2010 was 37.9% compared to 33.7% in 2009. The increase in the effective tax rate is primarily due to a reduction to our uncertain tax liabilities related to state income taxes in 2009.

Economic Climate and Impact on our Financial Statements

The current economic climate in California and Florida has had a negative impact on our Shoppers operations and cash flows for the year ended December 31, 2011, and our financial position at December 31, 2011. We cannot predict the timing, strength or duration of any improvement in the current difficult economic environment in California and Florida. If the economic climate and markets we serve deteriorate, we may record charges related to restructuring costs and the impairment of goodwill, other intangibles and long-lived assets, and our operations, cash flows and financial position may be materially and adversely affected.

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Liquidity and Capital Resources

Sources and Uses of Cash

As of December 31, 2011, cash and cash equivalents were $86.8 million, increasing $0.8 million from cash and cash equivalents at December 31, 2010. This net increase was a result of net cash provided by operating activities of $60.7 million, offset by net cash used in investing activities of $17.6 million and net cash used in financing activities of $42.2 million.

Operating Activities

Net cash provided by operating activities in 2011 was $60.7 million, compared to $95.9 million in 2010. The $35.2 million year-over-year decrease was primarily attributable to the decrease in net income and changes within working capital assets and liabilities.

In 2011, our principal working capital changes, which directly affected net cash provided by operating activities, were as follows:

- An increase in accounts receivable attributable to customers taking longer to pay. Days sales outstanding were approximately 64 days at December 31, 2011 and 59 days at December 31, 2010;

- A decrease in inventory due to purchasing and holding higher levels of newsprint inventory in the fourth quarter of 2010 and first quarter of 2011 in advance of increases in newsprint prices;

- An increase in prepaid expenses and other current assets due to timing of payments;

- A decrease in accounts payable due to the $7.0 million payment of a legal settlement in 2011 that was accrued at December 31, 2010, and lower overall production and distribution costs in the fourth quarter of 2011 than in the fourth quarter of 2010;

- A decrease in accrued payroll and related expenses due to lower accrued incentive compensation at December 31, 2011 than at December 31, 2010;

- A decrease in customer deposits, unearned revenue and other current liabilities due to timing of receipts and decrease in revenue levels; and

- An increase in income taxes payable due to the timing of estimated taxes payments in 2011.

Investing Activities

Net cash used in investing activities was $17.6 million in 2011, compared to $30.1 million in 2010. The $12.6 million decrease is the result of the August 2010 acquisition of Information Arts and $3.4 million received in connection with the sale of land in 2011. The decrease was partially offset by a $3.6 million increase in capital spending in 2011 compared to 2010.

Financing Activities

Net cash used in financing activities was $42.2 million in 2011 compared to $66.2 million in 2010. The $24.1 million decrease is attributable primarily to $33.1 million less net debt repayments in 2011 than in 2010 due to the new five-year $122.5 million term loan facility obtained in August 2011. This decrease was partially offset by the repurchase of $8.4 million of treasury stock in 2011 and $1.2 million more dividends paid in 2011 than in 2010.

Credit Facilities

On March 7, 2008, we entered into a four-year $100 million term loan facility (2008 Term Loan Facility) with Wells Fargo Bank, N.A., as Administrative Agent. The 2008 Term Loan Facility matures on March 7, 2012. For each borrowing under the 2008 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) the LIBOR rate (as defined in the 2008 Term Loan Facility), plus a spread which is determined based on our total debt-to-EBITDA ratio (as defined in the 2008 Term Loan Facility) then in effect, and ranges from 0.40% to 0.75% per annum, or (ii) the higher of Wells Fargo Bank s prime rate in effect on such date or the Federal Funds rate in effect on such date plus 0.50%. There is a facility fee that we are also required to pay under the 2008 Term Loan Facility that is based on a rate applied to the outstanding principal balance owed under the 2008 Term Loan Facility. The facility fee rate ranges from 0.10% to 0.25% per annum, depending on our total debt-to-EBITDA ratio then in effect. We may elect to prepay the 2008 Term Loan Facility at any time without incurring any prepayment penalties. At December 31, 2011, we had $60.0 million outstanding under the 2008 Term Loan Facility.

On August 12, 2010, we entered into a new three-year $70 million revolving credit facility, which includes a $25 million accordion feature, a $25 million letter of credit sub-facility and a $5 million swing line loan sub-facility (2010 Revolving Credit Facility), with Bank of America, N.A., as Administrative Agent. The 2010 Revolving Credit Facility permits us to request up to a $25 million increase in the total amount of the facility. The 2010 Revolving Credit Facility matures on August 12, 2013. For each borrowing under the 2010 Revolving Credit Facility, we can generally choose to have the interest rate for that borrowing calculated on either (i) the LIBOR rate (as defined in the 2010 Revolving Credit Facility) for the applicable interest period, plus a spread which is determined based on our total net debt-to-EBITDA ratio (as defined in the 2010 Revolving Credit Facility) then in effect, which ranges from 2.25% to 3.00% per annum; or (ii) the highest of (a) the Federal Funds Rate plus 0.50%, (b) the Agent s prime rate, and (c) the LIBOR rate plus 1.00%, plus a spread which is determined based on our total net debt-to-EBITDA ratio then in effect, which ranges from 1.25% to 2.00% per annum. There is a facility fee that we are also required to pay under the 2010 Revolving Credit Facility. The facility fee rate ranges from 0.40% to 0.45% per annum, depending on our total net debt-to-EBITDA ratio then in effect. In addition, there is a letter of credit fee with respect to outstanding letters of credit. That fee is calculated by applying a rate equal to the spread applicable to LIBOR based loans plus a fronting fee of 0.125% per annum to the average daily undrawn amount of the outstanding letters of credit. We may elect to prepay the 2010 Revolving Credit Facility at any time. At December 31, 2011, we did not have any outstanding amounts drawn against our 2010 Revolving Credit Facility. At December 31, 2011, we had letters of credit totaling $10.1 million issued under the 2010 Revolving Credit Facility, decreasing the amount available for borrowing to $59.9 million.

On August 16, 2011, we entered into a five-year $122.5 million term loan facility (2011 Term Loan Facility) with Bank of America, N.A., as Administrative Agent. The 2011 Term Loan Facility matures on August 16, 2016. A portion of the proceeds from the 2011 Term Loan Facility were used to pay off the remaining $97.5 million obligation related to the 2006 Term Loan Facility. We plan to use the remaining proceeds for general corporate purposes. For each borrowing under the 2011 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) the LIBOR rate (as defined in the 2011 Term Loan Facility) for the applicable interest period, plus a spread (ranging from 2.00% to 2.75% per annum) based on our total net funded debt-to-EBITDA ratio (as defined in the 2011 Term Loan Facility) then in effect; or (ii) the highest of (a) the Agent s prime rate, (b) the BBA daily floating rate LIBOR, as determined by Agent for such date, plus 1.00%, and (c) the Federal Funds Rate plus 0.50%, plus a spread (ranging from 1.00% to 1.75% per annum) based on our total net funded debt-to-EBITDA ratio then in effect. We may elect to prepay the 2011 Term Loan Facility at any time without incurring any prepayment penalties. At December 31, 2011, we had $119.4 million outstanding under the 2011 Term Loan Facility.

Under all of our credit facilities we are required to maintain an interest coverage ratio of not less than 2.75 to 1 and a total debt-to-EBITDA ratio of not more than 3.0 to 1. The credit facilities also contain customary covenants restricting our and our subsidiaries ability to:

- authorize distributions, dividends, stock redemptions and repurchases if a payment event of default has occurred and is continuing;
- enter into certain merger or liquidation transactions;
- grant liens;
- enter into certain sale and leaseback transactions;
- have foreign subsidiaries account for more than 20% of the consolidated revenue, assets or EBITDA of Harte-Hanks and its subsidiaries, in the aggregate;
- enter into certain transactions with affiliates; and

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allow the total indebtedness of Harte-Hanks subsidiaries to exceed $20.0 million.

The credit facilities each also include customary covenants regarding reporting obligations, delivery of notices regarding certain events, maintaining our corporate existence, payment of obligations, maintenance of our properties and insurance thereon at customary levels with financially sound and reputable insurance companies, maintaining books and records and compliance with applicable laws. The credit facilities each also provide for customary events of default including nonpayment of principal or interest, breach of representations and warranties, violations of covenants, failure to pay certain other indebtedness, bankruptcy and material judgments and liabilities, certain violations of environmental laws or ERISA or the occurrence of a change of control. Our material domestic subsidiaries have guaranteed the performance of Harte-Hanks under our credit facilities. As of December 31, 2011, we were in compliance with all of the covenants of our credit facilities.

Contractual Obligations

Contractual obligations at December 31, 2011 are as follows:

In thousands,	**Total**	**2012**	**2013**	**2014**	**2015**	**2016**	**Thereafter**
Debt	$ 179,438	$ 69,188	$ 12,250	$ 15,313	$ 18,375	$ 64,312	$ 0
Operating leases	48,794	16,846	12,446	7,973	4,757	2,706	4,066
Capital leases	734	424	227	61	22	0	0
Deferred compensation liability	3,499	702	702	702	352	0	1,041
Unfunded pension plan benefit payments	25,647	1,094	1,119	1,307	1,365	1,379	19,383
Other long-term obligations	429	228	198	3	0	0	0
Total contractual cash obligations	$ 258,541	$ 88,482	$ 26,942	$ 25,359	$ 24,871	$ 68,397	$ 24,490

At December 31, 2011, we had total letters of credit in the amount of $10.9 million. No amounts were drawn against these letters of credit at December 31, 2011. These letters of credit renew annually and exist to support insurance programs relating to workers compensation, automobile and general liability. We had no other off-balance sheet arrangements at December 31, 2011.

Dividends

We paid a quarterly dividend of 8.0 cents and 7.5 cents per common share in each of the quarters in the years ended December 31, 2011 and 2010, respectively. We currently plan to pay a quarterly dividend of 8.5 cents per common share in 2012, although any actual dividend declaration can be made only upon approval of our Board of Directors, based on its business judgment. We have paid consecutive quarterly dividends since the first quarter of 1995.

Share Repurchase

We repurchased 1.0 million shares of our common stock under our stock repurchase program in 2011 at a total cost of $8.4 million. Since the beginning of our January 1997 stock repurchase program, we have supported our stockholders by spending more than $1.2 billion to repurchase 64.9 million shares through December 31, 2011. As of December 31, 2011, we had authorization to repurchase 9.5 million additional shares under this program.

Outlook

We consider such factors as total cash and cash equivalents, current assets, current liabilities, total debt, revenues, operating income, cash flows from operations, investing activities and financing activities when assessing our liquidity. Our primary sources of liquidity have been cash and cash equivalents on hand and cash generated from operating activities. Our management of cash is designed to optimize returns on cash balances and to ensure that it is readily available to meet our operating, investing and financing requirements as they arise. Capital resources are also available from and provided through our 2010 Revolving Credit Facility, subject to the terms and conditions of that facility.

The amount of cash on hand and borrowings available under our 2010 Revolving Credit Facility are influenced by a number of factors, including fluctuations in our operating results, revenue growth, accounts receivable collections, working capital changes, capital expenditures, tax payments, share repurchases, pension plan contributions, acquisitions and dividends.

As of December 31, 2011, we had $59.9 million of unused borrowing capacity under our 2010 Revolving Credit Facility and a cash balance of $86.8 million. Based on our current operational plans, we believe that our cash on hand, cash provided by operating activities, and availability under the 2010 Revolving Credit Facility will be sufficient to fund operations, anticipated capital expenditures, payments of principal and interest on our borrowings, and dividends on our common stock for the next 12 months. Nevertheless, we cannot predict the impact on our business performance of the economic climate in the U.S. and other economies in which we operate. A lasting economic recession in the United States and other economies could have a material adverse effect on our business, financial position or operating results.

The 2008 Term Loan Facility matures on March 7, 2012, and we are scheduled to make principal payments of $61.5 million during the first quarter of 2012. We plan to make these scheduled principal payments using cash on hand, cash provided by operating activities and availability under the 2010 Revolving Credit Facility.

Critical Accounting Policies

Critical accounting policies are defined as those that, in our judgment, are most important to the portrayal of our company s financial condition and results of operations and which require complex or subjective judgments or estimates. The areas that we believe involve the most significant management estimates and assumptions are detailed below. Actual results could differ materially from those estimates under different assumptions and conditions. Historically, actual results have not differed significantly from our estimates.

Revenue Recognition

We recognize revenue when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) the service has been performed or the product has been delivered.

Payments received in advance of the performance of services or delivery of the product are recorded as deferred revenue until such time as the services are performed or the product is delivered.

Our accounting policy for revenue recognition has an impact on our reported results and relies on certain estimates that require judgments on the part of management. The portion of our revenue that is most subject to estimates and judgments is revenue recognized using the proportional performance method, as discussed below.

Direct Marketing revenue is derived from a variety of services and products, and may be billed at hourly rates, monthly rates or a fixed price. For all sales, we require either a purchase order, a statement of work signed by the client, a written contract, or some other form of written authorization from the client.

Revenue from agency and creative services, analytical services and market research is typically billed based on time and materials or at a fixed price. If billed at a fixed price, revenue is recognized on a proportional performance basis as the services specified in the arrangement are performed. In most cases, proportional performance is based on the ratio of direct costs incurred to total estimated costs where the costs incurred, primarily labor hours and outsourced services, represent a reasonable surrogate for output measures or contract performance. For fixed fee market research revenue streams, revenue is recognized in proportion to the value of service provided based on output criteria. Contracts accounted for under the proportional performance method constituted less than 5.0% of total Direct Marketing revenue and less than 3.0% of our total revenue for each of the years ended December 31, 2011, 2010 and 2009.

Revenue from email marketing, social media marketing and other digital solutions is recognized as the work is performed. Revenue from these services is typically based on a fixed price or rate given to the client.

Revenue associated with new marketing database builds is deferred until complete or until client acceptance. Upon completion or acceptance, revenue and direct build costs are then recognized over the term of the related arrangement as the services are provided. Revenue from database and website hosting services is recognized ratably over the contractual hosting period. Pricing for database builds are typically based on a fixed price and hosting fees are typically based on a fixed price per month or per contract.

Revenue from technology database subscriptions is based on a fixed price and is recognized ratably over the term of the subscription. Revenue from stand-alone technology data sales is recognized at the time of delivery.

Revenue from services such as data processing, printing, personalization of communication pieces using laser and inkjet printing, targeted mail, and transportation logistics is recognized as the work is performed. Revenue from these services is typically based on a fixed price or rate given to the client.

