UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024

OR

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

For the transition period from __________ to __________

Commission File Number: 001-39423

BigCommerce Holdings, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**46-2707656**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
11305 Four Points Drive **Building II, Suite 100** **Austin, Texas**	**78726**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (512) 865-4500

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Series 1 common stock, $0.0001 par value per share	**BIGC**	**The Nasdaq Global Market**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 5, 2024, the registrant had 78,379,980 shares of common stock, $0.0001 par value per share outstanding.

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PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

BigCommerce Holdings, Inc.

Condensed Consolidated Balance Sheets
(in thousands)

	September 30, 2024 (unaudited)	December 31, 2023
Assets		
Current assets		
Cash and cash equivalents	$ 35,441	$ 71,719
Restricted cash	1,514	1,126
Marketable securities	132,955	198,415
Accounts receivable, net	43,378	37,713
Prepaid expenses and other assets, net	21,032	24,733
Deferred commissions	9,140	8,280
Total current assets	243,460	341,986
Property and equipment, net	9,374	10,233
Operating lease, right-of-use-assets	2,278	4,405
Prepaid expenses, net of current portion	2,412	1,240
Deferred commissions, net of current portion	5,998	7,056
Intangible assets, net	19,699	27,052
Goodwill	51,927	52,086
Total assets	$ 335,148	$ 444,058
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	$ 8,149	$ 7,982
Accrued liabilities	2,771	2,652
Deferred revenue	46,352	32,242
Current portion of operating lease liabilities	2,883	2,542
Other current liabilities	26,432	25,332
Total current liabilities	86,587	70,750
Convertible notes	216,756	339,614
Operating lease liabilities, net of current portion	2,068	7,610
Other long-term liabilities, net of current portion	751	551
Total liabilities	306,162	418,525
Stockholders' equity		
Common stock	7	7
Additional paid-in capital	647,897	620,021
Accumulated other comprehensive income	380	163
Accumulated deficit	(619,298)	(594,658)
Total stockholders' equity	28,986	25,533
Total liabilities and stockholders' equity	$ 335,148	$ 444,058

The accompanying notes are an integral part of these condensed consolidated financial statements.

BigCommerce Holdings, Inc.

Condensed Consolidated Statements of Operations
(in thousands, except per share amounts)
(unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Revenue	$ 83,710	$ 78,045	$ 245,899	$ 225,245
Cost of revenue [(1)]	19,863	19,054	58,113	55,256
Gross profit	63,847	58,991	187,786	169,989
Operating expenses: [(1)]				
Sales and marketing	33,140	36,253	99,997	105,898
Research and development	20,841	21,703	61,116	63,951
General and administrative	16,435	14,342	46,800	45,264
Amortization of intangible assets	2,434	2,033	7,353	6,099
Acquisition related costs	334	1,067	1,001	9,317
Restructuring charges	9,880	5,795	12,452	6,215
Total operating expenses	83,064	81,193	228,719	236,744
Loss from operations	(19,217)	(22,202)	(40,933)	(66,755)
Gain on convertible note extinguishment	12,110	0	12,110	0
Interest income	2,433	3,059	8,807	8,310
Interest expense	(1,908)	(721)	(3,348)	(2,165)
Other expense	(142)	(301)	(585)	(333)
Loss before provision for income taxes	(6,724)	(20,165)	(23,949)	(60,943)
Provision for income taxes	(269)	(145)	(691)	(552)
Net loss	$ (6,993)	$ (20,310)	$ (24,640)	$ (61,495)
Basic net loss per share	$ (0.09)	$ (0.27)	$ (0.32)	$ (0.82)
Shares used to compute basic net loss per share	77,869	75,387	77,319	74,778

[(1)] Amounts include stock-based compensation expense and associated payroll tax costs, as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Cost of revenue	$ 1,114	$ 1,323	$ 2,798	$ 3,802
Sales and marketing	3,327	3,626	8,332	10,059
Research and development	3,766	4,124	10,515	11,570
General and administrative	2,685	3,028	7,859	8,680

The accompanying notes are an integral part of these condensed consolidated financial statements.

BigCommerce Holdings, Inc.

Condensed Consolidated Statements of Comprehensive Loss
(in thousands)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
Net loss	$ (6,993)	$ (20,310)	$ (24,640)	$ (61,495)
Other comprehensive income (loss):				
Net unrealized gain on marketable securities	557	155	217	782
Total comprehensive loss	$ (6,436)	$ (20,155)	$ (24,423)	$ (60,713)

The accompanying notes are an integral part of these condensed consolidated financial statements.

BigCommerce Holdings, Inc.

Condensed Consolidated Statements of Stockholders' Equity
(in thousands)
(unaudited)

	For the three and nine months ended September 30, 2024					
	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income/ (Loss)	Stockholders' Equity
	Shares	Amount				
Balance at December 31, 2023	76,410	$ 7	$ 620,021	$ (594,658)	$ 163	$ 25,533
Proceeds from exercise of stock options	308	0	974	0	0	974
Release of restricted stock units	507	0	(1,325)	0	0	(1,325)
Stock-based compensation	0	0	8,388	0	0	8,388
Total other comprehensive loss	0	0	0	0	(259)	(259)
Net loss	0	0	0	(6,392)	0	(6,392)
Balance at March 31, 2024	77,225	$ 7	$ 628,058	$ (601,050)	$ (96)	$ 26,919
Proceeds from exercise of stock options	77	0	$ 271	0	0	$ 271
Release of restricted stock units	397	0	0	0	0	0
Issuance of common stock as consideration for an acquisition	41	0	248	0	0	248
Stock-based compensation	0	0	10,009	0	0	10,009
Total other comprehensive loss	0	0	0	0	(81)	(81)
Net loss	0	0	0	(11,255)	0	(11,255)
Balance at June 30, 2024	77,740	$ 7	$ 638,586	$ (612,305)	$ (177)	$ 26,111
Proceeds from exercise of stock options	77	$ 0	$ 238	$ 0	$ 0	$ 238
Release of restricted stock units	532	0	(1,086)	0	0	(1,086)
Stock-based compensation	0	0	10,159	0	0	10,159
Total other comprehensive income	0	0	0	0	557	557
Net loss	0	0	0	(6,993)	0	(6,993)
Balance at September 30, 2024	78,349	$ 7	$ 647,897	$ (619,298)	$ 380	$ 28,986

	For the three and nine months ended September 30, 2023										
	Common Stock				Additional Paid-in Capital		Accumulated Deficit		Accumulated Other Comprehensive Income/ (Loss)		Stockholders' Equity
	Shares		Amount								
Balance at December 31, 2022	73,945	$	7	$	576,851	$	(529,987)	$	(1,199)	$	45,672
Proceeds from exercise of stock options	246		0		1,103		0		0		1,103
Release of restricted stock units	396		0		(1,419)		0		0		(1,419)
Stock-based compensation	0		0		10,487		0		0		10,487
Total other comprehensive income	0		0		0		0		717		717
Net loss	0		0		0		(22,120)		0		(22,120)
Balance at March 31, 2023	74,587	$	7	$	587,022	$	(552,107)	$	(482)	$	34,440
Proceeds from exercise of stock options	163	$	0	$	1,156	$	0	$	0	$	1,156
Release of restricted stock units	354		0		(811)		0		0		(811)
Stock-based compensation	0		0		11,290		0		0		11,290
Total other comprehensive loss	0		0		0		0		(90)		(90)
Net loss	0		0		0		(19,065)		0		(19,065)
Balance at June 30, 2023	75,104	$	7	$	598,657	$	(571,172)	$	(572)	$	26,920
Proceeds from exercise of stock options	485	$	0	$	1,455	$	0	$	0	$	1,455
Release of restricted stock units	404		0		(1,039)		0		0		(1,039)
Issuance of common stock as consideration for an acquisition	89		0		921		0		0		921
Stock-based compensation	0		0		11,773		0		0		11,773
Total other comprehensive income	0		0		0		0		155		155
Net loss	0		0		0		(20,310)		0		(20,310)
Balance at September 30, 2023	76,082	$	7	$	611,767	$	(591,482)	$	(417)	$	19,875

The accompanying notes are an integral part of these condensed consolidated financial statements.

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BigCommerce Holdings, Inc.

Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Cash flows from operating activities				
Net loss	$ (6,993)	$ (20,310)	$ (24,640)	$ (61,495)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:				
Depreciation and amortization expense	3,484	3,137	10,482	8,981
Amortization of discount on convertible note	344	494	1,338	1,481
Amortization of convertible note premium	(240)	0	(240)	0
Stock-based compensation expense	10,159	11,773	28,556	33,550
Provision for expected credit losses	1,289	(47)	3,002	1,461
Impairment loss	3,031	0	3,031	0
Gain on lease modification	(988)	0	(988)	0
Gain on convertible note extinguishment	(12,110)	0	(12,110)	0
Other	0	171	(37)	171
Changes in operating assets and liabilities:				
Accounts receivable	445	401	(8,933)	(1,359)
Prepaid expenses	2,041	(2,087)	1,016	(5,571)
Deferred commissions	389	(1,002)	198	(1,774)
Accounts payable	1,022	(220)	(223)	(748)
Accrued and other liabilities	(235)	(26,858)	(668)	(24,753)
Deferred revenue	3,935	3,119	14,110	12,534
Net cash provided by (used in) operating activities	5,573	(31,429)	13,894	(37,522)
Cash flows from investing activities:				
Cash paid for acquisition	0	0	(100)	0
Purchase of property and equipment	(1,064)	(1,055)	(2,934)	(3,135)
Maturity of marketable securities	59,670	83,135	151,635	206,207
Purchase of marketable securities	(49,355)	(55,681)	(85,957)	(189,075)
Net cash provided by investing activities	9,251	26,399	62,644	13,997
Cash flows from financing activities:				
Proceeds from exercise of stock options	238	1,455	1,483	3,700
Taxes paid related to net share settlement of stock options	(1,086)	(1,039)	(2,411)	(3,269)
Proceeds from financing obligation	0	0	0	1,081
Payment of convertible note issuance costs	(2,520)	0	(2,520)	0
Repayment of convertible notes and financing obligation	(108,709)	(131)	(108,980)	(131)
Net cash provided by (used in) financing activities	(112,077)	285	(112,428)	1,381
Net change in cash and cash equivalents and restricted cash	(97,253)	(4,745)	(35,890)	(22,144)
Cash and cash equivalents and restricted cash, beginning of period	134,208	75,631	72,845	93,030
Cash and cash equivalents and restricted cash, end of period	$ 36,955	$ 70,886	$ 36,955	$ 70,886
Supplemental cash flow information:				
Cash paid for interest	$ 2,018	$ 442	$ 2,463	$ 873
Cash paid for taxes	$ 93	$ 129	$ 275	$ 341
Noncash investing and financing activities:				
Capital additions, accrued but not paid	$ 106	$ 224	$ 224	$ 224
Fair value of shares issued as consideration for acquisition	$ 0	$ 921	$ 248	$ 921
Principal amount of 2028 Convertible Notes exchanged	$ 150,000	$ 0	$ 150,000	$ 0

The accompanying notes are an integral part of these condensed consolidated financial statements.

BigCommerce Holdings, Inc.

Notes to Condensed Consolidated Financial Statements

1. Overview

BigCommerce Holdings, Inc. (the "Company") is leading a new era of ecommerce. The Company's software-as-a-service ("SaaS") platform simplifies the creation of engaging online stores by delivering a unique combination of ease-of-use, enterprise functionality, and flexibility. The Company empowers both its customers' branded ecommerce stores and their cross-channel connections to popular online marketplaces, social networks, and offline point-of-sale systems.

The Company empowers businesses to turn digital transformation into a competitive advantage, and allows merchants to build their ecommerce solution their way with the flexibility to fit their unique business and product offerings. The Company provides a comprehensive platform for launching and scaling an ecommerce operation, including store design, catalog management, hosting, checkout, order management, reporting, and pre-integration into third-party services like payments, shipping, and accounting. All of the Company's stores run on a single code base and share a global, multi-tenant architecture purpose built for security, high performance, and innovation. The Company's platform serves stores in a wide variety of sizes, product categories, and purchase types, including business-to-consumer and business-to-business.

On September 30, 2024, the Board of Directors of the Company notified Brent Bellm that his employment as the Company's Chief Executive Officer was terminated. Subsequent to September 30, 2024, the Board appointed Travis Hess, previously President of the Company, to succeed Mr. Bellm as the Company's Chief Executive Officer, effective October 1, 2024. Concurrently, the Board elected Mr. Hess as a director of the Company, to fill the vacancy created by Mr. Bellm's departure.

Additionally, subsequent to September 30, 2024, the Board appointed Ellen F. Siminoff as Executive Chair of the Board. Prior to her appointment as Executive Chair, Ms. Siminoff served as a director of the Company since February 2020 and will continue to serve as Director. The Executive Chair is a newly-created role and in this role, Ms. Siminoff will provide leadership and direction to the Board and work with the Company's Chief Executive Officer.

References in these condensed consolidated financial statements to "we", "us", "our", the "Company", or "BigCommerce" refer to BigCommerce Holdings, Inc. and its subsidiaries, unless otherwise stated.

2. Summary of significant accounting policies

There have been no significant changes from the significant accounting policies disclosed in Note 2 of the "Notes to Consolidated Financial Statements" included in our Annual Report on Form 10-K filed with the SEC on February 29, 2024 (our "Annual Report").

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") for interim financial information.

In the opinion of management, the accompanying interim unaudited condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments, consisting of normal, recurring adjustments, necessary for a fair presentation. Certain information and disclosures normally included in the notes to the annual consolidated financial statements prepared in accordance with GAAP have been omitted from these interim unaudited condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Accordingly, these interim unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the accompanying notes for the fiscal year ended December 31, 2023, which are included in our Annual Report. The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of the results to be expected for the year ending December 31, 2024, or for any other period.

Basis of consolidation

The accompanying condensed consolidated financial statements include the Company's accounts and the accounts of the Company's wholly-owned subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

The Company's fiscal year ends on December 31. References to "fiscal 2024," for example, refer to the fiscal year ended December 31, 2024.

Use of estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires the Company's management to make estimates and assumptions in the Company's consolidated financial statements and notes thereto.

Significant estimates and assumptions made by management in these consolidated financial statements include:

- the allowance for credit losses;
- constrained revenue;
- variable consideration for revenue recognition;
- the period of benefit associated with costs capitalized to obtain revenue contracts;
- the useful lives of intangible assets; and
- the recognition, measurement and valuation of current and deferred income taxes and uncertain tax positions;

Because of the use of estimates inherent in financial reporting process actual results could differ and the differences could be material to the Company's consolidated financial statements.

