

MedQuist Holdings Inc.  
Form 424B3  
February 03, 2011

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**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-170003**

**MedQuist Holdings Inc.  
(formerly CBaySystems Holdings Limited)**

**Offer to Exchange**

**Up to 6,688,648 shares of MedQuist Holdings Inc. common stock for any and all issued  
and outstanding shares of MedQuist Inc. common stock**

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and in the related letter of transmittal, or the exchange offer, shares of MedQuist Holdings Inc. common stock, par value \$0.10 per share, or our common stock, for properly tendered and accepted shares of MedQuist Inc. common stock. For each share of MedQuist Inc. common stock that we accept for exchange in accordance with the terms of the exchange offer, we will issue one share of our common stock. We refer to the number of shares of our common stock we will issue for each share of MedQuist Inc. common stock we accept in the exchange offer as the exchange ratio.

The table below sets forth certain information regarding the MedQuist Inc. common stock that is the subject of the exchange offer.

CUSIP	TITLE OF SECURITY	EXCHANGE OFFER CONSIDERATION PER SHARE	
		SHARES OF OUR COMMON STOCK <sup>(1)</sup>	EXCHANGE VALUE <sup>(1)</sup>
584949101	MedQuist Inc. common stock	One	\$ 11.00

<sup>(1)</sup> The exchange value is equal to the number of shares of our common stock offered per share of MedQuist Inc. common stock multiplied by the midpoint of the price range for our common stock in our proposed U.S. initial public offering of common stock described below.

We expect that the initial public offering price of our common stock in our proposed U.S. initial public offering will be between \$10.00 and \$12.00 per share. We have applied to list our shares on The NASDAQ Global Market under the symbol MEDH.

Because the number of shares of our common stock to be issued in the exchange offer is fixed, changes in the trading prices of our common stock will result in the market value of our common stock you receive in exchange for tendering your shares being different than the value reflected in the table above.

Our shares were formerly listed on the Alternative Investment Market of the London Stock Exchange, or AIM. However, we have delisted from AIM and January 27, 2011 was the last day on which our shares traded on AIM. The closing price of our shares on AIM on December 24, 2010, the date on which we announced our intention to delist, was £6.08, equivalent to \$9.36 per share based on the Federal Reserve noon buying rate of \$1.54 to £1.00 in effect on

December 24, 2010. See [Market Price Information for Our Shares](#) herein.

The exchange offer will expire at 5:00 p.m., New York City time, on March 4, 2011, or the expiration date, unless extended or earlier terminated by us. You must validly tender your shares of MedQuist Inc. common stock for exchange in the exchange offer on or prior to the expiration date to receive the exchange offer consideration. You should carefully review the procedures for tendering shares of MedQuist Inc. common stock beginning on page 140 of this prospectus. You may withdraw shares of MedQuist Inc. common stock tendered in the exchange offer at any time prior to the expiration date. There will be no record date for determining holders of MedQuist Inc. common stock entitled to participate in the exchange.

The exchange offer is subject to a number of conditions that must be satisfied or waived by us. These conditions include our redomiciliation (as defined herein) as a Delaware corporation, the completion of our proposed U.S. initial public offering and the consummation of the private exchange (as defined herein). The exchange offer is not conditioned on any minimum number of MedQuist Inc. common stock being tendered.

**We urge you to carefully read the [Risk Factors](#) section of this prospectus beginning on page 25 before you make any decision regarding the exchange offer.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The Dealer Manager for the exchange offer is:  
MACQUARIE CAPITAL**

**The Information Agent for the Tender Offer is:**

105 Madison Avenue  
New York, New York 10016  
(212) 929-5500 (Call Collect)  
or  
(800) 322-2885 (Toll Free)  
tenderoffer@mackenziepartners.com (E-Mail Address)  
www.mackenziepartners.com (Website)

**Exchange Agent for the exchange offer is:  
American Stock Transfer & Trust Company LLC**

Prospectus dated February 3, 2011.

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This prospectus incorporates important business and financial information about MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) that is not included in or delivered with this document and is included as an exhibit to the registration statement of which this prospectus is a part. You may obtain copies of these documents, without charge, upon written or oral request to our Information Agent, MacKenzie Partners, Inc., collect at (212) 929-5500 or toll-free at (800) 322-2885. To obtain timely delivery of copies of these documents, you should request them no later than five business days prior to the expiration of this offer. Unless this offer is extended, the latest you should request copies of these documents is February 24, 2011.

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**About This Prospectus**

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission, or the SEC, and we will not consummate the exchange offer until the SEC has declared the registration statement effective. You should read this prospectus, including the annex, together with the registration statement, the exhibits thereto and the additional information described under the heading **Where You Can Find More Information**.

**None of MedQuist Holdings Inc., the Dealer Manager, the Exchange Agent or the Information Agent have authorized any person (including any dealer, salesperson or broker) to provide you with any information or to make any representation than as contained in this prospectus. MedQuist Holdings Inc. and the Dealer Manager do not take any responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. The information included in this prospectus is accurate as of the date of this prospectus. You should not assume that the information included in this prospectus is accurate as of any other date.**

The exchange offer is being made on the basis of this prospectus and the letter of transmittal and is subject to the terms described in this prospectus and the letter of transmittal. This prospectus does not constitute an offer to participate in the exchange offer to any person in any jurisdiction in which it would be unlawful to make such exchange offers. Any decision to participate in the exchange offer must be based on the information included in this prospectus. In making an investment decision, prospective investors must rely on their own examination of MedQuist Holdings Inc. and the terms of the exchange offer, including the merits and risks involved. Investors should not construe anything in this prospectus and the letter of transmittal as legal, investment, business or tax advice. Each investor should consult its advisors as needed to make its investment decision and to determine whether it is legally permitted to participate in the exchange offer under applicable laws or regulations.

This prospectus contains summaries believed to be accurate with respect to certain documents, but reference is made to the actual documents themselves for complete information. All such summaries are qualified in their entirety by such reference. Copies of documents referred to in this prospectus will be made available to holders in the exchange offer at no cost. See **Where You Can Find More Information**.

You should not rely on or assume the accuracy of any representation or warranty in any agreement that we have filed as an exhibit to any document that we have publicly filed or that we may otherwise publicly file in the future because such representation or warranty may be subject to exceptions and qualifications contained in separate disclosure schedules, may have been included in such agreement for the purpose of allocating risk between the parties to the particular transaction, and may no longer continue to be true as of any given date.

References in this prospectus to **dollars** or **\$** are to the currency of the United States and references to **£**, **pound** or **pence** are to the currency of the United Kingdom. There are 100 pence to each pound.

Except where otherwise indicated, reference in this prospectus to **volume** or **volumes** are to lines of text edited or transcribed by our medical transcriptionists, or MTs, and medical editors, or MEs.

On January 27, 2011, we changed our name from CBaySystems Holdings Limited to MedQuist Holdings Inc. and redomiciled from a British Virgin Islands company to a Delaware corporation, or our redomiciliation. In connection with our redomiciliation, we adjusted the number of our shares outstanding through a reverse share split pursuant to which every 4.5 shares of our common stock outstanding prior to our redomiciliation was converted into one share of our common stock upon our redomiciliation. We refer to this herein as the conversion. Our redomiciliation and the conversion resulted in no change to our stockholders' relative ownership interests in us. Unless otherwise noted, all

information regarding shares of our common stock and all per share information presented herein give effect to the conversion.

The industry and market data and other statistical information used throughout this prospectus are based on independent industry publications, government publications, reports by market research firms or other published independent sources that we believe to be reliable.

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*These answers to questions that you may have as a holder of MedQuist Inc. common stock are highlights of selected information included elsewhere in this prospectus. To fully understand the exchange offer and the other considerations that may be important to your decision about whether to participate in it, you should carefully read this prospectus in its entirety, including the section entitled Risk Factors and our financial statements and related notes.*

**Why are we making the exchange offer?**

We are making this offer to acquire full ownership of our majority-owned subsidiary MedQuist Inc. We believe that if we acquire full ownership of MedQuist Inc. it will simplify our capital structure, achieve greater integration between us and MedQuist Inc., and reduce costs and eliminate potential conflicts of interests between us and MedQuist Inc.

**What shares of stock are being sought in the exchange offer?**

We are offering to exchange, upon the terms and subject to the conditions set forth in this prospectus and in the related letter of transmittal, properly tendered and accepted shares of MedQuist Inc. common stock, or MedQuist Inc. common stock, for shares of our common stock.

**What will you receive in the exchange offer if you tender your shares of MedQuist Inc. common stock and they are accepted?**

For each share of MedQuist Inc. common stock tendered and accepted for exchange we are offering the exchange offer consideration, or the exchange offer consideration, set forth in the table below.

CUSIP	Title of security	Exchange offer consideration per share	
		Our common stock <sup>(1)</sup>	Exchange value <sup>(1)</sup>
584949101	MedQuist Inc. common stock	One	\$ 11.00

<sup>(1)</sup> The exchange value is equal to the number of shares of our common stock offered per share of MedQuist Inc. common stock multiplied by the midpoint of the price range for our common stock in our proposed U.S. initial public offering of common stock described below.

We expect that the initial public offering price of our common stock in our proposed U.S. initial public offering will be between \$10.00 and \$12.00 per share. We have applied to list our shares on The NASDAQ Global Market under the symbol MEDH.

Because the number of shares of our common stock to be issued in the exchange offer is fixed, changes in the trading prices of our common stock will result in the market value of our common stock you receive in exchange for tendering your shares being different than the value reflected in the table above.

Our shares were formerly listed on the Alternative Investment Market of the London Stock Exchange, or AIM. However, we have delisted from AIM and January 27, 2011 was the last day on which our shares traded on AIM. The closing price of our shares on AIM on December 24, 2010, the date on which we announced our intention to delist, was £6.08, equivalent to \$9.36 per share based on the Federal Reserve noon buying rate of \$1.54 to £1.00 in effect on December 24, 2010. See [Market Price Information for Our Shares](#) herein.

Your right to receive the exchange offer consideration in the exchange offer is subject to all of the conditions set forth in this prospectus and the related letter of transmittal. These conditions include the completion of our proposed U.S. initial public offering, the listing of our common stock on The NASDAQ Global Market and the consummation of the private exchange.

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**How many shares of our common stock will you receive for each share of MedQuist Inc. common stock that you tender in the exchange offer?**

You will receive one share of our common stock for each share of MedQuist Inc. common stock that you validly tender in this exchange offer that is accepted by us. We sometimes refer to this number in this document as the exchange ratio. Shares of our common stock issued in this exchange offer will be issued in book-entry form.

**Do you have a choice in whether to tender your MedQuist Inc. common stock?**

Yes. You are not required to tender your MedQuist Inc. common stock pursuant to this prospectus. All rights and obligations under the certificate of incorporation pursuant to which MedQuist Inc. common stock was issued will continue with respect to the MedQuist Inc. common stock that remains outstanding after the expiration date.

**What happens if you choose not to take part in this exchange offer?**

You will retain the same rights, obligations and interests which you presently have with respect to your ownership of the MedQuist Inc. common stock. However, depending on the number of shares of MedQuist Inc. common stock tendered in the exchange offer, the MedQuist Inc. common stock may be de-listed from The NASDAQ Global Market, which may adversely affect the liquidity and value of any shares of MedQuist Inc. common stock held by investors.

**Will our common stock to be issued in the exchange offer be listed for trading?**

Yes. We have applied to list shares of our common stock to be issued in the exchange offer on The NASDAQ Global Market under the symbol MEDH. The approval of our application to list our common stock on The NASDAQ Global Market is a condition for the consummation of the exchange offer. We have delisted our common stock from AIM and January 27, 2011 was the last day on which our shares traded on AIM. For more information regarding the market for our common stock, see the section of this prospectus entitled Comparative Market Price and Dividend Information.

**Will the MedQuist Inc. common stock continue to be listed on The NASDAQ Global Market if the offer is consummated?**

Depending on the number of shares of MedQuist Inc. common stock tendered in the exchange offer, the MedQuist Inc. common stock may be delisted from The NASDAQ Global Market, which may adversely affect the liquidity and value of any shares of MedQuist Inc. common stock held by investors following the completion of the exchange offer. If the MedQuist Inc. common stock is delisted from The NASDAQ Global Market, it is possible that it will trade in the over-the-counter market; however, that market may have less liquidity, which may adversely affect the value of any shares of MedQuist Inc. common stock that remain outstanding following the completion of the exchange offer.

**Will MedQuist Inc. deregister under the Securities Exchange Act of 1934, as amended, or the Exchange Act following the exchange offer?**

It is our intent to have MedQuist Inc. become our wholly-owned subsidiary. Whether MedQuist Inc. deregisters under the Exchange Act and ceases being a separate SEC reporting company will depend on, among other factors, the number of remaining holders of MedQuist Inc. common stock. If there are less than 300 holders of MedQuist Inc. common stock following the completion of the exchange offer, we may elect to deregister MedQuist Inc.'s common stock under the Exchange Act.



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**What happens if we do not gain 100% ownership of MedQuist Inc. through the exchange offer?**

If we do not gain 100% ownership of MedQuist Inc. through the exchange offer, there can be no assurance that we will engage in any future transaction that will result in our acquisition of MedQuist Inc. shares. If we decide to engage in any such transaction, there can be no assurance regarding the timing or terms thereof. See Risk Factors-We may not own 100% of the stock of certain of our subsidiaries.

**What are the potential benefits of this exchange offer to holders of MedQuist Inc. common stock?**

We believe the completion of the exchange offer would enable MedQuist Inc. and us to create a simpler, unified capital structure in which equity investors would participate in the equity of MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) and MedQuist Inc. through ownership at the MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) level.

We believe that unifying public stockholders at a single level could lead to greater liquidity for investors, particularly for the former holders of MedQuist Inc. common stock, due to the increased combined public float.

Additionally, the unified capital structure that would result from the exchange offer would facilitate the investment and transfer of funds between MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) and MedQuist Inc. and our respective subsidiaries, thereby facilitating more efficient uses of our consolidated financial resources.

**May you tender only a portion of the MedQuist Inc. common stock that you hold?**

Yes. You do not have to tender all of your MedQuist Inc. common stock to participate in the exchange offer. You may choose to tender in the exchange offer all or any portion of the MedQuist Inc. common stock that you hold.

**How does the amount of consideration that you will receive if you validly tender shares of MedQuist Inc. common stock in the exchange offer compare to amounts that you would otherwise receive if you do not tender?**

Should you decide to not participate in this offer, we make no assurance that you will be entitled to any future consideration from us for your shares of MedQuist Inc. common stock. Any value received from any sale of your shares of MedQuist Inc. common stock will depend on such factors as the market prices and the level of demand for the MedQuist Inc. common stock.

**Has MedQuist Inc. made a recommendation regarding the exchange offer?**

MedQuist Inc. will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC conveying to MedQuist Inc. shareholders the recommendation of the Audit Committee of the MedQuist Inc. board of directors, consisting of directors unaffiliated with us, on behalf of MedQuist Inc.'s board, that MedQuist Inc. shareholders tender their MedQuist Inc. shares in the exchange offer. Once filed, the MedQuist Inc. Schedule 14D-9 will be mailed to MedQuist Inc. shareholders. MedQuist Inc. shareholders are urged to read the MedQuist Inc. Schedule 14D-9 because it will contain important information. The MedQuist Inc. Schedule 14D-9 will be available free of charge at the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov).

**When does the exchange offer expire?**

Unless earlier terminated by us, the exchange offer will expire at 5:00 p.m., New York City time, on March 4, 2011, or at such other time if this date is extended by us. MedQuist Inc. common stock tendered may be validly withdrawn

at any time before the expiration date, but not thereafter. If a broker, dealer, commercial bank, trust company or other nominee holds your MedQuist Inc. common stock, such nominee may have an earlier deadline for accepting the exchange offer. You should promptly contact the broker, dealer, commercial bank, trust company or other nominee that holds your MedQuist Inc. common stock to determine its deadline.

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### **What are the conditions to the exchange offer?**

The exchange offer is conditioned upon the closing conditions described in The Exchange Offer Conditions of the Exchange Offer. These conditions include the completion of our proposed U.S. initial public offering, the listing of our common stock on The NASDAQ Global Market and the consummation of the private exchange. The exchange offer is not conditioned upon any minimum number of shares of MedQuist Inc. common stock being tendered. We may waive certain conditions of the exchange offer described in this prospectus prior to the expiration date. If any of the conditions are not satisfied or waived, we will not complete the exchange offer.

### **Under what circumstances can the exchange offer be extended, amended or terminated?**

We reserve the right to extend the exchange offer for any reason or no reason at all. We also expressly reserve the right, at any time or from time to time, to amend the terms of the exchange offer in any respect prior to the expiration date. Further, we may be required by law to extend the exchange offer if we make a material change in the terms of the exchange offer or in the information contained in this prospectus or waive a material condition to the exchange offer. During any extension of the exchange offer, MedQuist Inc. common stock that was previously tendered and not validly withdrawn will remain subject to the exchange offer. We reserve the right, in our sole and absolute discretion, but subject to applicable law, to terminate the exchange offer at any time prior to the expiration date if any condition to the exchange offer is not met. If the exchange offer is terminated, no shares of MedQuist Inc. common stock will be accepted for purchase, and any shares of MedQuist Inc. common stock that have been tendered will be promptly returned to the holder. For more information regarding our right to extend, amend or terminate the exchange offer, see The Exchange Offer Expiration date; extensions; termination; amendment.

### **How will you be notified if the exchange offer is extended, amended or terminated?**

If the exchange offer is extended, amended or terminated, we will promptly make a public announcement thereof. For more information regarding notification of extensions, amendments or the termination of the exchange offer, see The Exchange Offer Expiration date; extensions; termination; amendment.

### **How do you tender shares of MedQuist Inc. common stock in the exchange offer?**

Certain shares of MedQuist Inc. common stock were issued in book-entry form, and are all currently represented by one or more global certificates held for the account of the Depository Trust Company, or DTC. If your securities are book entry securities, you may tender your shares of MedQuist Inc. common stock by transferring them through DTC's Automated Tender Offer Program, or ATOP, or following the other procedures described under The Exchange Offer Procedures for tendering.

If your interest as a holder of MedQuist Inc. common stock is in certificated form, you must deliver to the exchange agent (1) the certificates for the shares of your MedQuist Inc. common stock to be exchanged in the manner specified in the accompanying letter of transmittal and (2) a properly completed letter of transmittal.

If you hold your shares of MedQuist Inc. common stock through a bank, broker or other nominee, in order to validly tender your shares of MedQuist Inc. common stock in the exchange offer, you must follow the instructions provided by your bank, broker, custodian, commercial bank, trust company or other nominee with regard to procedures for tendering, in order to enable your bank, broker, custodian, commercial bank, trust company or other nominee to comply with the procedures described below. Beneficial owners are urged to appropriately instruct their bank, broker, custodian, commercial bank, trust company or other nominee at least five business days prior to the expiration date in order to allow adequate processing time for their instruction.