Revenue related to fulfillment and contact centers, including inbound and outbound calling and email management, is also typically based on a fixed price per transaction or service provided. Revenue from these services is recognized as the service or activity is performed.

Revenue from software arrangements involving multiple elements is allocated to each element based on the vendor-specific objective evidence of fair values of the respective elements. For software sales with multiple elements (for example, software licenses with undelivered post-contract customer support or PCS), we allocate revenue to each component of the arrangement using the residual value method based on the fair value of the undelivered elements. This means we defer revenue from the software sale equal to the fair value of the undelivered elements. The fair value of PCS is based upon separate sales of renewals to other clients. The fair value of services, such as training and consulting, is based upon separate sales of these services to other clients.

The revenue allocated to PCS is recognized ratably over the term of the support period. Revenue allocated to professional services is recognized as the services are performed. The revenue allocated to software products, including time-based software licenses, is recognized, if collection is probable, upon execution of a licensing agreement and shipment of the software or ratably over the term of the license, depending on the structure and terms of the arrangement. If the licensing agreement is for a term of one year or less and includes PCS, we recognize the software and the PCS revenue ratably over the term of the license.

For certain non-software arrangements, we enter into contracts that include delivery of a combination of two or more of our service offerings. Such arrangements are divided into separate units of accounting, provided that the delivered element(s) has stand-alone value and objective and reliable evidence of the fair value of the undelivered element(s) exist(s).

When we are able to unbundle the arrangement into separate units of accounting, revenue from each service is recognized separately, and in accordance with our revenue recognition policy for each element. If we are unable to unbundle the arrangement into separate units of accounting, we apply one of the revenue recognition policies to the entire arrangement. This might impact the timing of revenue recognition, but would not change the total revenue recognized from the arrangement.

Shopper services are considered rendered, and the revenue recognized, when all printing, sorting, labeling and ancillary services have been provided and the mailing material has been received by the USPS.

Taxes collected from customers and remitted to governmental authorities are not reflected in our revenues or expenses.

Allowance for Doubtful Accounts

We maintain our allowance for doubtful accounts at a balance adequate to reduce accounts receivable to the amount of cash expected to be realized upon collection. The methodology used to determine the minimum allowance balance is based on our prior collection experience and is generally related to the accounts receivable balance in various aging categories. The balance is also influenced by specific clients financial strength and circumstance. Accounts that are determined to be uncollectible are written off in the period in which they are determined to be uncollectible. Periodic changes to the allowance balance are recorded as increases or decreases to bad debt expense, which is included in the Advertising, selling, general and administrative line of our Consolidated Statements of Operations. We recorded bad debt expense of $1.6 million, $1.7 million and $2.1 million for the years ended December 31, 2011, 2010 and 2009, respectively. At December 31, 2011 and 2010, our allowance for doubtful accounts was $3.3 million and $3.1 million, respectively. While we believe our reserve estimate to be appropriate, we may find it necessary to adjust the allowance for doubtful accounts if future bad debt expense exceeds the estimated reserve. Given the significance of accounts receivable to the consolidated financial statements, the determination of net realizable values is considered to be a critical accounting estimate.

Reserve for Healthcare, Workers Compensation, Automobile and General Liability

We are self-insured for our workers compensation, automobile, general liability and a portion of our healthcare insurance. We make various subjective judgments about a number of factors in determining our reserve for healthcare, workers compensation, automobile and general liability insurance, and the related expense. Our deductible for individual healthcare claims is $0.2 million. Our deductible for workers compensation is $0.5 million. We have a $0.3 million deductible for automobile and general liability claims. Our insurance administrator provides us with estimated loss reserves, based upon its experience dealing with similar types of claims, as well as amounts paid to date against these claims. We apply actuarial factors to both insurance estimated loss reserves and to paid claims and then determine reserve levels, taking into account these calculations. At December 31, 2011 and 2010, our reserve for healthcare, workers compensation, automobile and general liability was $12.1 million and $12.4 million, respectively. If ultimate losses were 10% higher than our estimate at December 31, 2011, net income would be impacted by approximately $0.7 million, net of taxes. The amount that earnings would be impacted is dependent on the claim year and our deductible levels for that plan year. Periodic changes to the reserve for workers compensation, automobile and general liability are recorded as increases or decreases to insurance expense, which is included in the Advertising, selling, general and administrative line of our Consolidated Statements of Operations. Periodic changes to the reserve for healthcare are recorded as increases or decreases to employee benefits expense, which is included in the Labor line of our Consolidated Statements of Operations.

Goodwill

Goodwill is recorded to the extent that the purchase price of an acquisition exceeds the fair value of the identifiable net assets acquired. We assess the impairment of our goodwill by determining the fair value of each of our reporting units and comparing the fair value to the carrying value for each reporting unit. We have identified our reporting units as Direct Marketing and Shoppers. At December 31, 2011 and 2010, the net book value of our goodwill was allocated to our reporting units as follows:

	December 31,	
In thousands	**2011**	**2010**
Direct Marketing	$ 398,164	$ 398,164
Shoppers	167,487	167,487
Total goodwill	$ 565,651	$ 565,651

We performed our annual goodwill impairment testing for both the Direct Marketing and Shoppers segments as of November 30, 2011. As quoted market prices are not available for our reporting units, estimated fair value was determined using a discounted cash flow (DCF) model and a cash flow multiple (CFM) model, with consideration of our overall market capitalization. The DCF and CFM models utilize projected financial results based on historical performance and management s estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. Determining fair value requires the exercise of significant judgments, including judgments about appropriate discount rates, the amount and timing of expected future cash flows, and perpetual growth rates. If a reporting unit s carrying amount exceeds its fair value, we must calculate the implied fair value of the reporting unit s goodwill by allocating the reporting unit s fair value

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to all of its assets and liabilities (recognized and unrecognized) in a manner similar to a purchase price allocation, and then compare this implied fair value to its carrying amount. To the extent that the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recorded.

A summary of the critical assumptions utilized for our annual impairment test in 2011 are outlined below. We believe this information, coupled with our sensitivity analysis, provide relevant information to understand our goodwill impairment testing and evaluate our goodwill balances.

For the annual goodwill impairment test performed on November 30, 2011, we did not significantly change the methodology from 2010 to determine the fair value of our reporting units. We made changes to certain assumptions utilized in the models for 2011 compared with the prior year due to the U.S. and global economic environments, which affect Direct Marketing, and the economic environments in California and Florida, which affect Shoppers. The following is a summary analysis of the significant assumptions used in our models, as well as a sensitivity analysis on the impact of changes in certain assumptions to our overall conclusion concerning impairment of our goodwill balances.

Discount Rate

The discount rate represents the expected return on capital. The discount rate was determined using a target structure of 30% debt and 70% equity. We used the interest rate of a 30-year government security to determine the risk-free rate in our weighted average cost of capital calculation.

Growth Assumptions

Projected annual growth rates and terminal growth rates are primarily driven by management s best estimate of future performance, giving consideration to historical performance and existing and anticipated economic and competitive conditions.

Sensitivity Analysis

The estimated fair value of our Direct Marketing reporting unit was significantly above its carrying value.

In order to analyze the sensitivity of our assumptions on the results of our Shoppers impairment assessment, we determined the impact that a hypothetical 15% reduction in fair value would have on our conclusions. In the case of our Shoppers reporting unit, a 15% decline in fair value would not result in the reporting unit s carrying value to be in excess of its fair value.

The determination of the recoverability of goodwill requires significant judgment and estimates regarding future cash flows and fair values. These estimates are subject to change and could result in impairment losses being recognized in the future. If different reporting units or different valuation methodologies had been used, the impairment test results could have differed.

Stock-based Compensation

Stock-based compensation cost is measured at the grant date based on the fair value of the award and is recognized as expense over the requisite service period. Determining the fair value of share-based awards requires judgment, including in some cases estimating expected term, volatility and dividend yield. In addition, judgment is required in estimating the amount of stock-based awards that are expected to be forfeited. If actual results differ significantly from some of these estimates, stock-based compensation expense and our results of operations could be materially impacted. For the years ended December 31, 2011, 2010 and 2009, we recorded total stock-based compensation expense of $5.0 million, $3.9 million and $3.9 million, respectively.

Recent Accounting Pronouncements

As discussed in Note A of the Notes to Consolidated Financial Statements, certain new financial accounting pronouncements have been issued which either have already been reflected in the accompanying consolidated financial statements, or will become effective for our financial statements at various dates in the future. The adoptions of these new accounting pronouncements have not and are not expected to have a material effect on our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk includes the risk of loss arising from adverse changes in market rates and prices. We face market risks related to interest rate variations and to foreign exchange rate variations. From time to time, we may utilize derivative financial instruments as described below to manage our exposure to such risks.

We are exposed to market risk for changes in interest rates related to our credit facilities. Our earnings are affected by changes in short-term interest rates as a result of our credit facilities, which bear interest at variable rates based on LIBOR rates (effective 30 day LIBOR rate of 0.30% at December 31, 2011). The five-year 2011 Term Loan Facility has a maturity date of August 16, 2016. At December 31, 2011, our debt balance related to the 2011 Term Loan Facility was $119.4 million. The four-year 2008 Term Loan Facility has a maturity date of March 7, 2012. At December 31, 2011, our debt balance related to the 2008 Term Loan Facility was $60.0 million. The three-year $70 million 2010 Revolving Credit Facility has a maturity date of August 12, 2013. At December 31, 2011, we did not have any debt outstanding under the 2010 Revolving Credit Facility.

In September 2007, we entered into a two-year interest rate swap with a notional amount of $150 million and a fixed rate of 4.655% in order to limit a portion of our interest rate exposure by converting a portion of our variable-rate debt to fixed-rate debt. This interest rate swap expired on September 30, 2009.

Assuming the actual level of borrowings throughout 2011, and assuming a one percentage point change in the average interest rates, we estimate that our net income for 2011 would have changed by approximately $1.1 million. Due to our overall debt level and cash balance at September 30, 2011, anticipated cash flows from operations, and the various financial alternatives available to us should there be an adverse change in interest rates, we do not believe that we currently have significant exposure to market risks associated with changing interest rates.

Our earnings are also affected by fluctuations in foreign currency exchange rates as a result of our operations in foreign countries. Our primary exchange rate exposure is to the Euro, British pound sterling, Australian dollar, Philippine peso and Brazilian real. We monitor these risks throughout the normal course of business. The majority of the transactions of our U.S. and foreign operations are denominated in the respective local currencies. Changes in exchange rates related to these types of transactions are reflected in the applicable line items making up operating income in our Consolidated Statements of Operations. Due to the current level of operations conducted in foreign currencies, we do not believe that the impact of fluctuations in foreign currency exchange rates on these types of transactions is significant to our overall annual earnings. A smaller portion of our transactions are denominated in currencies other than the respective local currencies. For example, inter-company transactions that are expected to be settled in the near-term are denominated in U.S. dollars. Since the accounting records of our foreign operations are kept in the respective local currency, any transactions denominated in other currencies are accounted for in the respective local currency at the time of the transaction. Any foreign currency gain or loss from these transactions, whether realized or unrealized, results in an adjustment to income, which is recorded in Other, net in our Consolidated Statements of Operations. Transactions such as these amounted to $0.6 million in pre-tax currency transaction gains in 2011. At this time we have not entered into any foreign currency forward exchange contracts or other derivative instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

We do not enter into derivative instruments for any purpose other than cash flow hedging. We do not speculate using derivative instruments.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Financial Statements required to be presented under Item 8 are presented in the Consolidated Financial Statements and the notes thereto beginning at page F-1 of this Form 10-K (Financial Statements).

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the 1934 Act). It should be noted that, because of inherent limitations, our disclosure controls and procedures, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met. Based upon that evaluation, the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer concluded that the design and operation of these disclosure controls and procedures were effective, at the reasonable assurance level, to ensure information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, of our internal control over financial reporting to determine whether any changes occurred during the fourth quarter of 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there were no changes in our internal control over financial reporting or in other factors that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We may make changes in our internal control processes from time to time in the future. It should also be noted that, because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements, and controls may become inadequate because of changes in conditions or in the degree of compliance with the policies or procedures.

Management s Report on Internal Control Over Financial Reporting and the Report of Independent Registered Public Accounting Firm on the Consolidated Financial Statements and Internal Control Over Financial Reporting are set forth in the Consolidated Financial Statements beginning on page F-1.

ITEM 9B. OTHER INFORMATION

None.

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PART III

Some of the information required by Items 10 through 14 of this Part III is incorporated by reference from our definitive proxy statement to be filed for our 2012 annual meeting of stockholders (2012 Proxy Statement), as indicated below. Our 2012 Proxy Statement will be filed with the SEC not later than 120 days after December 31, 2011. Because the 2012 Proxy Statement has not yet been finalized and filed, there may be certain discrepancies between the currently anticipated section headings specified below and the final section headings contained in the 2012 Proxy Statement.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

The information required by this item regarding our directors and executive officers will be set forth in our 2012 Proxy Statement under the caption Directors and Executive Officers , which information is incorporated herein by reference.

Section 16(a) Compliance

The information to appear in our 2012 Proxy Statement under the caption General Information - Section 16(a) Beneficial Ownership Reporting Compliance is incorporated herein by reference.

Code of Ethics and Other Governance Information

The information required by this item regarding the Supplemental Code of Ethics for our Senior Financial Officers (Code of Ethics), audit committee financial experts, audit committee members and procedures for stockholder recommendations of nominees to our Board of Directors will be set forth in our 2012 Proxy Statement under the caption Corporate Governance , which information is incorporated herein by reference.

Our Code of Ethics may be found on our website at *www.harte-hanks.com* by clicking on the link About Us and then the link Corporate Governance, and a copy of our Code of Ethics is also available in print, without charge, upon written request to Harte-Hanks, Inc., Attn: Corporate Secretary, 9601 McAllister Freeway, Suite 610, San Antonio, Texas 78216. In accordance with the rules of the NYSE and the SEC, we currently intend to disclose any future amendments to our Code of Ethics, or waivers from our Code of Ethics for our Chief Executive Officer, Chief Financial Officer and Controller, by posting such information on our website (*www.harte-hanks.com*) within the time period required by applicable SEC and NYSE rules.

Management Certifications

In accordance with the Sarbanes-Oxley Act of 2002 and SEC rules thereunder, our Chief Executive Officer and Chief Financial Officer have signed certifications under Sarbanes-Oxley Section 302, which have been filed as exhibits to this Form 10-K. In addition, our Chief Executive Officer submitted his most recent annual certification to the NYSE under Section 303A.12(a) of the NYSE listing standards on June 3, 2011.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item regarding the compensation of our named executive officers and directors and other required information will be set forth in our 2012 Proxy Statement under the captions Executive Compensation, and Director Compensation, which information is incorporated herein by reference. In accordance with the rules of the SEC, information to be contained in the 2012 Proxy Statement under the caption Compensation Committee Report is not deemed to be filed with the SEC or subject to the liabilities of the 1934 Act.