Recent accounting pronouncements not yet adopted

ASU 2023-07, Segment Reporting (Topic 280)

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. ASU 2023-07 requires all public entities, including those public entities that have a single reportable segment to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. Additionally, it requires a public entity to disclose the title and position of the individual or the name of the group or committee identified as the chief operating decision maker ("CODM"). ASU 2023-07 is effective for the Company's fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company has assessed the impact of this standard and does not expect it to have a material impact on the consolidated financial statements.

ASU 2023-09, Income Taxes (Topic 740)

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. ASU 2023-09 requires all entities to provide more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this Update also eliminate requirements such as (1) the disclosure of the nature and estimate of the range of the reasonably possible change in the unrecognized tax benefits balance in the next 12 months, (2) or making a statement that an estimate of the range cannot be made, and (3) the disclosure of the cumulative amount of each type of temporary difference when a deferred tax liability is not recognized because of the exceptions to comprehensive recognition of deferred taxes related to subsidiaries and corporate joint ventures. Lastly, the amendments in this Update replace the term 'public entity' as currently used in Topic 740 with the term 'public business entity'. ASU 2023-09 is effective for the Company's fiscal years beginning after December 15, 2024. The Company is currently assessing the impact this standard will have on the Company but does not expect it to have a material impact on the consolidated financial statements.

Other accounting standard updates effective for interim and annual periods beginning after December 31, 2023 are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Segments

The Company's CODM is the chief executive officer (CEO). The Company's chief executive officer reviews the financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. Accordingly, the Company has determined that it operates as a single operating and reportable segment.

Revenue recognition

Subscription solutions

Subscription solutions revenue consists primarily of platform subscription fees from all plans and recurring professional services. Subscription solutions are charged monthly, quarterly, or annually for the Company's customers to sell their products and process transactions on the Company's platform. Subscription solutions are generally charged per online store and are based on the store's subscription plan. Monthly subscription fees for enterprise plans are adjusted if a customer's gross merchandise volume ("GMV") or orders processed are above specified plan thresholds on a trailing twelve-month basis. For most subscription solutions arrangements, excluding enterprise subscription plans, the Company has determined the Company meets the variable consideration allocation exception and, therefore, recognizes fixed monthly fees or a pro-rata portion of quarterly or annual fees and any transaction fees as revenue in the month they are earned. The Company utilizes a pricing structure that provides a discount to the contractual price for customers who pay quarterly or annually. The total subscription fee is recognized on a straight-line basis over the term of the contract. In determining the amount of revenue to be recognized, the Company determines whether collection of the entire transaction price is probable. Only amounts deemed probable are recognized as revenue. Key factors in this determination are historical contract termination rates and general economic factors.

Subscription revenue includes revenue from Feedonomics. Feedonomics provides a technology platform and related services that enables online retailers and other sellers to automate online listings of the sellers' information across multiple third-party marketplaces and advertisers (such as Amazon, Alphabet, Meta, etc.). The Company provides these services under service contracts which are generally one year or less, and in many cases month-to-month. These service types may be sold stand-alone or as part of a multi-service bundle (e.g. both marketplaces and advertising). Services are performed and fees are determined based on monthly usage and are billed in arrears.

Professional services, which primarily consist of education packages, launch services, solutions architecting, implementation consulting, and catalog transfer services, are generally billed and recognized as revenue when delivered.

Contracts with the Company's retail customers are generally month-to-month, while contracts with the Company's enterprise customers generally range from one to three years. Contracts are typically non-cancelable and do not contain refund-type provisions. Revenue is presented net of sales tax and other taxes the Company collects on behalf of governmental authorities.

Partner and services

The Company's partner and services revenue includes revenue share, partner technology integrations, and marketing services provided to partners. Revenue share relates to fees earned by the Company's partners from customers using the Company's platform, where the Company has an arrangement with such partners to share such fees as they occur. Revenue share is recognized at the time the earning activity is complete, which is generally monthly and variable based on customer usage on the platform. Revenue for partner technology integrations is recorded on a straight-line basis over the life of the contract commencing when the integration has been completed. Revenue for marketing services are recognized either at the time the earning activity is complete, or ratably over the length of the contract, depending on the nature of the obligations in the contract. Payments received in advance of services being rendered are recorded as deferred revenue and recognized when the obligation is completed.

The Company also derives revenue from the sales of website themes and applications upon delivery.

The Company recognizes partner revenue share on a net basis as the Company has determined that the Company is the agent in the Company's arrangements with third-party application providers. All other revenue is recognized on a gross basis, as the Company has determined the Company is the principal in these arrangements.

Contracts with multiple performance obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. Determining whether products and services are considered distinct performance obligations that should be accounted for separately versus together may require significant judgment.

The Company's subscription contracts are generally comprised of a single performance obligation to provide access to the Company's platform, but can include additional performance obligations. For contracts with multiple performance obligations where the contracted price differs from the standalone selling price ("SSP") for any distinct good or service, the Company may be required to allocate the contract's transaction price to each performance obligation using the Company's best estimate of SSP. Judgment is required to determine the SSP for each distinct performance obligation. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The primary method used to estimate SSP is the observable prices of products or services sold or priced separately in comparable circumstances to similar customers.

Contracts with the Company's technology solution partners may include multiple performance obligations, which can include integrations and marketing activities. In determining whether integration services are distinct from hosting services the Company considers various factors. These considerations include the level of integration, interdependency, and interrelation between the implementation and hosting services. The Company has concluded that the integration services included in contracts with hosting obligations are not distinct. As a result, the Company defers any arrangement fees for integration services and recognizes such amounts over the life of the hosting obligation commencing when the integration has been completed. To determine if marketing activities are distinct, the Company considers the nature of the promise in the contract, the timing of payment, and the partner expectations. Additional consideration for some partner contracts varies based on the level of customer activity on the platform. Certain agreements contain minimum guarantees of revenue share. These contracts are evaluated to determine if the guaranteed minimum is substantive. If the minimum is deemed substantive, revenue is recognized ratably over the life of the agreement. For most of the Company's contracts, the Company has determined the variable consideration allocation exception has been met and therefore variable fees are recognized in the period they are earned.

The timing of revenue recognition, billings and cash collections can result in billed accounts receivable, unbilled receivables, contract assets, and deferred revenue.

Contract assets

Billings scheduled to occur after the performance obligation has been satisfied and revenue recognition has occurred result in contract assets. Contract assets are recorded on the condensed consolidated balance sheets at the end of each reporting period in Prepaid expenses and other assets, net. Typically, contract assets arise from agreements that have tiered billings over the contract life, promotional billing periods, and partner and services revenue agreements that include substantive minimums. Net contract assets were $7.8 million as of September 30, 2024 as compared to $11.9 million as of December 31, 2023.

The Company is exposed to credit losses primarily through sales of products and services to customers and partners. The Company assesses the collectability of outstanding contract assets on an ongoing basis and maintains a reserve which is included in the allowance for credit losses for contract assets deemed uncollectible. The Company analyzes the contract asset portfolio for significant risks by considering historical collection experience and forecasting future collectability to determine what will ultimately be collected from its customers and partners, delinquency level and customer type have been identified as the primary specific risk affecting the Company's contract assets, and the estimate for losses is analyzed annually and adjusted as necessary. The Company has provisioned $1.2 million and $1.5 million for credit losses related to contract assets as of September 30, 2024 and December 31, 2023, respectively.

Deferred revenue

Deferred revenue primarily consists of amounts that have been received from customers in advance of the performance obligation being satisfied. The Company recognizes revenue from deferred revenue when the services are performed and the corresponding revenue recognition criteria are met. Amounts recognized from deferred revenue represent primarily revenue from the sale of subscription solutions, integration, and marketing services. The Company recognized $3.7 million and $26.6 million of previously deferred revenue during the three and nine months ended September 30, 2024.

Remaining performance obligation

As of September 30, 2024, the Company had $184.2 million of remaining performance obligations, which represents contracted revenue minimums that have not yet been recognized, including amounts that will be invoiced and recognized as revenue in future periods. Remaining performance obligation is subject to future economic risks, including bankruptcies, regulatory changes and other market factors. The Company expects to recognize approximately 60 percent of the remaining performance obligations as revenue in the following 12 month period, and the remaining balance in the periods thereafter.

Remaining performance obligation consisted of the following:

(in thousands)	Current	Noncurrent	Total
As of September 30, 2024	$ 109,420	$ 74,818	$ 184,238
As of September 30, 2023	93,783	63,408	157,191

Cost of revenue

Cost of revenue consists primarily of personnel-related costs, including: stock-based compensation expenses for customer support and professional services personnel; costs of maintaining and securing infrastructure and platform; allocation of overhead costs and credit card processing fees; and amortization expense associated with capitalized internal-use software.

Accounts receivable

Accounts receivable are stated at net realizable value and include both billed and unbilled receivables. Accounts receivable are net of an allowance for credit losses, are not collateralized, and do not bear interest. Payment terms range from due immediately to due within 90 days. The accounts receivable balance at September 30, 2024 and December 31, 2023 included unbilled receivables of $11.2 million, and $11.0 million, respectively.

The Company assesses the collectability of outstanding accounts receivable on an ongoing basis and maintains an allowance for credit losses for accounts receivable deemed uncollectible. The Company analyzes grouped customers by similar risk profiles, along with the invoiced accounts receivable portfolio and unbilled accounts receivable for significant risks, historical collection activity, and an estimate of future collectability to determine the amount that the Company will ultimately collect. This estimate is analyzed annually and adjusted as necessary.

Identified risks pertaining to the Company’s invoiced accounts receivable include the delinquency level and customer type. The estimate of the amount of accounts receivable that may not be collected is based on aging of the accounts receivable balances, historical customer delinquency, and assessment of the overall portfolio and general economic conditions.

The allowance for credit losses consisted of the following:

(in thousands)		
Balance at December 31, 2023	$	5,997
Provision for expected credit losses		863
Write-offs charged against the allowance		(821)
Balance at March 31, 2024	$	6,039
Provision for expected credit losses		850
Write-offs charged against the allowance		(1,200)
Balance at June 30, 2024	$	5,689
Provision for expected credit losses		1,289
Write-offs charged against the allowance		(929)
Balance at September 30, 2024	$	6,049

Stock-based compensation

The Company issues stock options ~~("options")~~, restricted stock units (“RSUs”) and performance based restricted stock units (“PSUs”) to employees.

The Company values stock options using the Black-Scholes option-pricing model at the date of grant and recognizes the related stock-based compensation expense on a straight-line basis over the service period, net of estimated forfeitures, which is typically four years.

The Company values RSUs at the closing market price on the date of grant. RSUs typically vest in equal installments over a four-year period, subject to continued service, and compensation expense is recognized straight-line over the requisite service period, net of estimated forfeitures.

The Company grants PSUs which provide for shares of common stock to be earned based on the Company's total stockholder return compared to the Russell 2000 index, and referred to as market-based awards. The Company values these market-based awards on the grant date using the Monte Carlo simulation model. The determination of fair value is affected by the Company's stock price and a number of assumptions including the expected volatility and the risk-free interest rate. The Company assumes no dividend yield and recognizes stock-based compensation expense ratably from grant date over the performance period of the award. The market-based awards will cliff-vest at the end of the three-year period ranging from 0 percent to 200 percent of the target number of PSUs granted.

The Company also grants PSUs which provide for shares of common stock to be earned based on its attainment of the Company's adjusted earnings before interest, taxes, depreciation and amortization (“adjusted EBITDA”) and revenue relative to a target specified in the applicable agreement, and are referred to as Company performance-based awards. The Company values these awards at the closing market price on the date of grant. The vesting of Company performance-based awards is conditioned upon the achievement of certain targets and will vest in three annual tranches in a percentage of the target number of shares between 0 percent to 200 percent. The Company recognizes stock-based compensation expense over the performance period, if it is probable that the performance condition will be achieved. Adjustments to stock-based compensation expense are made, as needed, each reporting period based on changes in our estimate of the number of units that are probable of vesting.

Restructuring charges

Costs to restructure certain internal operations are accounted for as one-time termination and exit costs. A liability for a cost associated with restructuring activities is recognized and measured at its estimated fair value in our condensed consolidated balance sheet in the period the liability is incurred. All costs relating to restructurings are recorded as "Restructuring charges" in the condensed consolidated statement of operations.

The Company recognizes employee severance costs when payments are probable and amounts are estimable or when notification occurs, depending on whether the severance costs paid are part of the Company’s general plan. When estimating the fair value of facility restructuring activities, assumptions are applied regarding estimated sub-lease payments to be received, which can differ materially from actual results. This may require us to revise our initial estimates which may materially affect our condensed consolidated results of operations and financial position in the period the revision is made. Costs related to contracts without future benefit or contract termination are recognized at the earlier of the contract termination or the cease-use dates. Additionally, restructuring charges include considerations of various capital alternatives or changes in business activities which include expenses related to our change in go-to-market strategy, asset abandonment costs, accelerated depreciation, software impairments, professional services, and other costs.

3. Revenue recognition and deferred costs

Revenue recognition

The Company's source of revenue consists of subscription solutions fees and partner and services fees. These services allow customers to access the Company's hosted software over the contract period. The customer is not allowed to take possession of the software or transfer the software. The Company's revenue arrangements do not contain general rights of refund in the event of cancellations.

Disaggregation of revenue

The following table disaggregates revenue by major source:

(in thousands)	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Subscription solutions	$ 62,826	$ 58,709	$ 185,582	$ 168,652
Partner and services	20,884	19,336	60,317	56,593
Revenue	$ 83,710	$ 78,045	$ 245,899	$ 225,245

Revenue by geographic region was as follows:

(in thousands)	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Revenue:				
Americas – United States	$ 63,682	$ 60,019	$ 187,249	$ 172,374
Americas – other [(1)]	3,893	3,499	11,445	10,273
EMEA	9,709	8,631	28,182	25,263
APAC	6,426	5,896	19,023	17,335
Revenue	$ 83,710	$ 78,045	$ 245,899	$ 225,245

[(1)]Americas-other revenue includes revenue from North and South America, other than the U.S.

Revenue by geographical region is determined based on the region of the customers' bill-to address. Revenue attributed to the United States was 76 percent and EMEA was 12 percent for the three and nine months ended September 30, 2024. No single region, other than the United States and EMEA, represented more than ten percent of total revenue during the three and nine months ended September 30, 2024 and 2023.

Deferred commissions

Certain sales commissions earned by the Company's go-to-market teams are considered incremental and recoverable costs of obtaining a contract with a customer. The Company amortizes deferred sales commissions ratably over the average customer life which is three years. The Company includes amortization of deferred commissions in sales and marketing expense in the condensed consolidated statements of operations. The Company periodically reviews the carrying amount of deferred commissions to determine whether events or changes in circumstances have occurred that could impact the period of benefit of these deferred costs. The Company did not recognize an impairment of deferred commissions during the three and nine months ended September 30, 2024 and the year ended December 31, 2023.