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In order for a bank, broker, custodian, commercial bank, trust company or other nominee to validly tender your shares of MedQuist Inc. common stock in the exchange offer, such bank, broker, custodian, commercial bank, trust company or other nominee must deliver to the exchange agent an electronic message that will contain:

- n your acknowledgment and agreement to, and agreement to be bound by, the terms of the accompanying letter of transmittal; and

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- n a timely confirmation of book-entry transfer of your shares of MedQuist Inc. common stock into the exchange agent's account.

If you are unable to tender your MedQuist Inc. common stock before 5:00 p.m., New York City time, on March 4, 2011, or such other time if this date is extended by us, you may comply with the guaranteed delivery procedures set forth in The Offer Guaranteed delivery beginning on page 141.

Should you have any questions as to the procedures for tendering your shares of MedQuist Inc. common stock, please call your bank, broker, custodian, trust company or other nominee; or call the information agent.

**What happens to tendered shares of MedQuist Inc. common stock that are not accepted for exchange?**

If your tendered shares of MedQuist Inc. common stock are not accepted for exchange for any reason pursuant to the terms and conditions of the exchange offer, such shares will be returned without expense to you or, in the case of shares of MedQuist Inc. common stock tendered by book-entry transfer, such shares will be credited to an account maintained at DTC, designated by the participant who delivered such shares, in each case, promptly following the expiration date or the termination of the exchange offer.

**If you change your mind, can you withdraw your tender of MedQuist Inc. common stock?**

You may withdraw previously tendered MedQuist Inc. common stock at any time until the exchange offer has expired, unless extended by us. See The Exchange Offer Withdrawal of tenders.

**Will you have to pay any fees or commissions if you tender your MedQuist Inc. common stock?**

Tendering holders are not obligated to pay brokerage fees or commissions to us or to the dealer manager, the information agent or the exchange agent. If your shares of MedQuist Inc. common stock are held through a broker or other nominee who tenders the MedQuist Inc. common stock on your behalf, your broker may charge you a commission for doing so. You should consult with your broker or nominee to determine whether any charges will apply. See The Exchange Offer.

**What risks should you consider in deciding whether or not to tender any or all of your MedQuist Inc. common stock?**

In deciding whether to participate in the exchange offer, you should carefully consider the discussion of risks and uncertainties pertaining to the exchange offer, and those affecting our businesses and an investment in our common stock, described in this section Questions and Answers About the Exchange Offer, and in the section entitled Risk Factors.

**What are the U.S. federal income tax considerations of participating in the exchange offer?**

Please see the section of this prospectus entitled Material United States Federal Income Tax Consequences. You should consult your own tax advisor for a full understanding of the tax considerations of participating in the exchange offer.

**What is the impact of the exchange offer to our earnings per share and capitalization?**

As a result of the exchange of the MedQuist Inc. common stock described herein and assuming a full exchange pursuant to the private exchange, the number of outstanding shares of our common stock will increase, which will

result in dilution of ownership to existing holders of our common stock. However, our share of MedQuist Inc.'s net income will increase as a result of this exchange offer and the private exchange. The incremental impact of this exchange offer and the private exchange on our earnings per share would have been an increase of \$0.05 and \$0.06 per share of our common stock on a pro forma basis, after giving effect to the Spheris Acquisition and the Recapitalization Transactions, for the year ended December 31, 2009 and the nine months ended September 30,

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2010, respectively. Future dividends, if any, on the MedQuist Inc. common stock will not be paid to holders whose MedQuist Inc. common stock has been exchanged.

Assuming a sufficient number of outstanding shares of MedQuist Inc. common stock are validly tendered and accepted and not withdrawn so that we issue all 6.7 million shares of our common stock being offered pursuant to this prospectus, and assuming the issuance of (i) 4.8 million shares pursuant to the private exchange, (ii) 3.5 million shares of our common stock in connection with our proposed U.S. initial public offering, and (iii) 959,355 shares of our stock pursuant to an agreement, the Consulting Services Agreement, we entered into at the time of our acquisition of MedQuist Inc., we would have 51,087,766 shares of our common stock outstanding or 52,216,748 if the underwriters of our U.S. initial public offering exercise their overallotment option.

The impact of the exchange offer will be a reclassification between noncontrolling interests and additional paid in capital with no net impact to stockholders' equity as a result of this exchange. See "The Exchange Offer - Accounting treatment."

### **Do our directors or executive officers beneficially own any shares of MedQuist Inc. common stock?**

As of December 31, 2010, our directors and executive officers beneficially owned 226,166 shares of MedQuist Inc. common stock (all of which are issuable under options that are exercisable within 60 days and which number excludes shares of MedQuist Inc. held directly by CBay Inc.), which constitutes approximately 0.60% of the beneficial ownership of MedQuist Inc. common stock.

### **What percentage of our common stock will current MedQuist Inc. stockholders own after the successful consummation of the exchange offer?**

We anticipate that the completion of the exchange offer will result in the exchange of the outstanding shares of MedQuist Inc.'s common stock that we do not currently own (excluding shares to be acquired in the private exchange) into approximately 13.1% of the shares of our common stock outstanding at the conclusion of the exchange offer. In general, this assumes full acceptance of the exchange offer and that:

- n 44.4 million shares of our common stock are outstanding (including, 3.5 million shares issued in connection with our proposed U.S. initial public offering, 4.8 million shares issued in connection with the private exchange and 959,355 shares issued pursuant to the Consulting Services Agreement) before giving effect to the completion of the exchange offer; and
- n 6.7 million shares of our common stock will be issued in the exchange offer.

### **With whom may you talk if you have questions about the exchange offer?**

If you have questions regarding the procedures for tendering in the exchange offer or require assistance in tendering your MedQuist Inc. common stock, please contact the dealer manager or the exchange agent listed on the back cover of this prospectus. If you would like additional copies of this prospectus, our annual, quarterly, and current reports or proxy statement, please contact the information agent. The contact information for the dealer manager, the exchange agent and the information agent is set forth on the back cover of this prospectus. Holders of MedQuist Inc. common stock may also contact their brokers, dealers, commercial banks, trust companies or other nominees through whom they hold their MedQuist Inc. common stock with questions and requests for assistance.

**IF YOU HOLD YOUR MEDQUIST INC. COMMON STOCK THROUGH A BROKER, DEALER, COMMERCIAL BANK, TRUST COMPANY OR OTHER NOMINEE, YOU SHOULD KEEP IN MIND THAT SUCH ENTITY MAY REQUIRE YOU TO TAKE ACTION WITH RESPECT TO THE EXCHANGE OFFER A**

NUMBER OF DAYS BEFORE THE EXPIRATION DATE IN ORDER FOR SUCH ENTITY TO TENDER MEDQUIST INC. COMMON STOCK ON YOUR BEHALF ON OR PRIOR TO THE EXPIRATION DATE. TENDERS NOT RECEIVED BY THE EXCHANGE AGENT ON OR PRIOR TO THE EXPIRATION DATE WILL BE DISREGARDED AND HAVE NO EFFECT. IF YOUR INTEREST AS A HOLDER OF MEDQUIST INC. COMMON STOCK IS IN CERTIFICATED FORM, YOU MUST DELIVER THE MEDQUIST INC. COMMON STOCK CERTIFICATE TO BE EXCHANGED IN THE MANNER SPECIFIED IN THE ACCOMPANYING LETTER OF TRANSMITTAL AND A PROPERLY COMPLETED LETTER OF TRANSMITTAL.

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**Summary**

*This summary highlights certain information contained elsewhere in this prospectus and may not contain all of the information you should consider before investing in our shares. You should read this summary together with the entire prospectus, including the information presented under the heading Risk Factors, the consolidated financial statements and related notes and the unaudited pro forma condensed combined financial information and related notes appearing elsewhere in this prospectus.*

*Except where the context otherwise requires, or where otherwise indicated, references in this prospectus to we, us, or our are to MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) and its subsidiaries, references to MedQuist Inc. are to MedQuist Inc. and its subsidiaries and references to Spheris are to Spheris Inc. and its subsidiaries for the period prior to April 22, 2010 and to the business we acquired from Spheris Inc. for the period after such date.*

**Overview**

We are a leading provider of integrated clinical documentation solutions for the U.S. healthcare system. Our end-to-end solutions convert physicians' dictation of patient interactions, or the physician narrative, into a high quality and customized electronic record. These solutions integrate technologies and services for voice capture and transmission, automated speech recognition, or ASR, medical transcription and editing, workflow automation, and document management and distribution to deliver a complete managed service for our customers. Our solutions enable hospitals, clinics, and physician practices to improve the quality of clinical data as well as accelerate and automate the documentation process, and we believe our solutions improve physician productivity and satisfaction, enhance revenue cycle performance, and facilitate the adoption and use of electronic health records.

We are the largest provider by revenue of clinical documentation solutions based on the physician narrative in the United States. During the three months ended September 30, 2010, we processed, on an annualized run rate basis, more than 3.4 billion lines of clinical documentation on our platform. The significant majority of lines we process are edited or transcribed by our approximately 14,000 MTs and MEs. Of this volume, for the three months ended September 30, 2010, 67% was processed using ASR technology and 42% was produced offshore. Our size allows us to handle the clinical documentation requirements of many of the largest and most complex healthcare delivery networks in the United States, provides us with economies of scale, and enables us to devote significantly more resources to enhancing our solutions through research and development than most of our competitors.

We serve more than 2,400 hospitals, clinics, and physician practices throughout the United States, including 40% of hospitals with more than 500 licensed beds. As of September 30, 2010, the average tenure of our top 50 customers was over five years, and approximately 98% of our revenue was from recurring services. Insights gained from our broad, long-standing customer relationships allow us to optimize our integrated solutions, and we believe that this positions us for future growth as we target new customers.

We have realized significant increases in both revenue and profitability as the result of two large acquisitions, MedQuist Inc., in which we acquired a majority interest in August 2008, and Spheris, which we acquired in April 2010. From 2007 to 2009, our net revenues increased from \$57.7 million to \$371.8 million. Over this same period, our Adjusted EBITDA, which is a non-GAAP financial measure, increased from \$0.7 million to \$59.7 million, and our Adjusted EBITDA margins expanded from 1.1% to 16.1%. For a reconciliation of our net income (loss) attributable to MedQuist Holdings Inc. to Adjusted EBITDA, see Summary Historical and Unaudited Pro Forma Consolidated Financial Data.

**Our industry**

Over the past several decades, our industry has evolved from almost exclusively in-house production to outsourced services and from labor-intensive services to technologically-enabled solutions. The market opportunity for our solutions is driven by overall healthcare utilization and cost containment efforts in the United States. Numerous factors are driving increases in the demand for healthcare services including population growth, longer life expectancy, the increasing prevalence of chronic illnesses, and expanded coverage from healthcare reform.

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According to a September 2010 report by the U.S. Centers for Medicare and Medicaid Services, spending on healthcare grew from \$1.2 trillion in 1998 to \$2.3 trillion in 2008 representing a compound annual growth rate of 7.0%. It also projects that healthcare spending will grow to reach \$4.2 trillion, or 19.3% of U.S. gross domestic product, by 2018, representing a compound annual growth rate of 6.3%. At the same time, U.S. healthcare providers remain under substantial pressure to reduce costs while maintaining or improving the quality of care.

Accurate and timely clinical documentation has become a critical requirement of the growing U.S. healthcare system. Medicare, Medicaid, and insurance companies demand extensive patient care documentation. The 2009 Health Information Technology for Economic and Clinical Health Act, or the HITECH Act, includes numerous incentives to promote the adoption and meaningful use of electronic health records, or EHRs, across the healthcare industry. Consequently, healthcare providers are increasingly using EHRs to input, store, and manage their clinical data in a digital format. Healthcare providers that use EHRs require accurate, easy-to-use, and cost-effective means to input clinical data that are not disruptive to the physician workflow.

The market for outsourced clinical documentation solutions based on the physician narrative is substantial. Key components of this market include voice capture and transmission technologies, ASR software, medical transcription and editing services, and document workflow and management software. ValueNotes Database Pvt. Ltd., or ValueNotes, a market research firm, estimates that the market for outsourced medical transcription services was \$5.4 billion in 2009 and is expected to grow 8.2% per annum over the next five years to \$8.0 billion in 2014.

Healthcare providers are increasingly choosing to outsource their clinical documentation processes. The benefits of outsourcing include reduced costs, access to leading technologies, accelerated turn-around times, improved data accuracy, greater physician productivity, and satisfaction of security and compliance requirements. We believe that the majority of clinical documentation is still produced in-house by U.S. hospitals and physician practices today. ValueNotes estimates that the in-house medical transcription market was 67% of the overall market in 2009, and projects the percentage of outsourced production of medical transcription will grow from 33% in 2009 to 38% in 2014.

While outsourcing provides many benefits, the landscape for outsourced service providers is highly fragmented, with hundreds of providers offering varying degrees of technological automation and offshore capabilities. Technological automation and a rise in offshore capabilities have substantially decreased the cost of production and have further differentiated outsourcing providers. We believe that participants in our industry must expand their technology platform and offshore production capabilities to remain competitive.

## **Our competitive strengths**

Our competitive strengths include:

- n **Leader in a large, fragmented market** We are the largest provider by revenue of clinical documentation solutions based on the physician narrative in the United States. Our size enables us to meet the needs of large, sophisticated healthcare customers, provides economies of scale, and enables us to devote significantly more resources to research and development and quality assurance than many other providers.
- n **Integrated solutions delivered as a complete managed service** We offer fully-integrated end-to-end managed services that capture and convert the physician narrative into a high quality customized electronic record. We integrate technologies and services for voice capture and transmission, ASR, medical transcription and editing, workflow automation, and document management and distribution. The end result is value-added clinical documentation with high accuracy and quick turn-around times.
- n **Large and diversified customer base with long-term relationships** We serve more than 2,400 hospitals, clinics and physician practices throughout the United States, including 40% of hospitals with more than 500

licensed beds. We have a long-standing history with our customers and, as of September 30, 2010, approximately 98% of our revenue was from recurring services.

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- n **Highly-efficient operating model** Over the past two years, we have driven down our cost structure through the use of technology automation, standardized processes, and offshore resources. Our use of ASR, which has grown from 39% of our volume in the fourth quarter of 2008 to 67% in the third quarter of 2010, has increased our productivity. Additionally, our expanding footprint in India has enabled us to increase our offshore production from 28% of our volume to 42% over this same period. The financial impact of these measures has been an improvement in gross margins during this timeframe from 33.8% to 38.5%. We have grown our volume, excluding volume provided by the Spheris Acquisition, by 2.3% over this same period while sharing cost savings with our customers in the form of lower prices.
- n **Proven management team** We have assembled an outstanding senior leadership team with significant industry experience and domain expertise in both domestic and offshore operations. Our management team has delivered substantial results and brings an entrepreneurial spirit with proven experience in managing growth, driving operational improvements, and successfully integrating acquisitions.

**Our strategy**

Key elements of our strategy include:

- n **Expand our customer base and increase existing customer penetration** We intend to grow our customer base by targeting three market segments: large healthcare providers still using in-house services, large healthcare providers currently using competing outsourced alternatives, and small-to-medium medical practices. Given our market leadership, strong solution offerings, and low cost structure, we believe we are well positioned to both replace in-house solutions as well as displace competing outsourced alternatives for large healthcare providers. For small-to-medium sized physician practices, we offer an easy-to-use web-based clinical documentation platform, CBayScribe, to expand our market share in this segment, which we believe to be underpenetrated. In order to increase penetration within our existing customer base, we intend to continue targeting additional healthcare clinical areas and facilities of our current customers. Additionally, as healthcare providers centralize their purchasing decisions, we believe that our ability to deliver outstanding services for large, complex requirements provides us with increasing access to new sales opportunities within our existing customer base and through existing customer relationships.
- n **Continue to develop and enhance our integrated solutions** We seek to differentiate our integrated solutions through sophisticated technology and process improvement. We have over 100 employees dedicated to research and development. Over the last year, we launched numerous enhancements, including a front end speech platform for general medicine, additional EHR system integration, and advanced performance monitoring.
- n **Enhance profitability through technical and operational expertise** We have made significant improvements in productivity through business process and infrastructure improvements. Notwithstanding reductions in customer pricing, our gross margins have expanded from 33.8% in the fourth quarter of 2008, our first fiscal quarter after we acquired MedQuist Inc., to 38.5% in the third quarter of 2010, and our Adjusted EBITDA margins have expanded from 9.5% to 21.4% for the same periods. Our management team has proven its ability to implement continuous process improvements and we intend to further increase offshore production and our use of technological automation, including ASR, to lower costs and enhance our profitability.
- n **Facilitate the adoption and promote meaningful use of EHR systems** Our integrated solutions provide a comprehensive, accurate and effective method to incorporate physician narrative into an EHR system. We interface with substantially all of the leading EHR vendors to integrate our clinical documentation solutions and to help our customers realize the full potential of their EHR systems through the use of the physician narrative. In our experience, when EHR is adopted, customers tend to consolidate their purchase decisions, which benefits us as a leading provider of clinical documentation solutions.



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- n **Pursue strategic acquisitions** We believe that there are significant opportunities available to create value through strategic acquisitions. We intend to seek appropriate opportunities to grow our customer base, enhance our solutions, consolidate costs, and expand our value proposition to our customers.

**Risks associated with our business**

Our business is subject to a number of risks which you should be aware of before making an investment decision. Those risks are discussed more fully in Risk Factors beginning on page 25. For example:

- n We compete with many others in the market for clinical documentation solutions which may result in lower prices for our services, reduced operating margins and an inability to maintain or increase our market share.
- n Our business is dependent on the continued demand for transcription services, and, if electronic health records companies produce solutions acceptable to large hospital systems for the creation of electronic clinical documentation, the overall demand for medical transcription services could be reduced.
- n Our ability to sustain and grow profitable operations is dependent on the willingness of new customers to outsource and adopt new technology platforms, as well as our ability to retain customers.
- n Our success will depend on our ability to support existing technologies, as well as adopt and integrate new technology into our workflow platforms.

**Our history**

We began operation in 1998 with the goal of providing high-quality outsourced clinical documentation solutions to U.S. healthcare providers at a low cost. We combined U.S. sales, marketing, and customer service with offshore operations, primarily in India, and have grown our scale through strategic acquisitions.

***Acquisitions***

*MedQuist Inc.*

In August 2008, an affiliate of S.A.C. Private Capital Group, LLC, or SAC PCG, invested \$124.0 million to acquire a majority interest in us. Concurrent with this investment, we acquired a 69.5% interest in MedQuist Inc., or the MedQuist Inc. Acquisition. At the time of the acquisition, MedQuist Inc. was the largest U.S. medical transcription service provider by revenue, but had been adversely impacted by inefficient operations, litigation and customer disputes. Net revenues for MedQuist Inc. had fallen from \$483.9 million for the year ended December 31, 2002 to \$340.3 million for the year ended December 31, 2007.