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

Beneficial Ownership Tables

The information required by this item regarding security ownership of certain beneficial owners, management and directors will be set forth in our 2012 Proxy Statement under the caption Security Ownership of Management and Principal Stockholders, which information is incorporated herein by reference.

Equity Compensation Plan Information

The information required by this item regarding securities authorized for issuance under equity compensation plans will be set forth in our 2012 Proxy Statement under the caption Executive Compensation - Equity Compensation Plan Information at Year-End 2011, which information is incorporated herein by reference.

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

Transactions with Related Persons

The information required by this item regarding transactions with related persons, including our policies and procedures for the review, approval or ratification of related person transactions that are required to be disclosed under the SEC s rules and regulations, will be set forth in our 2012 Proxy Statement under the caption Corporate Governance Certain Relationships and Related Transactions, which information is incorporated herein by reference.

Director Independence

The information required by this item regarding director independence will be set forth in our 2012 Proxy Statement under the caption Corporate Governance Independence of Directors, which information is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item regarding the audit committee s pre-approval policies and procedures and the disclosures of fees billed by our principal independent auditor will be set forth in our 2012 Proxy Statement under the caption Audit Committee and Independent Registered Public Accounting Firm, which information is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

15(a)(1) Financial Statements

The financial statements filed as part of this report and referenced in Item 8 are presented in the Consolidated Financial Statements and the notes thereto beginning at page F-1 of this Form 10-K (Financial Statements).

15(a)(2) Financial Statement Schedules

All schedules for which provision is made in the applicable rules and regulations of the SEC have been omitted as the schedules are not required under the related instructions, are not applicable, or the information required thereby is set forth in the Consolidated Financial Statements or notes thereto.

15(a)(3) Exhibits

The Exhibit Index following the Notes to Consolidated Financial Statements in this Form 10-K lists the exhibits that are filed or furnished, as applicable, as part of this Form 10-K.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Harte-Hanks, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HARTE-HANKS, INC.

By: /s/ Larry Franklin
Larry Franklin
President and Chief Executive Officer
Date: March 7, 2012

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

/s/ Larry Franklin Larry Franklin Chairman, President and Chief Executive Officer Date: March 7, 2012	/s/ Douglas Shepard Douglas Shepard Executive Vice President and Chief Financial Officer Date: March 7, 2012
/s/ Jessica Huff Jessica Huff Vice President, Finance and Chief Accounting Officer Date: March 7, 2012	/s/ William K. Gayden William K. Gayden, Director Date: March 7, 2012
/s/ Houston H. Harte Houston H. Harte, Vice Chairman Date: March 7, 2012	/s/ Christopher M. Harte Christopher M. Harte, Director Date: March 7, 2012
/s/ David L. Copeland David L. Copeland, Director Date: March 7, 2012	/s/ Judy C. Odom Judy C. Odom, Director Date: March 7, 2012
/s/ William F. Farley William F. Farley, Director Date: March 7, 2012	Karen A. Puckett, Director Date:

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Harte-Hanks, Inc. and Subsidiaries

Index to Consolidated Financial Statements

All schedules for which provision is made in the applicable rules and regulations of the SEC have been omitted as the schedules are not required under the related instructions, are not applicable, or the information required thereby is set forth in the consolidated financial statements or notes thereto.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Harte-Hanks, Inc.:

We have audited the accompanying consolidated balance sheets of Harte-Hanks, Inc. and subsidiaries (the Company) as of December 31, 2011 and 2010, and the related consolidated statements of operations, cash flows, and stockholders equity and comprehensive income for each of the years in the three-year period ended December 31, 2011. We also have audited the Company s internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework,* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying report, Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Company s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Harte-Hanks, Inc. and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Harte-Hanks, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework,* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP

San Antonio, Texas

March 7, 2012

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Management s Report on Internal Control Over Financial Reporting

We are responsible for the preparation and integrity of the consolidated financial statements appearing in our Annual Report. The consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles and include amounts based on management s estimates and judgments. All other financial information in this report has been presented on a basis consistent with the information included in the consolidated financial statements.

We are also responsible for establishing and maintaining adequate internal control over financial reporting. We maintain a system of internal control that is designed to provide reasonable assurance as to the fair and reliable preparation and presentation of the consolidated financial statements, as well as to safeguard assets from unauthorized use or disposition.

Our control environment is the foundation for our system of internal control over financial reporting. It sets the tone of our organization and includes factors such as integrity and ethical values. Our internal control over financial reporting is supported by formal policies and procedures that are reviewed, modified and improved as changes occur in business conditions and operations.

The Audit Committee of the Board of Directors, which is composed solely of outside directors, meets periodically with members of management, the internal auditors and the independent auditors to review and discuss internal controls over financial reporting and accounting and financial reporting matters. Our independent registered public accounting firm and internal auditors report to the Audit Committee and accordingly have full and free access to the Audit Committee at any time.

We conducted an evaluation of the effectiveness of our internal control over financial reporting based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on our evaluation, we concluded that our internal control over financial reporting was effective as of December 31, 2011.

KPMG LLP, an independent registered public accounting firm, has issued a report on the effectiveness of the Company s internal control over financial reporting, which is included on pages F-2 and F-3 of this Form 10-K.

March 7, 2012

/s/ Larry Franklin
Larry Franklin

President and Chief Executive Officer

/s/ Douglas Shepard
Douglas Shepard

Executive Vice President and

Chief Financial Officer

/s/ Jessica Huff
Jessica Huff

Vice President, Finance and

Chief Accounting Officer

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Harte-Hanks, Inc. and Subsidiaries Consolidated Balance Sheets

In thousands, except per share and share amounts	December 31, 2011	2010
ASSETS		
Current assets		
Cash and cash equivalents	$ 86,778	$ 85,996
Accounts receivable *(less allowance for doubtful accounts of $3,346 in 2011 and $3,103 in 2010)*	156,396	151,006
Inventory	7,110	7,324
Prepaid expenses	8,955	8,943
Current deferred income tax asset	9,590	8,911
Other current assets	6,688	6,283
Total current assets	275,517	268,463
Property, plant and equipment		
Land	2,288	3,325
Buildings and improvements	34,756	37,383
Software	95,257	97,926
Equipment and furniture	167,334	185,066
Software development and equipment installations in progress	3,169	2,689
Gross property, plant and equipment	302,804	326,389
Less accumulated depreciation and amortization	(231,221)	(253,730)
Net property, plant and equipment	71,583	72,659
Goodwill	565,651	565,651
Other intangible assets *(less accumulated amortization of $15,741 in 2011 and $14,942 in 2010)*	14,989	15,788
Other assets	4,774	4,319
Total assets	$ 932,514	$ 926,880
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Current maturities of long-term debt	$ 69,188	$ 133,000
Accounts payable	46,373	56,085
Accrued payroll and related expenses	22,227	24,780
Customer advances and deferred revenue	36,731	36,834
Income taxes payable	4,594	2,247
Other current liabilities	25,956	28,017
Total current liabilities	205,069	280,963
Long-term debt	110,250	60,000
Other long-term liabilities *(including deferred income taxes of $92,448 in 2011 and $85,655 in 2010)*	170,840	148,094
Total liabilities	486,159	489,057
Stockholders equity		
Common stock, $1 par value, authorized: 250,000,000 shares Issued 2011: 118,487,455; Issued 2010: 118,296,334 shares	118,487	118,296
Additional paid-in capital	341,149	336,795
Retained earnings	1,276,266	1,252,438

Less treasury stock, 2011: 55,668,137; 2010: 54,664,293 shares at cost	(1,244,224)	(1,236,024)
Accumulated other comprehensive loss	(45,323)	(33,682)
Total stockholders equity	446,355	437,823
Total liabilities and stockholders equity	$ 932,514	$ 926,880

See Accompanying Notes to Consolidated Financial Statements.

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Harte-Hanks, Inc. and Subsidiaries Consolidated Statements of Operations

In thousands, except per share amounts	Year Ended December 31, 2011	2010	2009
Operating revenues	$ 850,765	$ 860,526	$ 860,143
Operating expenses			
Labor	360,836	356,037	366,077
Production and distribution	326,359	323,217	312,230
Advertising, selling, general and administrative	68,211	66,792	62,479
Shoppers legal settlement	(1,260)	0	6,950
Depreciation and software amortization	20,414	22,437	28,265
Intangible asset amortization	799	990	1,712
Total operating expenses	775,359	769,473	777,713
Operating income	75,406	91,053	82,430
Other expenses (income)			
Interest expense	3,184	2,824	8,150
Interest income	(249)	(200)	(182)
Other, net	(1,502)	2,102	2,520
	1,433	4,726	10,488
Income before income taxes	73,973	86,327	71,942
Income tax expense	29,775	32,723	24,227
Net income	$ 44,198	$ 53,604	$ 47,715
Basic earnings per common share	$ 0.70	$ 0.84	$ 0.75
Weighted-average common shares outstanding	63,173	63,616	63,557
Diluted earnings per common share	$ 0.70	$ 0.84	$ 0.75
Weighted-average common and common equivalent shares outstanding	63,552	64,139	63,885

See Accompanying Notes to Consolidated Financial Statements.

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Harte-Hanks, Inc. and Subsidiaries Consolidated Statements of Cash Flows

In thousands	Year Ended December 31, 2011	2010	2009
Cash Flows from Operating Activities			
Net income	$ 44,198	$ 53,604	$ 47,715
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and software amortization	20,414	22,437	28,265
Intangible asset amortization	799	990	1,712
Stock-based compensation	4,988	3,907	3,889
Excess tax benefits from stock-based compensation	(215)	0	(13)
Net pension (payments) cost	(175)	(1,531)	7,969
Deferred income taxes	11,930	8,922	6,092
Other, net	(2,152)	275	163
Changes in operating assets and liabilities, net of effects from acquisitions:			
(Increase) decrease in accounts receivable, net	(5,390)	(8,742)	29,356
Decrease (increase) in inventory	214	(2,478)	2,635
(Increase) decrease in prepaid expenses and other current assets	(417)	(268)	5,955
(Decrease) increase in accounts payable	(9,712)	12,663	(5,796)
(Decrease) increase in other accrued expenses and other liabilities	(2,570)	6,342	(14,060)
Other, net	(1,247)	(252)	140
Net cash provided by operating activities	60,665	95,869	114,022
Cash Flows from Investing Activities			
Acquisitions, net of cash acquired	0	(12,904)	0
Purchases of property, plant and equipment	(21,034)	(17,449)	(9,011)
Proceeds from the sale of property, plant and equipment	3,483	207	142
Net cash used in investing activities	(17,551)	(30,146)	(8,869)
Cash Flows from Financing Activities			
Borrowings	122,500	0	0
Repayment of borrowings	(136,062)	(46,688)	(30,937)
Debt financing costs	(811)	(491)	0
Issuance of common stock	713	75	555
Excess tax benefits from stock-based compensation	215	0	13
Purchase of treasury stock	(8,363)	0	0
Dividends paid	(20,370)	(19,141)	(19,116)
Net cash used in financing activities	(42,178)	(66,245)	(49,485)
Effect of exchange rate changes on cash and cash equivalents	(154)	(80)	769
Net increase (decrease) in cash and cash equivalents	782	(602)	56,437
Cash and cash equivalents at beginning of year	85,996	86,598	30,161
Cash and cash equivalents at end of year	$ 86,778	$ 85,996	$ 86,598

See Accompanying Notes to Consolidated Financial Statements.

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Harte-Hanks, Inc. and Subsidiaries Consolidated Statements of Stockholders Equity and Comprehensive Income

In thousands, except per share amounts	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total Stockholders Equity
Balance at December 31, 2008	$ 118,085	$ 331,227	$ 1,189,376	$ (1,236,581)	$ (45,735)	$ 356,372
Common stock issued employee stock purchase plan	85	402	0	0	0	487
Exercise of stock options and release of non-vested shares	73	44	0	(129)	0	(12)
Net tax effect of stock options and non-vested shares	0	(1,621)	0	0	0	(1,621)
Stock-based compensation	0	3,889	0	0	0	3,889
Dividends paid ($0.30 per share)	0	0	(19,116)	0	0	(19,116)
Treasury stock issued	0	(329)	0	493	0	164
Comprehensive income, net of tax:						
Net income	0	0	47,715	0	0	47,715
Adjustment to pension liability (net of tax expense of $5,631)	0	0	0	0	8,446	8,446
Change in value of derivative instrument accounted for as a cash flow hedge (net of tax expense of $1,800)	0	0	0	0	2,703	2,703
Foreign currency translation adjustment	0	0	0	0	2,616	2,616
Total comprehensive income	0	0	0	0	0	61,480
Balance at December 31, 2009	$ 118,243	$ 333,612	$ 1,217,975	$ (1,236,217)	$ (31,970)	$ 401,643
Exercise of stock options and release of non-vested shares	53	22	0	(124)	0	(49)
Net tax effect of stock options and non-vested shares	0	(588)	0	0	0	(588)
Stock-based compensation	0	3,907	0	0	0	3,907
Dividends paid ($0.30 per share)	0	0	(19,141)	0	0	(19,141)
Treasury stock issued	0	(158)	0	317	0	159
Comprehensive income, net of tax:						
Net income	0	0	53,604	0	0	53,604
Adjustment to pension liability (net of tax benefit of $1,051)	0	0	0	0	(1,576)	(1,576)
Foreign currency translation adjustment	0	0	0	0	(136)	(136)
Total comprehensive income	0	0	0	0	0	51,892
Balance at December 31, 2010	$ 118,296	$ 336,795	$ 1,252,438	$ (1,236,024)	$ (33,682)	$ 437,823
Exercise of stock options and release of non-vested shares	191	522	0	(193)	0	520
Net tax effect of stock options and non-vested shares	0	(959)	0	0	0	(959)
Stock-based compensation	0	4,988	0	0	0	4,988
Dividends paid ($0.32 per share)	0	0	(20,370)	0	0	(20,370)
Treasury stock issued	0	(197)	0	356	0	159
Purchase of treasury stock	0	0	0	(8,363)	0	(8,363)
Comprehensive income, net of tax:						
Net income	0	0	44,198	0	0	44,198
Adjustment to pension liability (net of tax benefit of $6,869)	0	0	0	0	(10,304)	(10,304)
Foreign currency translation adjustment	0	0	0	0	(1,337)	(1,337)
Total comprehensive income	0	0	0	0	0	32,557
Balance at December 31, 2011	$ 118,487	$ 341,149	$ 1,276,266	$ (1,244,224)	$ (45,323)	$ 446,355

See Accompanying Notes to Consolidated Financial Statements.