Sales commissions of $2.2 million and $3.0 million were deferred for the three months ended September 30, 2024 and 2023, respectively; and $7.0 million and $7.3 million were deferred for the nine months ended September 30, 2024 and 2023, respectively.

Deferred commission amortization expense was $2.6 million and $1.9 million for the three months ended September 30, 2024 and 2023, respectively; and $7.3 million and $5.2 million for the nine months ended September 30, 2024 and 2023 , respectively.

4. Fair value measurements

Financial instruments carried at fair value include cash and cash equivalents, restricted cash and marketable securities (see note 9. for convertible notes fair value).

For assets and liabilities measured at fair value, fair value is the price to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which it would transact, and assumptions that market participants would use when pricing asset or liabilities.

The accounting standard for fair value establishes a fair value hierarchy based on three levels of inputs, the first two of which are considered observable and the last unobservable. The standard requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The three levels of inputs that may be used to measure fair value are as follows:

- Level 1 – Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 – Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Inputs are unobservable that are significant to the fair value of the asset or liability and are developed based on the best information available in the circumstances, which might include the Company's data.

The following table presents information about the Company's cash equivalents, and marketable securities that were measured at fair value as of September 30, 2024 and December 31, 2023:

	As of September 30, 2024			
(in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Cash equivalents [1]:				
Money market mutual funds & cash equivalents	$ 3,948	$ 0	$ 0	$ 3,948
Marketable securities:				
Corporate bonds	0	40,322	0	40,322
U.S. treasury securities	80,327	0	0	80,327
Agency bonds	0	12,306	0	12,306
Total marketable securities	$ 80,327	$ 52,628	$ 0	$ 132,955

[1] Included in "Cash and cash equivalents" in the accompanying Condensed Consolidated Balance Sheets, in addition to $33.0 million of cash, as of September 30, 2024.

	As of December 31, 2023			
(in thousands)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Cash equivalents [1]:				
Money market mutual funds & cash equivalents	$ 39,754	$ 0	$ 0	$ 39,754
Marketable securities:				
Corporate bonds	0	64,545	0	64,545
U.S. treasury securities	48,138	0	0	48,138
Commercial paper	0	30,596	0	30,596
Agency bonds	0	55,136	0	55,136
Total marketable securities	$ 48,138	$ 150,277	$ 0	$ 198,415

[1] Included in "Cash and cash equivalents" in the accompanying Condensed Consolidated Balance Sheets, in addition to $33.1 million

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of cash, as of December 31, 2023.

The contractual maturities of the investments classified as marketable securities were as follows:

(in thousands)	As of September 30, 2024	As of December 31, 2023
Due within 1 year	$ 113,469	$ 183,132
Due in 1 year through 2 years	19,486	15,283
Total marketable securities	$ 132,955	$ 198,415

The following tables summarize the gains, losses, and estimated fair value of cash equivalents, and marketable securities as of September 30, 2024 and December 31, 2023:

	As of September 30, 2024			
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash equivalents:				
Money market mutual funds & cash equivalents	$ 3,948	$ 0	$ 0	$ 3,948
Marketable securities:				
Corporate bonds	40,102	220	(0)	40,322
U.S. treasury securities	80,183	150	(6)	80,327
Agency bonds	12,290	20	(4)	12,306
Total marketable securities	$ 132,575	$ 390	$ (10)	$ 132,955

	As of December 31, 2023			
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Cash equivalents:				
Money market mutual funds & cash equivalents	$ 39,754	$ 0	$ 0	$ 39,754
Marketable securities:				
Corporate bonds	64,421	157	(33)	64,545
U.S. treasury securities	48,061	86	(9)	48,138
Commercial paper	30,588	16	(8)	30,596
Agency bonds	55,182	24	(70)	55,136
Total marketable securities	$ 198,252	$ 283	$ (120)	$ 198,415

5. Business combinations

Acquisition of Makeswift

In October 2023, the Company acquired all issued and outstanding stock of Makeswift, Inc. ("Makeswift") pursuant to a merger agreement. Makeswift is a leading visual editor for Next.js websites. The total purchase consideration for Makeswift was approximately $9.2 million which consisted of the following:

(in thousands)	Amount
Base purchase price	$ 11,000
plus: Closing cash	238
minus: Deferred compensation	(2,000)
Total purchase consideration[1]	$ 9,238

[1] Of the total purchase consideration, $1.1 million of cash was held back by the Company for potential breaches of representation and warranties, as well as adjustments to working capital. During the nine months ended September 30, 2024, the Company dispersed $0.1 million related to the working capital hold back.

The table below summarizes the fair value of the assets acquired and liabilities assumed in the Makeswift acquisition, at acquisition date:

(in thousands)	October 31, 2023
Tangible assets acquired	$ 1,370
Right-of-use asset	147
Intangible assets acquired	7,890
Liabilities assumed	(1,311)
Deferred tax liability[1]	(885)
Lease liability	(150)
Net assets acquired, excluding goodwill	$ 7,061
Total purchase consideration	$ 9,238
Goodwill[1]	$ 2,177

[1] Measurement period adjustments of $0.2 million recorded is primarily attributable to tax liabilities with a corresponding net decrease to goodwill. The measurement period adjustment was a result of the purchase price allocation finalization as the Company filed the Makeswift tax return for the period ended October 31, 2023 during fiscal 2024.

The fair value of identifiable intangible assets acquired at the date of the acquisitions is as follows:

(in thousands)	Fair value	Useful life (in years)
Developed technology	$ 6,600	5.0
Customer relationships	1,200	3.0
Tradename	90	5.0
Total acquisition-related intangible assets	$ 7,890	

The $2.2 million goodwill balance is primarily attributable to synergies and expanded market opportunities that are expected to be achieved from the integration of Makeswift with the Company's offerings and assembled workforce. The goodwill balance is not deductible for income taxes purposes.

As part of the Makeswift merger agreement, $2.0 million of the purchase consideration is subject to clawback if any of the key Makeswift employees voluntarily terminate their employment within 18 months after the closing date of the transaction. The $2.0 million is accounted for as compensation expense and therefore not included in the purchase consideration. The related compensation is recognized as post-combination expense over the 18 month service period on a straight-line basis. The Company incurred $0.3 million and $1.0 million of compensation costs during the three and nine months ended September 30, 2024, respectively. The Company has $0.8 million of unvested amounts of cash retention payments recorded in prepaid expenses and other current assets and other assets on the condensed consolidated balance sheet as of September 30, 2024.

6. Goodwill and intangible assets

Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired.

Goodwill amounts are not amortized but tested for impairment on an annual basis or more often when circumstances indicate that goodwill may not be recoverable. There was no impairment of goodwill as of September 30, 2024.

Intangible assets are amortized on a straight-line basis over the useful life. Intangible assets amortization was $2.4 million and $2.0 million for the three months ended September 30, 2024 and 2023, respectively and was $7.4 million and $6.1 million for the nine months ended September 30, 2024 and 2023, respectively. There was no impairment of intangible assets as of September 30, 2024.

Intangible assets consists of the following:

(in thousands)	September 30, 2024 Gross amount	September 30, 2024 Accumulated amortization	September 30, 2024 Net carrying amount	December 31, 2023 Gross amount	December 31, 2023 Accumulated amortization	December 31, 2023 Net carrying amount	Weighted average remaining useful life as of September 30, 2024 (in years)
Developed technology	$ 19,967	$ (11,969)	$ 7,998	$ 19,967	$ (8,401)	$ 11,566	3.0
Customer relationships	23,725	(13,075)	10,650	23,725	(9,786)	13,939	2.6
Tradename	2,560	(1,592)	968	2,560	(1,208)	1,352	2.0
Non-compete agreement	0	0	0	162	(132)	30	0.0
Other intangibles	200	(117)	83	485	(320)	165	1.3
Total intangible assets	$ 46,452	$ (26,753)	$ 19,699	$ 46,899	$ (19,847)	$ 27,052	

As of September 30, 2024, expected amortization expense for intangible assets was as follows:

(in thousands)	September 30, 2024
Remaining three months of 2024	$ 2,382
2025	8,046
2026	5,100
2027	3,056
2028	1,115
Thereafter	0
Total	$ 19,699

7. Commitments, contingencies, leases, and restructuring charges

Legal proceedings

From time to time, the Company may become involved in legal proceedings arising in the ordinary course of its business. In general, the resolution of a legal matter could prevent the Company from offering its service to others, could be material to the Company’s financial condition or cash flows, or both, or could otherwise adversely affect the Company’s reputation and future operating results.

In the ordinary course of business, the Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. The outcomes of legal proceedings and other contingencies are, however, inherently unpredictable and subject to significant uncertainties. The Company is not presently a party to any legal proceedings that, if determined adversely to the Company, would have a material adverse effect on the Company’s condensed consolidated financial statements.

Purchase obligations

The Company has contractual commitments for services with third-parties related to hosting and internal software systems. These commitments are non-cancellable and expire within one to three years. The Company had unconditional purchase obligations as of September 30, 2024 as follows:

(in thousands)	September 30, 2024
Remaining three months of 2024	$ 3,729
2025	16,667
2026	4,976
2027 and thereafter	0
Total	$ 25,372

Leases

The Company leases certain facilities under operating lease agreements that expire at various dates through 2029. Some of these arrangements contain renewal options and require the Company to pay taxes, insurance and maintenance costs. Renewal options were not included in the right-of-use asset and lease liability calculation. As of September 30, 2024, there were no finance leases. There was no impairment of right-of-use assets, excepted as discussed in the restructuring charges footnote, as of September 30, 2024.

Operating expense relating to leases was $0.6 million and $0.7 million for the three months ended September 30, 2024 and 2023, respectively, and was $2.0 million and $2.1 million for the nine months ended September 30, 2024 and 2023, respectively.

The future maturities of operating lease liabilities are as follows:

(in thousands)	As of September 30, 2024
Remaining three months of 2024	$ 791
2025	2,718
2026	890
2027	425
2028	444
Thereafter	346
Total minimum lease payments	$ 5,614
Less imputed interest	(663)
Total lease liabilities	$ 4,951

Restructuring charges

In September 2024, the Company commenced a restructuring plan (the “2024 Restructure”) intended to reinvest in product delivery and increase sales capacity, to reduce operating costs, improve operating margins and continue to advance the Company's ongoing commitment to profitable growth. The 2024 Restructure includes a reduction of the Company's workforce, exits of certain office leases, impairment of certain software development projects and contract amendments and terminations to better align operating expenses with existing economic conditions and the Company's strategic priorities. In connection with the 2024 Restructure, the Company incurred $9.8 million of restructuring charges for the three months ended September 30, 2024 consisting primarily of severance benefits, right-of-use asset impairments, lease termination gain, software impairments, and professional services costs. Within the condensed consolidated balance sheet, the liability for severance benefits of $6.2 million as of September 30, 2024 is recorded to other current liabilities and $0.5 million of professional services costs are recorded in accounts payable and other current liabilities. The Company expects to incur additional costs relating to the 2024 Restructure of approximately $3.5 million to $5.7 million through fiscal 2025 relating to severance benefits, contract terminations, accelerated depreciation, right-of-use asset impairments, software impairments, and professional services costs. The additional expenses we expect to incur are subject to assumptions, and actual expenses may differ from the estimates disclosed above.

In September 2024, the Company executed the early lease termination clause (the "Lease Termination") for its corporate headquarters in Austin, Texas that resulted in a one-time lease termination fee of approximately $1.9 million. The Company plans to continue to lease the property through September 2025. Upon termination of the lease, the Company recognized a gain of approximately $1.0 million, representing the lease liability remeasurement of approximately $2.9 million, net of the $1.9 million carrying value of the right-of-use asset.

The 2024 Restructure included the decision to cease use of the Company's existing leased office space in San Francisco and made such office space available for sublease in August 2024. As a result, the Company impaired approximately $0.7 million in right-of-use asset and the associated furniture, equipment, and leasehold improvements of $0.2 million. These amounts are recorded in restructuring charges on the accompanying condensed consolidated statement of operations for the three and nine months ended September 30, 2024.

The Company previously implemented certain business transformation initiatives, including moving certain operations to an integrated technology platform. As part of the 2024 Restructure, the Company determined certain costs related to these initiatives will not be recoverable which resulted in an impairment of capitalized internal use software costs of $2.1 million.

In June 2024, the Company started incurring restructuring charges, related to its capital structure and various alternatives associated with inbound inquiries and interest in the Company. These charges include such items as professional services and other related costs. As of September 30, 2024, the Company has incurred approximately $2.7 million of costs related to these activities.

In September 2023, the Company commenced a restructuring plan (the “2023 Restructure”) which included a reduction of the Company’s workforce intended to advance the Company’s ongoing commitment to profitable growth. In fiscal 2024, the Company made payments of $1.4 million related to previously recognized expenses and has not recorded any additional charges related to the

2023 Restructure. As of September 30, 2024, a liability for severance benefits of approximately $0.1 million was recorded in Other current liabilities within the condensed consolidated balance sheet. The 2023 Restructure is substantially complete.

The following table summarizes the activities related to the Company's restructurings charges:

	As of September 30, 2024				As of December 31, 2023			
(in thousands)	Workforce reduction	Impairment Costs and Lease Termination	Other Restructuring Charges (1)	Total	Workforce reduction	Impairment Costs and Lease Reassessment	Other Restructuring Charges	Total
Liability, beginning of the period	$ 1,516	$ 0	$ 0	$ 1,516	$ 0	$ 0	$ 0	$ 0
Additional charges	6,923	138	3,348	10,409	5,595	0	0	5,595
Impairment loss	0	3,031	0	3,031	0	0	0	0
Gain on lease termination	0	(988)	0	(988)	0	0	0	0
Payments	(2,142)	(38)	(2,805)	(4,985)	(3,944)	0	0	(3,944)
Non-cash items	0	(2,042)	0	(2,042)	(135)	0	0	(135)
Liability, end of the period	$ 6,297	$ 101	$ 543	$ 6,941	$ 1,516	$ 0	$ 0	$ 1,516

(1) Other restructuring charges of $3.3 million recorded during the nine months ended September 30, 2024 is comprised of $2.7 million of inbound inquiries and interest in the Company and $0.6 million of professional services costs associated with the new go-to-market approach.