We believed that MedQuist Inc., despite its operational challenges and substantial overhead, had strong underlying technology, deep healthcare domain expertise, and a long-tenured customer base. Following our acquisition of MedQuist Inc., we embarked upon a strategy to enhance the management team, streamline operations, improve relationships with customers, leverage our offshore resources, increase the utilization of ASR technology, and resolve all outstanding litigation. This strategy resulted in a stabilization of volume trends starting in the second quarter of 2009. The following table shows the percentage change in MedQuist Inc.'s volume for the nine quarters ended March 31, 2010, the last quarter prior to our acquisition of Spheris, or the Spheris Acquisition.

	<b>2008</b>	<b>2009</b>	<b>2010</b>
<b>MedQuist Inc.</b>	<b>Prior to the MedQuist Inc. Acquisition</b>		

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	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>	<b>Q1</b>
Volume % Change over Previous Year	(3.3)%	(4.7)%	(0.1)%	(0.4)%	(2.2)%	0.8%	2.5%	2.8%	4.0%

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In April 2010, we acquired certain assets, principally customer contracts, from Spheris in a transaction conducted under Section 363 of the Bankruptcy Code. Spheris was the second largest U.S. medical transcription service provider by revenue at the time. Spheris had experienced declines in volumes from customer attrition, which we believed was attributable to quality issues and underinvestment in product development caused by financial constraints leading up to its bankruptcy. Some volume declines continued after the date of the Spheris Acquisition as the result of notices of termination given prior to that date. The following table shows the percentage change in Spheris volume for the nine quarters ended March 31, 2010, the last quarter prior to the Spheris Acquisition.

Spheris	2008				2009				2010
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1
Volume % Change over Previous Year	(4.8)%	(4.7)%	(5.9)%	(11.6)%	(13.3)%	(10.9)%	(7.9)%	(6.5)%	(5.5)%

We considered the negative volume trend for Spheris in our acquisition valuation. Net revenues for Spheris were \$156.6 million and \$35.2 million for the year ended December 31, 2009 and the three months ended March 31, 2010, respectively. Customers who submitted notices of termination prior to the acquisition generated revenues of \$24.6 million and \$1.7 million during the year ended December 31, 2009 and the three months ended March 31, 2010, respectively. Therefore, net revenues for the year ended December 31, 2009 and the three months ended March 31, 2010, less revenues attributable to customers who submitted notices of termination prior to the Spheris Acquisition, were \$132.0 million and \$33.5 million, respectively.

Our Spheris integration efforts have focused on merging the new customer base acquired, integrating systems and eliminating cost redundancies. We expect the measures we have implemented since the Spheris Acquisition to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized impact of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings. We expect that the integration of Spheris will be fully completed by the first half of 2011.

**Pricing**

We base our pricing on various factors, principally, market forces, the extent to which we can utilize our offshore production facilities, the extent to which customers utilize the ASR technology available in our solutions, the scope of services provided and turn-around times requested by a particular customer. We work with our customers to evaluate how different solutions affect pricing and to determine an optimal mix of service level and price for that customer. Higher utilization of offshore production and ASR leads to lower costs for us, which permits us to offer better pricing to our customers while at the same time contributing to margin growth. We have successfully migrated a significant portion of MedQuist Inc.'s volume offshore and we will continue these efforts in relation to our combined businesses.

**Recent developments**

***Recapitalization transactions***

On October 14, 2010, MedQuist Inc. incurred \$85.0 million of indebtedness through the issuance of 13% senior subordinated notes due 2016, or the Senior Subordinated Notes, under a note purchase agreement, or the Note Purchase Agreement, and incurred \$200.0 million of indebtedness under a term loan, or the Term Loan, under a \$225.0 million credit facility, or the Senior Secured Credit Facility. We are a guarantor of both the Senior Subordinated Notes and the Senior Secured Credit Facility. MedQuist Inc. used the proceeds to repay \$80.0 million of indebtedness under its prior credit facility, or the Acquisition Credit Facility, to repay \$13.6 million of indebtedness under a subordinated promissory note, or the Acquisition Subordinated Promissory Notes, each issued in connection with the Spheris Acquisition, and to pay a \$176.5 million special dividend to its stockholders. We received \$122.6 million of this special dividend and used \$104.1 million to extinguish our 6% Convertible Notes issued to Royal Philips

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Electronics in connection with the MedQuist Inc. Acquisition and \$3.7 million to extinguish certain other lines of credit. We refer to these transactions as the Recapitalization Transactions.

### ***Private exchange***

Certain of MedQuist Inc.'s noncontrolling stockholders entered into an exchange agreement with us, the Exchange Agreement, whereby we agreed to issue 4.8 million shares of our common stock in exchange for their 4.8 million shares of MedQuist Inc. common stock. We refer to this transaction as the private exchange. The private exchange is contingent upon, among other conditions, our completion of our proposed U.S. initial public offering and listing our shares on The NASDAQ Global Market and would increase our ownership in MedQuist Inc. from 69.5% to 82.2%.

### ***Our proposed U.S. initial public offering and redomiciliation***

On October 18, 2010, we filed an initial registration statement on Form S-1 with the SEC as the first step towards completing a U.S. initial public offering of our common stock. The successful consummation of our proposed U.S. initial public offering and the listing of the shares of our common stock on The NASDAQ Global Market are both conditions to the consummation of the exchange offer.

On January 27, 2011, we changed our name from CBaySystems Holdings Limited to MedQuist Holdings Inc. and redomiciled from a British Virgin Islands company to a Delaware corporation. In connection with our redomiciliation, we adjusted the number of our shares outstanding through a reverse share split pursuant to which every 4.5 shares of our common stock outstanding prior to our redomiciliation was converted into one share of our common stock upon our redomiciliation. Our redomiciliation and such reverse share split resulted in no change to our common stockholders' relative ownership interests in us.

In connection with our proposed U.S. initial public offering we have applied to list our shares on The NASDAQ Global Market under the symbol MEDH.

For a more detailed description of the Recapitalization Transactions, the private exchange and our proposed U.S. initial public offering, collectively with this exchange offer and the common stock offered hereby, the Corporate Reorganization, see Corporate Reorganization.

### ***Sale of A-Life Investment***

During the three months ended December 31, 2010, we sold our approximately 32% interest in A-Life Medical, Inc., or A-Life, an equity method investment. The consideration to us for the sale of our A-Life investment was \$23.6 million, of which \$19.5 million was paid to us in cash and \$4.1 million was paid into escrow, to be released in March 2012, subject to the satisfaction of indemnification obligations under the related merger agreement. Our presentation of Adjusted EBITDA contained herein does not include earnings attributable to our investment in A-Life. See Summary Historical and Unaudited Pro Forma Consolidated Financial Data.

### ***Sale of PFS***

On December 31, 2010, we completed the sale of our non-strategic Patient Financial Services, or PFS, business. The consideration to us was \$14.8 million, of which \$13.5 million was paid to us in cash and the balance was in the form of a note. Our unaudited pro forma condensed financial information contained herein gives effect to the reclassification of the PFS business into discontinued operations. See Unaudited Pro Forma Condensed Combined Financial Information.

***Preliminary Unaudited Results for the three months ended December 31, 2010***

The following information is based on our preliminary unaudited results for the three months ended December 31, 2010. This information is derived from preliminary internal financial reports and is subject to revision based on the completion of the year-end accounting and financial reporting processes necessary to finalize our consolidated financial statements as of and for the year ended December 31, 2010. We cannot assure you that, upon

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completion of the audit of our consolidated financial statements as of and for the year ended December 31, 2010, we will not report results materially different than those set forth below. We do not expect to file our audited consolidated financial statements as of and for the year ended December 31, 2010 with the SEC until after this offering is completed.

We currently estimate that for the three months ended December 31, 2010, our net revenues were approximately \$110.5 million, our income from continuing operations before income taxes and noncontrolling interests was approximately \$3.7 million and our Adjusted EBITDA was approximately \$27.6 million. Our estimate for Adjusted EBITDA is based on our estimates for income from continuing operations before income taxes and noncontrolling interests of approximately \$3.7 million, plus interest expense, net of approximately \$7.3 million, depreciation and amortization of approximately \$8.9 million (including approximately \$3.9 million of amortization related to acquired intangibles), cost of legal proceedings and settlements of approximately \$800,000, acquisition-related charges of approximately \$500,000, restructuring charges of approximately \$1.8 million, the loss on early extinguishment of debt of approximately \$13.5 million and less equity in income of affiliated companies (principally the gain on the sale of A-Life) of \$8.9 million. See page 23 in Summary Historical and Unaudited Pro Forma Consolidated Financial Data for a description of Adjusted EBITDA. Cash taxes paid during the three months ended December 31, 2010 were approximately \$300,000. As of December 31, 2010 we had approximately \$66.8 million of cash and approximately \$294.5 million of total debt outstanding. On January 3, 2011, we made a \$25.0 million cash payment, of which \$20 million was an optional payment, to reduce the principal amount of our outstanding Term Loan.

Net revenues for the three months ended December 31, 2010 increased approximately \$24.7 million, or approximately 28.8%, to approximately \$110.5 million, compared with \$85.8 million for the three months ended December 31, 2009 (excluding for both periods the revenues associated with the PFS business, which was sold in December 2010). The Spheris Acquisition contributed approximately \$29.9 million in incremental revenue for the three months ended December 31, 2010, which was partially offset by a decrease in legacy maintenance service revenues and lower average pricing realized for our transcription services.

Our income from continuing operations before income taxes and noncontrolling interests was approximately \$3.7 million and \$2.6 million for the three months ended December 31, 2010 and 2009, respectively. Our income from continuing operations before income taxes and noncontrolling interests for the three months ended December 31, 2010 as compared to December 31, 2009 reflects an increase in operating income of approximately \$10.4 million and an increase in equity in income of affiliated companies of approximately \$8.9 million, representing primarily the gain on the sale of A-Life during the 2010 quarter. These increases were offset by higher interest expense, net of approximately \$5.1 million during the 2010 quarter, as compared to 2009, reflecting higher borrowing levels during the 2010 quarter and the loss on early extinguishment of debt of approximately \$13.5 million during the 2010 quarter. Amounts for both periods exclude amounts attributable to the PFS business.

The improvement in gross profit and operating income during the three months ended December 31, 2010 was attributable to cost reductions associated with increased utilization of ASR and increased offshore production, as well as overhead savings realized as a result of the Spheris integration efforts. Our use of ASR increased to approximately 71% of volume during the three months ended December 31, 2010 compared with approximately 53% of volume in the three months ended December 31, 2009. Additionally, our expanding footprint in India enabled us to increase our offshore production to approximately 42% of volume for the three months ended December 31, 2010 compared with 39% of volume for the three months ended December 31, 2009. The cost savings and synergies resulting from the Spheris Acquisition contributed approximately \$7 million of cost savings for the three months ended December 31, 2010.

Adjusted EBITDA for the three months ended December 31, 2010 increased approximately \$10.9 million, or approximately 65%, to approximately \$27.6 million, compared with \$16.7 million for the three months ended

December 31, 2009. Adjusted EBITDA as a percentage of net revenues increased to 25.0% for the three months ended December 31, 2010, compared with 19.3% for the three months ended December 31, 2009. The improvement in Adjusted EBITDA was attributable to the factors described above.

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***Corporate information***

Our principal executive offices are located at 9009 Carothers Parkway, Franklin, TN 37067. The telephone number of our principal executive offices is (615) 261-1740.

The principal executive offices of MedQuist Inc. are located at 1000 Bishops Gate Blvd. Suite 300, Mount Laurel, NJ 08054-4632. The telephone number of the principal executive offices of MedQuist Inc. is (856) 206-4000.

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**Background and Reasons for the Exchange Offer**

**Background of Our Investment in MedQuist Inc.**

MedQuist Inc. was established in 1970 and developed a computer-based medical transcription package that replaced tape and cassette recorders with digital recording equipment. MedQuist Inc. purchased Transcriptions Ltd. in May 1994, and grew quickly over the next few years through sales and acquisitions of smaller transcription service organizations. Royal Philips Electronics purchased approximately 60 percent of MedQuist Inc. in June 2000, and later increased its holdings to 69.5 percent. With several strategic acquisitions in 2001 and 2002, MedQuist Inc. obtained the technology and expertise to offer comprehensive document workflow management products and solutions. In August 2008, Royal Philips Electronics sold its 69.5 percent ownership interest in MedQuist Inc. to us, a holding company with a portfolio of investments in medical transcription, healthcare technology and healthcare financial services, for a total consideration of \$239.7 million. The transaction was completed following the subscription to approximately 89 million new ordinary shares in our common stock by S.A.C. PEI CB Investment, L.P. Additionally, in April 2010, MedQuist Inc. completed the purchase of the domestic business of Spheris Inc. while simultaneously, CBay Inc., one of our subsidiaries that directly holds the majority ownership in MedQuist Inc., acquired the stock of Spheris India Private Limited, a subsidiary of Spheris, creating a combined company for healthcare providers to improve their clinical documentation and drive toward electronic health record, or EHR, adoption faster and at a lower cost through advanced technology and expanded domestic and global services.

**Background of the exchange offer**

Since our acquisition of the majority ownership stake in MedQuist Inc., our management and directors have been aware that further consolidating our operations with those of MedQuist Inc. could lead to substantial overhead reductions and allow us to capitalize on our underlying technology, healthcare domain expertise and attractive long-term relationships with customers of MedQuist Inc.

During the course of our consultations with our financial advisors and outside counsel in the summer of 2010, our management determined that a two-tiered private and public exchange offer was the best method for acquiring the remaining shares of MedQuist Inc. common stock held by third parties. Our management wanted to pursue the most efficient course for combining MedQuist Inc. and our company, and believed that offering to buy shares of MedQuist Inc. common stock directly from the other MedQuist Inc. stockholders would result in an expedited and fair process. Additionally, our management concluded that pursuing a two-tiered exchange offer, whereby a significant portion of the minority MedQuist Inc. stockholders agreed to participate in a private exchange of their MedQuist Inc. common stock for our common stock, followed by a registered public exchange for the remaining MedQuist Inc. common stock, gave us the best opportunity to acquire the highest number of shares of MedQuist Inc. common stock in the most efficient and expeditious manner. In choosing to recommend the two-tiered exchange offer structure to our board, our management sought to choose a path consistent with recent precedents for transactions involving the acquisition of the minority interests of publicly traded companies by their principal stockholders. In contrast to an exchange offer transaction, our management also considered a merger transaction, but due to certain provisions of New Jersey corporate law, a merger transaction was deemed not to be a viable option at this time.

On September 30, 2010, our board of directors met to consider the advisability of the two-tiered exchange offer. At this meeting, the board engaged in a discussion, with members of our management, outside counsel and financial advisors participating, of the proposed two-tiered exchange offer structure. Following this discussion, our board of directors determined unanimously to approve the private exchange.

**Our reasons for the exchange offer**

At its meeting on October 17, 2010, our board of directors unanimously approved the exchange offer. In reaching its conclusion, our board of directors considered, among others, the following factors:

- n the completion of the exchange offer would enable MedQuist Inc. and us to create a simpler, unified capital structure in which equity investors would participate in the equity of us and MedQuist Inc. only at

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- the MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) level. Our board also believed that unifying public stockholdings at a single level could lead to greater liquidity for investors, particularly for the former holders of MedQuist Inc. common stock, due to the increased combined public float;
- n the unified capital structure that would result from the exchange offer would facilitate the investment and transfer of funds between us and MedQuist Inc. and its subsidiaries, thereby facilitating more efficient uses of our consolidated financial resources;
  - n the belief that we will be better positioned than MedQuist Inc. on a stand-alone basis to develop and exploit MedQuist Inc. s assets, including through acquisitions and dispositions;
  - n the elimination of public stockholders at the MedQuist Inc. level would create opportunities for cost reductions through the reduction of overhead and reporting and compliance costs;
  - n the opportunity to eliminate, by converting the public s ownership of MedQuist Inc. common stock into ownership of our common stock through the exchange offer, the potential for conflicts of interest between us, on the one hand, and the assets of MedQuist Inc. and its public stockholders, on the other, including with respect to the disposition or use of MedQuist Inc. for the benefit of us and our stockholders;
  - n the exchange ratio;
  - n the ability of MedQuist Inc. s stockholders, through ownership of our common stock, to participate in the growth of MedQuist Inc. s business and our other businesses;
  - n the financial and operating results of MedQuist Inc.;
  - n the terms and conditions of the exchange offer; and
  - n the level of dilution that our current stockholders would experience in connection with the exchange offer.

**Interests of directors and executive officers**

As of December 31, 2010, our directors and executive officers beneficially owned 226,166 shares of MedQuist Inc. common stock (all of which are issuable under options that are exercisable within 60 days and which number excludes shares of MedQuist Inc. beneficially owned by MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited)), which constitutes approximately 0.60% of the beneficial ownership of MedQuist Inc. common stock.

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**Summary of Terms of the Exchange Offer**

*We have summarized the terms of the exchange offer below. You should read the discussion under "The Exchange Offer" in this prospectus for further information regarding the exchange offer.*

Exchange Offer	We are offering to exchange newly issued shares of our common stock for properly tendered and accepted shares of MedQuist Inc. common stock. All shares of our common stock validly tendered and not withdrawn and accepted by us will be exchanged at a ratio of one share of our common stock for each share of MedQuist Inc. common stock, on the terms and subject to the conditions of this exchange offer. The terms and conditions of this exchange offer are described in this document, the letter of transmittal and the instructions to the letter of transmittal. We will promptly return any shares of MedQuist Inc. common stock not accepted by us for exchange following the expiration date.
Expiration Date	The exchange offer will expire at 5:00 p.m., New York City time, on March 4, 2011, unless extended or earlier terminated by us. If a broker, dealer, commercial bank, trust company or other nominee holds your MedQuist Inc. common stock, such nominee may have an earlier deadline for accepting the offer. You should promptly contact the broker, dealer, commercial bank, trust company or other nominee that holds your shares of MedQuist Inc. common stock to determine its deadline.
Settlement Date	The settlement date in respect of any shares of MedQuist Inc. common stock that are validly tendered prior to the expiration date will be promptly following the expiration date and is anticipated to be on or about March 8, 2011. See "The Exchange Offer" Settlement date.
Certain Consequences to Non-Tendering Holders	Shares of MedQuist Inc. common stock not tendered in the exchange offer will remain outstanding after the consummation of the exchange offer. Depending on the number of shares of MedQuist Inc. common stock tendered in the exchange offer, MedQuist Inc. may be delisted from The NASDAQ Global Market, which may adversely affect the liquidity and value of any shares of MedQuist Inc. common stock held by investors.
Conditions to the Exchange Offer	The exchange offer is conditioned upon the closing conditions described in "The Exchange Offer" Conditions of the exchange offer. These conditions include the completion of our proposed U.S. initial public offering, the listing of our common stock on The NASDAQ Global Market and the consummation of the private exchange. Our obligation to exchange is not subject to any minimum tender condition.
Procedures For Tendering Shares of MedQuist Inc. Common Stock	Most shares of MedQuist Inc. common stock were issued in book-entry form, and are all currently represented by one or more global certificates held for the account of the DTC. If your securities are book entry securities, you may tender your shares of common stock by transferring them through DTC's ATOP or following the other procedures described under "The Exchange Offer" Procedures for tendering.