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Harte-Hanks, Inc. and Subsidiaries Notes to Consolidated Financial Statements

Note A Significant Accounting Policies

Consolidation

The accompanying consolidated financial statements present the financial position and the results of operations and cash flows of Harte-Hanks, Inc. and subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

As used in this report, the terms Harte-Hanks, we, us, or our may refer to Harte-Hanks, one or more of its consolidated subsidiaries, or all of them taken as a whole.

Reclassification of Prior Year Amounts

Certain prior year amounts have been reclassified for comparative purposes. In the Consolidated Balance Sheets, amounts related to postage deposits in our Direct Marketing business have been reclassified from the line item Prepaid expenses to the line item Other current assets , and amounts related to postage advances from our Direct Marketing customers have been reclassified from the line item Customer advances and deferred revenue to the line item Other current liabilities . The revised classifications accurately reflect each of these postage items as the cost of mailings in our Direct Marketing business is borne by our clients and is not directly reflected in our revenues or expenses.

In the Consolidated Statements of Cash Flows, contributions to our pension plans have been reclassified from the line item Other, net within the Changes in operating assets and liabilities, to the line item Net pension cost within the Adjustments to reconcile net income to net cash provided by operations. Also in the Consolidated Statements of Cash Flows, debt financing costs related to the 2010 Revolver have been reclassified from the line item Other, net within the Changes in operating assets and liabilities, to the line item Debt financing costs within the Cash Flows from Financing Activities. The revised classifications accurately present the net cash flow impact of activity related to our pension plans and the costs related to obtaining new debt.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results and outcomes could differ from those estimates and assumptions. On an ongoing basis, management reviews its estimates based on currently available information. Changes in facts and circumstances could result in revised estimates and assumptions.

Operating Expense Presentation in Consolidated Statements of Operations

The Labor line in the Consolidated Statements of Operations includes all employee payroll and benefits, including stock-based compensation, along with temporary labor costs. The Production and distribution and Advertising, selling, general and administrative lines do not include labor, depreciation or amortization.

Other Current Liabilities

The Other Current Liabilities line in the Consolidated Balance Sheets includes customer postage deposits of $15.8 million and $17.8 million at December 31, 2011 and 2010, respectively.

Revenue Recognition

We recognize revenue when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) the service has been performed or the product has been delivered.

Payments received in advance of the performance of services or delivery of the product are recorded as deferred revenue until such time as the services are performed or the product is delivered.

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Our accounting policy for revenue recognition has an impact on our reported results and relies on certain estimates that require judgments on the part of management. The portion of our revenue that is most subject to estimates and judgments is revenue recognized using the proportional performance method, as discussed below.

Direct Marketing revenue is derived from a variety of services and products, and may be billed at hourly rates, monthly rates or a fixed price. For all sales, we require either a purchase order, a statement of work signed by the client, a written contract, or some other form of written authorization from the client.

Revenue from agency and creative services, analytical services and market research is typically billed based on time and materials or at a fixed price. If billed at a fixed price, revenue is recognized on a proportional performance basis as the services specified in the arrangement are performed. In most cases, proportional performance is based on the ratio of direct costs incurred to total estimated costs where the costs incurred, primarily labor hours and outsourced services, represent a reasonable surrogate for output measures or contract performance. For fixed fee market research revenue streams, revenue is recognized in proportion to the value of service provided based on output criteria. Contracts accounted for under the proportional performance method constituted less than 5.0% of total Direct Marketing revenue and less than 3.0% of our total revenue for each of the years ended December 31, 2011, 2010 and 2009.

Revenue from email marketing, social media marketing and other digital solutions is recognized as the work is performed. Revenue from these services is typically based on a fixed price or rate given to the client.

Revenue associated with new marketing database builds is deferred until complete or until client acceptance. Upon completion or acceptance, revenue and direct build costs are then recognized over the term of the related arrangement as the services are provided. Revenue from database and website hosting services is recognized ratably over the contractual hosting period. Pricing for database builds are typically based on a fixed price and hosting fees are typically based on a fixed price per month or per contract.

Revenue from technology database subscriptions is based on a fixed price and is recognized ratably over the term of the subscription. Revenue from stand-alone technology data sales is recognized at the time of delivery.

Revenue from services such as data processing, printing, personalization of communication pieces using laser and inkjet printing, targeted mail, and transportation logistics is recognized as the work is performed. Revenue from these services is typically based on a fixed price or rate given to the client.

Revenue related to fulfillment and contact centers, including inbound and outbound calling and email management, is also typically based on a fixed price per transaction or service provided. Revenue from these services is recognized as the service or activity is performed.

Revenue from software arrangements involving multiple elements is allocated to each element based on the vendor-specific objective evidence of fair values of the respective elements. For software sales with multiple elements (for example, software licenses with undelivered post-contract customer support or PCS), we allocate revenue to each component of the arrangement using the residual value method based on the fair value of the undelivered elements. This means we defer revenue from the software sale equal to the fair value of the undelivered elements. The fair value of PCS is based upon separate sales of renewals to other clients. The fair value of services, such as training and consulting, is based upon separate sales of these services to other clients.

The revenue allocated to PCS is recognized ratably over the term of the support period. Revenue allocated to professional services is recognized as the services are performed. The revenue allocated to software products, including time-based software licenses, is recognized, if collection is probable, upon execution of a licensing agreement and shipment of the software or ratably over the term of the license, depending on the structure and terms of the arrangement. If the licensing agreement is for a term of one year or less and includes PCS, we recognize the software and the PCS revenue ratably over the term of the license.

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For certain non-software arrangements, we enter into contracts that include delivery of a combination of two or more of our service offerings. Such arrangements are divided into separate units of accounting, provided that the delivered element(s) has stand-alone value and objective and reliable evidence of the fair value of the undelivered element(s) exist(s).

When we are able to unbundle the arrangement into separate units of accounting, revenue from each service is recognized separately, and in accordance with our revenue recognition policy for each element. If we are unable to unbundle the arrangement into separate units of accounting, we apply one of the revenue recognition policies to the entire arrangement. This might impact the timing of revenue recognition, but would not change the total revenue recognized from the arrangement.

Shopper services are considered rendered, and the revenue recognized, when all printing, sorting, labeling and ancillary services have been provided and the mailing material has been received by the USPS.

Taxes collected from customers and remitted to governmental authorities are not reflected in our revenues or expenses.

Cash Equivalents

All highly liquid investments with an original maturity of 90 days or less at the time of purchase are considered to be cash equivalents. Cash equivalents are carried at cost, which approximates fair value.

Allowance for Doubtful Accounts

We maintain our allowance for doubtful accounts at a balance adequate to reduce accounts receivable to the amount of cash expected to be realized upon collection. The methodology used to determine the minimum allowance balance is based on our prior collection experience and is generally related to the accounts receivable balance in various aging categories. The balance is also influenced by specific clients financial strength and circumstance. Accounts that are determined to be uncollectible are written off in the period in which they are determined to be uncollectible. Periodic changes to the allowance balance are recorded as increases or decreases to bad debt expense, which is included in the Advertising, selling, general and administrative line of our Consolidated Statements of Operations. The changes in the allowance for doubtful accounts consisted of the following:

	Year Ended December 31,		
In thousands	**2011**	**2010**	**2009**
Balance at beginning of year	$ 3,103	$ 2,827	$ 4,191
Additions charged to expense	1,586	1,658	2,083
Amounts charged against the allowance, net of recoveries	(1,343)	(1,382)	(3,447)
Balance at end of year	$ 3,346	$ 3,103	$ 2,827

Inventory

Inventory, consisting primarily of newsprint, job paper and operating supplies, is stated at the lower of cost (first-in, first-out method) or market.

Property, Plant and Equipment

Property, plant and equipment are stated on the basis of cost. Depreciation is computed using the straight-line method at rates calculated to amortize the cost of the assets over their useful lives. The general ranges of estimated useful lives are:

Buildings and improvements	10 to 40 years
Software	3 to 10 years
Equipment and furniture	3 to 20 years

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Long-lived assets such as property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We did not record an impairment of long-lived assets in any of the years in the three-year period ended December 31, 2011.

In December 2011 we sold a vacant piece of land adjacent to our Shoppers Brea facility for $3.4 million. We recognized a gain of $2.3 million on this transaction.

Property, plant and equipment includes capital lease assets. Capital lease assets at December 31, 2011 and 2010 consisted of:

	December 31,	
In thousands	**2011**	**2010**
Equipment and furniture	$ 2,749	$ 3,431
Less accumulated amortization	(1,606)	(1,998)
Net book value	$ 1,143	$ 1,433

Amortization expense related to capital lease assets was $0.4 million, $0.6 million and $0.7 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Depreciation and amortization on the remaining property plant and equipment was $20.0 million, $21.8 million and $27.6 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Goodwill and Other Intangibles

Goodwill is recorded to the extent that the purchase price of an acquisition exceeds the fair value of the identifiable net assets acquired. Other intangibles with definite and indefinite useful lives are recorded at fair value at the date of the acquisition. Goodwill and other intangibles with indefinite useful lives were tested for impairment as of November 30, 2011. Fair values of our reporting units and other intangibles with indefinite useful lives have been determined using discounted cash flow and cash flow multiple methodologies. Our overall market capitalization also was considered when evaluating the fair values of our reporting units. Intangible assets with definite useful lives are amortized over their respective estimated useful lives and reviewed for impairment if we believe that changes or triggering events have occurred that could have caused the carrying value of the intangible assets to exceed its fair value. We have determined that no impairment of goodwill or other intangibles existed in any of the years during the three-year period ended December 31, 2011.

Income Taxes

Income taxes are calculated using the asset and liability method. Deferred income taxes are recognized for the tax consequences resulting from temporary differences by applying enacted statutory tax rates applicable to future years. These temporary differences are associated with differences between the financial and the tax basis of existing assets and liabilities. Any statutory change in tax rates will be recognized immediately in deferred taxes and income.

Earnings Per Share

Basic earnings per common share are based upon the weighted-average number of common shares outstanding during the period. Diluted earnings per common share are based upon the weighted-average number of common shares and dilutive common stock equivalents outstanding during the period. Dilutive common stock equivalents are calculated based on the assumed exercise of stock options and vesting of non-vested shares using the treasury stock method.

Stock-Based Compensation

All share-based awards are recognized as operating expense in the Labor line of the Consolidated Statements of Operations. Calculated expense is based on the fair values of the awards on the date of grant and is recognized over the requisite service period.

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Reserve for Healthcare, Workers Compensation, Automobile and General Liability

We are self-insured for our workers compensation, automobile, general liability and a portion of our healthcare insurance. We make various subjective judgments about a number of factors in determining our reserve for healthcare, workers compensation, automobile and general liability insurance, and the related expense. Our deductible for individual healthcare claims is $0.2 million. Our deductible for workers compensation is $0.5 million. We have a $0.3 million deductible for automobile and general liability claims. Our insurance administrator provides us with estimated loss reserves, based upon its experience dealing with similar types of claims, as well as amounts paid to date against these claims. We apply actuarial factors to both insurance estimated loss reserves and to paid claims and then determine reserve levels, taking into account these calculations. At December 31, 2011 and 2010, our reserve for healthcare, workers compensation, automobile and general liability was $12.1 million and $12.4 million, respectively. Periodic changes to the reserve for workers compensation, automobile and general liability are recorded as increases or decreases to insurance expense, which is included in the Advertising, selling, general and administrative line of our Consolidated Statements of Operations. Periodic changes to the reserve for healthcare are recorded as increases or decreases to employee benefits expense, which is included in the Labor line of our Consolidated Statements of Operations.

Accounting for Derivative Instruments and Hedging Activities

In the past we have used derivative instruments to manage the risk of changes in prevailing interest rates adversely affecting future cash flows associated with our credit facilities. The derivative instrument used to manage such risk was an interest rate swap. We designated our interest rate swap as a cash flow hedge. As such, we reported the fair value of the swap as an asset or liability on our balance sheet. The effective portion of changes in the fair value of the swap was recorded in other comprehensive loss and was recognized as a component of interest expense in the Consolidated Statements of Operations when the hedged item affected results of operations. Cash flows from derivatives accounted for as cash flow hedges were reported as cash flow from operating activities, in the same category as the cash flows from the items being hedged. Our most recent interest rate swap expired in September 2009.

Foreign Currencies

In most instances the functional currencies of our foreign operations are the local currencies. Assets and liabilities recorded in foreign currencies are translated in U.S. dollars at the exchange rate on the balance sheet date. Revenue and expenses are translated at average rates of exchange prevailing during a given month. Adjustments resulting from this translation are charged or credited to other comprehensive loss.

Recent Accounting Pronouncements

In the first quarter of 2011, we adopted Accounting Standards Codification (ASC) Subtopic 605-25, *Revenue Recognition - Multiple-Element Arrangements* (ASC Subtopic 605-25). ASC Subtopic 605-25 provides principles for allocation of consideration among multiple-elements in an arrangement, allowing more flexibility in identifying and accounting for revenue from separate deliverables under an arrangement. ASC Subtopic 605-25 introduces an estimated selling price method for allocating revenue to the elements of a bundled arrangement if vendor-specific objective evidence or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This standard is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of ASC Subtopic 605-25 did not have a material effect on our consolidated financial statements.

In the first quarter of 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Updates (ASU) 2010-06, *Fair Value Measurements and Disclosures: Improving Disclosures about Fair Value Measurements* (ASU 2010-06). ASU 2010-06 amends FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, and requires reporting entities to make new disclosures about recurring or nonrecurring fair-value measurements, including significant transfers into and out of Level 1 and Level 2 fair-value measurements and information about purchases, sales, issuances, and settlements on a gross basis in the reconciliation of Level 3 fair-value measurements. ASU 2010-06 also clarifies existing fair-value measurement disclosure guidance about the level of disaggregation, inputs and valuation techniques. Except for the detailed Level 3 roll forward disclosures, we adopted the provisions of ASU 2010-06 in the first quarter of 2010. This adoption did not affect our consolidated financial statements. We adopted the provisions of ASU 2010-06 related to the new Level 3 roll forward disclosures in the first quarter of 2011. This adoption did not affect our consolidated financial statements.

In the first quarter of 2011, we adopted ASU 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*. ASU 2010-29 requires public entities to disclose certain pro forma information about the revenue and earnings of the combined entity within the notes to the financial statements when a business combination occurs. The pro forma revenue and earnings of the combined entity must be presented as though the business combination had occurred as of the beginning of the comparable prior annual reporting period only. ASU 2010-29 also requires that this disclosure include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the pro forma revenue and earnings. This adoption did not affect our consolidated financial statements.