8. Other liabilities

The following table summarizes the components of other current liabilities:

(in thousands)	As of September 30, 2024	As of December 31, 2023
Sales tax payable	$ 1,443	$ 1,632
Payroll and payroll related expenses	10,190	13,080
Acquisition related compensation	0	403
Restructuring related charges	6,653	1,516
Short-term financing obligation	279	547
Other	7,867	8,154
Other current liabilities	$ 26,432	$ 25,332

9. Convertible Notes

The Company's convertible note obligations, including the level within the fair value hierarchy (see note 4. Fair Value Measurements), are as follows:

	As of September 30, 2024					As of December 31, 2023				
	Outstanding Principal	Unamortized convertible note premium and issuance costs	Net Carrying Value	Fair Value		Outstanding Principal	Unamortized convertible note premium and issuance costs	Net Carrying Value	Fair Value	
(in thousands)				Amount	Level				Amount	Level
2028 Convertible Notes*	$ 150,000	$ 4,360	$ 154,360	$ 157,515	3	$ 0	$ 0	$ 0	$ 0	
2026 Convertible Notes**	63,132	(736)	62,396	55,912	2	345,000	(5,527)	339,473	280,658	2
Total carrying value of convertible notes (1)			216,756					339,473		

(1) Included in "Convertible Notes" in the accompanying Condensed Consolidated Balance Sheets, is $0.1 million of 2023 financing

obligation

(*) The fair value was calculated using a binomial lattice model which incorporates the terms and conditions of the convertible notes and market-based risk measurement that are indirectly observable, such as market credit spread, and therefore are Level 3 investments. The lattice model produced an estimated fair value based on changes in the price of the underlying common share price over successive periods of time. An estimated yield based on market data was used to discount straight debt cash flows.

(**) The fair value is influenced by interest rates, the Company's stock price and is determined by prices observed in market trading. Since the market for trading of the 2026 Convertible Notes is not considered to be an active market, the estimated fair value is based on Level 2 inputs.

The following table presents details of the Company's convertible notes as of September 30, 2024, which are further discussed below:

	Date of Issuance	Maturity Date	Contractual Interest Rate	Outstanding Principal *(in thousands)*	Conversion Rate for Each $1,000 Principal	Initial Conversion Price per Share
2028 Convertible Notes	August 2024	10/1/2028	7.50 %	$ 150,000	$ 62.50	$ 16.00
2026 Convertible Notes	September 2021	10/1/2026	0.25 %	$ 63,132	$ 13.68	$ 73.11

The total interest expense recognized related to the Company’s convertible notes and financing obligation consists of the following:

	Three months ended September 30,		Nine months ended September 30,	
(in thousands)	2024	2023	2024	2023
Contractual interest expense	$ 1,804	$ 226	$ 2,249	$ 684
Amortization of premium and issuance costs	104	495	1,099	1,481
Total	$ 1,908	$ 721	$ 3,348	$ 2,165

2028 Convertible Notes

In August 2024, the Company entered into a privately negotiated exchange agreement (the "Exchange Agreement") with a holder of its 0.25 percent unsecured convertible senior notes due 2026 (the "2026 Convertible Notes"). Pursuant to the Exchange Agreement, the Company exchanged (the "Exchange Transaction") approximately $161.2 million in aggregate principal amount of the 2026 Convertible Notes for $150.0 million in aggregate principal amount of new 7.50 percent convertible senior notes due 2028 (the “2028 Convertible Notes”) and approximately $0.1 million in cash, with such payment representing the accrued and unpaid interest on such 2026 Convertible Notes. This transaction resulted in a net gain on extinguishment of the 2026 Convertible Notes of $1.7 million, net of a $2.0 million write-off of unamortized debt issuance costs, which was recorded in Gain on convertible note extinguishment in the condensed consolidated statements of operations.

The 2028 Convertible Notes are senior, initially unsecured obligations of the Company and accrue interest at a rate of 7.50 percent per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2024. The 2028 Convertible Notes will mature on October 1, 2028, unless earlier converted, redeemed or repurchased by the Company. Before July 3, 2028, noteholders will have the right to convert their 2028 Convertible Notes only upon the occurrence of certain events. From and after July 3, 2028, noteholders may convert their 2028 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. The Company will settle conversions by paying or delivery, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election. The 2028 Convertible Notes will be convertible with an initial conversion rate of 62.5000 shares of common stock per $1,000 principal amount of 2028 Convertible Notes, which represents an initial conversion price of $16.00 per share of common stock, when certain conditions are met. The conversion rate and conversion price will be subject to adjustments related to standard anti-dilution provisions upon the occurrence of certain events.

The Company may not redeem the 2028 Convertible Notes prior to October 7, 2026. The 2028 Convertible Notes will be redeemable, in whole or in part (subject to certain limitations), for cash at the Company's option at any time, and from time to time, on or after October 7, 2026 and on or before the 25th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of the Company's common stock exceeds 130 percent of the conversion price for a specified period of time and certain other conditions are satisfied. The redemption price will be equal to the principal amount of the 2028 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, up to, but excluding, the redemption date. In addition, calling any 2028 Convertible Note for redemption will constitute a Make-Whole Fundamental Change with respect to that 2028 Convertible Note, in which case the conversion rate applicable to the conversion of that 2028 Convertible Note will be increased in certain circumstances if it is converted after it is called for redemption. Pursuant to the Partial Redemption Limitation, the Company may not elect to redeem less than all of the outstanding 2028 Convertible Notes unless at least $100.0 million aggregate principal amount of 2028 Convertible Notes are outstanding and not subject to redemption as of the time the Company sends the related redemption notice.

If a "fundamental change" (as defined in the indenture for the 2028 Convertible Notes) occurs, then, subject to a limited exception, noteholders may require the Company to repurchase their 2028 Convertible Notes for cash. The repurchase price will be equal to the principal amount of the 2028 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, up to, but excluding, the applicable repurchase date.

Upon entering into the Exchange Agreement, the Company recorded the $150.0 million aggregate principal amount of 2028 Convertible Notes at fair value of $157.5 million and related debt issuance costs as a reduction to the fair value of $3.0 million. Debt issuance costs are recorded as a contra-liability and amortized over the term of the 2028 Convertible Notes utilizing an effective interest rate of 8.03 percent. The $7.5 million premium related to the fair value adjustment of the 2028 Convertible Notes is amortized using an effective interest rate of 6.12 percent. The Company is in compliance with the terms of the indenture, and has not experienced any events that would constitute an event of default.

2026 Convertible Notes

In September 2021, the Company issued $345.0 million aggregate principal amount of its 2026 Convertible Notes. The 2026 Convertible Notes were issued in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The net proceeds from the sales of the 2026 Convertible Notes was approximately $335.0 million after deducting offering and issuance costs related to the 2026 Convertible Notes and before the 2021 Capped Call transactions. Interest on the 2026 Convertible Notes accrue at a rate of 0.25 percent per annum, payable on April 1 and October 1 of each year, beginning on April 1, 2022.

In August 2024, in addition to the Exchange Agreement, the Company entered into separate, privately negotiated repurchase agreements with a limited number of holders of its outstanding 2026 Convertible Notes to repurchase (the "Repurchase Transactions") approximately $120.6 million aggregate principal amount of the 2026 Convertible Notes for aggregate cash consideration of approximately $108.7 million, including accrued but unpaid interest of approximately $0.2 million on such 2026 Convertible Notes. This transaction resulted in a net gain on extinguishments of debt of $10.4 million, net of a $1.5 million write-off of unamortized debt issuance costs which was recorded in Gain on debt extinguishment in the Statement of Operations.

Following the Repurchase Transactions, approximately $63.1 million principal amount of 2026 Convertible Notes remain outstanding. The remaining unamortized debt issuance costs are recorded as a contra-liability and are amortized utilizing the effective interest rate of 0.84 percent over the term of the 2026 Convertible Notes.

The remaining outstanding 2026 Convertible Notes will mature on October 1, 2026, unless earlier converted, redeemed or repurchased by the Company. Before July 1, 2026, noteholders will have the right to convert the remaining outstanding 2026 Convertible Notes only under the following circumstances: (1) during any calendar quarter, if the Last Reported Sale Price (as defined in the indenture for the 2026 Convertible Notes) per share of Common Stock (as defined in the indenture for the 2026 Convertible Notes) exceeds one hundred and thirty percent (130 percent) of the Conversion Price (as defined in the indenture for the 2026 Convertible Notes) for each of at least twenty (20) Trading Days (as defined in the indenture for the 2026 Convertible Notes) (whether or not consecutive) during the thirty (30) consecutive Trading Days ending on, and including, the last Trading Day of the immediately preceding calendar quarter; (2) during the five (5) consecutive Business Days (as defined in the indenture for the 2026 Convertible Notes) immediately after any ten (10) consecutive Trading Day period (such ten (10) consecutive Trading Day period, the "Measurement Period") if the Trading Price per $1,000 principal amount of 2026 Convertible Notes for each Trading Day of the Measurement Period was less than ninety-eight percent (98 percent) of the product of the Last Reported Sale Price per share of Common Stock on such Trading Day and the Conversion Rate (as defined in the indenture for the 2026 Convertible Notes) on such Trading Day; (3) if the Company calls any or all of the 2026 Convertible Notes for redemption, such 2026 Convertible Notes called for redemption may be converted any time prior to the close of business on the second business day immediately before the redemption date; or (4) upon the occurrence of specified corporate events. From and after July 1, 2026, noteholders may convert their 2026 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. As of September 30, 2024 and December 31, 2023, no conversion for the remaining outstanding 2026 Convertible notes have been called or met. In addition to the above conditions, the Company must not consummate any privately negotiated repurchases or exchanges of the notes if the yield to maturity of the notes is less than 5.23 percent (calculated at the time the definitive documentation is executed).

The Company will settle conversions by paying or delivering, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election. The initial conversion rate of the remaining outstanding 2026 Convertible Notes is 13.68 shares of common stock per $1,000 principal amount of 2026 Convertible Notes, which represents an initial conversion price of approximately $73.11 per share of common stock. The conversion rate and conversion price will be subject to adjustment upon the occurrence of certain events, such as distribution of stock dividends or stock splits.

The remaining outstanding 2026 Convertible Notes may be redeemed, in whole or in part (subject to certain limitations), for cash at the Company's option at any time, and from time to time, on or before the 25th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of the Company's common stock exceeds 130 percent of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (ii) the trading day immediately before the date the Company sends such notice. The redemption price will be a cash amount equal to the principal amount of the 2026 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, up to, but excluding, the redemption date. In connection with the Exchange Transaction, the Company agreed that it will not consummate any privately negotiated repurchases or exchanges of 2026 Convertible Notes on or before April 7, 2025 if the yield to maturity (as defined in the Exchange Agreement) of 2026 Convertible Notes in such a transaction is greater than 5.23 percent, calculated at the time definitive documentation related to such transaction is executed. Pursuant to the Partial Redemption Limitation (as defined in the indenture for the 2026 Convertible Notes), the Company may not elect to redeem less than all of the outstanding 2026 Convertible Notes unless at least $150.0 million aggregate principal amount of Notes are outstanding and not subject to redemption as of the time the Company sends the related redemption notice.

If a "fundamental change" (as defined in the indenture for the 2026 Convertible Notes) occurs, then, subject to a limited exception, noteholders may require the Company to repurchase their 2026 Convertible Notes for cash. The repurchase price will be equal to the principal amount of the remaining outstanding 2026 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, up to, but excluding, the applicable repurchase date.

The Company is in compliance with the terms of the indenture, and has not experienced any events that would constitute an Event of Default under the 2026 Convertible Notes.

2021 Capped Call Transactions

In connection with the pricing of the 2026 Convertible Notes, the Company used $35.6 million of the net proceeds from the 2026 Convertible Notes to enter into privately negotiated capped call transactions (the "Capped Call Transactions") with certain financial institutions.

The Capped Call Transactions are generally expected to reduce potential dilution to holders of the Company's common stock upon any conversion of the 2026 Convertible Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of the 2026 Convertible Notes upon conversion of the 2026 Convertible Notes in the event that the market price per share of the Company's common stock is greater than the strike price of the Capped Call Transactions with such reduction and/or offset subject to a cap.

The Capped Call Transactions have an initial cap price of approximately $106.34 per share, which represents a premium of 100 percent over the last reported sale prices of the Company's common stock of $53.17 per share on September 9, 2021, and is subject to certain adjustments under the terms of the Capped Call Transactions. Collectively, the Capped Call Transactions cover, initially, the number of shares of the Company's common stock underlying the 2026 Convertible Notes, subject to anti-dilution adjustments substantially similar to those applicable to the 2026 Convertible Notes.

The Capped Call Transactions do not meet the criteria for separate accounting as a derivative as they are indexed to the Company's common stock. The premiums paid for the Capped Call Transaction have been included as a net reduction to additional paid-in capital within stockholders' equity.

10. Stockholders' equity

2020 Equity incentive plan

In 2020, the Company adopted the 2020 Equity Incentive Plan, or "2020 Plan", under which stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based restricted stock units and other cash-based or stock-based awards may be granted to employees, consultants and directors. Shares of common stock that are issued and available for issuance under the 2020 Plan consist of authorized, but unissued or reacquired shares of common stock or any combination thereof. The Company has granted awards of stock options, restricted stock units, and market-based and performance-based restricted stock units under the 2020 Plan.

A total of 3,873,885 shares of common stock were initially authorized and reserved for issuance under the 2020 Plan. This share reserve automatically increased on January 1, 2021, 2022, 2023, and 2024 will increase on each subsequent January 1st through and including January 1, 2031, by an amount equal to the smaller of (a) 5% of the number of shares of common stock issued and outstanding on the immediately preceding December 31 and (b) an amount determined by the board of directors. On January 1, 2024, 2023 and January 1, 2022 the share reserve increased by 3,820,681 shares, 3,695,569 shares and 3,616,312 shares, respectively. The Company registered an additional 9,548,587 shares on Form S-8 on May 9, 2024. As of September 30, 2024, a total of 9,996,094, registered shares of common stock remain available for future issuance under the 2020 Plan.

Stock options

Stock options generally vest and become exercisable over a service period of 4 years from the date of grant, subject to continued service. The following table summarizes the weighted-average grant date value of options and the assumptions used to develop their fair value.

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Weighted-average grant date fair value of options	$ 4.54	$ 6.56
Risk-free interest rate	4.10%	3.65% - 4.30%
Expected volatility	64.53%	65.27% - 66.57%
Expected life in years	6.10 years	6.06 - 6.11 years

The Company estimated its future stock price volatility using a combination of its observed option-implied volatilities and its peer historical volatility calculations. Management believes this is the best estimate of the expected volatility over the expected life of its stock options. The estimated life for the stock options is based on the weighted average of the remaining vesting term and the remaining contractual life of each award. The risk-free interest rate is based on the rate for a U.S. government security with the same estimated life at the time of the option grant. The estimated forfeiture rate applied is based on historical forfeiture rates. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option pricing model.