If your interest as a holder of common stock is in certificated form, you must deliver to the exchange agent a properly completed and duly executed letter of transmittal or a duly executed copy thereof, along with any additional information required by the exchange agent as well as payment for transfer or similar taxes, if any.

If you wish to tender shares of MedQuist Inc. common stock pursuant to the exchange offer and your MedQuist Inc. common stock certificates are not immediately available, you cannot deliver the MedQuist Inc. common stock certificates and all other required documents to the exchange agent

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prior to the expiration of the exchange offer or you cannot complete the procedure for book-entry transfer on a timely basis, your shares of MedQuist Inc. common stock may nevertheless be tendered, so long as all of the following conditions are satisfied:

n you make your tender by or through an eligible institution;  
n a properly completed and duly executed notice of guaranteed delivery, substantially in the form made available by us, is received by the exchange agent as provided below on or prior to the expiration of the exchange offer; and  
n the certificates for all tendered shares of MedQuist Inc. common stock (or a confirmation of a book-entry transfer of such securities into the exchange agent's account at DTC as described above), in proper form for transfer, together with a properly completed and duly executed letter of transmittal or a manually signed facsimile with any required signature guarantees, or, in the case of a book-entry transfer, an agent's message, and all other documents required by the letter of transmittal are received by the exchange agent within three business days after the date of execution of the notice of guaranteed delivery.

You may deliver the notice of guaranteed delivery by hand or transmit it by facsimile transmission or mail to the exchange agent.

In all cases, we will exchange shares of MedQuist Inc. common stock tendered and accepted for exchange pursuant to the exchange offer only after timely receipt by the exchange agent of certificates for shares of MedQuist Inc. common stock, or timely confirmation of a book-entry transfer of those shares of MedQuist Inc. common stock into the exchange agent's account at DTC, a properly completed and duly executed letter of transmittal or a manually signed facsimile thereof, or an agent's message in connection with a book-entry transfer, and any other required documents.

If you beneficially own common stock through an account maintained by a broker, dealer, commercial bank, trust company or other DTC participant and you desire to tender common stock, you should contact your DTC participant promptly and instruct it to tender your shares of common stock on your behalf. Beneficial owners are urged to appropriately instruct their bank, broker, custodian, commercial bank, trust company or other nominee at least five business days prior to the expiration date in order to allow adequate processing time for their instruction.

In order for your bank, broker, custodian, commercial bank, trust company or other nominee to validly tender shares of common stock in the exchange offer, such bank, broker, custodian, commercial bank, trust company or other nominee must deliver to the exchange agent via DTC an electronic message that will contain certain information specified under "The Exchange Offer Procedures for tendering - How to tender if you are a beneficial owner but not a DTC participant?"

To participate in the exchange offer, a DTC participant must:

n comply with the ATOP procedures of DTC described under "The Exchange Offer Procedures for tendering - Tendering through DTC S ATOP"; or

n (i) complete and sign and date the letter of transmittal, or a facsimile of the letter of transmittal; (ii) have the signature on the letter of transmittal guaranteed if the letter of transmittal so requires; and (iii) mail or deliver the letter of transmittal or facsimile to the exchange agent prior to the expiration date.

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In addition, a DTC participant must comply with the additional procedures set forth under The Exchange Offer Procedures for tendering How to tender if you are a DTC participant?

On the date of any tender for exchange, if your interest is in certificated form, you must do each of the following in order to validly tender for exchange:

- n complete and manually sign the accompanying letter of transmittal provided by the exchange agent, or a facsimile of the exchange notice, and deliver the signed letter to the exchange agent;
- n surrender the certificates of your shares of common stock to the exchange agent;
- n if required, furnish appropriate endorsements and transfer documents; and
- n if required, pay all transfer or similar taxes.

If you are using a letter of transmittal or notice of withdrawal, you must have signatures guaranteed by a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States, or an eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act. In addition, such entity must be a member of one of the recognized signature guarantee programs identified in the letter of transmittal. Signature guarantees are not required, however, if the shares of common stock are tendered for the account of a member firm of a registered national securities exchange or of the Financial Industry Regulatory Authority, Inc., a commercial bank or trust company having an office or correspondent in the United States, or an eligible guarantor institution.

**IF YOUR INTEREST AS A HOLDER OF MEDQUIST INC. COMMON STOCK IS IN CERTIFICATED FORM, YOU MUST DELIVER THE MEDQUIST INC. COMMON STOCK CERTIFICATES TO BE EXCHANGED IN THE MANNER SPECIFIED IN THE ACCOMPANYING LETTER OF TRANSMITTAL AND A PROPERLY COMPLETED LETTER OF TRANSMITTAL.**

Extensions, Termination or  
Amendment of the Exchange Offer

We reserve the right to extend the exchange offer for any reason or no reason at all. We also expressly reserve the right, at any time or from time to time, to amend the terms of the exchange offer in any respect prior to the expiration date. Further, we may be required by law to extend the exchange offer if we make a material change in the terms of the exchange offer or in the information contained in this prospectus or waive a material condition to the exchange offer. During any extension of the exchange offer, MedQuist Inc. common stock that was previously tendered and not validly withdrawn will remain subject to the exchange offer. We reserve the right, in our sole and absolute discretion, but subject to applicable law, to terminate the exchange offer at any time prior to the expiration date if any condition to the exchange offer is not met. If the exchange offer is terminated, no shares of MedQuist Inc. common stock will be accepted for purchase, and any shares of MedQuist Inc. common stock that have been tendered will be promptly returned to the holder. For more

information regarding our right to extend, terminate or amend the exchange offer, see The Exchange Offer Expiration date; extensions; termination; amendment.

Withdrawal Rights

You may withdraw any MedQuist Inc. common stock tendered in the exchange offer at any time prior to the expiration date. Pursuant to Section 14(d)(5) of the Exchange Act, you may also withdraw your shares of MedQuist Inc. common stock at any time after 60 days from February 3, 2011, the date that the exchange offer was commenced, unless we have previously accepted them. If

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you validly request to withdraw your shares of MedQuist Inc. common stock prior to the expiration of the exchange offer, they will be returned without expense to you or, in the case of shares of MedQuist Inc. common stock tendered by book-entry transfer, such shares of MedQuist Inc. common stock will be credited to an account maintained at DTC, designated by the participant therein who so delivered such shares of MedQuist Inc. common stock, in each case, promptly following the expiration date or the termination of the exchange offer.

For further information regarding the withdrawal of tendered MedQuist Inc. common stock, see [The Exchange Offer](#) [Withdrawal of tenders](#).

**Return of Unaccepted Shares**

If any tendered shares of MedQuist Inc. common stock are not accepted for payment for any reason pursuant to the terms and conditions of the exchange offer, such shares will be returned without expense to the tendering holder or, in the case of shares tendered by book-entry transfer, such shares will be credited to an account maintained at DTC, designated by the participant therein who so delivered such shares, in each case, promptly following the expiration date or the termination of the exchange offer.

**No Appraisal Rights**

No appraisal rights are available to holders of MedQuist Inc. common stock in connection with the exchange offer.

**Comparative Market Price Information**

MedQuist Inc. common stock is currently listed on The NASDAQ Global Market under the symbol [MEDQ](#). On January 24, 2011, the closing price of MedQuist Inc. common stock on The NASDAQ Global Market was \$9.11 per share.

We expect the initial public offering price of our common stock in our proposed U.S. initial public offering will be between \$10.00 and \$12.00 per share. We have applied to list the shares of our common stock to be issued in the exchange offer on The NASDAQ Global Market under the symbol [MEDH](#).

Our common stock was formerly listed on AIM. However, we have delisted from AIM and January 27, 2011 was the last day on which our shares traded on AIM. See [Market Price Information for Our Shares](#) herein.

**Accounting Treatment**

Assuming we acquire all shares of MedQuist Inc. common stock pursuant to the exchange offer, the transaction would be accounted for as an equity transaction, as we would retain control of MedQuist Inc. after the transaction.

**Comparison of Rights of Holders of Our Common Stock and MedQuist Inc. Common Stock**

After the completion of the exchange offer, you will become a stockholder of our company and your rights as a stockholder will be governed by our certificate of incorporation and by-laws. There are differences between the certificates of incorporation and by-laws of MedQuist Inc. and our company. MedQuist Inc. is a New Jersey corporation and our company will be a Delaware corporation, so your rights will be governed by Delaware law after the completion of the exchange offer. For a summary comparison of the rights of holders of our common stock and holders of MedQuist Inc. common stock,

see Comparison of Rights of Holders of Our Common Stock and MedQuist Inc. Common Stock.

Risk Factors

You should consider carefully all of the information set forth in this prospectus and, in particular, you should evaluate the specific factors set forth under Risk Factors before deciding whether to participate in the exchange offer.

United States Federal Income Tax Considerations For MedQuist Inc. Common Stock Holders

We intend to take the position that the exchange offer will be treated for United States federal income tax purposes as a transaction described in

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Section 351(a) of the Internal Revenue Code of 1986, as amended, under which you would generally not recognize gain or loss upon the receipt of shares of our common stock in exchange for your shares of MedQuist Inc. common stock. The tax consequences to you will depend on the facts and circumstances of your own situation. Please consult your tax adviser for a full understanding of the tax consequences to you. See Material United States Federal Income Tax Consequences.

Use of Proceeds

We will not receive any cash proceeds from the tender of the MedQuist Inc. common stock pursuant to the exchange offer.

Brokerage Commissions

If your shares of MedQuist Inc. common stock are held through a broker or other nominee who tenders shares of MedQuist Inc. common stock on your behalf, your broker may charge you a commission for doing so.

Exchange Agent

American Stock Transfer & Trust Company, LLC has been appointed as the exchange agent for the exchange offer. We have agreed to pay American Stock Transfer & Trust Company, LLC reasonable and customary fees for its services and will reimburse American Stock Transfer & Trust Company, LLC for its reasonable out-of-pocket expenses.

Information Agent

MacKenzie Partners, Inc. has been appointed as the information agent for the exchange offer. We have agreed to pay MacKenzie Partners, Inc. reasonable and customary fees for its services and will reimburse MacKenzie Partners, Inc. for its reasonable out-of-pocket expenses.

Dealer Manager

The dealer manager for the exchange offer is Macquarie Capital (USA) Inc. As the dealer manager for the exchange offer, Macquarie Capital (USA) Inc. will perform services customarily provided by investment banking firms acting as dealer managers of exchange offers of a like nature, including, but not limited to, soliciting tenders of shares of MedQuist Inc. common stock pursuant to the exchange offer and communicating generally regarding the exchange offer with banks, brokers, custodians, nominees and other persons, including the holders of the shares of MedQuist Inc. common stock. We will pay the dealer manager reasonable and customary fees for its services and will reimburse it for certain out-of-pocket expenses.

Market-Trading

Shares of MedQuist Inc. common stock are traded on The NASDAQ Global Market under the symbol MEDQ . See Comparative Market Price and Dividend Information.

We have applied to list shares of our common stock to be issued in our proposed U.S. initial public offering and the exchange offer on The NASDAQ Global Market under the symbol MEDH. The approval of our application to list our common stock on The NASDAQ Global Market is a condition for the consummation of the exchange offer. Our common stock was formerly listed on AIM. However, we have delisted from AIM and January 27, 2011 was the last day on which our shares traded on AIM. See Market Price Information for Our Shares herein.

Further Information

If you have questions regarding the procedures for tendering in the exchange offer or require assistance in tendering your shares of MedQuist Inc. common stock, please contact the dealer manager, the exchange agent or the information agent. If you would like additional copies of this prospectus, our annual, quarterly, and current reports, proxy statement and other information, please contact the information agent. The contact information for the dealer manager, the exchange agent and the information agent is set forth on the back cover of this prospectus.

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**Summary Historical and Unaudited Pro Forma Consolidated Financial Data**

The following table sets forth our summary historical consolidated financial data for the years ended December 31, 2007, 2008 and 2009 and as of September 30, 2010 and for the nine months ended September 30, 2009 and 2010. The summary historical consolidated financial data for the years ended December 31, 2007, 2008 and 2009 have been derived from our audited consolidated financial statements included elsewhere in this prospectus. The summary historical consolidated financial data as of September 30, 2010 and for the nine months ended September 30, 2009 and 2010 have been derived from our unaudited consolidated financial statements included elsewhere in this prospectus. We prepared the unaudited historical information on a basis consistent with that used in preparing our audited consolidated financial statements, which reflect all adjustments, consisting of only normal recurring adjustments, that we consider necessary to present fairly our financial position and results of operations for the unaudited periods.

Our summary historical consolidated statements of operations and other operating data reflect the consolidation of the results of operations of MedQuist Inc. since August 6, 2008 and Spheris since April 22, 2010, the respective dates of their acquisition. Our summary historical consolidated statements of operations and other operating data do not give effect to the reclassification for discontinued operations for the sale of our PFS business, which was sold on December 31, 2010.

The summary consolidated financial data also sets forth our unaudited pro forma condensed combined statements of operations for the year ended December 31, 2009 and the nine months ended September 30, 2010 and our unaudited pro forma condensed consolidated balance sheet as of September 30, 2010. The unaudited pro forma condensed combined statements of operations and the unaudited pro forma condensed consolidated balance sheet have been derived from the historical consolidated financial information of us and Spheris, which are included elsewhere in this prospectus. The unaudited pro forma condensed combined statements of operations and the unaudited pro forma condensed consolidated balance sheet give effect to the reclassification for discontinued operations. See Unaudited Pro Forma Condensed Consolidated Financial Information – Discontinued Operations.

The pro forma combined statements of operations and other operating data for the year ended December 31, 2009 and the nine months ended September 30, 2010 give effect to the following transactions as if they had occurred on January 1, 2009:

- n the Spheris Acquisition and the incurrence by MedQuist Inc. of \$113.6 million of debt to finance the Spheris Acquisition;
- n the incurrence by MedQuist Inc. of \$285.0 million of indebtedness under the Senior Secured Credit Facility and Senior Subordinated Notes, the simultaneous repayment of \$80.0 million of indebtedness under the Acquisition Credit Facility, the repayment of \$13.6 million of indebtedness under the Acquisition Subordinated Promissory Notes, the payment of a \$176.5 million special dividend to MedQuist Inc.'s stockholders, of which we received \$122.6 million and the noncontrolling stockholders of MedQuist Inc. received \$53.9 million, and the repayment by us, using the proceeds of such dividend of \$104.1 million to extinguish our 6% Convertible Notes including a \$7.7 million premium on early prepayment, and \$3.7 million under certain other lines of credit;
- n the issuance of 4.8 million shares of our common stock in exchange for 4.8 million shares of MedQuist Inc. common stock pursuant to the terms of the Exchange Agreement with certain noncontrolling stockholders of MedQuist Inc., which will increase our ownership in MedQuist Inc. from 69.5% to 82.2%;
- n the issuance of 959,355 shares of our common stock pursuant to the Consulting Services Agreement; and
- n the issuance of 6.7 million shares of our common stock to be issued in exchange for 6.7 million shares of MedQuist Inc. common stock in this exchange offer, assuming a full exchange. This would increase our ownership in MedQuist Inc. from 82.2% to 100%.



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The pro forma combined statements of operations and other operating data for the year ended December 31, 2009 and the nine months ended September 30, 2010 do not give effect to the following:

- n the impact on net revenues from volume declines resulting from Spheris customer terminations prior to the Spheris Acquisition. The pro forma net revenues for the year ended December 31, 2009 and for the nine months ended September 30, 2010 include \$24.6 million and \$2.4 million, respectively, of net revenues associated with such terminations; and
- n the full impact on Adjusted EBITDA of cost savings and synergies resulting from the Spheris Acquisition, which we have implemented since the Spheris Acquisition and expect to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized benefit of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings.

The pro forma balance sheet data as of September 30, 2010 gives effect to the Recapitalization Transactions, the private exchange, the exchange offer, the reclassification for discontinued operations and the shares of our common stock issuable pursuant to the Consulting Services Agreement, as if they occurred as of September 30, 2010.

The pro forma as adjusted balance sheet data as of September 30, 2010 also gives effect to the issuance of 3.5 million shares of common stock in our proposed U.S. initial public offering at an assumed initial public offering price of \$11.00 per share, the midpoint of the price range shown on the cover of the prospectus for our proposed U.S. initial public offering, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us as if such transaction occurred as of September 30, 2010.

Our historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial information to give effect to pro forma events that are (1) directly attributable to the Spheris Acquisition, the Corporate Reorganization and the shares of our common stock issuable pursuant to the Consulting Services Agreement, (2) factually supportable and (3) with respect to the statements of operations, expected to have a continuing impact on the combined results. The pro forma information does not reflect revenue opportunities and cost savings that may be realized after the Spheris Acquisition. The pro forma financial information also does not reflect expenses related to integration activity that may be incurred by us in connection with the Spheris Acquisition.

The pro forma data is based upon available information and certain assumptions that we believe are reasonable. The pro forma data is for informational purposes only and does not purport to represent what our results of operations or financial position actually would have been if such events had occurred on the dates specified above and does not purport to project the results of operations or financial position for any future period or date. The pro forma data should be read in conjunction with our historical consolidated financial statements, and related notes included elsewhere in this prospectus as adjusted for the acquisition of Spheris using the acquisition method of accounting.

You should read the following summary financial and other data together with our consolidated financial statements and related notes included elsewhere in this prospectus and the information under the sections entitled Capitalization, Unaudited Pro Forma Condensed Combined Financial Information, Selected Consolidated Financial and Other Data and Management's Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere in this prospectus.