In the third quarter of 2011, we adopted ASU 2011-08, *Intangibles Goodwill and Other (Topic 350): Testing Goodwill for Impairment*. ASU 2011-08 permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit s fair value is less than its carrying amount before applying the two-step goodwill impairment test. If an entity concludes it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, it need not perform the two-step impairment test. Our adoption of ASU 2011-08 did not affect our consolidated financial statements.

In the second quarter of 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. ASU 2011-05 eliminates the option to present other comprehensive income in the statement of changes in equity and provides the option to present the components of net income and comprehensive income in either one combined financial statement or two consecutive financial statements. We currently present the components of comprehensive income in our Consolidated Statements of Stockholders Equity and Comprehensive Income. We will adopt ASU 2011-05 in the first quarter of 2012, at which point we plan to include one combined financial statement presenting the components of net income and comprehensive income. The adoption of ASU 2011-05 will not affect our operating results, cash flows or financial position.

Note B Acquisitions

On August 31, 2010, we acquired Information Arts (UK) Limited (Information Arts). Based in the United Kingdom, Information Arts is a provider of data-driven marketing insight to business-to-business marketers across Europe and increasingly across the globe. Information Arts delivers data to improve multichannel marketing effectiveness. This insight is derived from profiling, segmentation, modeling and other analytics, and drives engagements that include marketing data management, data hygiene, data acquisition and data planning. Information Arts and Harte-Hanks other marketing offerings in Europe are being combined to deliver multichannel Demand Center solutions - integrated lead generation and lead management programs. Goodwill of $12.8 million and intangible assets subject to amortization of $0.5 million have been recognized in this transaction and assigned to the Direct Marketing segment.

The total cost of the acquisition in 2010 was $12.9 million, all paid in cash. The operating results of this acquisition have been included in the accompanying Consolidated Financial Statements from the date of the acquisition. We did not make any acquisitions in 2011 or 2009.

We have not disclosed proforma amounts including the operating results of this acquisition as the effect on our operating results is not considered material.

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Note C Fair Value of Financial Instruments

FASB ASC 820, *Fair Value Measurements and Disclosures*, (ASC 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy that prioritizes the inputs used in valuation methodologies into three levels:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Because of their maturities and/or variable interest rates, certain financial instruments have fair values approximating their carrying values. These instruments include cash and cash equivalents, accounts receivable and trade payables. The carrying value of the interest rate swap was adjusted to fair value at the end of each fiscal quarter and is disclosed in Note E, *Interest Rate Risk*. The fair value of our outstanding debt is disclosed in Note D, *Long-Term Debt.* The fair value of the assets in our funded pension plan is disclosed in Note H, *Employee Benefit Plans.*

Note D Long-Term Debt

Our long-term debt obligations at year-end were as follows:

In thousands	December 31, 2011	December 31, 2010
2006 Term Loan Facility, various interest rates based on LIBOR, due September 6, 2011	$ 0	$ 117,000
2008 Term Loan Facility, various interest rates based on LIBOR (effective rate of 0.80% at December 31, 2011), due March 7, 2012	60,000	76,000
2010 Revolving Credit Facility, various interest rates based on LIBOR, due August 12, 2013 ($59.9 million capacity at December 31, 2011)	0	0
2011 Term Loan Facility, various interest rates based on LIBOR (effective rate of 2.30% at December 31, 2011), due August 16, 2016	119,438	0
Total debt	179,438	193,000
Less current maturities	69,188	133,000
Total long-term debt	$ 110,250	$ 60,000

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The carrying values and estimated fair values of our outstanding debt at year-end were as follows:

	December 31,			
	2011		2010	
In thousands	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
Total debt	$ 179,438	$ 179,286	$ 193,000	$ 190,583

The estimated fair values were calculated using current rates provided to us by our bankers for debt of the same remaining maturity and characteristics.

Credit Facilities

On September 6, 2006, we entered into a five-year $200 million term loan facility (2006 Term Loan Facility) with Wells Fargo Bank, N.A., as Administrative Agent. The 2006 Term Loan Facility was repaid on August 16, 2011 using the proceeds of the 2011 Term Loan Facility.

On March 7, 2008, we entered into a four-year $100 million term loan facility (2008 Term Loan Facility) with Wells Fargo Bank, N.A., as Administrative Agent. On March 31, 2009, we began making the scheduled quarterly principal payments as follows:

Quarterly Installments	Percentage of Drawn Amount
1 4	2.25% each
5 8	3.75% each
9 12	4.00% each
Maturity Date	Remaining Principal Balance

The 2008 Term Loan Facility matures on March 7, 2012. For each borrowing under the 2008 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) the LIBOR rate (as defined in the 2008 Term Loan Facility), plus a spread which is determined based on our total debt-to-EBITDA ratio (as defined in the 2008 Term Loan Facility) then in effect, and ranges from 0.40% to 0.75% per annum, or (ii) the higher of Wells Fargo Bank s prime rate in effect on such date or the Federal Funds rate in effect on such date plus 0.50%. There is a facility fee that we are also required to pay under the 2008 Term Loan Facility that is based on a rate applied to the outstanding principal balance owed under the 2008 Term Loan Facility. The facility fee rate ranges from 0.10% to 0.25% per annum, depending on our total debt-to-EBITDA ratio then in effect. We may elect to prepay the 2008 Term Loan Facility at any time without incurring any prepayment penalties.

On August 12, 2010, we entered into a three-year $70 million revolving credit facility, which includes a $25 million accordion feature, a $25 million letter of credit sub-facility and a $5 million swing line loan sub-facility (2010 Revolving Credit Facility), with Bank of America, N.A., as Administrative Agent. The 2010 Revolving Credit Facility permits us to request up to a $25 million increase in the total amount of the facility. The 2010 Revolving Credit Facility matures on August 12, 2013. For each borrowing under the 2010 Revolving Credit Facility, we can generally choose to have the interest rate for that borrowing calculated on either (i) the LIBOR rate (as defined in the 2010 Revolving Credit Facility) for the applicable interest period, plus a spread which is determined based on our total net debt-to-EBITDA ratio (as defined in the 2010 Revolving Credit Facility) then in effect, which ranges from 2.25% to 3.00% per annum; or (ii) the highest of (a) the Federal Funds Rate plus 0.50%, (b) the Agent s prime rate, and (c) the LIBOR rate plus 1.00%, plus a spread which is determined based on our total net debt-to-EBITDA ratio then in effect, which ranges from 1.25% to 2.00% per annum. There is a facility fee that we are also required to pay under the 2010 Revolving Credit Facility. The facility fee rate ranges from 0.40% to 0.45% per annum, depending on our total net debt-to-EBITDA ratio then in effect. In addition, there is a letter of credit fee with respect to outstanding letters of credit. That fee is calculated by applying a rate equal to the spread applicable to LIBOR based loans plus a fronting fee of 0.125% per annum to

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the average daily undrawn amount of the outstanding letters of credit. We may elect to prepay the 2010 Revolving Credit Facility at any time without incurring any prepayment penalties. At December 31, 2011 we had letters of credit totaling $10.1 million issued under the 2010 Revolving Credit Facility, decreasing the amount available for borrowing to $59.9 million.

On August 16, 2011, we entered into a five-year $122.5 million term loan facility (2011 Term Loan Facility) with Bank of America, N.A., as Administrative Agent. On September 30, 2011, we began making the scheduled quarterly principal payments as follows:

Quarterly Installments	Percentage of Drawn Amount
1 4	1.25% each
5 12	2.50% each
13 20	3.75% each
Maturity Date	Remaining Principal Balance

The 2011 Term Loan Facility matures on August 16, 2016. A portion of the proceeds from the 2011 Term Loan Facility were used to pay off the remaining $97.5 million obligation related to the 2006 Term Loan Facility. We plan to use the remaining proceeds for general corporate purposes. For each borrowing under the 2011 Term Loan Facility, we can generally choose to have the interest rate for that borrowing calculated based on either (i) the LIBOR rate (as defined in the 2011 Term Loan Facility) for the applicable interest period, plus a spread (ranging from 2.00% to 2.75% per annum) based on our total net funded debt-to-EBITDA ratio (as defined in the 2011 Term Loan Facility) then in effect; or (ii) the highest of (a) the Agent s prime rate, (b) the BBA daily floating rate LIBOR, as determined by Agent for such date, plus 1.00%, and (c) the Federal Funds Rate plus 0.50%, plus a spread (ranging from 1.00% to 1.75% per annum) based on our total net funded debt-to-EBITDA ratio then in effect. We may elect to prepay the 2011 Term Loan Facility at any time without incurring any prepayment penalties.

Under all of our credit facilities, we are required to maintain an interest coverage ratio of not less than 2.75 to 1 and a total debt-to-EBITDA ratio of not more than 3.0 to 1. The credit facilities also contain customary covenants restricting our and our subsidiaries ability to:

- authorize distributions, dividends, stock redemptions and repurchases if a payment event of default has occurred and is continuing;
- enter into certain merger or liquidation transactions;
- grant liens;
- enter into certain sale and leaseback transactions;
- have foreign subsidiaries account for more than 20% of the consolidated revenue, assets or EBITDA of Harte-Hanks and its subsidiaries, in the aggregate;
- enter into certain transactions with affiliates; and
- allow the total indebtedness of Harte-Hanks subsidiaries to exceed $20.0 million.

The credit facilities each also include customary covenants regarding reporting obligations, delivery of notices regarding certain events, maintaining our corporate existence, payment of obligations, maintenance of our properties and insurance thereon at customary levels with financially sound and reputable insurance companies, maintaining books and records and compliance with applicable laws. The credit facilities each also provide for customary events of default including nonpayment of principal or interest, breach of representations and warranties, violations of covenants, failure to pay certain other indebtedness, bankruptcy and material judgments and liabilities, certain violations of environmental laws or ERISA or the occurrence of a change of control. As of December 31, 2011, we were in compliance with all of the covenants of our credit facilities. Our material domestic subsidiaries have guaranteed the performance of Harte-Hanks under our credit facilities.

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The future minimum principal payments related to our debt at December 31, 2011 are as follows:

In thousands	
2012	$ 69,188
2013	12,250
2014	15,313
2015	18,375
2016	64,312
	$ 179,438

Cash payments for interest were $3.2 million, $2.8 million, and $8.1 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Note E Interest Rate Risk

We assess interest rate risk by regularly identifying and monitoring changes in interest rate exposure that may adversely impact expected future cash flows and by evaluating hedging opportunities. Prior to September 30, 2009, we used a derivative instrument to manage the risk of changes in prevailing interest rates adversely affecting future cash flows associated with our credit facilities. The derivative instrument used to manage such risk was an interest rate swap, as discussed further below. Our only interest rate swap matured on September 30, 2009. We have not entered into derivative instruments for any purpose other than cash flow hedging. We do not speculate using derivative instruments.

As with any financial instrument, derivative instruments have inherent risks, primarily market and credit risk. Market risk associated with changes in interest rates is managed as part of our overall market risk monitoring process by establishing and monitoring limits as to the degree of risk that may be undertaken. Credit risk occurs when the counterparty to a derivative contract in which we have an unrealized gain fails to perform according to the terms of the agreement. We seek to minimize our credit risk by entering into transactions with counterparties that maintain high credit ratings.

We designated our interest rate swap as a cash flow hedge. For a derivative instrument designated as a cash flow hedge, the effective portion of changes in the fair value of the derivative instrument is recorded in other comprehensive loss and is recognized as a component of interest expense in the Consolidated Statements of Operations when the hedged item affects results of operations. On a quarterly basis, we assessed the ineffectiveness of the hedging relationship, and any gains or losses related to the ineffectiveness would have been recorded as interest expense in our Consolidated Statements of Operations. There were no components of the derivative instrument that were excluded from the assessment of hedge effectiveness.

In September 2007, we entered into a two-year interest rate swap agreement with a notional amount of $150.0 million and a fixed rate of 4.655%. The two-year term began on September 28, 2007. This interest rate swap changed the variable rate cash flow exposure on the $150.0 million notional amount to fixed rate cash flows by entering into receive-variable, pay-fixed interest rate swap transactions. Under this swap transaction, we received LIBOR based variable interest rate payments and made fixed interest rate payments, thereby creating fixed rate debt. We designated this hedging relationship as hedging the risk of changes in cash flows (a cash flow hedge) attributable to changes in the LIBOR rate applicable to our 2005 Revolving Credit Facility and 2006 Term Loan Facility. As such, we reported the fair value of the swap as an asset or liability on our balance sheet, any ineffectiveness as interest expense, and effective changes to the fair value of the swap in other comprehensive income (loss). Fair value was determined using projected discounted future cash flows calculated using readily available market information (future LIBOR rates). This swap agreement ended on September 30, 2009 and is no longer recorded on our Consolidated Balance Sheet. We reclassified into earnings losses of $4.9 million for the year ended December 31, 2009, which were related to the swap and previously reported in other comprehensive loss.