Stock option activity for the nine months ended September 30, 2024 was as follows:

(in thousands)	Outstanding	Weighted-Average Exercise Price	Aggregate Intrinsic Value
Balance as of December 31, 2023	5,109	$ 9.54	$ 20,571
Options granted under all plans	662	7.25	0
Exercised	(462)	2.97	2,226
Plan shares expired or canceled	(676)	16.70	29
Balance as of September 30, 2024	4,633	$ 8.83	$ 7,924
Vested and expected to vest	4,362	$ 8.77	$ 7,924
Exercisable as of September 30, 2024	3,416	$ 8.12	$ 7,924

The expected stock-based compensation expense remaining to be recognized as of September 30, 2024 is $5.5 million, which reflects outstanding stock option awards that are vested and outstanding stock option awards that are expected to vest. This expense will be recognized over a weighted-average period of 2.39 years.

Restricted stock units

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Restricted stock unit activity for the nine months ended September 30, 2024 was as follows:

(in thousands)	Outstanding	Grant Date Fair Value	Aggregate Intrinsic Value
Balance as of December 31, 2023	6,725	$ 15.86	$ 65,436
Granted – restricted stock units	1,502	7.48	11,236
Granted – market-based and performance-based restricted stock units	400	8.91	2,901
Canceled	(978)	14.07	6,849
Vested and converted to shares	(1,799)	$ 18.43	$ 12,686
Balance as of September 30, 2024	5,850	$ 12.45	$ 36,101
Vested and expected to vest	4,792	$ 13.11	$ 28,031

The grant date fair value of the market-based awards was $9.91. Significant assumptions used in the Monte Carlo simulation model for the market-based awards granted are as follows:

	Nine months ended September 30,
	2024
Volatility	75.43%
Risk-free interest rate	4.31%
Dividend yield	0.00%

As of September 30, 2024, no market-based or performance-based restricted stock units have been canceled or vested. Stock compensation expense recognized for the market-based and performance-based awards was $0.1 million and $0.3 million for the three months ended September 30, 2024, and was $0.3 million and $0.6 million for the nine months ended September 30, 2024.

The aggregate expected stock-based compensation expense remaining to be recognized as of September 30, 2024 is $48.1 million related to RSUs, which reflects outstanding stock awards that are vested and outstanding stock awards that are expected to vest. This expense will be recognized over a weighted-average period of 2.18 years.

11. Income taxes

The income tax expense for the three and nine months ended September 30, 2024 is based on the estimated annual effective tax rate for fiscal 2024. The Company’s provision for income taxes is based on estimated effective tax rates derived from an estimate of annual consolidated earnings before taxes, adjusted for nondeductible expenses, other permanent items, valuation allowances, and any applicable income tax credits.

The Company’s provision for income taxes reflected an effective tax rate of (4.00) percent and (0.72) percent for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company had an effective tax rate of (2.89) percent and (0.91) percent, respectively.

For the three and nine months ended September 30, 2024 and 2023, the Company’s effective tax rate was lower than the U.S. federal statutory rate of 21 percent primarily due to the Company’s valuation allowance offsetting the benefits of losses. The Company’s current income tax expenses and benefits consist primarily of state current income tax expense, deferred income tax expense relating to the tax amortization of acquired goodwill and current income tax expense from foreign operations.

The Company has provided a valuation allowance against most of the Company’s deferred tax assets as it believes the objective and verifiable evidence of the Company’s historical pretax net losses outweighs any positive evidence of forecasted future results. The Company will continue to monitor the positive and negative evidence and will adjust the valuation allowance as sufficient objective positive evidence becomes available.

As of September 30, 2024, the Company had approximately $0.4 million in uncertain tax positions representing no increase from the balance on December 31, 2023. Operating losses generated in years prior to 2020 remain open to adjustment until the statute of limitations closes for the tax year in which the net operating losses are utilized. Tax years 2020 through 2023 generally remain open to examination by the major taxing jurisdictions to which the Company is subject. The Company is currently not under audit by any taxing jurisdiction.

12. Net loss per share

Basic net loss per share is computed by dividing net loss by the number of shares of common stock outstanding for the period. Because the Company has reported a net loss for the three and nine months ended September 30, 2024, and 2023, the number of shares used to calculate diluted net loss per share is the same as the number of shares used to calculate basic net loss per share for the period presented because the potentially dilutive shares would have been antidilutive if included in the calculation.

	Three months ended September 30,		Nine months ended September 30,	
(in thousands)	2024	2023	2024	2023
Numerator:				
Net loss per share available to shareholders	$ (6,993)	$ (20,310)	$ (24,640)	$ (61,495)
Denominator:				
Weighted average shares outstanding	77,869	$ 75,387	77,319	$ 74,778
Net loss per share	$ (0.09)	$ (0.27)	$ (0.32)	$ (0.82)

The following potentially dilutive securities outstanding have been excluded from the computation of basic weighted-average shares outstanding because such securities have an antidilutive impact due to losses reported:

	As of September 30,	
(in thousands)	2024	2023
Stock options outstanding	4,633	5,300
Restricted stock units	5,850	6,500
Acquisition related compensation	0	42
Convertible notes	10,239	4,719
Total potentially dilutive securities	20,722	16,561

Special note regarding forward-looking statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1993, as amended ("the Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions, or future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "may," "ongoing," "plan," "potential," "predict," "project," "should," "will," and similar words or phrases. These forward-looking statements include statements concerning the following:

- our expectations regarding our revenue, expenses, sales, and operations;
- anticipated trends and challenges in our business and the markets in which we operate;
- the war involving Russia and Ukraine and the potential impact on our operations, global economic and geopolitical conditions;
- our anticipated areas of investments and expectations relating to such investments;
- our anticipated cash needs and our estimates regarding our capital requirements, interest expense and our need for additional financing or refinancing;
- our ability to compete in our industry and innovation by our competitors;
- our ability to anticipate market needs or develop new or enhanced services to meet those needs;
- our ability to manage efficient revenue growth and profitable growth;
- our ability to establish and maintain intellectual property rights;
- our ability to manage expansion into international markets and new industries;
- our ability to hire and retain key personnel;
- our ability to successfully identify, manage, and integrate any existing and potential acquisitions;
- our ability to adapt to emerging regulatory developments, technological changes, and cybersecurity needs;
- the anticipated effect on our business of litigation to which we are or may become a party;
- the anticipated benefits and opportunities related to past and ongoing restructuring may not be realized or may take longer to realize than expected;
- our ability to manage key executive succession and retention or continue to attract qualified personnel;
- our ability to remediate the material weakness; and
- other statements described in this Quarterly Report on Form 10-Q under "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Although we believe the expectations reflected in these forward-looking statements are reasonable, these statements are not guarantees of future performance and involve risks and uncertainties which are subject to change based on various important factors, some of which are beyond our control. For more information regarding these risks and uncertainties as well as certain additional risks that we face, refer to "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K filed with the SEC on February 29, 2024 (our "Annual Report") and "Risk Factors," in this Quarterly Report on Form 10-Q as well as factors more fully described in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q.

If one or more of the factors affecting the expectations reflected in our forward-looking information and statements proves incorrect, our actual results, performance, or achievements could differ materially from those expressed in, or implied by, forward-looking information and statements. Therefore, we caution the reader not to place undue reliance on any forward-looking information or statements. The effect of these factors is difficult to predict. Factors other than these also could adversely affect our results, and the reader should not consider these factors to be a complete set of all potential risks or uncertainties. New factors emerge from time to time, and management cannot assess the impact of any such factor on our business or the extent to which any factor, or combination of factors, may cause results to differ materially from those contained in any forward-looking statement. Any forward-looking statements only speak as of the date of this document, and we undertake no obligation to update any forward-looking information or statements, whether written or oral, to reflect any change, except as required by law. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. In addition to historical condensed consolidated financial information, the following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this Quarterly Report on Form 10-Q, particularly in "Risk Factors." See "Special Note Regarding Forward-Looking Statements."

Investors and others should note that we announce material financial information to our investors using our investor relations website (investors.bigcommerce.com), SEC filings, press releases, public conference calls and webcasts. We intend to use our investor relations website as a means of disclosing information about our business, our financial condition and results of operations and other matters and for complying with our disclosure obligations under Regulation FD. The information we post on our investor relations website, including information contained in investor presentations, may be deemed material. Accordingly, investors should monitor our investor relations website, in addition to following our press releases, SEC filings and public conference calls and webcasts.

Overview

BigCommerce is leading a new era of ecommerce. Our SaaS platform simplifies the creation of online stores by delivering a unique combination of ease-of-use, enterprise functionality, composability and flexibility. We allow merchants to build their ecommerce solution their way with the flexibility to fit their unique business and product offerings. We power both our customers' branded ecommerce stores and their cross-channel connections to popular online marketplaces, social networks, and offline point of sale systems. Our strategy is to provide the world's best combination of freedom of choice and flexibility in a multi-tenant SaaS platform. We describe this strategy as "Open SaaS." As of September 30, 2024 we served 5,892 accounts with at least one unique enterprise plan subscription or an enterprise-level feed management subscription (collectively "enterprise accounts"). These accounts may have more than one Enterprise plan or a combination of Enterprise plans and Essentials plans.

We provide a comprehensive platform for launching and scaling an ecommerce operation, including store design, catalog management, hosting, checkout, order management, reporting, and pre-integration into third-party services like payments, shipping, and accounting. All of our stores run on a single code base and share a global, multi-tenant architecture purpose built for security, high performance, and innovation. Our platform serves stores in a wide variety of sizes, product categories, and purchase types, including B2C and B2B.

We offer access to our platform on a subscription basis. We serve customers with subscription plans tailored to their size and feature needs. For our larger customers, our Enterprise plan offers our full feature set at a subscription price tailored to each business. For small and medium business ("SMBs"), we offer three retail plans: Standard, Plus, and Pro, priced at $29, $79, and $299 per month (our "Essentials" plans) when pre-paid annually, or $39, $105, and $399 per month (our "Essentials plans"), when paid monthly, respectively. Our Essentials plans include GMV thresholds with programmatic upgrades built in as merchants exceed each plan's threshold.

Our differentiated Open SaaS technology approach combines the flexibility and customization potential of open source software with the performance, security, usability, and value benefits of multi-tenant SaaS. This combination helps businesses turn digital transformation into competitive advantage. While some software conglomerate providers attempt to lock customers into their proprietary suites, we focus on the configurability and flexibility of our open platform, enabling each business to optimize their ecommerce approach based on their specific needs.

Partners are essential to our open strategy. We believe we possess one of the deepest and broadest ecosystems of integrated technology solutions in the ecommerce industry. We strategically partner with, rather than compete against, the leading providers in adjacent categories, including payments, shipping, point of sale, content management system, customer relationship management, and enterprise resource planning. We focus our research and development investments in our core product to create a best-of-breed ecommerce platform and co-market and co-sell with our strategic technology partners to our mutual prospects and customers. As a result, we earn high-margin revenue share from a subset of our strategic technology partners, which complements the high gross margin of our core ecommerce platform.

Our business has achieved significant growth since our inception. We plan to continue to invest in our "Open SaaS" strategy, building new partnerships and continuing to develop a platform that offers best-of-breed functionality with the cost-effectiveness of multi-tenant SaaS. As we work to develop and deliver this platform for our customers, we will also invest and grow our business by acquiring additional customers to our platform, growing our revenue with existing customers, cross-selling owned and partner solutions to existing customers, expanding our presence in new markets and geographies, and considering targeted acquisitions that can enhance our service to customers.

Key factors affecting our performance

Our operational and financial results have been, and will continue to be, affected by a number of factors that present significant opportunities as well as risks and challenges, including those discussed below and elsewhere in this quarterly report and in our Annual Report, particularly in Part I, Item 1A, "Risk Factors" The key factors discussed below impacted our 2023 results or are anticipated to impact our future results.

"Go-to-Market" Strategy

We reorganized our business teams and leadership structure to introduce clear and unified end to end ownership of the customer. Sales, customer success, marketing, and our business development teams have congruent and clear targets that unify their efforts around customer success and growth. We centralized end to end customer success ownership under our Company's Chief Executive Officer, Travis Hess. Mr. Hess oversees all go-to-market efforts across the business, including the platform product, Feedonomics, and partner and services revenue. Additionally, we appointed Ms. Siminoff as Executive Chair of the Board to work with Mr. Hess and other members of the Company's executive team to provide, among other things, strategic expertise, leadership, and direction to the Board and senior management.

We continue to advance efficient revenue growth by ensuring investments spent in our go-to-market strategy yield greater returns for our customers and for us. We are focusing on brand architecture and integration and product strategy to shape our strategy moving forward:

- Brand architecture and integration - We are streamlining our brand architecture to focus on integrating the capabilities of our platform with Feedonomics and Makeswift to offer a more comprehensive solution for our customers.
- Product strategy - We remain committed to driving value and business growth serving our core customers: mid-market and enterprise B2C and B2B customers, and sophisticated small business customers. We will focus our investments and innovation to serve these customers, including through the continued rollout of Catalyst for our B2C customers, continuing integration of our B2B features into our platform, and the launching of a hosted Catalyst solution that offers our small business customers a more cost-effective, easy-to-use platform.

We have made strategic organizational changes that will allow us to scale efficiently to support these initiatives as described below in our results of operations.

Macroeconomic environment and customer spend

Consumer spending remains resilient across our major markets. We are encouraged overall by the underlying consumption signals that we are seeing in our business.

2024 Restructure

As discussed in Note 7 to our condensed consolidated financial statements, on September 30, 2024, we committed to a restructuring plan (the "2024 Restructure") intended to reinvest in product delivery and increase sales capacity, reduce operating costs, improve operating margins and continue to advance our commitment to profitable growth. The 2024 Restructure includes a reduction of our workforce, exits of certain office leases, impairment of certain software development projects and contract amendments and terminations to better align operating expenses with existing economic conditions and the Company's strategic priorities. Affected employees were notified on November 7, 2024, and are being provided severance arrangements.

We anticipate to incur additional expense related to the 2024 Restructure of approximately $3.5 million to $5.7 million through fiscal 2025 relating to severance benefits, contract terminations, accelerated depreciation, right-of-use asset impairments, software impairments, and professional services costs. The additional expenses we expect to incur are subject to assumptions, and actual expenses may differ from the estimates disclosed above.

Business metrics

We review the following business metrics to measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions. Increases or decreases in our business metrics may not correspond with increases or decreases in our revenue. As an example, some of our business metrics include annual revenue run-rate ("ARR"), subscription annual revenue run-rate ("Subscription ARR"), average revenue per account, lifetime value ("LTV") to customer acquisition costs ("CAC") and others are calculated as of the end of the last month of the reporting period.