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	Historical			Pro forma			
	Years ended December 31,			Nine months ended		Year	Nine
	2007	2008	2009	September 30,	September 30,	ended	months
				2009	2010	December 31	ended
				(Unaudited)	(Unaudited)	2009	September 30,
				(In thousands)		(Unaudited)	2010
<b>Statement of Operations Data</b>							
<b>Net revenues</b>	\$ 57,694	\$ 193,673	\$ 371,768	\$ 281,828	\$ 316,977	\$ 510,528	\$ 350,163
Cost of revenues	30,209	125,074	239,549	182,924	200,234	338,760	226,229
<b>Gross profit</b>	27,485	68,599	132,219	98,904	116,743	171,768	123,934
<b>Operating expenses</b>							
Selling, general and administrative	25,137	51,243	60,632	46,594	49,374	72,182	51,828
Research and development		6,099	9,604	7,235	8,945	9,604	9,137
Depreciation and amortization	2,915	14,906	26,977	20,329	24,377	39,126	27,587
Cost of legal proceedings and settlements		5,311	14,943	13,540	2,785	16,189	2,785
Acquisition related charges			1,246		6,895		
Goodwill impairment charge		98,972					
Restructuring charges		2,106	2,727	481	1,951	3,502	1,912
<b>Total operating expenses</b>	28,052	178,637	116,129	88,179	94,327	140,603	93,249
<b>Operating income (loss)</b>	(567)	(110,038)	16,090	10,725	22,416	31,165	30,685
Interest expense, net	(2,108)	(3,954)	(9,132)	(6,945)	(12,031)	(31,490)	(24,238)
Equity in income (loss) of affiliated companies	(105)	66	1,933	2,534	616	1,933	616
Other income	14	9	11		589	2,138	511
<b>Income (loss) from continuing operations before income taxes and noncontrolling interests</b>	(2,766)	(113,917)	8,902	6,314	11,590	3,746	7,574
Income tax provision (benefit)	(113)	(5,398)	1,082	1,253	(69)	372	(31)
<b>Net income (loss) from continuing operations</b>	(2,653)	(108,519)	7,820	5,061	11,659	3,374	7,605
<b>Discontinued operations</b>							

Income (loss) from discontinued Patient Financial Services business						(1,281)	426
Income tax provision (benefit)						70	(23)
<b>Income (loss) from discontinued operations</b>						(1,351)	449
<b>Net income (loss)</b>	(2,653)	(108,519)	7,820	5,061	11,659	2,023	8,054
Less: Net (income) loss attributable to noncontrolling interests	57	(5,154)	(7,085)	(5,291)	(5,234)		11
<b>Net income (loss) attributable to MedQuist Holdings Inc.</b>	\$ (2,596)	\$ (113,673)	\$ 735	\$ (230)	\$ 6,425	\$ 2,023	\$ 8,065
<b>Net income per common share from continuing operations</b>							
Basic						\$ 0.03	\$ 0.16
Diluted						\$ 0.03	\$ 0.16
<b>Net income (loss) per common share from discontinued operations</b>							
Basic						\$ (0.03)	\$ 0.01
Diluted						\$ (0.03)	\$ 0.01
<b>Net income (loss) per common share attributable to MedQuist Holdings Inc.</b>							
Basic	\$ (0.20)	\$ (5.08)	\$ (0.06)	\$ (0.07)	\$ 0.12	\$ 0.00	\$ 0.17
Diluted	\$ (0.20)	\$ (5.08)	\$ (0.06)	\$ (0.07)	\$ 0.12	\$ 0.00	\$ 0.17

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	Historical			Pro forma			
	Years ended December 31,			Nine months ended		Year	Nine
	2007	2008	2009	September 30,	2010	ended	months
				2009	2010	December 31	ended
				(Unaudited)		2009	September 30,
				(In thousands)		(Unaudited)	2010
Weighted average shares outstanding:							
Basic	12,873	22,593	34,692	34,586	35,083	47,122	47,513
Diluted	12,873	22,593	34,692	34,586	35,893	47,122	48,323
Adjusted EBITDA <sup>(1)(2)</sup>	\$ 641	\$ 16,914	\$ 59,687	\$ 42,991	\$ 57,855	\$ 91,074	\$ 63,480

<sup>(1)</sup> See below for reconciliations of net income (loss) attributable to MedQuist Holdings Inc. to Adjusted EBITDA.

Adjusted EBITDA does not include earnings attributable to our investment in A-Life, which was sold in October 2010.

<sup>(2)</sup> Pro forma amounts do not give effect to (i) the impact on net revenues from volume declines, resulting from pre-acquisition customer terminations at Spheris, of \$24.6 million and \$2.4 million in net revenues for the year ended December 31, 2009 and the nine months ended September 30, 2010, respectively, and (ii) the full impact of cost savings and synergies resulting from the Spheris Acquisition, which we have implemented since the Spheris Acquisition and expect to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized benefit of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings. See Unaudited Pro Forma Condensed Combined Financial Information.

The following table sets forth certain historical financial and operating data for us, MedQuist Inc. and Spheris.

	Historical			Pro forma			
	Years ended December 31,			Nine months ended		Year	Nine
	2007	2008	2009	September 30,	2010	ended	months
				2009	2010	December 31	ended
				(Unaudited)		2009	September 30,
				(In thousands)		(Unaudited)	2010
<b>Other Data</b>							
Net Revenues:							
Consolidated <sup>(1)(2)</sup>	\$ 57,694	\$ 193,673	\$ 371,768	\$ 281,828	\$ 316,977	\$ 510,528	\$ 350,163
MedQuist Inc.	340,342	326,853	307,200				
Spheris	200,392	182,843	156,596				
Adjusted EBITDA <sup>(3)</sup>							
Consolidated <sup>(1)</sup>	\$ 641	\$ 16,914	\$ 59,687	\$ 42,991	\$ 57,855	\$ 91,074	\$ 63,480
MedQuist Inc.	3,480	32,337	55,636				
Spheris	28,227	26,317	30,569				

<sup>(1)</sup> Pro forma amounts do not give effect to (i) the impact on net revenues from volume declines, resulting from pre-acquisition customer terminations at Spheris, of \$24.6 million and \$2.4 million in net revenues for the year

ended December 31, 2009 and the nine months ended September 30, 2010, respectively, and (ii) the full impact of cost savings and synergies resulting from the Spheris Acquisition, which we have implemented since the Spheris Acquisition and expect to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized benefit of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings. See Unaudited Pro Forma Condensed Combined Financial Information.

- (2) Includes revenues of the PFS business, which was sold on December 31, 2010. The PFS business contributed revenues of \$15.5 million, \$22.3 million and \$17.8 million for the years ended December 31, 2007, 2008 and 2009 respectively, and \$13.7 million and \$10.2 million for the nine months ended September 30, 2009 and 2010, respectively.
- (3) See below for reconciliations of net income (loss) attributable to MedQuist Holdings Inc. to Adjusted EBITDA. Adjusted EBITDA does not include earnings attributable to our investment in A-Life, which was sold in October 2010.

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The following table shows our historical ratio of earnings to fixed charges for each of the five fiscal years ended December 31, 2005, 2006, 2007, 2008 and 2009 and for the nine months ended September 30, 2009 and 2010 and our pro forma ratio of earnings to fixed charges for the fiscal year ended December 31, 2009 and for the nine months ended September 30, 2010.

	<b>Historical</b>					<b>Pro forma</b>
	<b>2005</b>	<b>Years ended December 31,</b>			<b>2009</b>	<b>Year ended December 31, 2009 (Unaudited)</b>
		<b>2006</b>	<b>2007</b>	<b>2008</b>		
Ratio of earnings to fixed charges <sup>(1)</sup>	0.17	1.03	(0.09)	(17.16)	1.63	1.11

  

	<b>Historical</b>		<b>Pro forma</b>
	<b>Nine months ended</b>		<b>Nine months ended</b>
	<b>September 30, 2009 (Unaudited)</b>	<b>2010 (Unaudited)</b>	<b>September 30, 2010 (Unaudited)</b>
Ratio of earnings to fixed charges <sup>(1)</sup>	1.58	1.73	1.29

<sup>(1)</sup> For the purposes of calculating the ratio of earnings to fixed charges, earnings consists of income (loss) from continuing operations before income taxes and noncontrolling interests increased by fixed charges. Fixed charges consists of interest expense including an estimate of the interest within rental expense and amounts payable to our principal shareholders. Earnings were insufficient to cover fixed charges in the fiscal years ended December 31, 2005, 2007 and 2008.

	<b>As of September 30, 2010</b>		
	<b>Actual</b>	<b>Pro forma (Unaudited)</b>	<b>Pro forma as adjusted</b>
<b>Balance Sheet Data</b>	<b>(In thousands)</b>		
Cash and cash equivalents <sup>(a)</sup>	\$ 24,025	\$ 35,253	\$ 63,758
Working capital <sup>(b)</sup>	11,618	26,450	26,450
Current assets	118,435	142,851	171,356
Non-current assets	260,869	255,031	255,031
Total assets	379,304	397,882	426,387

Current liabilities	119,016	104,097	104,097
Non-current liabilities	176,720	277,673	277,673
Long term debt, including current portion of debt	204,172	294,848	294,848
Total equity	83,568	16,112	44,617
Book value per share	1.22	0.34	0.94

- (a) Pro forma as adjusted amount gives effect to \$2.5 million of a total \$5.0 million payment to SAC PCG in connection with the Corporate Reorganization and does not reflect \$19.5 million in proceeds received from the sale of our investment in A-Life in October 2010 and \$13.5 million in proceeds received from the sale of the PFS business in December 2010, and does not reflect our \$25.0 million repayment of a portion of our Term Loan borrowings in January 2011.
- (b) Working capital is defined as total current assets, excluding cash and cash equivalents, minus total current liabilities, excluding current portion of debt.

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The following table presents a reconciliation of net income (loss) attributable to MedQuist Holdings Inc. to Adjusted EBITDA:

	Historical			Pro forma			
	Years ended December 31,			Nine months ended		Year	Nine
	2007	2008	2009	September 30,	2010	ended	months
				2009	2010	December 31	ended
				(Unaudited)		2009	September 30,
				(In thousands)		(Unaudited)	2010
Net income (loss) attributable to MedQuist Holdings Inc.	\$ (2,596)	\$ (113,673)	\$ 735	\$ (230)	\$ 6,425	\$ 2,023	\$ 8,065
Net income (loss) attributable to noncontrolling interests	(57)	5,154	7,085	5,291	5,234		(11)
Income tax provision (benefit) <sup>(a)</sup>	(113)	(5,398)	1,082	1,253	(69)	372	(31)
Interest expense, net	2,108	3,954	9,132	6,945	12,031	31,490	24,238
Depreciation and amortization <sup>(b)</sup>	2,915	14,906	26,977	20,329	24,377	39,126	27,587
Cost of legal proceedings and settlements		5,311	14,943	13,540	2,785	16,189	2,785
Acquisition related charges		5,620	1,246		6,895		
Goodwill impairment charge		98,972					
Restructuring charges		2,106	2,727	481	1,951	3,502	1,912
Equity in (income) loss of affiliated companies	105	(66)	(1,933)	(2,534)	(616)	(1,933)	(616)
(Income) loss from discontinued operations						1,351	(449)
Receivable write-offs, asset impairment charges, severance charges and accrual reversals <sup>(c)</sup>		2,000	(1,864)	(1,864)		(1,046)	
PFS business <sup>(d)</sup>	(1,721)	(1,972)	(443)	(220)	(1,158)		
Adjusted EBITDA <sup>(e)</sup>	\$ 641	\$ 16,914	\$ 59,687	\$ 42,991	\$ 57,855	\$ 91,074	\$ 63,480

(a)

We had \$130.0 million of federal net operating loss carry forwards as of December 31, 2009 and will record approximately \$30.0 million of annual tax amortization related to intangible assets, including goodwill, that will reduce future taxable income. Due to the existence of federal net operating loss carry forwards and the impact of tax amortization related to intangible assets, including goodwill, cash taxes paid were \$84,000, \$160,000, \$796,000 for the years ended December 31, 2007, 2008 and 2009, respectively, and \$667,000 and \$30,000 for the nine months ended September 30, 2009 and 2010, respectively.

- (b) Includes amortization of acquired intangibles of \$698,000, \$7.1 million, \$12.8 million for the years ended December 31, 2007, 2008 and 2009, respectively, \$9.8 million and \$11.7 million for the nine months ended September 30, 2009 and 2010, respectively and \$19.2 million and \$16.5 million on a pro forma basis for the year ended December 31, 2009 and the nine months ended September 30, 2010, respectively.
- (c) Includes the write-off of amounts due from an unconsolidated affiliate of Spheris, an impairment charge to write-off the balance of an investment and the reversal of certain accruals, related to litigation claims, as a result of the expiration of the applicable statute of limitations.
- (d) Includes the effect of the PFS business, which was sold on December 31, 2010.
- (e) Pro forma amounts do not give effect to (i) the impact on net revenues from volume declines, resulting from pre-acquisition customer terminations at Spheris prior to the Spheris Acquisition, of \$24.6 million and \$2.4 million in net revenues for the year ended December 31, 2009 and the nine months ended September 30, 2010, respectively, and (ii) the full impact of cost savings and synergies resulting from the Spheris Acquisition, which we have implemented since the Spheris Acquisition and expect to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized benefit of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings. Adjusted EBITDA does not include earnings attributable to our investment in A-life, which was sold in October 2010.

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The following table presents a reconciliation of net income (loss) to Adjusted EBITDA for MedQuist Inc.:

	<b>Years ended December 31,</b>		
	<b>2007</b>	<b>2008</b>	<b>2009</b>
	<b>(In thousands)</b>		
Net income (loss)	\$ (15,206)	\$ (68,795)	\$ 23,291
Income tax provision (benefit)	2,339	(16,513)	1,975
Interest (income) expense, net	(8,366)	(2,438)	134
Depreciation and amortization	16,499	17,504	15,672
Restructuring and acquisition-related charges	2,756	2,055	2,727
Acquisition related charges			1,263
Cost of legal proceedings and settlements, net	6,083	19,738	14,843
Goodwill impairment charge		82,233	
Equity in income of affiliated companies <sup>(a)</sup>	(625)	(236)	(2,015)
Other income and accrual reversals <sup>(b)</sup>		(1,211)	(2,254)
<b>Adjusted EBITDA</b>	<b>\$ 3,480</b>	<b>\$ 32,337</b>	<b>\$ 55,636</b>

<sup>(a)</sup> Represents proportionate share of earnings from our equity method investment in A-Life, which was sold in October 2010.

<sup>(b)</sup> Represents the reversal of certain accruals relating to certain litigation claims as a result of the expiration of the applicable statute of limitations.

The following table presents a reconciliation of net loss to Adjusted EBITDA for Spheris:

	<b>Years ended December 31,</b>		
	<b>2007</b>	<b>2008</b>	<b>2009</b>
	<b>(In thousands)</b>		
Net loss	\$ (11,361)	\$ (19,179)	\$ (187,383)
Income tax provision (benefit)	(5,856)	3,870	(14,571)
Interest expense, net	21,171	19,104	17,439
Depreciation and amortization	24,273	21,613	7,230
Operational restructuring charges		484	775
Transaction charge			6,961
Cost of legal proceedings and settlements		425	1,246
Goodwill impairment charge			198,872
<b>Adjusted EBITDA</b>	<b>\$ 28,227</b>	<b>\$ 26,317</b>	<b>\$ 30,569</b>



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Adjusted EBITDA is a metric used by management to measure operating performance. Adjusted EBITDA is defined as net income (loss) attributable to MedQuist Holdings Inc., MedQuist Inc. or Spheris, as applicable, plus net income (loss) attributable to noncontrolling interests, income taxes, interest expense, depreciation and amortization, cost of legal proceedings and settlements, acquisition related charges, goodwill impairment charge, restructuring charges, equity in income (loss) of affiliated company, asset impairment charges, severance costs, certain unusual or nonrecurring items and the effect of our PFS business. We present Adjusted EBITDA as a supplemental performance measure because we believe it facilitates operating performance comparisons from period to period and company to company by backing out the following:

- n potential differences caused by variations in capital structures (affecting interest expense, net), tax positions (such as the impact on periods or companies for changes in effective tax rates), the age and book depreciation of fixed assets (affecting depreciation expense);
- n the impact of non-cash charges, such as goodwill impairment charges and asset impairment charges; and
- n the impact of unusual expenses or events, such as acquisition related charges, restructuring charges, severance costs and certain unusual or nonrecurring items.

Because Adjusted EBITDA facilitates internal comparisons of operating performance on a more consistent basis, we also use Adjusted EBITDA in measuring our performance relative to that of our competitors. Adjusted EBITDA is not a measurement of our financial performance under GAAP and should not be considered as an alternative to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as measures of our profitability or liquidity. We understand that although Adjusted EBITDA is frequently used by securities analysts, lenders and others in their evaluation of companies, Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- n Adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- n Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- n although depreciation is a non-cash charge, the assets being depreciated will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements; and
- n other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

## **Comparative per share data**

In the following table we present historical per share data for MedQuist Holdings Inc. and MedQuist Inc., unaudited pro forma condensed combined per share data for MedQuist Holdings Inc., and equivalent pro forma per share data for MedQuist Inc. for, and as of, the year ended December 31, 2009 and for, and as of, the nine months ended September 30, 2010 using certain assumptions as set forth in the footnotes to the table. The data does not purport to be indicative of:

- n the results of operations or financial position which would have been achieved if the Corporate Reorganization and the stock issuance under the Consulting Services Agreement had occurred at the beginning of the period or as of the date indicated, or
- n the results of operations or financial position which may be achieved in the future.

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For further information regarding the calculation of pro forma net income per share, see Summary Historical and Unaudited Pro Forma Consolidated Financial Data above and Unaudited Pro Forma Condensed Combined Financial Information.

	<b>Nine months ended September 30, 2010</b>		<b>Year ended December 31, 2009</b>	
<b>Net income (loss) per share:</b>				
MedQuist Holdings Inc. historical basic	\$	0.12	\$	(0.06)
MedQuist Holdings Inc. historical diluted	\$	0.12	\$	(0.06)
MedQuist Holdings Inc. pro forma basic <sup>(1)</sup>	\$	0.17	\$	0.00
MedQuist Holdings Inc. pro forma diluted <sup>(1)</sup>	\$	0.17	\$	0.00
MedQuist Inc. historical basic <sup>(2)</sup>	\$	0.46	\$	0.62
MedQuist Inc. historical diluted <sup>(2)</sup>	\$	0.46	\$	0.62
MedQuist Inc. pro forma equivalent basic <sup>(3)</sup>	\$	0.17	\$	0.00
MedQuist Inc. pro forma equivalent diluted <sup>(3)</sup>	\$	0.17	\$	0.00
<b>Cash dividends per share:</b>				
MedQuist Holdings Inc. historical	\$		\$	
MedQuist Inc. historical <sup>(5)</sup>	\$		\$	1.33
MedQuist Inc. pro forma equivalent <sup>(3)</sup>	\$		\$	
		<b>As of September 30, 2010</b>		<b>As of December 31, 2009</b>
<b>Book value per share:</b>				
MedQuist Holdings Inc. historical	\$	1.22	\$	1.06
MedQuist Holdings Inc. pro forma <sup>(4)</sup>	\$	0.34	\$	N/A
MedQuist Inc. historical	\$	3.51	\$	3.06
MedQuist Inc. pro forma equivalent <sup>(3)</sup>	\$	0.34	\$	N/A

(1) Determined by dividing the pro forma net income by the pro forma number of weighted average shares outstanding for the nine months ended September 30, 2010 and the year ended December 31, 2009.

(2) Represents MedQuist Inc. historical net income per share.

(3) The MedQuist Inc. equivalent pro forma amounts are calculated by multiplying MedQuist Holdings Inc. pro forma combined amounts by one, which is the exchange ratio.

(4) Determined by dividing the pro forma shareholders' equity by the pro forma number of shares outstanding as of September 30, 2010.

(5) Does not include a \$4.70 per share special dividend paid by MedQuist Inc. on October 18, 2010.

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**Risk Factors**

**Risks related to the exchange offer**

***You will be affected by this exchange offer whether or not you tender your shares of MedQuist Inc. common stock.***

Your investment in MedQuist Inc. common stock will be subject to different risks as a result of this exchange offer. As a holder of shares of MedQuist Inc. common stock, you will be affected by this exchange offer regardless of whether you tender all, some or none of your shares of MedQuist Inc. common stock in this exchange offer.