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Our interest rate derivative did not have any impact on our Consolidated Statement of Operations for the years ended December 31, 2011 or 2010. The following table presents the impact of our derivative instrument on the Consolidated Statements of Operations for the year ended December 31, 2009:

In thousands	Amount of Loss Recognized in OCI on Derivative (Effective Portion) 2009	Location of Loss Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion) 2009
Derivatives in Cash Flow Hedging Relationships			
Interest rate swap	$ (355)	Interest expense	$ (4,857)
Total	$ (355)		$ (4,857)

Note F Income Taxes

The components of income tax expense (benefit) are as follows:

In thousands	Year Ended December 31, 2011	2010	2009
Current			
Federal	$ 10,452	$ 18,535	$ 16,732
State and local	5,338	3,648	(1,018)
Foreign	2,054	1,618	2,421
Total current	$ 17,845	$ 23,801	$ 18,135
Deferred			
Federal	$ 11,402	$ 8,797	$ 5,160
State and local	645	441	475
Foreign	(117)	(316)	457
Total deferred	$ 11,930	$ 8,922	$ 6,092
Total income tax expense	$ 29,775	$ 32,723	$ 24,227

The United States and foreign components of income before income taxes were as follows:

In thousands	Year Ended December 31, 2011	2010	2009
United States	$ 67,246	$ 81,230	$ 63,738
Foreign	6,727	5,097	8,204
Total income before income taxes	$ 73,973	$ 86,327	$ 71,942

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The differences between total income tax expense and the amount computed by applying the statutory federal income tax rate to income before income taxes were as follows:

	Year Ended December 31,					
In thousands	2011	Rate	2010	Rate	2009	Rate
Computed expected income tax expense	$ 25,890	35%	$ 30,214	35%	$ 25,180	35%
Net effect of state income taxes	3,895	5%	2,437	3%	(935)	-1%
Production activities deduction	0	0%	(469)	-1%	(75)	0%
Change in beginning of year valuation allowance	(117)	0%	40	0%	422	1%
Other, net	107	0%	501	1%	(365)	-1%
Income tax expense for the period	$ 29,775	40%	$ 32,723	38%	$ 24,227	34%

Total income tax expense (benefit) was allocated as follows:

	Year Ended December 31,		
In thousands	2011	2010	2009
Results of operations	$ 29,775	$ 32,723	$ 24,227
Stockholders equity	(5,910)	(463)	9,052
Total	$23,865	$32,260	$33,279

The tax effects of temporary differences that gave rise to significant portions of the deferred tax assets and deferred tax liabilities were as follows:

	December 31,	
In thousands	2011	2010
Deferred tax assets		
Deferred compensation and retirement plan	$ 27,039	$ 21,058
Accrued expenses not deductible until paid	6,570	8,879
Employee stock-based compensation	6,426	5,980
Accrued payroll not deductible until paid	3,573	1,039
Accounts receivable, net	1,221	1,095
Other, net	185	189
State income tax	494	674
Federal net operating loss carryforwards	151	173
Foreign net operating loss carryforwards	2,590	2,777
State net operating loss carryforwards	1,206	1,218
Total gross deferred tax assets	49,454	43,082
Less valuation allowance	(3,637)	(3,698)
Net deferred tax assets	$ 45,817	$ 39,384
Deferred tax liabilities		
Property, plant and equipment	$ (16,298)	$ (13,127)
Goodwill and other intangibles	(112,377)	(102,990)
Other, net	0	(11)

Total gross deferred tax liabilities	(128,675)	(116,128)
Net deferred tax liabilities	$ (82,858)	$ (76,744)

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on the expectation of future taxable income and that the deductible temporary differences will offset existing taxable temporary differences, management believes it is more likely than not that we will realize the benefits of these deductible differences, net of the existing valuation allowances, at December 31, 2011 and 2010.

Net deferred taxes are recorded both as a current deferred income tax asset and as other long-term liabilities based upon the classification of the related assets and liabilities that give rise to the temporary difference. There are approximately $36.2 million and $30.5 million of deferred tax assets related to non-current items that are netted with long-term deferred tax liabilities at December 31, 2011 and 2010, respectively.

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Harte-Hanks or one of our subsidiaries files income tax returns in the U.S. federal, U.S. state and foreign jurisdictions. For U.S. federal, U.S. state and foreign returns, we are no longer subject to tax examinations for years prior to 2007.

A reconciliation of the beginning and ending amount of unrecognized tax benefit is as follows:

Balance at January 1, 2010	$ 1,513
Additions for current year tax positions	0
Additions for prior year tax positions	24
Reductions for prior year tax positions	(737)
Lapse of statute	(429)
Balance at December 31, 2010	$ 371
Additions for current year tax positions	$ 0
Additions for prior year tax positions	27
Reductions for prior year tax positions	0
Lapse of statute	(230)
Settlements	(77)
Balance at December 31, 2011	$ 91

Included in the balance as of December 31, 2011 are $0.1 million of federally effected unrecognized tax benefits that, if recognized, would impact the effective tax rate. We anticipate that it is reasonably possible that we will have a reduction in the liability in the range of $0.0 million to $0.1 million during 2012 as a result of lapsing statutes.

We have elected to classify any interest and penalties related to income taxes within income tax expense in our Consolidated Statements of Operations. We recognized $0.1 million and $1.2 million in tax benefits for the reduction of accrued interest and penalties associated with the reduction of the liability for unrecognized tax benefits during the years ended December 31, 2011 and 2010, respectively. We did not have any interest and penalties accrued at December 31, 2011. We had approximately $0.1 million of interest and penalties accrued at December 31, 2010.

As of December 31, 2011, we had net operating loss carryforwards that are available to reduce future taxable income and that will begin to expire in 2026.

The valuation allowance for deferred tax assets as of January 1, 2010, was $1.7 million. The valuation allowance at December 31, 2011 and 2010 relates to foreign and state net operating loss carryforwards, which are not expected to be realized.

Deferred income taxes have not been provided on the undistributed earnings of our foreign subsidiaries as these earnings have been, and under current plans will continue to be, permanently reinvested in these subsidiaries. As of December 31, 2011, the cumulative undistributed earnings of these subsidiaries were approximately $3.0 million. If those earnings were not considered permanently reinvested, U.S. federal deferred income taxes would have been recorded, after consideration of U.S. foreign tax credits. However, it is not practicable to estimate the amount of additional taxes which may be payable upon distributions.

Cash payments for income taxes were $15.5 million, $28.2 million and $17.4 million in 2011, 2010 and 2009, respectively.

Note G Goodwill and Other Intangibles

Goodwill is recorded to the extent that the purchase price of an acquisition exceeds the fair value of the identifiable net assets acquired. Goodwill and other intangibles with indefinite useful lives are tested for impairment as described below.

We assess the impairment of our goodwill by determining the fair value of each of our reporting units and comparing the fair value to the carrying value for each reporting unit. We have identified our reporting units as Direct Marketing and Shoppers.

We performed our annual goodwill impairment testing for both the Direct Marketing and Shoppers segments as of November 30, 2011. As quoted market prices are not available for our reporting units, estimated fair value was determined using a discounted cash flow (DCF) model, a cash flow multiple (CFM) model and with consideration of our overall market capitalization. The DCF and CFM models utilize projected financial results based on historical performance and management s estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. Determining fair value requires the exercise of significant judgments, including judgments about appropriate discount rates, the amount and timing of expected future cash flows, and perpetual growth rates. If a reporting unit s carrying amount exceeds its fair value, we must calculate the implied fair value of the reporting unit s goodwill by allocating the reporting unit s fair value to all of its assets and liabilities (recognized and unrecognized) in a manner similar to a purchase price allocation, and then compare this implied fair value to its carrying amount. To the extent that the carrying amount of goodwill exceeds its implied fair value, an impairment loss is recorded.

We assess the impairment of other intangibles with indefinite lives by determining the fair value of each intangible asset and comparing the fair value to the carrying value for each intangible asset. Fair value is determined using the relief from royalty method, a form of the income approach, based on historical performance and management s estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. If an intangible s carrying amount exceeds its fair value, the intangible asset is written down to fair value and an impairment loss is recorded.

Both the Direct Marketing and Shoppers reporting units and all other intangibles with indefinite lives were tested for impairment as of November 30, 2011. Based on the results of our impairment test, we have not recorded an impairment loss related to goodwill or other intangibles with indefinite useful lives in any of the years in the three-year period ended December 31, 2011.

The changes in the carrying amount of goodwill are as follows:

In thousands	Direct Marketing	Shoppers	Total
Balance at December 31, 2009	$ 385,399	$ 167,487	$ 552,886
Purchase consideration	12,765	0	12,765
Balance at December 31, 2010	$ 398,164	$ 167,487	$ 565,651
Purchase consideration	0	0	0
Balance at December 31, 2011	$ 398,164	$ 167,487	$ 565,651

Other intangibles with indefinite useful lives relate to trademarks and trade names associated with the Tampa Flyer acquisition in April 2005 and the Aberdeen acquisition in September 2006, and were recorded at fair value.

The carrying amount of other intangibles with indefinite lives at December 31, 2011 and 2010 was $5.0 million in Direct Marketing and $7.6 million in Shoppers.

Other intangibles with definite useful lives all relate to contact databases, client relationships and non-compete agreements. Other intangibles with definite useful lives are recorded at fair value at the date of the acquisition. Other intangible assets with definite useful lives are amortized on a straight-line basis over their respective estimated useful lives, typically a period of 3 to 10 years, and reviewed for impairment whenever events or

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changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We have not recorded an impairment loss related to other intangibles with definite useful lives in any of the years during the three-year period ended December 31, 2011.

The changes in the carrying amount of other intangibles with definite lives are as follows:

In thousands	Direct Marketing	Shoppers	Total
Balance at December 31, 2009	$ 523	$ 3,154	$ 3,677
Purchase consideration	500	0	500
Amortization	(290)	(700)	(990)
Balance at December 31, 2010	$ 733	$ 2,454	$ 3,187
Purchase consideration	0	0	0
Amortization	(229)	(570)	(799)
Balance at December 31, 2011	$ 504	$ 1,884	$ 2,388

Amortization expense related to other intangibles with definite useful lives was $0.8 million, $1.0 million and $1.7 million for the years ended December 31, 2011, 2010 and 2009, respectively. Expected amortization expense for the next five years is as follows:

In thousands	
2012	$ 815
2013	$ 777
2014	$ 622
2015	$ 174
2016	$ 0

Note H Employee Benefit Plans

Prior to January 1, 1999, we maintained a defined benefit pension plan for which most of our employees were eligible. In conjunction with significant enhancements to the 401(k) plan, we elected to freeze benefits under this defined benefit pension plan as of December 31, 1998.

In 1994, we adopted a non-qualified, unfunded, supplemental pension plan covering certain employees, which provides for incremental pension payments so that total pension payments equal those amounts that would have been payable from the principal pension plan were it not for limitations imposed by income tax regulation. The benefits under this supplemental pension plan, which is an unfunded plan, will continue to accrue as if the principal pension plan had not been frozen.

The overfunded or underfunded status of our defined benefit postretirement plans is recorded as an asset or liability on our balance sheet. The funded status is measured as the difference between the fair value of plan assets and the projected benefit obligation. Periodic changes in the funded status are recognized through other comprehensive income. We currently measure the funded status of our defined benefit plans as of December 31, the date of our year-end consolidated balance sheets.

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The status of the defined benefit pension plans at year-end was as follows:

In thousands	Year Ended December 31, 2011	2010
Change in benefit obligation		
Benefit obligation at beginning of year	$ 147,721	$ 135,145
Service cost	457	341
Interest cost	8,118	7,984
Actuarial loss	12,619	12,493
Administrative expenses paid	(1,086)	(937)
Benefits paid	(7,604)	(7,305)
Benefit obligation at end of year	$ 160,225	$ 147,721
Change in plan assets		
Fair value of plan assets at beginning of year	$ 97,497	$ 86,015
Actual return on plan assets	(2,099)	11,897
Contributions	6,294	7,827
Administrative expenses paid	(1,086)	(937)
Benefits paid	(7,604)	(7,305)
Fair value of plan assets at end of year	$ 93,002	$ 97,497
Funded status at end of year	$ (67,223)	$ (50,224)

The following amounts have been recognized in the Consolidated Balance Sheets at December 31:

In thousands	2011	2010
Current liabilities	$ 1,068	$ 976
Noncurrent liabilities	66,155	49,248
	$ 67,223	$ 50,224

The following amounts have been recognized in accumulated other comprehensive loss at December 31:

In thousands	2011	2010
Net loss	$ 48,702	$ 38,370
Prior service cost	3	32
	$ 48,705	$ 38,402

We plan to make total contributions of $6.4 million to our frozen pension plan in 2012 in order to obtain the Pension Protection Act of 2006 full funding limit exemption.

We are not required to make and do not intend to make any contributions to our unfunded, supplemental pension plan in 2012 other than to the extent needed to cover benefit payments We expect benefit payments under this supplemental pension plan to total $1.1 million in 2012. In the event of a change of control, as defined in the plan document, this supplemental pension plan is required to be fully funded.

The following information is presented for pension plans with an accumulated benefit obligation in excess of plan assets:

	December 31,	
In thousands	**2011**	**2010**
Projected benefit obligation	$ 160,225	$ 147,721
Accumulated benefit obligation	$ 158,097	$ 146,366
Fair value of plan assets	$ 93,002	$ 97,497

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The non-qualified, unfunded pension plan had an accumulated benefit obligation of $23.5 million and $21.3 million at December 31, 2011 and 2010, respectively.

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive Loss:

In thousands	Year Ended December 31, 2011	2010	2009
Net Periodic Benefit Cost (Pre-tax)			
Service cost	$ 457	$ 341	$ 548
Interest cost	8,118	7,984	8,153
Expected return on plan assets	(7,022)	(6,163)	(5,603)
Amortization of prior service cost	49	54	54
Transition obligation	0	0	10
Recognized actuarial loss	4,519	4,081	5,744
Net periodic benefit cost	$ 6,121	$ 6,297	$ 8,906
Amounts Recognized in Other Comprehensive Loss (Pre-tax)			
Net loss	$ 17,222		
Prior service cost	(49)		
Total cost recognized in other comprehensive loss	$ 17,173		
Net cost recognized in net periodic benefit cost and other comprehensive loss	$ 23,294		

The estimated net loss for the defined benefit pension plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost in 2012 is $6.1 million.

The weighted-average assumptions used for measurement of the defined pension plans were as follows:

	Year Ended December 31, 2011	2010	2009
Weighted-average assumptions used to determine net periodic benefit cost			
Discount rate	5.62%	6.20%	6.25%
Expected return on plan assets	7.25%	7.25%	7.75%
Rate of compensation increase	4.00%	4.00%	4.00%

	December 31, 2011	2010
Weighted-average assumptions used to determine benefit obligations		
Discount rate	5.02%	5.62%
Rate of compensation increase	4.00%	4.00%

The discount rate assumptions are based on current yields of investment-grade corporate long-term bonds. The expected long-term return on plan assets is based on the expected future average annual return for each major asset class within the plan s portfolio (which is principally comprised of equity investments) over a long-term horizon. In determining the expected long-term rate of return on plan assets, we evaluated input from our investment consultants, actuaries, and investment management firms, including their review of asset class return expectations, as well as long-term historical asset class returns. Projected returns by such consultants and economists are based on broad equity and bond indices. Additionally, we considered our historical 15-year compounded returns, which have been in excess of the forward-looking return expectations.

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The funded pension plan assets as of December 31, 2011 and 2010, by asset category, are as follows:

In thousands	2011	%	2010	%
Equity securities	$ 59,659	64%	$ 65,388	67%
Debt securities	28,238	30%	26,766	27%
Other	5,105	6%	5,343	6%
Total plan assets	$ 93,002	100%	$ 97,497	100%

The current economic environment presents employee benefit plans with unprecedented circumstances and challenges, which, in some cases over the last several years, have resulted in large declines in the fair value of investments. The fair values presented have been prepared using values and information available as of December 31, 2011.