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Annual revenue run-rate

We calculate ARR at the end of each month as the sum of: (1) contractual monthly recurring revenue at the end of the period, which includes platform subscription fees, invoiced growth adjustments, product feed management subscription fees, recurring professional services revenue, and other recurring revenue, multiplied by twelve to prospectively annualize recurring revenue, and (2) the sum of the trailing twelve-month non-recurring and variable revenue, which includes one-time partner integrations, one-time fees, payments revenue share, and any other revenue that is non-recurring and variable.

Subscription annual revenue run-rate

We calculate Subscription ARR at the end of each month as the sum of contractual monthly recurring revenue at the end of the period, which includes platform subscription fees, invoiced growth adjustments, product feed management subscription fees, recurring professional services revenue, and other recurring revenue, multiplied by twelve to prospectively annualize recurring revenue.

Average revenue per account

We calculate average revenue per account ("ARPA") at the end of a period by including customer-billed revenue and an allocation of partner and services revenue, where applicable. We bill customers for subscription solutions and professional services, and we include both in ARPA for the reported period. For example, ARPA as of September 30, 2024, includes all subscription solutions and professional services billed between January 1, 2024, and September 30, 2024. We allocate partner revenue, where applicable, primarily based on each customer's share of GMV processed through that partner's solution. Partner revenue that is not directly linked to customer usage of a partner's solution is allocated based on each customer's share of total platform GMV. Each account's partner revenue allocation is calculated by taking the account's trailing twelve-month partner revenue, then dividing by twelve to create a monthly average to apply to the applicable period in order to normalize ARPA for seasonality.

Enterprise Account metrics

To measure the effectiveness of our ability to execute against our growth strategy, particularly within the mid-market and enterprise lines of business, we calculate ARR attributable to Enterprise Accounts.

The chart below illustrates certain of our key business metrics as of the periods ended:

	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
ARR *(in thousands)*	$ 347,787	$ 345,832	$ 340,147	$ 336,541	$ 332,245
Subscription ARR *(in thousands)*	$ 263,933	$ 263,526	$ 258,566	$ 256,412	$ 256,518
Enterprise Account metrics:					
Number of Enterprise Accounts	5,892	5,961	5,970	5,994	5,951
ARR attributable to Enterprise Accounts *(in thousands)*	$ 256,893	$ 253,798	$ 248,236	$ 245,100	$ 240,602
ARR attributable to Enterprise Accounts as a percentage of ARR	74	73	73	73	72
Average Revenue Per Account	$ 43,600	$ 42,576	$ 41,581	$ 40,891	$ 40,431

Lifetime value to customer acquisition costs

We measure the efficiency of new customer acquisition by comparing the lifetime value of newly-acquired customers to the customer acquisition costs of the associated time period to get an "LTV:CAC ratio." We calculate LTV as gross profit from new sales during the four quarters of any given year divided by the estimated future subscription churn rate.

Net revenue retention

We use net revenue retention ("NRR") to evaluate our ability to maintain and expand our revenue with our account base of enterprise customers exceeding the ACV threshold over time. The total billings and allocated partner revenue, where applicable, for the measured period are divided by the total billings and allocated partner revenue for such accounts, corresponding to the period one year prior. An NRR greater than 100 percent implies positive net revenue retention. This methodology includes stores added to or subtracted from an account's subscription during the previous twelve months. It also includes changes to subscription and partner and services revenue billings, and revenue reductions from stores or accounts that leave the platform during the previous one-year period. Net new accounts added after the previous one-year period are excluded from our NRR calculations. NRR for enterprise accounts was 100 percent and 111 percent for the years ended December 31, 2023 and 2022, respectively. We update our reported NRR at the end of each fiscal year and do not report quarterly changes in NRR.

Components of results of operations

Revenue

We generate revenue from two sources: (1) subscription solutions revenue and (2) partner and services revenue.

Subscription solutions revenue consists primarily of platform subscription fees from plans and recurring professional services. Subscription solutions are charged monthly, quarterly, or annually for our customers to sell their products and process transactions on our platform. Subscription solutions are generally charged per online store and are based on the store's subscription plan. Our Enterprise plan contracts are generally for a fixed term of 12 to 36 months and are non-cancelable. Our pricing strategy provides enterprise merchants a discount for a period of time from their contractual monthly. Merchants have full access to the functionality of our platform upon contract execution, and revenue is recognized ratably over the contract life. Our retail plans are generally month-to-month contracts. Monthly subscription fees for Enterprise plans are adjusted if a customer's GMV or orders processed are outside of specified plan thresholds on a trailing twelve-month basis. Fixed monthly fees and any transaction charges related to subscription solutions are recognized as revenue in the month they are earned.

Through Feedonomics, we provide feed management solutions under service contracts which are generally one year or less and, in many cases, month-to-month. These service types may be sold stand-alone or as part of a multi-service bundle (e.g. both marketplaces and advertising) and are billed monthly in arrears.

We generate partner revenue from our technology application ecosystem. Customers tailor their stores to meet their feature needs by integrating applications developed by our strategic technology partners. We enter into contracts with our strategic technology partners that are generally for one year or longer. We generate revenue from these contracts in three ways: (1) revenue-sharing arrangements, (2) technology integrations, and (3) partner marketing and promotion. We recognize revenue on a net basis from revenue-sharing arrangements when the underlying transaction occurs.

We also generate revenue from non-recurring professional services that we provide to complement the capabilities of our customers and their agency partners. Our services help improve customers' time-to-market and the success of their businesses using BigCommerce. Our non-recurring services include education packages, launch services, solutions architecting, implementation consulting, and catalog transfer services.

Cost of revenue

Cost of revenue consists primarily of: (1) personnel-related costs (including stock-based compensation expense and associated payroll costs) for our customer success teams, (2) costs that are directly related to hosting and maintaining our platform, (3) fees for processing customer payments such as credit card processing charges, (4) personnel and other costs related to feed management, and (5) allocated costs, such as, depreciation, technology and facility costs.

As a result of our growth plans and integration of our previously acquired businesses, we have incurred expenses for equity and amortization of purchased intangibles.

Sales and marketing

Sales and marketing expenses consist primarily of: (1) personnel-related expenses (including stock-based compensation expense and associated payroll costs), (2) sales commissions, (3) marketing programs, (4) travel-related expenses, and (5) allocated overhead sales and support costs such as technology and facility costs. We focus our sales and marketing efforts on creating sales leads and establishing and promoting our brand. We plan to increase our investment in sales and marketing by executing our go-to-market strategy globally and building our brand awareness. Incremental sales commissions for new customer contracts are deferred and amortized ratably over the estimated period of our relationship with such customers.

Research and development

Research and development expenses consist primarily of personnel-related expenses (including stock-based compensation expense and associated payroll costs) incurred in maintaining and developing enhancements to our ecommerce platform and allocated overhead costs. Software development costs associated with internal use software which are incurred during the application development phase and meet other requirements are capitalized.

We believe delivering new functionality is critical to attracting new customers and enhancing the success of existing customers. We expect to continue to make investments in research and development.

General and administrative

General and administrative expenses consist primarily of: (1) personnel-related expenses (including stock-based compensation expense and associated payroll costs) for finance, legal and compliance, and human resources, (2) external professional services, and (3) allocated overhead costs, such as technology and facility costs.

Acquisition related expenses

Acquisition related expenses consists of cash payments for third-party acquisition costs and other acquisition related expenses, including contingent compensation arrangements entered into in connection with acquisitions.

Restructuring charges

Restructuring charges consist primarily of severance payments, right-of-use asset impairments, lease termination gain, software impairments, and professional services costs.

Amortization of intangible assets

Amortization of intangible assets consist of amortization of acquired intangible assets which were recognized as a result of business combinations and are being amortized over their expected useful life.

Gain on convertible notes extinguishment

Gains recorded net of proportionate share of unamortized debt issuance costs and certain third party transaction costs relate to the repurchase transactions of the 2026 Convertible Notes and exchange transaction of the 2026 Convertible Notes for the 2028 Convertible Notes.

Interest income

Interest income is earned on our cash, cash equivalents and marketable securities.

Interest expense

Interest expense consists primarily of the interest expense from the amortization of the debt issuance costs and coupon interest attributable to our 2028 and 2026 Convertible Notes with offsetting amortization of the debt premium related to the 2028 Convertible Notes, as well as interest associated with a financing agreement entered into in the first half of 2023.

Other expense

Other expense primarily consists of foreign currency translation adjustments.

Provision for income taxes

Our provision for income taxes consists primarily of deferred income taxes associated with amortization of tax deductible goodwill and current income taxes related to certain foreign and state jurisdictions in which we conduct business. For U.S. federal income tax purposes and in certain foreign and state jurisdictions, we have NOL carryforwards. The foreign jurisdictions in which we operate have different statutory tax rates than those of the United States. Additionally, certain of our foreign earnings may also be currently taxable in the United States. Accordingly, our effective tax rate will vary depending on the relative proportion of foreign to domestic income, use of foreign tax credits, changes in the valuation of our deferred tax assets and liabilities, applicability of any valuation allowances, and changes in tax laws in jurisdictions in which we operate.

Results of operations

The following table summarizes our historical consolidated statement of operations data. The period-to-period comparison of operating results is not necessarily indicative of results for future periods.

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	(in thousands)			
Revenue	$ 83,710	$ 78,045	$ 245,899	$ 225,245
Cost of revenue [(1)]	19,863	19,054	58,113	55,256
Gross profit	63,847	58,991	187,786	169,989
Operating expenses: [(1)]				
Sales and marketing	33,140	36,253	99,997	105,898
Research and development	20,841	21,703	61,116	63,951
General and administrative	16,435	14,342	46,800	45,264
Amortization of intangible assets	2,434	2,033	7,353	6,099
Acquisition related costs	334	1,067	1,001	9,317
Restructuring charges	9,880	5,795	12,452	6,215
Total operating expenses	83,064	81,193	228,719	236,744
Loss from operations	(19,217)	(22,202)	(40,933)	(66,755)
Gain on convertible note extinguishment	12,110	0	12,110	0
Interest income	2,433	3,059	8,807	8,310
Interest expense	(1,908)	(721)	(3,348)	(2,165)
Other expense	(142)	(301)	(585)	(333)
Loss before provision for income taxes	(6,724)	(20,165)	(23,949)	(60,943)
Provision for income taxes	(269)	(145)	(691)	(552)
Net loss	$ (6,993)	$ (20,310)	$ (24,640)	$ (61,495)

[(1)] Amounts include stock-based compensation expense and associated payroll tax costs, as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	(in thousands)			
Cost of revenue	$ 1,114	$ 1,323	$ 2,798	$ 3,802
Sales and marketing	3,327	3,626	8,332	10,059
Research and development	3,766	4,124	10,515	11,570
General and administrative	2,685	3,028	7,859	8,680

Revenue by geographic region

The composition of our revenue by geographic region during the three and nine months ended September 30, 2024 and September 30, 2023 were as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Change Amount	Change Percent	Nine months ended September 30, 2024	Nine months ended September 30, 2023	Change Amount	Change Percent
	(dollars in thousands)							
Revenue								
Americas – U.S.	$ 63,682	$ 60,019	$ 3,663	6.1 %	$ 187,249	$ 172,374	$ 14,875	8.6 %
Americas – other [(1)]	3,893	3,499	394	11.3	11,445	10,273	1,172	11.4
EMEA	9,709	8,631	1,078	12.5	28,182	25,263	2,919	11.6
APAC	6,426	5,896	530	9.0	19,023	17,335	1,688	9.7
Total Revenue	$ 83,710	$ 78,045	$ 5,665	7.3 %	$ 245,899	$ 225,245	$ 20,654	9.2 %

(1)Americas-other revenue includes revenue from North and South America, other than the U.S.

Comparison of the three and nine months ended September 30, 2024 and 2023,

Revenue

The following table presents the components of our revenue for each of the periods indicated:

	Three months ended September 30,		Change		Nine months ended September 30,		Change	
	2024	2023	Amount	Percent	2024	2023	Amount	Percent
				(dollars in thousands)				
Revenue								
Subscription solutions	$ 62,826	$ 58,709	$ 4,117	7.0 %	$ 185,582	$ 168,652	$ 16,930	10.0 %
Partner and services	20,884	19,336	1,548	8.0	$ 60,317	$ 56,593	3,724	6.6
Total revenue	$ 83,710	$ 78,045	$ 5,665	7.3 %	$ 245,899	$ 225,245	$ 20,654	9.2 %

Total revenue increased $5.7 million, or 7.3 percent, to $83.7 million for the three months ended September 30, 2024, from $78.0 million for the three months ended September 30, 2023, as a result of increases in both subscription solutions and partner and services revenue. Subscription solutions revenue increased $4.1 million, or 7.0 percent, to $62.8 million for the three months ended September 30, 2024, from $58.7 million for the three months ended September 30, 2023, primarily due to increases in enterprise, mid-market, and Feedonomics activity. Partner and services revenue increased $1.5 million, or 8.0 percent, to $20.9 million for the three months ended September 30, 2024, from $19.3 million for the three months ended September 30, 2023, primarily as a result of increases in revenue share offset by decreases in stand ready and integration activity.

Total revenue increased $20.7 million, or 9.2 percent, to $245.9 million for the nine months ended September 30, 2024 from $225.2 million for the nine months ended September 30, 2023, as a result of increases in both subscription solutions and partner and services revenue. Subscription solutions revenue increased $16.9 million or 10.0 percent, to $185.6 million for the nine months ended September 30, 2024, from $168.7 million for the nine months ended September 30, 2023, primarily due to growth in enterprise, mid-market, and Feedonomics activity. Partner and services revenue increased $3.7 million, or 6.6 percent, to $60.3 million for the nine months ended September 30, 2024 , from $56.6 million for the nine months ended September 30, 2023, primarily as a result of increases in in revenue share offset by decreases in stand ready and integration activity.

Cost of revenue, gross profit, and gross margin

	Three months ended September 30,		Change		Nine months ended September 30,		Change	
	2024	2023	Amount	Percent	2024	2023	Amount	Percent
		(dollars in thousands)						
Cost of revenue	$ 19,863	$ 19,054	$ 809	4.2 %	$ 58,113	$ 55,256	$ 2,857	5.2 %
Gross profit	63,847	58,991	4,856	8.2	187,786	169,989	17,797	10.5
Gross margin percentage	76.3	75.6			76.4	75.5		

Cost of revenue increased $0.8 million, or 4.2 percent, to $19.9 million for the three months ended September 30, 2024, from $19.1 million for the three months ended September 30, 2023, primarily as a result of higher software costs and credit card processing fees of $0.9 million driven by associated increased in revenue. Gross margin increased to 76.3 percent from 75.6 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

Cost of revenue increased $2.9 million, or 5.2 percent, to $58.1 million for the nine months ended September 30, 2024, from $55.3 million for the nine months ended September 30, 2023 primarily as a result of higher software costs and credit card processing fees of $3.0 million. Gross margin increased to 76.4 percent from 75.5 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

We expect that cost of revenue will likely decrease in the near term as a percentage of revenue due to reductions in headcount related costs as a result of the 2024 Restructure, leading to improved gross margins.