The MedQuist Inc. common stock may be delisted from The NASDAQ Global Market which may adversely affect the liquidity and value of any shares of MedQuist Inc. common stock held by investors for an indefinite period of time. In addition, depending on the number of holders of common stock of MedQuist Inc. following the completion of the exchange offer, MedQuist may deregister under the Exchange Act.

If less than all holders of MedQuist Inc. common stock participate in the exchange offer, then we may fail to realize the full benefits of the exchange offer.

If the number of holders of MedQuist Inc. common stock materially decreases, or if MedQuist Inc. common stock is delisted from The NASDAQ Global Market, equity research coverage of MedQuist Inc. common stock may be discontinued, which could adversely affect the liquidity and valuation of MedQuist Inc. common stock.

***You may not receive any premium on the issuance of our common stock in exchange for MedQuist Inc. common stock.***

We cannot predict whether or to what extent there will be a premium at the end of this exchange offer. As a result, if you tender your shares of MedQuist Inc. common stock in this exchange offer, you may not receive any premium. Any premium that you would receive through your participation in this exchange offer will depend upon a variety of factors including the market prices of shares of MedQuist Inc. common stock and our common stock at the time of the closing of this exchange offer, which we cannot predict. Even if you receive a premium in this exchange offer, it is possible that over time, the market value of the number of shares of MedQuist Inc. common stock tendered and accepted in this exchange offer will exceed the market value of our common stock received in this exchange offer.

***The number of shares of our common stock offered per share of MedQuist Inc. common stock in the exchange offer is fixed and will not be adjusted. The market price of our common stock may fluctuate, and the market price of the shares of our common stock upon settlement of the exchange offer could be less than the market price at the time you tender your MedQuist Inc. common stock.***

The number of shares of our common stock offered for each share of MedQuist Inc. common stock accepted for exchange is fixed at the amounts specified on the cover of this prospectus and will not be adjusted regardless of any increase or decrease in the market price of our common stock or the MedQuist Inc. common stock between the date of this prospectus and the settlement date. Therefore, the market price of our common stock at the time you receive our common stock on the settlement date, or any extension of the exchange offer, when we deliver our common stock in exchange for MedQuist Inc. common stock, could be less than the market price at the time you tender your MedQuist Inc. common stock. The market price of our common stock has recently been subject to significant fluctuations and volatility.

***Our stock price may decline due to the number of shares of our common stock that could be sold in the market after the exchange offer.***

The market price of our common stock could decline as a result of the large number of shares of our common stock that could be sold in the market after the exchange offer or the perception that such sales could occur. This also might make it more difficult for stockholders to sell shares in the future at a time and at a price they would deem appropriate.

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Assuming all shares of outstanding MedQuist Inc. common stock subject to the offer to exchange are validly tendered and accepted for exchange, we will issue 6.7 million shares of our common stock in this exchange offer. As of December 30, 2010, there were 35.2 million shares outstanding and approximately of our shares. After our proposed U.S. initial public offering, there will be 51.1 million shares of our common stock outstanding, or 52.2 million shares of our common stock if the underwriters of our U.S. initial public offering exercise their overallotment option, which includes (i) 3.5 million shares issued by us in our proposed U.S. initial public offering; (ii) 35.2 million shares held by our existing stockholders, (iii) 4.8 million shares to be issued in the private exchange, (iv) 6.7 million shares to be issued in the exchange offer, assuming a full exchange, and (v) 959,355 shares issuable pursuant to the Consulting Services Agreement. See Certain Relationships and Related Party Transactions.

***We may fail to realize all of the anticipated benefits of the exchange offer.***

The primary goal of the exchange offer is to unify public stockholdings at a single level, which we believe could lead to greater liquidity for investors, particularly for the former holders of MedQuist Inc. common stock, due to the increased combined public float. We also believe that the unified capital structure that would result from the exchange offer would also facilitate the investment and transfer of funds between us and MedQuist Inc. and its subsidiaries, thereby facilitating more efficient uses of our consolidated financial resources. To the extent the challenges of unifying our corporate structure turn out to be greater than we have expected we may fail to realize these and other anticipated benefits. If we do not wholly own MedQuist Inc., our interests in MedQuist Inc. could conflict with the interests of MedQuist Inc.'s remaining noncontrolling stockholders. Also, MedQuist Inc. may need to seek the consent of its noncontrolling stockholders and/or independent members of its board of directors in order to take certain actions, and those consents may not be forthcoming. Our costs could also be adversely affected by our inability to fully integrate MedQuist Inc. into our consolidated operations and management structure.

***We have not obtained a third-party determination that the exchange offer is fair to holders of the MedQuist Inc. common stock.***

We are not making a recommendation as to whether or not you should exchange your MedQuist Inc. common stock in the exchange offer. We have not retained, and do not intend to retain, any unaffiliated representative to act solely on behalf of the holders of the MedQuist Inc. common stock for purposes of negotiating the exchange offer or preparing a report concerning the fairness of the exchange offer. You must make your own independent decision regarding your participation in the exchange offer.

***Failure to successfully complete the exchange offer could negatively affect the price of MedQuist Inc. common stock.***

Several conditions must be satisfied or waived in order to complete the exchange offer, including that no event has occurred that in our reasonable judgment would materially impair the anticipated benefits to us of the exchange offer or that has had, or could reasonably be expected to have, a material adverse effect on us, our businesses, condition (financial or otherwise) or prospects. See The Exchange Offer Conditions of the exchange offer. The foregoing conditions may not be satisfied, and if not satisfied or waived, the exchange offer may not occur or may be delayed.

If the exchange offer is not completed or is delayed, we and MedQuist Inc. may be subject to material risks, including the risk that the market price of MedQuist Inc. common stock may decline to the extent that the current market price of MedQuist Inc. common stock reflects a market assumption that the exchange offer has been or will be completed.

***We may issue preferred stock in the future, which may adversely affect the market price of our common stock.***

Our board of directors is authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of the stockholders. Our board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, conversion rights and preferences over our common stock with respect to dividends or upon our dissolution, winding up and liquidation and other terms. If we issue preferred shares in the future that are convertible into common stock, have a preference over our common stock with respect to the payment of

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dividends or upon liquidation, or if we issue preferred shares with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected.

### ***There can be no assurances the exchange of shares pursuant to the exchange offer will qualify as a non-taxable exchange for U.S. federal income tax purposes***

We intend to take the position for U.S. federal income tax purposes that the exchange of shares of MedQuist Inc. common stock for our common stock pursuant to the exchange offer is a transaction described in Section 351(a) of the Internal Revenue Code of 1986, as amended, or 351 Exchange. Assuming such exchange qualifies as a 351 Exchange, then, in general, U.S. holders of shares of MedQuist Inc. common stock will not recognize gain or loss for U.S. federal income tax purposes from the exchange of MedQuist Inc. common stock solely for our common stock. There is no direct tax authority for treatment of such exchange as a 351 Exchange and 351 Exchange treatment depends on numerous factors, including factors beyond our control. As a result, there can be no assurances that the exchange will qualify as a 351 Exchange. Neither we nor MedQuist Inc. has or will seek any ruling from the Internal Revenue Service regarding any matters relating to the exchange pursuant to the exchange offer, and as a result, there can be no assurance that the Internal Revenue Service will not disagree with or challenge our position that such exchange qualifies as a 351 Exchange. U.S. investors should discuss the tax treatment of an exchange pursuant to the exchange offer with their tax advisors. See Material United States Federal Income Tax Consequences.

## **Risks related to our business**

### ***We compete with many others in the market for clinical documentation solutions which may result in lower prices for our services, reduced operating margins and an inability to maintain or increase our market share.***

We compete with other outsourced clinical documentation solutions companies in a highly fragmented market that includes national, regional and local service providers, as well as service providers with global operations. These companies have services that are similar to ours, and certain of these companies have substantially larger or have significantly greater financial resources than we do. We also compete with the in-house medical transcription staffs of our customers and potential customers. There can be no assurance that we will be able to compete effectively against our competitors or timely implement new products and services. Many of our competitors attempt to differentiate themselves by offering lower priced alternatives to our outsourced medical transcription services and customers could elect to utilize less comprehensive solutions than the ones we offer due to the lower costs of those competitive products. Some competition may even be willing to accept less profitable business in order to grow revenue. Increased competition and cost pressures affecting the healthcare markets in general may result in lower prices for our services, reduced operating margins and the inability to maintain or increase our market share.

### ***Our business is dependent upon the continued demand for transcription services. If EHR companies produce alternatives to medical transcription that reduce the need for transcription, the demand for our solutions could be reduced.***

EHR companies solutions for the collection of clinical data typically require physicians to directly enter and organize patient information through point-and-click templates which attempt to reduce or eliminate the need for transcription. A second alternative to conventional transcription involves a physician dictating a record of patient encounters and receiving a speech-recognized draft of their dictation, which the physician can self-edit. There is significant uncertainty and risk as to the demand for, and market acceptance of, these solutions for the creation of electronic clinical documentation. In the event that these and other solutions are successful and gain wide acceptance, the demand for our solutions could be reduced and our business, financial condition and results of operations could be adversely affected.

***Our growth is dependent on the willingness of new customers to outsource and adopt our technology platforms.***

We plan to grow, in part, by capitalizing on perceived market opportunities to provide our services to new customers. These new customers must be willing to outsource functions which may otherwise have been performed within their organizations, adopt new technologies and incur the time and expense needed to integrate those technologies into

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their existing systems. For example, the up-front cost and time involved in changing medical transcription providers or in converting from an in-house medical transcription department to an outsourced provider may be significant. Many customers may prefer to remain with their current provider or keep their transcription in-house rather than invest the time and resources required for the implementation of a new system. Also, as the maintenance of accurate medical records is a critical element of a healthcare provider's ability to deliver quality care to its patients and to receive proper and timely reimbursement for the services it renders, potential customers may be reluctant to outsource or change providers of such an important function.

***Our success will depend on our ability to support existing technologies as well as to adopt and integrate new technology into our workflow platforms.***

Our ability to remain competitive in the clinical documentation industry is based, in part, on our ability to develop, utilize and support technology in the services and solutions that we provide to our customers. As our customers advance technologically, we must be able to effectively integrate our solutions with their systems and provide advanced data collection technology. We also may need to develop technologies to provide service systems comparable to those of our competitors as they develop new technology. If we are unable to effectively develop and integrate new technologies, we may not be able to compete effectively with our competitors. In addition, if the cost of developing and integrating new technologies is high, we may not realize our expected return on investment.

***Technology innovations in the markets that we serve may create alternatives to our products and result in reduced sales.***

Technology innovations to which our current and potential customers might have access could reduce or eliminate their need for our products. A new or other disruptive technology that reduces or eliminates the use of one or more of our products could negatively impact the sale of these products. Our failure to develop, introduce or enhance products able to compete with new technologies in a timely manner could have an adverse effect on our business, results of operation and financial condition.

***Many of our customer contracts are terminable at will by our customers, and our ability to sustain and grow profitable operations is dependent upon the ability to retain customers.***

Many of our contracts can be terminated at will by our customers. If a significant number of our customers were to cancel or materially change their commitments with us, we could have significantly decreased revenue, which would harm our business, operating results and financial condition. We must, therefore, engage in continual operational support and sales efforts to maintain revenue stability and future growth with these customers. If a significant number of our customers terminate or fail to renew their contracts with us, our business could be negatively impacted if additional business is not obtained to replace the business which was lost.

Customer retention is largely dependent on providing quality service at competitive prices. Customer retention may be impacted by events outside of our control, such as changes in customer ownership, management, financial condition and competitors' sales efforts. If we experience a higher than expected rate of customer attrition the resulting loss of business could adversely affect results of operations and financial condition.

***Our indebtedness could adversely affect our ability to raise additional capital to fund our operations and limit our ability to pursue our growth strategy or to react to changes in the economy or our industry, and our debt obligations include restrictive covenants which may restrict our operations or otherwise adversely affect us.***

After the consummation of the Corporate Reorganization, we will have approximately \$269.8 million of indebtedness outstanding, consisting of \$175.0 million of Term Loan debt under our Senior Secured Credit Facility, \$85.0 million

of Senior Subordinated Notes and other indebtedness consisting of capital leases and borrowings under other credit facilities, and we may incur additional indebtedness in the future. For the years 2010 through 2014, assuming no change in our indebtedness following our proposed U.S. initial public offering, we will have average, annual payment obligations of approximately \$20.0 million for the principal amount of our indebtedness. Our net interest expense for the year ended December 31, 2009 and the nine months ended September 30,

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2010 was \$9.1 million and \$12.0 million, respectively. Our variable rate indebtedness bears interest at LIBOR plus 5.50% with a LIBOR floor of 1.75%. Because the LIBOR floor is currently in effect, a 1.25% increase in LIBOR above current LIBOR levels would not increase our effective interest rate. A 1.0% increase in the interest rate above this floor would impact our interest expense by approximately \$2.0 million. This indebtedness could have important negative consequences to our business, including:

- n increasing the difficulty of our ability to make payments on our outstanding debt;
- n increasing our vulnerability to general economic and industry conditions because our debt payment obligations may limit our ability to use our cash to respond to or defend against changes in the industry or the economy;
- n requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- n limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes;
- n limiting our ability to pursue our growth strategy; and
- n placing us at a disadvantage compared to our competitors who are less leveraged and may be better able to use their cash flow to fund competitive responses to changing industry, market or economic conditions.

In addition, under our debt financing agreements, we must abide by certain financial and other restrictive covenants that, among other things, require us to maintain a minimum consolidated interest coverage ratio, a maximum total leverage ratio and a maximum consolidated senior leverage ratio. Upon a breach of any of the covenants in our debt financing agreements, the lenders could declare us to be in default and could further require any outstanding borrowings to be immediately due and payable, and terminate all commitments to extend further credit.

***We are dependent on third party speech recognition software incorporated in certain of our technologies, and the inability to maintain, support or enhance such third party software over time could harm our business.***

We license speech recognition software from third parties, both of which are competitors, that we incorporate into several of our key products and solutions. Our ability to continue to sell and support these products and solutions depends on continued support from these licensors. If we were to experience the loss of one of these licenses, the portion of our business that relies on this software would be adversely affected while we transitioned it to the software provided under our other license. If we were to experience the loss of both of these licenses at any one time, our business would be adversely affected until we identify, license and integrate, or develop and integrate equivalent software, which we may be unable to do. There can be no assurance that such third party licensors will continue to invest the appropriate levels of resources in the software to maintain and enhance the capabilities of the software and if such third party licensors do not continue to develop their products, the development of our solutions to meet the requirements of our customers and potential customers could be adversely affected.

***Our use of open source and third-party software could impose unanticipated conditions or restrictions on our ability to commercialize our solutions.***

We incorporate open source software into our workflow solutions platforms and other software solutions. Open source software is accessible, usable and modifiable by anyone, provided that users and modifiers abide by certain licensing requirements. Under certain conditions, the use of some open source code to create derivative code may obligate us to make the resulting derivative code available to others at no cost. The circumstances under which our use of open source code would compel us to offer derivative code at no cost are subject to varying judicial interpretations, and we cannot guarantee that a court would not require certain of our core technology be made available as open source code. The use of such open source code may also ultimately require us to take remedial action, such as replacing certain

code used in our products, paying a royalty to use some open source code, making certain proprietary source code available to others or discontinuing certain products, any of which may divert resources away from our development efforts.

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We may also find that we need to incorporate certain proprietary third-party technologies, including software programs, into our products in the future. Licenses to relevant third-party technologies may not be available to us on commercially reasonable terms, or at all. Therefore, we could face delays in product releases until equivalent technology can be identified, licensed or developed and integrated into our current products. Such delays could materially adversely affect our business, operating results and financial condition.

***Our ability to expand our business depends on our ability to effectively manage our domestic and offshore production capacity, which we may not be able to do.***

Our success depends, in part, upon our ability to effectively manage our domestic and offshore production capacity, including our ability to attract and retain qualified MTs and MEs who can provide accurate medical transcription. We must also effectively manage our offshore transcription labor pool, which is currently located in India. If the productivity of our Indian employees does not outpace any increase in wages, our profits could suffer. Because medical transcription is a skilled position in which experience is valuable, we require that our MTs and MEs have substantial experience or receive substantial training before being hired. Competition may force us to increase the compensation and benefits paid to our MTs and MEs, which could reduce our operating margins and profitability.

***If we fail to comply with contractual obligations and applicable laws and regulations governing the handling of patient identifiable medical information, we could suffer material losses or be adversely affected by exposure to material penalties and liabilities.***

As part of the operation of our business, our customers provide us with certain patient identifiable medical information. Although many regulatory and governmental requirements do not directly apply to our operations, we and our hospital and other healthcare provider customers must comply with a variety of requirements related to the handling of patient information, including laws and regulations protecting the privacy, confidentiality and security of protected health information, or PHI. Most of our customers are covered entities under the Health Insurance Portability and Accountability Act of 1996, or HIPAA, and, in many of our relationships, we function as a business associate. The provisions of HIPAA, require our customers to have business associate agreements with us under which we are required to appropriately safeguard the PHI we create or receive on their behalf. Further, we and our customers are required to comply with HIPAA security regulations that require us and them to implement certain administrative, physical and technical safeguards to ensure the confidentiality, integrity and availability of electronic PHI, or EPHI. We are required by regulation and contract to protect the security of EPHI that we create, receive, maintain or transmit for our customers consistent with these regulations. To comply with our regulatory and contractual obligations, we may have to reorganize processes and invest in new technologies. We also are required to train personnel regarding HIPAA requirements. If we, or any of our MTs, MEs or subcontractors, are unable to maintain the privacy, confidentiality and security of the PHI that is entrusted to us, we and/or our customers could be subject to civil and criminal fines and sanctions and we could be found to have breached our contracts with our customers.

We are bound by business associate agreements with covered entities that require us to use and disclose PHI in a manner consistent with HIPAA in providing services to those covered entities. The HITECH Act, which was enacted into law on February 17, 2009 as part of the American Recovery and Reinvestment Act of 2009, or ARRA, enhances and strengthens the HIPAA privacy and security standards and makes certain provisions applicable to business associates of covered entities. As of February 17, 2010, some provisions of HIPAA apply directly to us. In addition, the HITECH Act creates new security breach notification requirements. The direct applicability of the new HIPAA Privacy and Security provisions will require us to incur additional costs and may restrict our business operations. In addition, these new provisions will result in additional regulations and guidance issued by the United States Department of Health and Human Services and will be subject to interpretation by various courts and other governmental authorities, thus creating potentially complex compliance issues for us and our customers.

As of February 17, 2010, we are directly subject to HIPAA's criminal and civil penalties for breaches of our privacy and security obligations.

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***Security and privacy breaches in our systems may damage customer relations and inhibit our growth.***

The uninterrupted operation of our hosted solutions and the confidentiality and security of third-party information is critical to our business. Any failures or perceived failures in our security and privacy measures could have a material adverse effect on our financial position and results of operations. If we are unable to protect, or our customers perceive that we are unable to protect, the security and privacy of our electronic information, our growth could be materially adversely affected. A security or privacy breach may:

- n cause our customers to lose confidence in our solutions;
- n harm our reputation;
- n expose us to liability; and
- n increase our expenses from potential remediation costs.