The following tables present the fair value measurements of the assets in our funded pension plan:

In thousands	December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities	$ 59,659	$ 59,659	$ 0	$ 0
Debt securities	28,238	28,238	0	0
Other	5,105	5,105	0	0
Total	$ 93,002	$ 93,002	$ 0	$ 0

In thousands	December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Equity securities	$ 65,388	$ 65,388	$ 0	$ 0
Debt securities	26,766	26,766	0	0
Other	5,343	5,343	0	0
Total	$ 97,497	$ 97,497	$ 0	$ 0

The investment policy for the Harte-Hanks, Inc. Pension Plan focuses on the preservation and enhancement of the corpus of the plan s assets through prudent asset allocation, quarterly monitoring and evaluation of investment results, and periodic meetings with investment managers.

The investment policy s goals and objectives are to meet or exceed the representative indices over a full market cycle (3-5 years). The policy establishes the following investment mix, which is intended to subject the principal to an acceptable level of volatility while still meeting the desired return objectives:

	Target	Acceptable Range	Benchmark Index
Domestic Equities	50.0%	35% - 75%	S&P 500

Large Cap Growth	22.5%	15% - 30%	Russell 1000 Growth
Large Cap Value	22.5%	15% - 30%	Russell 1000 Value
Mid Cap Value	5.0%	5% - 15%	Russell Mid Cap Value
Mid Cap Growth	0.0%	0% - 10%	Russell Mid Cap Growth
Domestic Fixed Income	35.0%	15% - 50%	LB Aggregate
International Equities	15.0%	10% - 25%	MSC1 EAFE

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The funded pension plan provides for investment in various investment types. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with investments, it is reasonably possible that changes in the value of investments will occur in the near term and may impact the funded status of the plan. To address the issue of risk, the investment policy places high priority on the preservation of the value of capital (in real terms) over a market cycle. Investments are made in companies with a minimum five-year operating history and sufficient trading volume to facilitate, under most market conditions, prompt sale without severe market effect. Investments are diversified; reasonable concentration in any one issue, issuer, industry or geographic area is allowed if the potential reward is worth the risk.

The following table presents the investments that represented 5% or more of the funded pension plan s assets as of December 31, 2011 and 2010:

In thousands	**2011**	**%**	**2010**	**%**
LM Institutional Fund Advisors I, Inc. Western Asset Core Plus	$ 15,470	17%	$ 14,508	15%
PIMCO Total Return Fund Institutional Class	$ 12,765	14%	$ 12,255	13%
State Street Government STIF 15	$ 5,109	6%	$ 4,656	5%

Investment managers are evaluated by the performance of the representative indices over a full market cycle for each class of assets. The Pension Plan Committee reviews, on a quarterly basis, the investment portfolio of each manager, which includes rates of return, performance comparisons with the most appropriate indices, and comparisons of each manager s performance with a universe of other portfolio managers that employ the same investment style.

The expected future pension benefit payments for the next ten years as of December 31, 2011 are as follows:

In thousands	
2012	$ 7,839
2013	8,099
2014	8,545
2015	8,866
2016	9,203
2017 - 2021	49,274
	$91,826

We also sponsor a 401(k) retirement plan in which we match a portion of employees voluntary before-tax contributions. Under this plan, both employee and matching contributions vest immediately. Total 401(k) expense recognized in 2011, 2010 and 2009 was $5.2 million, $5.3 million and $5.8 million, respectively.

Note I Stockholders Equity

We paid a quarterly dividend of 8.0 cents per common share in each of the quarters in the year ended December 31, 2011. We paid a quarterly dividend of 7.5 cents per common share in each of the quarters in the years ended December 31, 2010 and 2009. We currently plan to pay a quarterly dividend of 8.5 cents per common share in 2012, although any actual dividend declaration can be made only upon approval of our Board of Directors, based on its business judgment.

During 2011, we repurchased 1.0 million shares of our common stock for $8.4 million under our stock repurchase program, all of which was repurchased during the second quarter of 2011. As of December 31, 2011, we have repurchased 64.9 million shares since the beginning of our January 1997 stock repurchase program. Under this program, we had authorization to repurchase approximately 9.5 million additional shares at December 31, 2011.

During 2011, we received 19,689 shares of our common stock, with an estimated market value of $0.2 million, in connection with stock option exercises and the vesting of non-vested shares. Since January 1997, we have received 1.7 million shares in connection with stock option exercises and the vesting of non-vested shares.

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Note J Stock-Based Compensation

Compensation expense for stock-based awards is based on the fair values of the awards on the date of grant and is recognized on a straight-line basis over the vesting period of the entire award in the Labor line of the Consolidated Statements of Operations. For the years ended December 31, 2011, 2010 and 2009, we recorded total stock-based compensation expense of $5.0 million, $3.9 million and $3.9 million, respectively. $0.5 million of the 2011 stock-based compensation related to the retirement of the President of Harte-Hanks Shoppers. In connection with his retirement on August 31, 2011, all of his unvested stock-based awards vested.

In May 2005, we adopted the 2005 Omnibus Incentive Plan (2005 Plan), a stockholder approved plan, pursuant to which we may issue equity securities to directors, officers and key employees. Under the 2005 Plan we have awarded stock options, non-vested shares and performance stock units. The 2005 Plan replaced the 1991 Stock Option Plan (1991 Plan), a stockholder approved plan, pursuant to which we issued stock options to directors, officers and key employees. No additional options will be granted under the 1991 Plan. As of December 31, 2011, there were 3.6 million shares available for grant under the 2005 Plan.

Stock Options

Under the 2005 Plan, all options have been granted at exercise prices equal to the market value of the common stock on the grant date (2005 Plan options). All 2005 Plan options granted prior to 2011 become exercisable in 25% increments on the second, third, fourth and fifth anniversaries of their date of grant and expire on the tenth anniversary of their date of grant. All options granted in 2011 become exercisable in 25% increments on the first, second, third and fourth anniversaries of their date of grant, and expire on the tenth anniversary of their date of grant. As of December 31, 2011, 2005 Plan options to purchase 4.6 million shares were outstanding with exercise prices ranging from $6.04 to $28.85 per share.

Under the 1991 Plan, options were granted at exercise prices equal to the market value of the common stock on the grant date (1991 Plan market price options) and at exercise prices below the market value of the common stock (1991 Plan performance options). 1991 Plan market price options become exercisable in 25% increments on the second, third, fourth and fifth anniversaries of their date of grant and expire on the tenth anniversary of their date of grant. As of December 31, 2011, 1991 Plan market price options to purchase 2.2 million shares were outstanding with exercise prices ranging from $17.45 to $26.55 per share.

The 1991 Plan performance options became exercisable in whole or in part after three years, and the extent to which they became exercisable at that time depended upon the extent to which we achieved certain goals established at the time the options were granted. No 1991 Plan performance options have been granted since January 1999, and all remaining 1991 Plan performance options were exercised in January 2009. All options granted under the 1991 Plan and 2005 Plan vest in full upon a change of control (as defined in each plan).

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The following summarizes all stock option activity during the years ended December 31, 2011, 2010 and 2009:

	Number of Shares	Weighted-Average Option Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (Thousands)
Options outstanding at December 31, 2008	6,707,690	$ 20.02		
Granted	1,946,000	6.09		
Exercised	(7,312)	3.43		$ 34
Unvested options forfeited	(569,513)	17.35		
Vested options expired	(1,081,216)	18.38		
Options outstanding at December 31, 2009	6,995,649	$ 16.63		
Granted	1,514,500	11.89		
Exercised	(5,550)	13.64		$ 7
Unvested options forfeited	(282,196)	12.60		
Vested options expired	(649,393)	16.50		
Options outstanding at December 31, 2010	7,573,010	$ 15.85		
Granted	420,500	11.68		
Exercised	(118,250)	6.04		$ 717
Unvested options forfeited	(363,192)	11.17		
Vested options expired	(758,440)	18.16		
Options outstanding at December 31, 2011	6,753,628	$ 15.75	5.24	$ 4,406
Exercisable at December 31, 2011	3,695,718	$ 19.98	3.23	$ 1,162

The aggregate intrinsic value at year end in the table above represents the total pre-tax intrinsic value that would have been received by the option holders if all of the in-the-money options were exercised on December 31, 2011. The pre-tax intrinsic value is the difference between the closing price of our common stock on December 31, 2011 and the exercise price for each in-the-money option. This value fluctuates with the changes in the price of our common stock.

The following table summarizes information about stock options outstanding at December 31, 2011:

Range of Exercise Prices		Outstanding			Exercisable	
		Number Outstanding	Weighted-Average Remaining Life (Years)	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$ 0.00	6.99	1,420,250	7.10	$ 6.04	381,125	$ 6.04
$ 7.00	11.99	1,336,000	8.19	$ 11.67	76,250	$ 11.90
$12.00	15.99	958,528	7.29	$ 14.42	306,942	$ 15.82
$16.00	18.99	730,579	0.64	$ 18.09	718,079	$ 18.11
$19.00	22.99	861,596	1.48	$ 21.16	861,596	$ 21.16
$23.00	25.70	753,362	3.40	$ 25.08	722,612	$ 25.15

$25.71	28.85	693,313	4.40	$	26.04	629,114	$	26.04
		6,753,628	5.24	$	15.75	3,695,718	$	19.98

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model based on the following weighted-average assumptions used for grants during 2011, 2010 and 2009:

	Years Ended December 31,		
	2011	2010	2009
Expected term (in years)	6.25	6.75	6.75
Expected stock price volatility	39.76%	36.03%	31.28%
Risk-free interest rate	2.43%	2.70%	2.32%
Expected dividend yield	2.42%	2.42%	2.93%

Expected term is estimated using the simplified method, which takes into account vesting and contractual term. The simplified method is being used to calculate expected term instead of historical experience due to a lack of relevant historical data resulting from changes in option vesting schedules and changes in the pool of employees receiving option grants. Expected stock price volatility is based on the historical volatility from traded shares of our stock over the expected term. The risk-free interest rate is based on the rate of a zero-coupon U.S. Treasury instrument with a remaining term approximately equal to the expected term. Expected dividend yield is based on historical stock price movement and anticipated future annual dividends over the expected term. Future annual dividends over the expected term are estimated to range between $0.32 and $0.42 per share, with a weighted-average annual dividend of $0.37 per share.

The weighted-average fair value of options granted during 2011, 2010 and 2009 was $3.85, $3.70 and $1.51, respectively. As of December 31, 2011, there was $5.9 million of total unrecognized compensation cost related to unvested stock options. This cost is expected to be recognized over a weighted average period of approximately 2.7 years.

Non-vested Shares

All non-vested shares have been granted under the 2005 Plan. In general, all non-vested shares granted prior to 2011 vest 100% on the third anniversary of their date of grant. 238,666 of the non-vested shares granted in 2011 vest in three equal increments on the first, second and third anniversaries of their date of grant. The remaining 61,558 non-vested shares granted in 2011 vest 100% on the third anniversary of their date of grant. Non-vested shares granted under the 2005 Plan also vest upon a change of control.

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The following summarizes all non-vested share activity during 2011, 2010 and 2009:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Non-vested shares outstanding at December 31, 2008	180,386	$ 22.88
Granted	54,668	6.04
Vested	(65,232)	25.82
Forfeited	(16,082)	21.50
Non-vested shares outstanding at December 31, 2009	153,740	$ 15.76
Granted	85,747	11.93
Vested	(48,201)	24.79
Forfeited	(10,000)	24.86
Non-vested shares outstanding at December 31, 2010	181,286	$ 11.05
Granted	300,224	12.31
Vested	(53,671)	15.04
Forfeited	(8,499)	11.95
Non-vested shares outstanding at December 31, 2011	419,340	$ 11.42

The fair value of each non-vested share is estimated on the date of grant as the closing market price of our common stock on the date of grant. As of December 31, 2011, there was $2.9 million of total unrecognized compensation cost related to non-vested shares. This cost is expected to be recognized over a weighted average period of approximately 1.97 years.

Performance Stock Units

All performance stock units have been granted under the 2005 Plan. Performance stock units are a form of share-based awards similar to non-vested shares, except that the number of shares ultimately issued is based on our performance against specific performance goals over a three-year period. At the end of the performance period, the number of shares of stock issued will be determined by adjusting upward or downward from the maximum in a range between 0% and 100%. Upon a change of control, outstanding performance stock units will be paid out at the 100% level.

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The following summarizes all performance stock unit activity during 2011, 2010 and 2009:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Performance stock units outstanding at December 31, 2008	105,350	$ 22.44
Granted	0	0
Issued	0	0
Forfeited	(47,900)	24.01
Performance stock units outstanding at December 31, 2009	57,450	$ 20.52
Granted	0	0
Issued	0	0
Forfeited	(33,200)	24.56
Performance stock units outstanding at December 31, 2010	24,250	$ 14.98
Granted	188,800	11.34
Issued	(19,200)	11.34
Forfeited	(24,250)	14.98
Performance stock units outstanding at December 31, 2011	169,600	$ 11.34

The fair value of each performance stock unit is estimated on the date of grant as the closing market price of our common stock on the date of grant, minus the present value of anticipated dividend payments. Periodic compensation expense is based on the current estimate of future performance against specific performance goals over a three-year period and is adjusted up or down based on those estimates.

Employee Stock Purchase Plan

In March of 2009, we terminated the 1994 Employee Stock Purchase Plan, a stockholder approved plan that previously provided for a total of 6.0 million shares to be sold to participating employees at 85% of the fair market value at specified quarterly investment dates. In January of 2009, we issued 0.1 million shares under this plan at an average price of $5.75 per share. No shares were issued under this employee stock purchase plan subsequent to January of 2009.

Note K Commitments and Contingencies

At December 31, 2011, we had letters of credit in the amount of $10.9 million. No amounts were drawn against these letters of credit at December 31, 2011. These letters of credit exist to support insurance programs relating to workers compensation, automobile and general liability, as well as a real estate obligation.

On January 25, 2010, Harte-Hanks Shoppers, Inc. (Shoppers), a California corporation and a subsidiary of Harte-Hanks, Inc. (Harte-Hanks), reached an agreement in principle with Shoppers employee Frank Gattuso and former employee Ernest Sigala, individually and on behalf of a certified class, to settle and resolve a previously disclosed class action lawsuit filed in 2001 (*Frank Gattuso et al. v. Harte-Hanks Inc. et al.,* as further described below). During the fourth quarter of 2009 we accrued the full $7.0 million associated with this agreement. This agreement in principle was reduced to a class settlement agreement executed by the parties, and received final approval from the court on May 26, 2011. Pursuant to the settlement agreement, Shoppers established a class settlement fund of $7.0 million. In return, each member of the class, including Gattuso and Sigala, released all claims against Shoppers and its affiliates that in any way arose from or related to the matters which were the subject of, or could have been the subject of, the claims alleged in the class action lawsuit. Payments under the class settlement agreement from the class settlement fund concluded in August 2011, and at that time $1.3 million of unclaimed funds reverted back to Shoppers.