Operating income (expenses)

Sales and marketing

	Three months ended September 30,		Change		Nine months ended September 30,		Change	
	2024	2023	Amount	Percent	2024	2023	Amount	Percent
				(dollars in thousands)				
Sales and marketing	$ 33,140	$ 36,253	$ (3,113)	(8.6) %	$ 99,997	$ 105,898	$ (5,901)	(5.6) %
Percentage of revenue	39.6	46.5			40.7	47.0		

Sales and marketing expenses decreased $3.1 million, or (8.6) percent, to $33.1 million for the three months ended September 30, 2024 from $36.3 million for the three months ended September 30, 2023, primarily due to decreased variable marketing costs of $1.9 million, decreased salaries and share-based compensation expense of $0.8 million driven by cost cutting measures from the 2023 Restructure, and decreased professional services fees of $0.3 million. As a percentage of total revenue, sales and marketing expenses decreased to 39.6 percent from 46.5 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

Sales and marketing expenses decreased $5.9 million or (5.6) percent, to $100.0 million for the nine months ended September 30, 2024 from $105.9 million for the nine months ended September 30, 2023, primarily due to lower variable marketing costs of $3.6 million, and decreased salaries and share-based compensation expense of $3.0 million driven by cost cutting measures from the 2023 Restructure. These decreases were partially offset by a $0.7 million increase in other expenses, such as software costs, contract services, and professional fees. As a percentage of total revenue, sales and marketing expenses decreased to 40.7 percent from 47.0 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

We expect that sales and marketing expenses will slightly increase near term as we reinvest in sales resources as part of the 2024 Restructure, which we expect to be offset with anticipated future revenue growth.

Research and development

	Three months ended September 30,		Change		Nine months ended September 30,		Change	
	2024	2023	Amount	Percent	2024	2023	Amount	Percent
				(dollars in thousands)				
Research and development	$ 20,841	$ 21,703	$ (862)	(4.0) %	$ 61,116	$ 63,951	$ (2,835)	(4.4) %
Percentage of revenue	24.9	27.8			24.9	28.4		

Research and development decreased $0.9 million, or (4.0) percent, to $20.8 million for the three months ended September 30, 2024 from $21.7 million for the three months ended September 30, 2023, due to the cost cutting measures from the 2023 Restructure. As a percentage of total revenue, research and development expenses decreased to 24.9 percent from 27.8 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

Research and development decreased $2.8 million, or (4.4) percent, to $61.1 million for the nine months ended September 30, 2024 from $64.0 million for the nine months ended September 30, 2023, due to the cost cutting measures from the 2023 Restructure. As a percentage of total revenue, research and development expenses decreased to 24.9 percent from 28.4 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

We expect that research and development expenses will likely decrease as a percentage of revenue in the near term primarily due to reductions in headcount related costs relating to the 2024 Restructure.

General and administrative

	Three months ended September 30,		Change		Nine months ended September 30,		Change	
	2024	2023	Amount	Percent	2024	2023	Amount	Percent
				(dollars in thousands)				
General and administrative	$ 16,435	$ 14,342	$ 2,093	14.6 %	$ 46,800	$ 45,264	$ 1,536	3.4 %
Percentage of revenue	19.6	18.4			19.0	20.1		

General and administrative expenses increased $2.1 million, or 14.6 percent, to $16.4 million for the three months ended September 30, 2024, from $14.3 million for the three months ended September 30, 2023, primarily due to an increase of $1.2 million in bad debt expense and an increase in professional service expenses of $0.9 million. As a percentage of total revenue, general and administrative expenses increased to 19.6 percent from 18.4 percent, primarily as a result of the increase in bad debt expense due to focused collections efforts for the three months ended September 30, 2023.

General and administrative expenses increased $1.5 million, or 3.4 percent, to $46.8 million for the nine months ended September 30, 2024 from $45.3 million for the nine months ended September 30, 2023, primarily due to a $1.8 million increase in bad debt expense, $0.9 million increase in professional services, and a $0.4 million increase in variable spend partially offset by $1.2 million decrease in insurance expense due to lower renewal rates. As a percentage of total revenue, general and administrative expenses decreased to 19.0 percent from 20.1 percent, primarily as a result of cost cutting measures from the 2023 Restructure.

We expect that general and administrative expenses will likely decrease as a percentage of revenue in the near term due to reductions in headcount related costs relating to the 2024 Restructure.

Acquisition related expenses

Acquisition related expense decreased $0.7 million, or (68.7) percent, to $0.3 million for the three months ended September 30, 2024, from $1.1 million for the three months ended September 30, 2023, and decreased $8.3 million, or 89.3 percent, to $1.0 million for the nine months ended September 30, 2024, from $9.3 million for the nine months ended September 30, 2023. Acquisition costs recognized for the three and nine months ended September 30, 2024 represent the amortization of deferred compensation for the Makeswift acquisition. Acquisition costs in prior years related to other transactions and acquisition costs for Feedonomics were recognized during the three and nine months ended September 30, 2023.

Restructuring charges

Restructuring charges were $9.9 million and $5.8 million for the three months ended September 30, 2024 and 2023, respectively, and were $12.5 million and $6.2 million for the nine months ended September 30, 2024 and 2023, respectively. The $9.9 million is a result of $6.9 million of severance and related charges, $2.1 million of capitalized software related charges due to impairment of software due to change in market strategy, $1.1 million of real estate related charges, $0.6 million of professional services related to our change in market strategy as described above in relation to the 2024 Restructure, and $0.2 million of professional services related to our capital structure and various alternatives associated with inbound inquiries partially offset by a $1.0 million gain on real estate modification. The charges for the three months and nine months ended September 30, 2023 were primarily related to charges from the 2023 Restructure which included a one time charge of $5.5 million resulting from severance and other related charges.

Gain on convertible note extinguishment

Gain on convertible note extinguishment was $12.1 million for the three months ended September 30, 2024. The $12.1 million consisted of a $10.4 million gain on the repurchase of 2026 Convertible Notes and $1.7 million gain on the exchange of 2028 Convertible Notes.

Interest income

Interest income decreased $0.7 million, or 20.5 percent, to $2.4 million for the three months ended September 30, 2024, from $3.1 million for the three months ended September 30, 2023. This decrease was primarily a result of lower cash, cash equivalents and marketable securities balance during the three months ended September 30, 2024 due to cash outflows for financing activities. Interest income increased $0.5 million, or 6.0 percent to $8.8 million for the nine months ended September 30, 2024 from $8.3 million for the nine months ended September 30, 2023. This increase was primarily a result of higher cash, cash equivalents and marketable securities balances for the nine months ended September 30, 2024

Interest expense

Interest expense was $1.9 million and $0.7 million for the three months ended September 30, 2024 and 2023, respectively, and was $3.3 million and $2.2 million for the nine months ended September 30, 2024 and 2023. The increase in interest expense for the three and nine months ended September 30, 2024 compared to the three and nine months ended September 30, 2023 was primarily a result of the issuance of the 2028 Convertible Notes that have a higher effective interest rate than the 2026 Convertible Notes.

Liquidity and capital resources

We are committed to cash flow generation and cash management by focusing on operational discipline, and we continue to evaluate all of our spending to look for opportunities to drive improvements in cash flow. Our success in transitioning our customer base from legacy month-to-month contracts to annual contracts has continued to result in better cash flow as these efforts have increased the timing of our cash receipts and reduced our overall subscription churn rate.

Our operational short-term liquidity needs primarily include working capital for sales and marketing, research and development, and continued innovation. Our future capital requirements will depend on many factors, including our growth rate, levels of revenue, the expansion of sales and marketing activities, market acceptance of our platform, the results of business initiatives including our efforts in transitioning our customers to annual billings, continued reduction in churn, the timing of new product introductions, the continued impact of the inflation on the global economy, market risk due to elevated interest rates, our business, financial condition, and results of operations.

We believe that our existing cash and cash equivalents and our cash flows from operating activities will be sufficient to meet our working capital and capital expenditure needs for at least the next twelve months. In the future, we may attempt to raise additional capital through the sale of additional equity or debt financing.

Additionally, with our convertible notes restructuring, there was a reduction in liquidity. However, we believe as a result of the renegotiation and extension of the remaining obligation, we have decreased our overall debt leverage and better optimized our maturities. The restructuring of the convertible notes requires semi-annual interest payments and increases our contractual interest rate to 7.50 percent.

From time to time, we may seek to repurchase, redeem or otherwise retire our convertible notes through cash repurchases and/or exchanges for equity securities, in open market repurchases, privately negotiated transactions, tender offers or otherwise. Such repurchases, redemptions or other transactions, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved may be material. We do not have any material off-balance sheet arrangements that we expect would materially affect our liquidity and capital resources.

Cash flows

The following table sets forth a summary of our cash flows for the periods indicated.

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
	(in thousands)			
Net cash provided by (used in) operating activities	$ 5,573	$ (31,429)	$ 13,894	$ (37,522)
Net cash provided by investing activities	9,251	26,399	62,644	13,997
Net cash provided by (used in) financing activities	(112,077)	285	(112,428)	1,381
Net decrease in cash, cash equivalents and restricted cash	$ (97,253)	$ (4,745)	$ (35,890)	$ (22,144)

As of September 30, 2024, we had approximately $37.0 million in cash, cash equivalents, and restricted cash, a decrease of $33.9 million compared to $70.9 million as of September 30, 2023. Cash and cash equivalents consist of highly-liquid investments with original maturities of less than three months. Our restricted cash balance of $1.5 million and $1.1 million at September 30, 2024 and 2023, respectively, consisted of security deposits for future chargebacks and amounts on deposit with certain financial institutions. Our marketable securities balance of $133.0 million and $195.6 million at September 30, 2024 and 2023 respectively, consisted of investments in corporate and US treasury securities. We maintain cash account balances in excess of Federal Deposit Insurance Corporation (FDIC) insured limits.

Operating activities

Net cash provided by (used in) operating activities for the three months ended September 30, 2024 and 2023 was $5.6 million and ($31.4) million, respectively. This consisted primarily of our net losses adjusted for certain non-cash items including depreciation, amortization of intangible assets, convertible note premium and convertible note issuance costs amortization, stock-based compensation, bad debt expense, impairment losses, gains on settlement of lease liabilities, gain on extinguishment of convertible notes, and the effect of changes in working capital. The increase in cash flows provided by operating activities for the three months ended September 30, 2024 was driven by cost reductions associated with the 2023 Restructure and focus on reduction of variable spend.

Net cash provided by (used in) operating activities for the nine months ended September 30, 2024 and 2023 was $13.9 million and ($37.5) million respectively. This consisted primarily of our net losses adjusted for certain non-cash items including depreciation, amortization of intangible assets, convertible note premium and convertible note issuance costs amortization, stock-based compensation, bad debt expense, impairment losses, gains on settlement of lease liabilities, gain on extinguishment of convertible notes, and the effect of changes in working capital. The increase in cash flows provided by operating activities for the nine months ended September 30, 2024 was driven by cost reductions associated with the 2023 Restructure and focus on reduction of variable spend.

Investing activities

Net cash provided by investing activities during the three months ended September 30, 2024 and 2023 was $9.3 million and $26.4 million, respectively. For the three months ended September 30, 2024, this consisted primarily of the sale and maturity of marketable securities of $59.7 million offset by the purchase of property and equipment of $1.1 million and the purchase of marketable securities of $49.4 million. In the three months ended September 30, 2023, this consists primarily of the sale and maturity of marketable securities of $83.1 million and the purchases of property and equipment of $1.1 million and the purchase of marketable securities of $55.7 million.

Net cash provided by investing activities during the nine months ended September 30, 2024 and 2023 was $62.6 million and $14.0 million, respectively. In the nine months ended September 30, 2024, this consists primarily of the sale and maturity of marketable securities of $151.6 million offset by the purchase of property and equipment of $2.9 million and the purchase of marketable securities of $86.0 million. In the nine months ended September 30, 2023, this consists primarily of the sale and maturity of marketable securities of $206.2 million and the purchase of property and equipment of $3.1 million and the purchase of marketable securities of $189.1 million.

Financing activities

Net cash provided by (used in) financing activities during the three months ended September 30, 2024 and 2023 was ($112.1) million and $0.3 million, respectively. In the three months ended September 30, 2024, this was attributable to repayment of convertible notes and financing obligations of $108.7 million, payments of convertible note issuance and related third party costs of $2.5 million, and taxes paid related to the settlement of stock options and restricted stock units of $1.1 million, partially offset by proceeds from exercise of stock options of $0.2 million. In the three months ended September 30, 2023, this was attributable to proceeds from exercise of stock options of $1.5 million offset by withholdings from the issuance of shares of common stock pursuant to the exercise of stock options and vesting of restricted stock units of $1.0 million and repayments of financing obligations of $0.1 million.

Net cash provided by (used in) financing activities during the nine months ended September 30, 2024 and 2023 was ($112.4) million and $1.4 million, respectively. In the nine months ended September 30, 2024, this was attributable to $109.0 million of payments related to the repurchase and repayment of convertible notes and refinancing obligations, $2.5 million of payments for convertible note issuance and related third-party costs, and $1.5 million of taxes paid related to the settlement of stock options and restricted stock units, partially offset by proceeds from exercise of stock options of $1.5 million. In the nine months ended September 30, 2023, this was attributable to proceeds from the exercise of stock options of $3.7 million and proceeds from the issuance of convertible note of $1.1 million offset by withholdings from the issuance of shares of common stock pursuant to the exercise of stock options and vesting of restricted stock units of $3.3 million and repayment of financing obligations of $0.1 million.

Indebtedness

2028 Convertible Notes

In August 2024, we issued $150.0 million in aggregate principal amount of the Company’s new 7.50 percent convertible senior notes due 2028 (the “2028 Convertible Notes”). The 2028 Convertible Notes were issued pursuant to, and are governed by, an indenture (the “2028 Convertible Notes Indenture”), dated as of August 7, 2024, between the Company and U.S. Bank Trust Company, National Association, as trustee.