While we believe that we use proven applications designed for data security and integrity to process electronic transactions, there can be no assurance that our use of these applications will be sufficient to address changing market conditions or the security and privacy concerns of existing and potential customers.

***Our business depends on the reliable and secure operation of our computer hardware, software, Internet applications and data centers.***

A substantial portion of our business involves the transfer of large amounts of data to and from our workflow platforms. These workflow platforms, and their underlying technologies, are designed to operate and to be accessible by our customers 24 hours a day, seven days a week. Network and information systems, the Internet and other technologies are critical to our business activities. We have periodically experienced short term outages with our workflow platforms that have not significantly disrupted our business. However, a long term outage could adversely affect our ability to provide service to our customers.

We also perform data center and/or hosting services for certain customers, including the storage of critical patient and administrative data. Failure of public power and backup generators, impairment of telecommunications lines, a concerted denial of service cyber attack, damage (environmental, accidental, intentional or pandemic) to the buildings, the equipment inside the buildings housing our data centers, the customer data contained therein and/or the personnel trained to operate such facilities could cause a disruption in operations and negatively impact customers who depend on us for data center and system support services. Any interruption in operations at our data centers and/or customer support facilities could damage our reputation, cause us to lose existing clients, hurt our ability to obtain new customers, result in revenue loss, create potential liabilities for our customers and us and increase insurance and other operating costs.

***Recent and proposed legislation and possible negative publicity may impede our ability to utilize offshore production capabilities.***

Certain state laws that have recently been enacted and bills introduced in recent sessions of the U.S. Congress seek to restrict the transmission of personally identifiable information regarding a U.S. resident to any foreign affiliate, subcontractor or unaffiliated third party without adequate privacy protections or without providing notice of the transmission and an opportunity to opt out. Some of the proposals would require patient consent. If enacted, these proposed laws would impose liability on healthcare businesses arising from the improper sharing or other misuse of personally identifiable information. Some proposals would create a private civil cause of action that would allow an injured party to recover damages sustained as a result of a violation of the new law. A number of states have also considered, or are in the process of considering, prohibitions or limitations on the disclosure of medical or other information to individuals or entities located outside of the U.S. Further, as a result of concerns regarding the possible

misuse of personally identifiable information, some of our customers have contractually limited our ability to use MTs and MEs located outside of the U.S. The effect of these proposals would be to limit our ability to utilize our lower-cost offshore production facilities for affected customers, which could adversely affect our operating margins.

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***Any change in legislation, regulation or market practices in the United States affecting healthcare or healthcare insurance may materially adversely affect our business and results of operations.***

Over the past twenty years the U.S. healthcare industry has experienced a variety of regulatory and market driven changes to how it is operated and funded. Further changes, whether by government policy shift, insurance company changes or otherwise, may happen, and any such changes may adversely affect the U.S. healthcare information and services market. As business process outsourcing and off-shoring have grown in recent years, concerns have also grown about the impact of these phenomena on jobs in the United States. These concerns could drive government policy in a way which is disadvantageous to us. Further, if government regulation or market practices leads to fewer individuals seeking medical treatment, we could experience a decline in our processed volumes.

***Our business, financial condition and results of operations could be adversely affected by the political and economic conditions in India.***

A significant portion of our operations is located in India. Multiple factors relating to our Indian operations could have a material adverse effect on our business, financial condition and results of operations. These factors include:

- n changes in political, regulatory, legal or economic conditions;
- n governmental actions, such as restrictions on the transfer or repatriation of funds and foreign investments;
- n civil disturbances, including terrorism or war;
- n political instability;
- n public health emergencies;
- n changes in employment practices and labor standards;
- n local business and cultural factors that differ from our customary standards and practices; and
- n changes in tax laws.

In addition, the Indian economy may differ favorably or unfavorably from other economies in several respects, including the growth rate of GDP, the rate of inflation, resource self-sufficiency and balance of payments position. The Indian government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. Further actions or changes in policy, including taxation, of the Indian central government or the respective Indian state governments could have a significant effect on the Indian economy, which could adversely affect private sector companies, market conditions and the success of our operations.

U.S. and Indian transfer pricing regulations require that any international transactions involving associated enterprises are undertaken at an arm's length price. Applicable income tax authorities review our tax returns and if they determine that the transfer prices we have applied are not appropriate, we may incur increased tax liabilities, including accrued interest and penalties, which would cause our tax expense to increase, possibly materially, thereby materially reducing our profitability and cash flows. Indian tax authorities reviewed our transfer pricing practices at Spheris India Pvt. Ltd. for tax years ended March 2004 and 2005, prior to our ownership of Spheris, and concluded that the transfer price was not at arm's length. They assessed additional taxes for these years, which we have paid or fully reserved. However, we continue to dispute this assessment and the matter is currently under appeal.

***We are exposed to fluctuations of the value of the Indian rupee against the U.S. dollar, which could adversely affect our operations.***

Although our accounts are prepared in U.S. dollars, much of our operations are carried out in India with payments to staff and suppliers made in Indian Rupees. The exchange rate between the Indian Rupee and the U.S. dollar has changed substantially and could fluctuate in the future. Movements in the rate of exchange between the Indian Rupee and the U.S. dollar could result in increases or decreases in our costs and earnings, and may also affect the book value

of our assets located outside the United States and the amount of our equity.

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***We are highly dependent on certain key personnel, and the loss of any or all of these key personnel may have an adverse impact upon future performance.***

Our operations and future success are dependent upon the existence and expertise in this sector of certain key personnel. The loss of services of any of these individuals for any reason or our inability to attract suitable replacements would have a material adverse effect on the financial condition of our business and operations.

***We have grown, and may continue to grow, through acquisitions, which could dilute existing stockholders and could involve substantial integration risks.***

As part of our business strategy, we have in the past acquired, and expect to continue to acquire, other businesses and technologies. We may issue equity securities for future acquisitions, which would dilute existing stockholders, perhaps significantly depending on the terms of the acquisition. We may also incur additional debt in connection with future acquisitions, which may place additional restrictions on the ability to operate the business. Furthermore, prior acquisitions have required substantial integration and management efforts. Acquisitions involve a number of risks, including:

- n difficulty in integrating the operations and personnel of the acquired businesses, including different and complex accounting and financial reporting systems;
- n potential disruption of ongoing business and distraction of management;
- n potential difficulty in successfully implementing, upgrading and deploying in a timely and effective manner new operational information systems and upgrades of finance and accounting systems;
- n difficulty in incorporating acquired technology and rights into products and technology;
- n unanticipated expenses and delays in completing acquired development projects and technology integration;
- n management of geographically remote offices and operations;
- n impairment of relationships with partners and customers;
- n customers delaying purchases or seeking concessions pending resolution of integration between existing and newly acquired services or technology platforms;
- n entering markets or types of businesses in which management has limited experience; and
- n potential loss of customers or key employees of the acquired company.

As a result of these and other risks, we may not realize anticipated benefits from acquisitions. Any failure to achieve these benefits or failure to successfully integrate acquired businesses and technologies could materially and adversely affect our business and results of operations.

***We will be subject to additional regulatory compliance requirements, including section 404 of the Sarbanes-Oxley Act of 2002, as a result of our proposed U.S. initial public offering. If we fail to maintain an effective system of internal controls, our reputation and our business could be harmed.***

As a U.S. public company, our ongoing compliance with various rules and regulations, including the Sarbanes-Oxley Act of 2002, will increase our legal and finance compliance costs and will make some activities more time-consuming and costly. These rules and requirements may be modified, supplemented or amended from time to time. Implementing these changes may take a significant amount of time and may require specific compliance training of our personnel. For example, Section 404 of the Sarbanes-Oxley Act requires that our management report on, and our independent auditors attest to, the effectiveness of our internal control over financial reporting in our annual reports filed with the SEC. Section 404 compliance may divert internal resources and will take a significant amount of time and effort to complete. We may not be able to successfully complete the procedures and certification and attestation requirements of Section 404 by the time we will be required to do so. If we fail to do so, or if in the future our Chief Executive Officer, Chief Financial Officer or independent registered public accounting firm determines that our

internal controls over financial reporting are not effective as defined under Section 404, we could be subject to sanctions or investigations by The NASDAQ Global Market, the SEC, or other regulatory authorities. As a result, investor perceptions of our company may suffer, and this could cause a decline in the market price of our common stock. Irrespective of compliance with these rules and

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regulations, including the requirements under the Sarbanes-Oxley Act, any failure of our internal controls could have a material adverse effect on our stated results of operations and harm our business and reputation. If we are unable to implement these changes effectively or efficiently, it could harm our operations, financial reporting or financial results and could result in an adverse opinion on internal controls from our independent auditors.

***The historical and unaudited pro forma financial information included elsewhere in this prospectus may not be representative of our results as a combined company after the Spheris Acquisition, and accordingly, you have limited financial information on which to evaluate the combined company and your investment decision.***

We and Spheris operated as separate companies prior to the Spheris Acquisition. We have had no prior history as a combined company and our operations have not previously been managed on a combined basis. The pro forma financial information included elsewhere in this prospectus, which was prepared in accordance with Article 11 of the SEC's Regulation S-X, is presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have actually occurred had the Spheris Acquisition been completed at or as of the dates indicated, nor is it indicative of the future operating results or financial position of the combined company. The unaudited pro forma condensed combined consolidated statement of operations does not reflect future events that may occur after the Spheris Acquisition, including the potential realization of operating cost savings (synergies) or restructuring activities or other costs related to the planned integration of Spheris, and do not consider potential impacts of current market conditions on revenues, expense efficiencies or asset dispositions. The pro forma financial information presented in this prospectus is based in part on certain assumptions regarding the Spheris Acquisition that we believe are reasonable under the circumstances. We cannot assure you that our assumptions will prove to be accurate over time.

***Our ability to use our net operating loss carryforwards may be limited.***

As of December 31, 2009, we had approximately \$130.0 million of federal net operating loss, or NOL, carryforwards to offset future taxable income, which will begin to expire in 2026 if not utilized, and approximately \$250.0 million of state NOLs. Under the relevant federal and state tax provisions currently in effect, certain substantial cumulative changes in our ownership may further limit the amount of NOL carryforwards that can be utilized annually in the future to offset taxable income. Section 382 of the Internal Revenue Code of 1986, as amended, or the Code, imposes limitations on a company's ability to use NOL carryforwards if such company experiences a more-than-50-percent ownership change, or an ownership change, over a three-year testing period. We believe that, as a result of our proposed U.S. initial public offering or as a result of future issuances of capital stock, it is possible that such an ownership change may occur. Although we do not currently anticipate a significant limitation as a result of an ownership change in connection with our proposed U.S. initial public offering, if we experience an ownership change in connection with or subsequent to our proposed U.S. initial public offering, our ability to use our United States federal NOL carryforwards in any future periods may be restricted. If we are limited in our ability to use our NOL carryforwards, we will pay more taxes than if we were able to utilize such NOL carryforwards fully. As a result, any inability to use our NOL carryforwards could adversely affect our financial condition and results of operations.

***We may not own 100% of the stock of certain of our subsidiaries.***

Unless the private exchange closes and the exchange offer is completed at the highest acceptance level, we will not wholly own MedQuist Inc., and our ability to gain 100% ownership of MedQuist Inc. could be adversely affected by provisions of New Jersey corporate law described below, that limit certain business combinations between corporations such as MedQuist Inc. organized in New Jersey and their significant stockholders. If we do not wholly own MedQuist Inc., our interests in MedQuist Inc. could conflict with the interests of MedQuist Inc.'s remaining noncontrolling stockholders. Also, MedQuist Inc. may need to seek the consent of its noncontrolling stockholders and/or independent members of its board of directors in order to take certain actions, and those consents may not be

forthcoming. Our costs could also be adversely affected by our inability to fully integrate MedQuist Inc. into our consolidated operations and management structure.

Section 14A:10A of the New Jersey Business Corporation Act, or the NJBCA, prohibits certain business combinations involving New Jersey corporations and an interested stockholder. An interested stockholder is

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defined generally as a stockholder who is the beneficial owner, directly or indirectly, of 10% or more of the voting power of the outstanding stock of the corporation. The NJBCA prohibits business combinations subject to the NJBCA for a period of five years after the date the interested stockholder acquired its stock, unless the transaction was approved by the corporation's board of directors prior to the time the interested stockholder acquired its shares. After the five year period expires, the prohibition on business combinations with an interested stockholder continues unless: (i) the business combination is approved by the board of directors of the target corporation; (ii) the business combination is approved by a vote of two-thirds of the voting stock not owned by the interested stockholder; or (iii) the stockholders of the corporation receive a price in accordance with a fair price formula set forth in the NJBCA.

In August 2008, we, through our subsidiary, CBay Inc., acquired over 10% of the outstanding shares of MedQuist, Inc., a New Jersey corporation, from Royal Philips Electronics. The board of directors of MedQuist Inc. did not approve future business combinations with us or CBay Inc. prior to that acquisition for purposes of the provisions of NJBCA Section 14A:10A and, accordingly, we believe that these provisions of the NJBCA apply to CBay Inc. and us.

CBay Inc. and we are Delaware corporations. If CBay Inc. or we own at least 90% of MedQuist Inc. following the exchange offer, we may be able to utilize a short-form back-end merger through Section 267 of the Delaware General Corporation Law, or the DGCL. Under Section 267 of the DGCL, if (i) at least 90% of the outstanding shares of each class of stock of a corporation is owned by an entity, (ii) one of the entities is a Delaware corporation and (iii) the entity that is not a Delaware corporation is an entity of a state, the laws of which do not forbid such merger, the entity having such stock ownership may either merge the entity into itself and assume all of its obligations, or merge itself into the other entity. If the required 90% threshold is reached, Section 267 of the DGCL would permit us to merge MedQuist Inc. into us or CBay Inc. without MedQuist Inc. shareholder approval if such merger is not forbidden by the laws of New Jersey.

Section 14A:10-7(4) of the NJBCA governs short-form mergers between a New Jersey corporation and a foreign corporation. This provision allows a non-New Jersey corporation owning at least 90% of the outstanding shares of each class and series of a New Jersey corporation to merge the other corporation into itself, or merge itself into any subsidiary corporation, without approval of the shareholders of either corporation, though the board of the parent corporation must approve a plan of merger. However, the New Jersey courts have not interpreted Section 14A:10-7(4) in the context of Section 14A:10A since the adoption of New Jersey's Shareholder Protection Act.

We have made no determination whether, if the conditions of Section 267 of the DGCL and Section 14A:10-7(4) of the NJBCA are met in relation to MedQuist Inc., we will engage in a merger with MedQuist Inc. No assurance can be given regarding whether or when, if ever, we will acquire 100% ownership of MedQuist Inc.

### **Risks related to our common stock**

#### ***Our stock price may fluctuate significantly.***

An active U.S. public market for our common stock may not develop or be sustained after the completion of our proposed U.S. initial public offering. While our common stock was formerly listed on AIM, we have delisted from AIM and January 27, 2011 was the last day on which our shares traded on AIM. In connection with our proposed U.S. initial public offering we have applied to list our shares on The NASDAQ Global Market under the symbol MEDH. We will negotiate and determine the offering price of the shares offered in our initial public offering with the underwriters based on several factors. This price may vary from the market price of our common stock after our proposed U.S. initial public offering. You may be unable to sell your shares of common stock at or above the initial offering price or the price of our common stock on the date the exchange offer is consummated. The stock market, particularly in recent years, has experienced significant volatility, and the volatility of stocks often does not relate to the operating performance of the companies represented by the stock. Factors that could cause volatility in the market

price of our common stock include:

- n market conditions affecting our customers' businesses, including the level of mergers and acquisitions activity;
- n the loss of any major customers or the acquisition of new customers for our services;

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- n announcements of new services or functions by us or our competitors;
- n actual and anticipated fluctuations in our quarterly operating results;
- n rumors relating to us or our competitors;
- n actions of stockholders, including sales of shares by our directors and executive officers;
- n additions or departures of key personnel; and
- n developments concerning current or future strategic alliances or acquisitions.

These and other factors may cause the market price and demand for our common stock to fluctuate substantially, which may limit or prevent investors from readily selling their shares of common stock and may otherwise negatively affect the liquidity of our common stock. In addition, in the past, when the market price of a stock has been volatile, holders of that stock have instituted securities class action litigation against the company that issued the stock. If any of our stockholders brought a lawsuit against us, we could incur substantial costs defending the lawsuit. Such a lawsuit could also divert the time and attention of our management.

***Our largest stockholder will exercise significant control over our company.***

After the Corporate Reorganization affiliates of SAC PCG will beneficially own in the aggregate shares representing approximately 34.0% of our outstanding capital stock. Furthermore, we have entered into a Stockholders Agreement with affiliates of SAC PCG pursuant to which they will have the right to nominate to our board three, two or one directors for so long as they hold at least 20%, 10% or 5% of our voting power, respectively. This concentration of ownership of our shares and the Stockholders Agreement could delay or prevent proxy contests, mergers, tender offers, open-market purchase programs or other purchases of shares of our common stock that might otherwise give you the opportunity to realize a premium over the then-prevailing market price of our common stock. This concentration of ownership may also adversely affect our stock price.

***Our certificate of incorporation contains a provision renouncing our interest and expectancy in certain corporate opportunities, which could adversely affect our business or prospects.***

Our certificate of incorporation provides that we will renounce any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunity that may be from time to time presented to (i) members of our board of directors who are not our employees, (ii) their respective employers, and (iii) affiliates of the foregoing (other than us and our subsidiaries), other than opportunities expressly presented to such directors solely in their capacity as our director. This provision will apply even if the opportunity is one that we might reasonably have pursued or had the ability or desire to pursue if granted the opportunity to do so. Furthermore, no such person will be liable to us for breach of any fiduciary duty, as a director or otherwise, by reason of the fact that such person pursues or acquires any such business opportunity, directs any such business opportunity to another person or fails to present any such business opportunity, or information regarding any such business opportunity. None of such persons or entities will have any duty to refrain from engaging directly or indirectly in the same or similar business activities or lines of business as us or any of our subsidiaries. See Description of Capital Stock.

For example, affiliates of our non-employee directors may become aware, from time to time, of certain business opportunities such as acquisition opportunities and may direct such opportunities to other businesses in which they have invested or advise, in which case we may not become aware of or otherwise have the ability to pursue such opportunities. Further, such businesses may choose to compete with us for these opportunities. As a result, our renouncing our interest and expectancy in any business opportunity that may be from time to time presented to such persons or entities could adversely impact our business or prospects if attractive business opportunities are procured by such persons or entities for their own benefit rather than for ours.

***Future sales of our shares by our existing stockholders could cause our stock price to decline.***

Upon the completion of our proposed U.S. initial public offering, and, after giving effect to (i) the private exchange, (ii) this exchange offer, assuming a full exchange, and (iii) the issuance of 959,355 shares of our common stock pursuant to the Consulting Services Agreement, we will have outstanding 51.1 million shares of common stock, or 52.2 million if the underwriters of our U.S. initial public offering exercise their overallotment option, in each case, assuming no exercise of outstanding options. If our existing stockholders sell, or indicate an

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intent to sell, substantial amounts of our common stock in the public market after the consummation of our proposed U.S. initial public offering, the trading price of our common stock could decline significantly.