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We are also currently subject to various other legal proceedings in the course of conducting our businesses and, from time to time, we may become involved in additional claims and lawsuits incidental to our businesses. In the opinion of management, after consultation with counsel, none of these matters is currently considered to be reasonably possible of resulting in a material adverse effect on our consolidated financial position or results of operations. Nevertheless, we cannot predict the impact of future developments affecting our pending or future claims and lawsuits and any resolution of a claim or lawsuit within a particular fiscal quarter may adversely impact our results of operations for that quarter. We expense legal costs as incurred, and all recorded legal liabilities are adjusted as required as better information becomes available to us. The factors we consider when recording an accrual for contingencies include, among others: (i) the opinions and views of our legal counsel; (ii) our previous experience; and (iii) the decision of our management as to how we intend to respond to the complaints.

Note L Leases

We lease certain real estate and equipment under numerous lease agreements, most of which contain some renewal options. The total rent expense applicable to operating leases was $21.4 million, $23.5 million and $27.9 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Step rent provisions and escalation clauses, capital improvement funding, rent holidays and other lease concessions are taken into account in computing minimum lease payments. We recognize the minimum lease payments on a straight-line basis over the minimum lease term.

The future minimum rental commitments for all non-cancelable operating leases with terms in excess of one year as of December 31, 2011 are as follows:

In thousands	
2012	$ 16,846
2013	12,446
2014	7,973
2015	4,757
2016	2,706
After 2016	4,066
	$ 48,794

We also lease certain equipment and software under capital leases. Our capital lease obligations at year-end were as follows:

	December 31,	
In thousands	**2011**	**2010**
Current portion of capital leases	$ 402	$ 577
Long-term portion of capital leases	305	619
Total capital lease obligations	$ 707	$ 1,196

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The future minimum lease payments for all capital leases operating as of December 31, 2011 are as follows:

In thousands	
2012	$ 402
2013	222
2014	61
2015	22
2016	0
After 2016	0
	$ 707

Note M   Selected Quarterly Data (Unaudited)

In thousands, except per share amounts	**2011 Quarter Ended**				**2010 Quarter Ended**			
	December 31	**September 30**	**June 30**	**March 31**	**December 31**	**September 30**	**June 30**	**March 31**
Revenues	$ 224,624	$ 212,788	$ 213,047	$ 200,306	$ 235,993	$ 216,745	$ 207,609	$ 200,179
Operating income	23,826	20,715	16,546	14,319	25,109	25,055	22,573	18,316
Net income	14,728	12,128	9,425	7,917	15,604	13,815	13,416	10,769
Basic earnings per share	$ 0.23	$ 0.19	$ 0.15	$ 0.12	$ 0.25	$ 0.22	$ 0.21	$ 0.17
Diluted earnings per share	$ 0.23	$ 0.19	$ 0.15	$ 0.12	$ 0.24	$ 0.22	$ 0.21	$ 0.17

Earnings per common share amounts are computed independently for each of the quarters presented. Therefore, the sum of the quarterly earnings per share amounts may not equal the annual earnings per share.

Note N   Earnings Per Share

Basic earnings per share is computed on the basis of the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and non-vested shares.

A reconciliation of basic and diluted earnings per share (EPS) is as follows:

In thousands, except per share amounts	**Year Ended December 31,**		
	2011	**2010**	**2009**
Basic EPS			
Net income	$ 44,198	$ 53,604	$ 47,715
Weighted-average common shares outstanding used in earnings per share computations	63,173	63,616	63,557
Earnings per share	$ 0.70	$ 0.84	$ 0.75
Diluted EPS			
Net income	$ 44,198	$ 53,604	$ 47,715
Shares used in diluted earnings per share computations	63,552	64,139	63,885
Earnings per share	$ 0.70	$ 0.84	$ 0.75

Computation of Shares Used in Earnings Per Share Computations			
Weighted-average common shares outstanding	63,173	63,616	63,557
Weighted-average common equivalent shares dilutive effect of options and non-vested shares	379	523	328
Shares used in diluted earnings per share computations	63,552	64,139	63,885

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For the purpose of calculating the shares used in the diluted EPS calculations, 5.4 million, 6.0 million and 5.3 million anti-dilutive options have been excluded from the EPS calculations for the years ended December 31, 2011, 2010 and 2009, respectively.

Note O Business Segments

We are a worldwide direct and targeted marketing company with operations in two segments Direct Marketing and Shoppers.

Harte-Hanks Direct Marketing uses various capabilities and technologies to enable our clients to capture, analyze and disseminate customer and prospect data across all points of customer contact. Direct Marketing services are targeted to specific industries or markets with services and software products tailored to each industry or market. Currently, our Direct Marketing business services various vertical markets including retail, high-tech/telecom, financial services, pharmaceutical/healthcare, and a wide range of selected markets. We believe that we are generally able to provide services to new industries and markets by modifying our services and applications as opportunities are presented. Depending on the needs of our clients, our Direct Marketing capabilities are provided in an integrated approach through more than 30 facilities worldwide, more than 10 of which are located outside of the United States. Each of these centers possesses some specialization and is linked with others to support the needs of our clients.

Harte-Hanks Shoppers is North America s largest owner, operator and distributor of shopper publications, based on weekly circulation and revenues. Shoppers are weekly advertising publications delivered free by Standard Mail to households and businesses in a particular geographic area. Shoppers offer advertisers a targeted, cost-effective local advertising system, with virtually 100% penetration in their area of distribution. Shoppers are particularly effective in large markets with high media fragmentation in which major metropolitan newspapers generally have low penetration. Our Shoppers segment also provides advertising and other services online through our websites, *PennySaverUSA.com* and *TheFlyer.com*. Our Shoppers clients range from large national companies to local neighborhood businesses to individuals with a single item for sale. The segment s core clients are local service businesses and small retailers. Shoppers client base is entirely domestic. At December 31, 2011, our Shoppers publications were zoned into approximately 950 separate editions with total circulation of approximately 11.2 million shopper packages in California and Florida each week.

Included in Corporate Activities are general corporate expenses. Assets of Corporate Activities primarily include unallocated cash, investments and deferred income taxes.

Information about our operations in different business segments is set forth below based on the nature of the products and services offered. We evaluate performance based on several factors, of which the primary financial measures are segment revenues and operating income. The accounting policies of the business segments are the same as those described in Note A, *Significant Accounting Policies*.

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In thousands	Year Ended December 31, 2011	2010	2009
Revenues			
Direct Marketing	$ 614,270	$ 601,283	$ 585,988
Shoppers	236,495	259,243	274,155
Total revenues	$ 850,765	$ 860,526	$ 860,143
Operating income			
Direct Marketing	$ 83,490	$ 86,748	$ 95,812
Shoppers	3,147	15,602	(1,354)
Corporate Activities	(11,231)	(11,297)	(12,028)
Total operating income	$ 75,406	$ 91,053	$ 82,430
Income before income taxes			
Operating income	$ 75,406	$ 91,053	$ 82,430
Interest expense	(3,184)	(2,824)	(8,150)
Interest income	249	200	182
Other, net	1,502	(2,102)	(2,520)
Income before income taxes	$ 73,973	$ 86,327	$ 71,942
Depreciation			
Direct Marketing	$ 15,195	$ 16,792	$ 20,489
Shoppers	5,201	5,632	7,750
Corporate Activities	18	13	26
Total depreciation	$ 20,414	$ 22,437	$ 28,265
Other intangible amortization			
Direct Marketing	$ 229	$ 290	$ 716
Shoppers	570	700	996
Total intangible amortization	$ 799	$ 990	$ 1,712
Capital expenditures			
Direct Marketing	$ 19,378	$ 15,992	$ 7,475
Shoppers	1,644	1,388	1,536
Corporate Activities	12	69	0
Total capital expenditures	$ 21,034	$ 17,449	$ 9,011

In thousands	December 31, 2011	2010
Total assets		
Direct Marketing	$ 674,776	$ 603,788
Shoppers	169,868	235,408

Corporate Activities	87,870	87,684
Total assets	$ 932,514	$ 926,880

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Information about the operations in different geographic areas:

	Year Ended December 31,		
In thousands	**2011**	**2010**	**2009**
Revenues [a]			
United States	$ 759,876	$ 768,011	$ 772,314
Other countries	90,889	92,515	87,829
Total revenues	$ 850,765	$ 860,526	$ 860,143

	December 31,	
In thousands	**2011**	**2010**
Property, plant and equipment [b]		
United States	$ 65,229	$ 65,764
Other countries	6,354	6,895
Total long-lived assets	$ 71,583	$ 72,659

a Geographic revenues are based on the location of the service being performed.
b Property, plant and equipment are based on physical location.

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INDEX TO EXHIBITS

We are incorporating certain exhibits listed below by reference to other Harte-Hanks filings with the Securities and Exchange Commission, which we have identified in parentheses after each applicable exhibit.

Exhibit No.	Description of Exhibit
Charter Documents	
3(a)	Amended and Restated Certificate of Incorporation as amended through May 5, 1998 (filed as Exhibit 3(e) to the Company s Form 10-Q for the six months ended June 30, 1998).
3(b)	Third Amended and Restated Bylaws (filed as Exhibit 3.1 to the Company s Form 8-K dated December 6, 2010).
Credit Agreements	
10.1(a)	Term Loan Agreement by and between Harte-Hanks, Inc. and Wells Fargo Bank, N.A, as administrative agent, dated March 7, 2008 (filed as Exhibit 10.1 to the Company s Form 8-K dated March 7, 2008).
10.1(b)	Revolving Credit Agreement dated as of August 12, 2010 between Harte-Hanks, Inc., each lender from time to time party hereto, and Bank of America, N. A., as Administrative Agent (filed as Exhibit 10.1 to the Company s Form 8-K, dated August 12, 2010).
10.1(c)	First Amendment to Term Loan Agreement dated as of August 12, 2010 between Harte-Hanks, Inc., and Wells Fargo Bank, N. A., as Administrative Agent (filed as Exhibit 10.2 to the Company s Form 8-K, dated August 12, 2010).
10.1(d)	Term Loan Agreement dated as of August 16, 2011 between Harte-Hanks, Inc., each lender from time to time party thereto, and Bank of America, N. A., as administrative agent (filed as Exhibit 10.1 to the Company s Form 8-K, dated August 16, 2011).
10.1(e)	First Amendment to Revolving Credit Agreement dated as of August 16, 2011 Between Harte-Hanks, Inc., each lender from time to time party thereto, and Bank of America, N. A., as administrative agent (filed as Exhibit 10.2 to the Company s Form 8-K, dated August 16, 2011).
10.1(f)	Second Amendment to Term Loan Agreement dated as of August 16, 2011 Between Harte-Hanks, Inc., each lender from time to time party thereto and Wells Fargo Bank, N.A., as administrative agent (filed as Exhibit 10.3 to the Company s Form 8-K, dated August 16, 2011).
Management and Director Compensatory Plans and Forms of Award Agreements	
10.2(a)	Harte-Hanks, Inc. Restoration Pension Plan (As Amended and Restated Effective January 1, 2008) (filed as Exhibit 10.1 to the Company s Form 8-K dated June 27, 2008).

10.2(b)	Harte-Hanks, Inc. Deferred Compensation Plan (As Amended and Restated Effective January 1, 2008) (filed as Exhibit 10.3 to the Company s Form 10-K dated June 27, 2008).
10.2(c)	Harte-Hanks Communications, Inc. 1996 Incentive Compensation Plan (filed as Exhibit 10(p) to the Company s Form 10-Q for the six months ended June 30, 1996).
10.2(d)	Harte-Hanks, Inc. Amended and Restated 1991 Stock Option Plan (filed as Exhibit 10(g) to the Company s Form 10-Q for the six months ended June 30, 1998).
10.2(e)	Form of Non Qualified Stock Option Agreement for employees granted under the Amended and Restated 1991 Stock Option Plan (filed as Exhibit 10(i) to the Company s Form 10-K for the year ended December 31, 2005).
10.2(f)	Form of Non Qualified Stock Option Agreement for directors granted Under the Amended and Restated 1991 Stock Option Plan (filed as Exhibit 10(j) to the Company s Form 10-K for the year ended December 31, 2005).
10.2(g)	Harte-Hanks, Inc. 2005 Omnibus Incentive Plan (As Amended and Restated Effective February 13, 2009) (filed as Exhibit 10.1 to the Company s Form 8-K dated February 13, 2009).
10.2(h)	Amendment to Harte-Hanks, Inc. 2005 Omnibus Incentive Plan, dated as of May 12, 2009 (incorporated by reference to Exhibit 4.4 to Harte-Hanks Registration Statement on Form S-8, filed on May 12, 2009).
*10.2(i)	Form of 2005 Omnibus Incentive Plan Non-Qualified Stock Option Agreement.
*10.2(j)	Form of 2005 Omnibus Incentive Plan Bonus Stock Agreement.
*10.2(k)	Form of 2005 Omnibus Incentive Plan Restricted Stock Award Agreement.
*10.2(l)	Form of 2005 Omnibus Incentive Plan Performance Unit Award Agreement.
10.2(m)	Summary of Non-Employee Directors Compensation (filed as Exhibit 10.1(q) to the Company s Form 10-K for the fiscal year ended December 31, 2008).

Executive Officer Employment and Separation Agreements

10.3(a)	Transition and Consulting Agreement, dated as of August 29, 2007, by and between the Company and Richard Hochhauser (filed as Exhibit 10.1 to the Company s Form 8-K dated August 29, 2007).
10.3(b)	Form of Change of Control Severance Agreement between the Company and its Corporate Officers (filed as Exhibit 10.1 to the Company s Form 8-K, dated March 15, 2011).
10.3(c)	Form of Employment Restrictions Agreement signed by the Corporate Officers of the Company (filed as Exhibit 10.3 to the Company s Form 8-K dated March 15, 2011).

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10.3(d)	Transition Agreement, dated as of December 15, 2008, by and between the Company and Dean Blythe (filed as Exhibit 10.1 to the Company s Form 8-K dated December 15, 2008).
10.3(e)	Transition and Consulting Agreement, dated as of July 25, 2011, Between the Company and Peter E. Gorman (filed as Exhibit 10.1 to the Company s Form 8-K dated July 26, 2011).

Other Exhibits

*21	Subsidiaries of the Company.
*23	Consent of KPMG LLP.
*31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
*32.1	Furnished Certification of Chief Executive Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
*32.2	Furnished Certification of Chief Financial Officer pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed or furnished herewith, as applicable