Of the 51.1 million shares of our common stock outstanding upon the completion of the Corporate Reorganization, (i) 23.7 million shares will be subject to a 180-day contractual lock-up, (ii) 3.8 million shares will be subject to a 90-day contractual lock-up, and (iii) 3.8 million shares will be subject to a 45-day contractual lock-up and (iv) 19.9 million shares, including the 7.8 million shares being sold in our proposed U.S. initial public offering and the 6.7 million shares being issued in this exchange offer, assuming full exchange, will not be subject to any contractual lock-up. If our existing stockholders sell, or indicate an intent to sell, substantial amounts of our common stock in the public market after the applicable contractual lock-up and other applicable legal restrictions on resale discussed in this prospectus lapse, the trading price of our common stock could decline significantly. Lazard Capital Markets LLC and Macquarie Capital (USA) Inc. may, in their sole discretion, permit our officers, directors, employees and other stockholders to sell shares prior to the expiration of the lock-up agreements. We cannot predict the effect, if any, that public sales of these shares or the availability of these shares for sale will have on the market price of our common stock.

In addition, the shares subject to outstanding options under our equity incentive plans and the shares reserved for future issuance under our equity incentive plans will become eligible for sale in the public market in the future, subject to certain legal and contractual limitations. Moreover, 180 days after the completion of our proposed U.S. initial public offering, holders of approximately 17.3 million shares of our common stock will have the right to require us to register these shares under the Securities Act of 1933, as amended, or the Securities Act, pursuant to registration rights. If our existing stockholders sell substantial amounts of our common stock in the public market, or if the public perceives that such sales could occur, this could have an adverse impact on the market price of our common stock, even if there is no relationship between such sales and the performance of our business.

***Provisions of Delaware law and our charter documents could delay or prevent an acquisition of our company, even if the acquisition would be beneficial to our stockholders, and could make it more difficult for you to change management.***

Provisions of Delaware law and our certificate of incorporation and by-laws may discourage, delay or prevent a merger, acquisition or other change in control that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions may also prevent or delay attempts by stockholders to replace or remove our current management or members of our board of directors. These provisions include:

- n a classified board of directors;
- n limitations on the removal of directors;
- n advance notice requirements for stockholder proposals and nominations;
- n the inability of stockholders to act by written consent or to call special meetings;
- n the ability of our board of directors to make, alter or repeal our by-laws; and
- n the authority of our board of directors to issue preferred stock with such terms as our board of directors may determine.

In addition, upon the closing of our proposed U.S. initial public offering, we will be subject to Section 203 of the Delaware General Corporation Law, which limits business combination transactions with stockholders of 15% or more of our outstanding voting stock that our board of directors has not approved. These provisions and other similar provisions make it more difficult for stockholders or potential acquirers to acquire us without negotiation. These provisions may apply even if some stockholders may consider the transaction beneficial to them.

As a result, these provisions could limit the price that investors are willing to pay in the future for shares of our common stock. These provisions might also discourage a potential acquisition proposal or tender offer, even if the acquisition proposal or tender offer is at a premium over the then current market price for our common stock.

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***If equity research analysts do not publish research or reports about our business, or if they issue unfavorable commentary or downgrade our common stock, the price of our common stock could decline.***

The trading market for our common stock will rely in part on the research and reports that equity research analysts publish about us and our business. The price of our common stock could decline if one or more securities analysts downgrade our common stock or if those analysts issue other unfavorable commentary or cease publishing reports about us or our business.

***We do not currently intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock.***

We do not intend to pay any cash dividends on our common stock for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth, including growth through acquisitions. The payment of any future dividends will be determined by the board of directors in light of conditions then existing, including our earnings, financial condition and capital requirements, business conditions, corporate law requirements and other factors. See Dividend Policy.

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**Special Note Regarding Forward-Looking Statements**

This prospectus contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical facts included in this prospectus, including statements regarding our future financial position, economic performance and results of operations, as well as our business strategy, and projected costs and plans and objectives of management for future operations, and the information referred to under Management's Discussion and Analysis of Financial Condition and Results of Operations, are forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology, such as may, will, expect, intend, estimate, anticipate, believe or continue or similar terminology.

Such forward-looking statements include but are not limited to statements regarding:

- n potential synergies from the acquisition of Spheris;
- n our ability to adopt and integrate new technologies;
- n our expectation as to the future growth of the healthcare industry;
- n increases in the productivity of MTs and MEs in order to outpace the decline in prices for medical transcription;
- n customer retention;
- n potential benefits of our size and scale;
- n our ability to develop and adopt new technologies;
- n our ability to gain new customers;
- n our ability to increase sales; and
- n our ability to complete our proposed U.S. initial public offering, and consummate the private exchange described under Recent Developments Private Exchange.

The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. Forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, you are cautioned that any forward-looking statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Although we believe that the expectations reflected in our forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. Unless otherwise required by law, and except for any material updates or revisions to the forward-looking statements made in this prospectus occurring during the pendency of the exchange offer, we disclaim any obligation to update our view of any such risks or uncertainties or to announce publicly the result of any revisions to the forward-looking statements made in this prospectus.

All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this prospectus in the context of these risks and uncertainties.

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**Corporate Reorganization**

**Recapitalization Transactions**

On October 1, 2010, MedQuist Inc., as borrower, and our subsidiaries, MedQuist Transcriptions, Ltd. and CBay Inc., as co-borrowers and guarantors, and we and certain of our other subsidiaries, as guarantors, entered into the Senior Secured Credit Facility with General Electric Capital Corporation, as administrative agent, and the lenders party thereto, providing for (i) a \$200.0 million Term Loan and (ii) a \$25.0 million revolving credit facility. On September 30, 2010, MedQuist Inc., as issuer, and our subsidiaries, MedQuist Transcriptions, Ltd. and CBay Inc., as co-issuers and guarantors, and we and certain of our other subsidiaries, as guarantors, entered into a Note Purchase Agreement with BlackRock Kelso Capital Corporation, PennantPark Investment Corporation, Citibank, N.A., and THL Credit, Inc. providing for the issuance of \$85.0 million aggregate principal amount of 13% Senior Subordinated Notes due 2016. Interest on the Senior Subordinated Notes is payable in quarterly installments at the issuers option at either (i) 13% in cash or (ii) 12% in cash plus 2% in the form of additional Senior Subordinated Notes. See

Description of Indebtedness for a more detailed description of the Senior Secured Credit Facility and the Senior Subordinated Notes.

The closing and funding of the Term Loan and the Senior Subordinated Notes occurred on October 14, 2010. MedQuist Inc. used the proceeds to repay \$80.0 million of indebtedness under its Acquisition Credit Facility, to repay \$13.6 million of indebtedness under the Acquisition Subordinated Promissory Note it issued in connection with the Spheris Acquisition and to pay a \$176.5 million special dividend to its stockholders. We received \$122.6 million of this special dividend and used \$104.1 million to redeem our 6% Convertible Notes, and \$3.7 million to extinguish certain other lines of credit.

**Private Exchange**

We have entered into an Exchange Agreement with certain of MedQuist Inc.'s noncontrolling stockholders that currently hold in the aggregate approximately 12.7% of MedQuist Inc.'s outstanding shares. Pursuant to the Exchange Agreement, those MedQuist Inc. stockholders will receive one share of our common stock for each MedQuist Inc. share and will enter into a stockholders agreement with us that, among other things, provides them with registration rights and contains provisions regarding their voting in the election of our directors. The closing under the Exchange Agreement is conditioned upon, among other conditions, our completion of an initial public offering and the listing of our shares on The NASDAQ Global Market and would increase our ownership in MedQuist Inc. from 69.5% to 82.2%.

**Our proposed U.S. initial public offering**

On October 18, 2010, we filed a registration statement on Form S-1 with the SEC as the first step towards completing a U.S. initial public offering of our common stock. The successful consummation of our proposed U.S. initial public offering and the listing of the shares of our common stock on The NASDAQ Global Market are both conditions to the consummation of the exchange offer.

**Redomiciliation and share conversion**

On January 27, 2011, we changed our name from CBaySystems Holdings Limited to MedQuist Holdings Inc. and redomiciled from a British Virgin Islands company to a Delaware corporation. In connection with our redomiciliation, we adjusted the number of our shares outstanding through a reverse share split, pursuant to which every 4.5 shares of

our common stock outstanding prior to our redomiciliation was converted into one share of our common stock upon our redomiciliation. Our redomiciliation and the reverse share split resulted in no change to our stockholders' relative ownership interests in us. Unless otherwise noted, all information regarding our shares of common stock and all per share information presented herein give effect to the reverse share split.

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**Dividend Policy**

We currently expect to retain future earnings, if any, for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future. Payments of future dividends, if any, will be at the sole discretion of our board of directors after taking into account various factors, including our business, operating results and financial condition, current and anticipated cash needs, plans for expansion and any legal or contractual limitations on our ability to pay dividends. Our ability to pay dividends on our common stock is limited by the covenants of the agreements governing our indebtedness and may be further restricted by any future debt or preferred securities. See Description of Indebtedness.

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The following table sets forth our capitalization as of September 30, 2010:

- n on an actual basis;
- n on a pro forma basis to give effect to the Corporate Reorganization (but excluding the common stock offered in our proposed U.S. initial public offering), the reclassification for discontinued operations and the issuance of stock pursuant to the Consulting Services Agreement; and
- n on a pro forma as adjusted basis to give effect to the completion of our proposed U.S. initial public offering.

You should read this table together with the information contained in this prospectus, including Corporate Reorganization, Use of Proceeds, Unaudited Pro Forma Condensed Combined Financial Information, Selected Consolidated Financial and Other Data and Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the related notes thereto included elsewhere in this prospectus.

	<b>As of September 30, 2010</b>		
	<b>Actual</b>	<b>Pro forma <sup>(5)</sup> (\$ in thousands)</b>	<b>Pro forma as adjusted</b>
Cash and cash equivalents <sup>(1)</sup>	\$ 24,025	\$ 35,253	\$ 63,758
Short-term debt <sup>(2)</sup>	36,224	22,949	22,949
Long-term debt			
Term loans	1,075	343	343
Senior Secured Credit Facility	55,000	185,000	185,000
Senior Subordinated Notes	13,898	85,000	85,000
6% Convertible Notes	96,419		
Other debt <sup>(3)</sup>	1,556	1,556	1,556
<b>Total debt</b>	<b>204,172</b>	<b>294,848</b>	<b>294,848</b>
<b>Equity</b>			
Stockholders' equity:			
Preferred stock: 25 million shares authorized, none issued or outstanding			
Common stock: 300 million shares authorized, 35.2 million shares issued and outstanding (actual); 47.6 million shares issued and outstanding (pro forma); 51.1 million shares issued and outstanding (pro forma as adjusted)	3,516	4,759	5,109
Additional paid in capital	149,100	134,487	162,642
Accumulated deficit	(109,261)	(123,154)	(123,154)
Accumulated other comprehensive loss	(385)	(385)	(385)

Total stockholders' equity	42,970	15,707	44,212
Noncontrolling interests	40,598	405	405
Total equity	83,568	16,112	44,617
Total capitalization <sup>(4)</sup>	\$ 287,740	\$ 310,960	\$ 339,465

- (1) Pro forma as adjusted gives effect to \$2.5 million of a total \$5.0 million payment to SAC PCG in connection with the Corporate Reorganization, does not reflect \$19.5 million in proceeds received from our sale of our investment in A-Life, which was sold in October 2010 and \$13.5 million in proceeds received from the sale of the PFS business in December 2010, and does not reflect our \$25.0 million repayment of a portion of our Term Loan borrowings in January 2011.
- (2) Short-term debt includes amount outstanding under our short-term credit facilities, the current portion of long-term borrowings and the current portion of capital lease obligations.
- (3) Other debt includes capital lease obligations and indebtedness outstanding under our credit agreement with ICICI Bank and with IndusInd Bank.
- (4) A \$1.00 increase (decrease) in the assumed initial public offering price of \$11.00 per share would increase (decrease) total stockholders' capital and total capitalization by approximately \$3.3 million, assuming the number of shares offered by us in our proposed U.S. initial public offering remains the same and after deducting the estimated underwriting discounts and estimated expenses related to our proposed U.S. initial public offering payable by us. A 100,000 share increase (decrease) in the number of shares of common stock sold by us in our proposed U.S. initial public offering would increase (decrease) the net proceeds to us from our proposed U.S. initial public offering by approximately \$1.0 million, assuming an initial public offering price per share equal to the midpoint of the estimated price range set forth on the cover page of this preliminary prospectus and after deducting underwriting discounts and commissions and estimated offering expenses payable by us.
- (5) Pro forma basis reflects (i) the \$200.0 million borrowings under the Term Loan, (ii) the issuance of \$85.0 million of Senior Subordinated Notes, (iii) our repayment of the 6% Convertible Notes, (iv) the issuance of 4.8 million shares of our common stock in the private exchange, (v) the issuance of 6.7 million shares of our common stock in this exchange offer, assuming a full exchange, and (vi) the issuance of 959,355 shares of our common stock pursuant to the Consulting Services Agreement.

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**Unaudited Pro Forma Condensed Combined Financial Information**

The following unaudited pro forma condensed consolidated financial information includes our unaudited pro forma condensed combined statements of operations for the year ended December 31, 2009 and the nine months ended September 30, 2010 and our unaudited pro forma condensed consolidated balance sheet as of September 30, 2010. The unaudited pro forma condensed combined statements of operations and the unaudited pro forma condensed consolidated balance sheet have been derived from the historical consolidated financial information of us and Spheris, which are included elsewhere in this prospectus. The unaudited pro forma condensed combined statements of operations and the unaudited pro forma consolidated balance sheet give effect to the reclassification for discontinued operations. See Unaudited Pro Forma Condensed Consolidated Financial Information Discontinued Operations.

The pro forma combined statements of operations and other operating data for the year ended December 31, 2009 and the nine months ended September 30, 2010 give effect to the following transactions as if they had occurred on January 1, 2009:

- n the Spheris Acquisition and the incurrence by MedQuist Inc. of \$113.6 million of debt to finance the Spheris Acquisition;
- n the incurrence by MedQuist Inc. of \$285.0 million of indebtedness under the Senior Secured Credit Facility and Senior Subordinated Notes, the simultaneous repayment of \$80.0 million of indebtedness under the Acquisition Credit Facility, the repayment of \$13.6 million of indebtedness under the Acquisition Subordinated Promissory Notes, the payment of a \$176.5 million special dividend to MedQuist Inc.'s stockholders, of which we received \$122.6 million and the noncontrolling stockholders of MedQuist Inc. received \$53.9 million, and the repayment by us, using the proceeds of such dividend of \$104.1 million to extinguish our 6% Convertible Notes including a \$7.7 million premium on early prepayment and \$3.7 million under certain of our other lines of credit;
- n the issuance of 4.8 million shares of our common stock in exchange for 4.8 million shares of MedQuist Inc. common stock pursuant to the terms of the Exchange Agreement with certain noncontrolling stockholders of MedQuist Inc., which will increase our ownership in MedQuist Inc. from 69.5% to 82.2%;
- n the issuance of 959,355 shares of our common stock pursuant to the Consulting Services Agreement; and
- n the issuance of 6.7 million shares of our common stock in exchange for 6.7 million shares of MedQuist Inc. common stock assuming a full exchange. This would increase our ownership in MedQuist Inc. from 82.2% to 100%.

The pro forma combined statements of operations and other operating data for the year ended December 31, 2009 and the nine months ended September 30, 2010 do not give effect to the following:

- n the impact on net revenues from volume declines resulting from Spheris customer terminations prior to the Spheris Acquisition. The pro forma net revenues for the year ended December 31, 2009 and for the nine months ended September 30, 2010 include \$24.6 million and \$2.4 million, respectively, of net revenues associated with such terminations; and
- n the full impact on Adjusted EBITDA of cost savings and synergies resulting from the Spheris Acquisition, which we have implemented since the Spheris Acquisition and expect to yield \$7.0 million of cost savings in the fourth quarter of 2010, representing an annualized benefit of \$28.0 million. Our results for the nine months ended September 30, 2010 reflect \$4.9 million of such cost savings.

The pro forma balance sheet data as of September 30, 2010 gives effect to the Recapitalization Transactions, the private exchange, the exchange offer, the reclassification for discontinued operations and the shares of our common

stock issuable pursuant to the Consulting Services Agreement, as if they occurred as of September 30, 2010.

The pro forma as adjusted balance sheet data as of September 30, 2010 also gives effect to the issuance of 3.5 million shares of common stock in our proposed U.S. initial public offering at an assumed initial public

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offering price of \$11.00 per share, the midpoint of the price range shown on the cover of this prospectus, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us as if such transaction occurred as of September 30, 2010.

Our historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial information to give effect to pro forma events that are (1) directly attributable to the Spheris Acquisition, the Corporate Reorganization the shares of our common stock issuable pursuant to the Consulting Services Agreement, (2) factually supportable and (3) with respect to the statements of operations, expected to have a continuing impact on the combined results. The pro forma information does not reflect revenue opportunities and cost savings that may be realized after the Spheris Acquisition. The pro forma financial information also does not reflect expenses related to integration activity that may be incurred by us in connection with the Spheris Acquisition.

The pro forma data is based upon available information and certain assumptions that we believe are reasonable. The pro forma data is for informational purposes only and does not purport to represent what our results of operations or financial position actually would have been if such events had occurred on the dates specified above and does not purport to project the results of operations or financial position for any future period or date. The unaudited pro forma condensed combined statements of operations and the unaudited pro forma condensed consolidated balance sheet should be read in conjunction with the accompanying notes, our historical consolidated financial statements, and related notes included elsewhere in this prospectus as adjusted for the acquisition of Spheris using the acquisition method of accounting.

You should read the following unaudited pro forma condensed consolidated financial information with our consolidated financial statements and related notes included elsewhere in this prospectus and the information under the section Capitalization, Selected Consolidated Financial and Other Data and Management's Discussion and Analysis of Financial Condition and Results of Operations appearing elsewhere in this prospectus.

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**MedQuist Holdings Inc. (formerly CBaySystems Holdings Limited) and Subsidiaries  
 Unaudited Pro Forma Condensed Combined Statement of Operations  
 For the year ended December 31, 2009**

	<b>Historical</b>	<b>Spheris</b>	<b>Spheris</b>	<b>Recapitalization Transactions and private</b>	<b>Pro</b>	
<b>MedQuist</b>		<b>Acquisition</b>	<b>Acquisition</b>	<b>exchange</b>	<b>forma</b>	<b>Offer</b>
<b>Holdings</b>		<b>pro</b>	<b>pro</b>		<b>before</b>	<b>pro</b>
<b>Inc.<sup>(1)</sup></b>	<b>Spheris</b>	<b>adjustments</b>	<b>combined</b>	<b>&amp;nbs</b>		<b>forma</b>