The 2028 Convertible Notes are the Company’s senior, initially unsecured obligations and will accrue interest at a rate of 7.50 percent per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on October 1, 2024. The 2028 Convertible Notes will mature on October 1, 2028, unless earlier converted, redeemed or repurchased. Before July 3, 2028, noteholders will have the right to convert their 2028 Convertible Notes only upon the occurrence of certain events. From and after July 3, 2028, noteholders may convert their 2028 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. The Company will settle conversions by paying or delivering, as applicable, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company’s election. The initial conversion rate is 62.5000 shares of common stock per $1,000 principal amount of 2028 Convertible Notes, which represents an initial conversion price of $16.00 per share of common stock. The conversion rate and conversion price will be subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a “Make-Whole Fundamental Change” (as defined in the 2028 Convertible Notes Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time.

The Company may not redeem the 2028 Convertible Notes at its option at any time before October 7, 2026. The 2028 Convertible Notes will be redeemable, in whole or in part (subject to the “Partial Redemption Limitation” (as defined in the 2028 Convertible Notes Indenture)), at the Company’s option at any time, and from time to time, on or after October 7, 2026 and on or before the 25th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of the Company's common stock exceeds 130 percent of the conversion price for a specified period of time and certain other conditions are satisfied. The redemption price will be equal to the principal amount of the 2028 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, calling any 2028 Convertible Note for redemption will constitute a Make-Whole Fundamental Change with respect to that 2028 Convertible Note, in which case the conversion rate applicable to the conversion of that 2028 Convertible Note will be increased in certain circumstances if it is converted after it is called for redemption. Pursuant to the Partial Redemption Limitation, the Company may not elect to redeem less than all of the outstanding 2028 Convertible Notes unless at least $100.0 million aggregate principal amount of 2028 Convertible Notes are outstanding and not subject to redemption as of the time the Company sends the related redemption notice.

If certain corporate events that constitute a "Fundamental Change" (as defined in the 2028 Convertible Notes Indenture) occur, then, subject to a limited exception for certain cash mergers, noteholders may require the Company to repurchase their 2028 Convertible Notes at a cash repurchase price equal to the principal amount of the 2028 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of Fundamental Change includes certain business combination transactions involving the Company and certain de-listing events with respect to the Company's common stock.

The 2028 Convertible Notes have customary provisions relating to the occurrence of "Events of Default" (as defined in the 2028 Convertible Notes Indenture), which include the following: (i) certain payment defaults on the 2028 Convertible Notes (which, in the case of a default in the payment of interest on the 2028 Convertible Notes, will be subject to a 30-day cure period); (ii) the Company's failure to send certain notices under the 2028 Convertible Notes Indenture within specified periods of time; (iii) the Company's failure to comply with certain covenants in the 2028 Convertible Notes Indenture relating to the Company's ability to consolidate with or merge with or into, or sell, lease or otherwise transfer, in one transaction or a series of transactions, all or substantially all of the assets of the Company and its subsidiaries, taken as a whole, to another person; (iv) a default by the Company in its other obligations or agreements under the 2028 Convertible Notes Indenture or the 2028 Convertible Notes if such default is not cured or waived within 60 days after notice is given in accordance with the 2028 Convertible Notes Indenture; (v) certain payment defaults on the Company's credit facility if the Company has entered into the Security Documents (as defined in the 2028 Convertible Notes Indenture), (vi) certain defaults by the Company or any of its significant subsidiaries with respect to indebtedness for borrowed money of at least $20,000,000; and (vii) certain events of bankruptcy, insolvency and reorganization involving the Company or any of its significant subsidiaries.

If an Event of Default involving bankruptcy, insolvency or reorganization events with respect to the Company (and not solely with respect to a significant subsidiary of the Company) occurs, then the principal amount of, and all accrued and unpaid interest on, all of the 2028 Convertible Notes then outstanding will immediately become due and payable without any further action or notice by any person. If any other Event of Default occurs and is continuing, then, the Trustee, by notice to the Company, or noteholders of at least 25 percent of the aggregate principal amount of 2028 Convertible Notes then outstanding, by notice to the Company and the trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the 2028 Convertible Notes then outstanding to become due and payable immediately. However, notwithstanding the foregoing, the Company may elect, at its option, that the sole remedy for an Event of Default relating to certain failures by the Company to comply with certain reporting covenants in the Indenture consists exclusively of the right of the noteholders to receive special interest on the 2028 Convertible Notes for up to 180 days at a specified rate per annum not exceeding 0.50 percent on the principal amount of the 2028 Convertible Notes.

The 2028 Convertible Notes Indenture contains a number of restrictive covenants and limitations, including restrictions on the Company's ability to incur certain indebtedness, as further described in the Indenture. In addition, to the extent the Company incurs subordinated indebtedness pursuant to the terms of the Indenture, it will be required to secure the 2028 Convertible Notes, subject only to prior security interests in favor of lenders under any senior secured revolving credit facility, if then outstanding.

2026 Convertible Notes

In September 2021, we issued $345.0 million principal amount of 0.25 percent convertible notes due 2026 (the "2026 Convertible Notes"). The 2026 Convertible Notes were issued pursuant to, and are governed by, an indenture (the "2026 Convertible Notes Indenture"), dated as of September 14, 2021, between us and U.S. Bank National Association, as trustee. The 2026 Convertible Notes accrue interest at a rate of 0.25 percent per annum, payable semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2022.

In August 2024, in addition to the Exchange Agreement, the Company entered into separate, privately negotiated repurchase agreements with a limited number of holders of its outstanding 2026 Convertible Notes to repurchase (the "Repurchase Transactions") approximately $120.6 million aggregate principal amount of the 2026 Convertible Notes for aggregate cash consideration of approximately $108.7 million, including accrued but unpaid interest of approximately $0.2 million on such 2026 Convertible Notes. The Repurchase Transactions settled in August 2024. Following the Repurchase Transactions, approximately $63.1 million principal amount of 2026 Convertible Notes remain outstanding.

The 2026 Convertible Notes are our senior, unsecured obligations and are (i) equal in right of payment with our future senior, unsecured indebtedness; (ii) senior in right of payment to our future indebtedness that is expressly subordinated to the 2026 Convertible Notes in right of payment; (iii) effectively subordinated to our future secured indebtedness, to the extent of the value of the collateral securing that indebtedness; and (iv) structurally subordinated to all future indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries.

The remaining outstanding 2026 Convertible Notes will mature on October 1, 2026, unless earlier repurchased, redeemed or converted. Before July 1, 2026, noteholders have the right to convert the remaining outstanding 2026 Convertible Notes only upon the occurrence of certain events. From and after July 1, 2026, noteholders may convert their 2026 Convertible Notes at any time at their election until the close of business on the second scheduled trading day immediately before the maturity date. We will settle conversions by paying or delivering, as applicable, cash, shares of our common stock or a combination of cash and shares of our common stock, at our election. The initial conversion rate of the remaining outstanding 2026 Convertible Notes was 13.6783 shares of common stock per $1,000 principal amount of 2026 Convertible Notes, which represents an initial conversion price of approximately $73.11 per share of common stock. The conversion rate and conversion price are subject to customary adjustments upon the occurrence of certain events. In addition, if certain corporate events that constitute a “Make-Whole Fundamental Change” (as defined in the 2026 Convertible Notes Indenture) occur, then the conversion rate will, in certain circumstances, be increased for a specified period of time.

The remaining outstanding 2026 Convertible Notes are redeemable, in whole or in part (subject to the “Partial Redemption Limitation” (as defined in the 2026 Convertible Notes Indenture)), at our option at any time, and from time to time, on or after October 7, 2024 and on or before the 25th scheduled trading day immediately before the maturity date, but only if the last reported sale price per share of our common stock exceeds 130 percent of the conversion price on (i) each of at least 20 trading days, whether or not consecutive, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date we send the related redemption notice; and (ii) the trading day immediately before the date we send such notice. The redemption price will be a cash amount equal to the principal amount of the 2026 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, calling any 2026 Convertible Note for redemption will constitute a Make-Whole Fundamental Change with respect to that 2026 Convertible Note, in which case the conversion rate applicable to the conversion of that 2026 Convertible Note will be increased in certain circumstances if it is converted after it is called for redemption. Pursuant to the Partial Redemption Limitation, we may not elect to redeem less than all of the outstanding 2026 Convertible Notes unless at least $150.0 million aggregate principal amount of 2026 Convertible Notes are outstanding and not subject to redemption as of the time we send the related redemption notice.

If certain corporate events that constitute a “Fundamental Change” (as defined in the 2026 Convertible Notes Indenture) occur, then, subject to a limited exception for certain cash mergers, noteholders may require us to repurchase their Notes at a cash repurchase price equal to the principal amount of the remaining outstanding 2026 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. The definition of Fundamental Change includes certain business combination transactions involving us and certain de-listing events with respect to our common stock.

The 2026 Convertible Notes have customary provisions relating to the occurrence of “Events of Default” (as defined in the Convertible Notes Indenture), which include the following: (i) certain payment defaults on the 2026 Convertible Notes (which, in the case of a default in the payment of interest on the 2026 Convertible Notes, will be subject to a 30-day cure period); (ii) our failure to send certain notices under the 2026 Convertible Notes Indenture within specified periods of time; (iii) our failure to comply with certain covenants in the 2026 Convertible Notes Indenture relating to our ability to consolidate with or merge with or into, or sell, lease or otherwise transfer, in one transaction or a series of transactions, all or substantially all of the assets of us and our subsidiaries, taken as a whole, to another person; (iv) a default by us in our other obligations or agreements under the 2026 Convertible Notes Indenture or the 2026 Convertible Notes if such default is not cured or waived within 60 days after notice is given in accordance with the 2026 Convertible Notes Indenture; (v) certain defaults by us or any of our significant subsidiaries with respect to indebtedness for borrowed money of at least $65.0 million; and (vi) certain events of bankruptcy, insolvency and reorganization involving us or any of our significant subsidiaries.

If an Event of Default involving bankruptcy, insolvency or reorganization events with respect to us (and not solely with respect to a significant subsidiary of us) occurs, then the principal amount of, and all accrued and unpaid interest on, all of the 2026 Convertible Notes then outstanding will immediately become due and payable without any further action or notice by any person. If any other Event of Default occurs and is continuing, then, the trustee, by notice to us, or noteholders of at least 25 percent of the aggregate principal amount of 2026 Convertible Notes then outstanding, by notice to us and the trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the 2026 Convertible Notes then outstanding to become due and payable immediately. However, notwithstanding the foregoing, we may elect, at our option, that the sole remedy for an Event of Default relating to certain failures by us to comply with certain reporting covenants in the 2026 Convertible Notes Indenture consists exclusively of the right of the noteholders to receive special interest on the 2026 Convertible Notes for up to 180 days at a specified rate per annum not exceeding 0.50 percent on the principal amount of the 2026 Convertible Notes.

Off-balance sheet arrangements

We did not have any off-balance sheet arrangements as of September 30, 2024 or as of December 31, 2023.

Critical accounting policies and estimates

Our condensed consolidated financial statements have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. We also make estimates and assumptions on the reported revenue generated and reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances. The results of these estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

There have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” set forth in our Annual Report.

Recent accounting pronouncements

A discussion of recent accounting pronouncements is included in Note 2 to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Interest rate risk

Our cash, cash equivalents and restricted cash, consist primarily of interest-bearing accounts. Such interest-earning instruments carry a degree of interest rate risk. To minimize interest rate risk in the future, we intend to maintain our portfolio of cash equivalents in a variety of investment-grade securities, which may include commercial paper, money market funds, and government and non-government debt securities. Because of the short-term maturities of our cash, cash equivalents, restricted cash, and marketable securities, we do not believe that an increase in market rates would have any significant negative impact on the realized value of our investments. An immediate increase or decrease in interest rates of 100 basis points at September 30, 2024 could result in a $1.3 million market value reduction or increase of the same amount.

In September 2021, we issued the 2026 Convertible Notes with an aggregate principal amount of $345.0 million, of which $63.1 million remains outstanding as of September 30, 2024. The 2026 Convertible Notes have a fixed interest rate of 0.25 percent; we do not face variable interest rate risk with respect to the 2026 Convertible Notes. The fair value of the 2026 Convertible Notes changes when the market price of our stock fluctuates or market interest rates change.

In August 2024, we issued the 2028 Convertible Notes with an aggregate principal amount of $150.0 million, the full amount of which is outstanding as of September 30, 2024. The 2028 Convertible Notes have a fixed interest rate of 7.50 percent; we do not face variable interest rate risk with respect to the 2028 Convertible Notes. The fair value of the 2028 Convertible Notes changes when the market price of our stock fluctuates or market interest rates change.

Foreign currency exchange risk

All of our revenue and a majority of our expense and capital purchasing activities for the three months ended September 30, 2024 were transacted in U.S. dollars. As we expand our sales and operations internationally, we will be more exposed to changes in foreign exchange rates. Our international revenue is currently collected in U.S. dollars. In the future, as we expand into additional international jurisdictions, we expect that our international sales will be primarily denominated in U.S. dollars. If we decide in the future to denominate international sales in currencies other than the U.S. dollar, unfavorable movement in the exchange rates between the U.S. dollar and the currencies in which we conduct foreign sales could have an adverse impact on our revenue.

A portion of our operating expenses are incurred outside the United States and are denominated in foreign currencies, which are subject to fluctuations due to changes in foreign currency exchange rates. In particular, in our Mexico, Australia and UK-based operations, we pay payroll and other expenses in Mexican pesos, Australian dollars and British pounds sterling, respectively. Our operating results and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates. However, we believe that the exposure to foreign currency fluctuation from operating expenses is relatively small at this time as the related costs do not constitute a significant portion of our total expenses.

We currently do not hedge foreign currency exposure. We may in the future hedge our foreign currency exposure and may use currency forward contracts, currency options, and/or other common derivative financial instruments to reduce foreign currency risk. It is difficult to predict the effect future hedging activities would have on our operating results.

Credit risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents, restricted cash, and accounts receivable. Our investment policy limits investments to high credit quality securities issued by the U.S. government, U.S. government-sponsored agencies, and highly rated corporate securities, subject to certain concentration limits and restrictions on maturities. Our cash and cash equivalents and restricted cash are held by financial institutions that management believes are of high credit quality. Amounts on deposit may at times exceed FDIC insured limits. We have not experienced any losses on our deposits of cash and cash equivalents, and accounts are monitored by management to mitigate risk. We are exposed to credit risk in the event of default by the financial institutions holding our cash and cash equivalents or an event of default by the issuers of the corporate debt securities we hold.

Item 4. Controls and Procedures.

Evaluation of disclosure controls and procedures

As of September 30, 2024, and under the direction of our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Exchange Act. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded as of September 30, 2024, that our disclosure controls and procedures were not effective because of the material weakness in our internal control over financial reporting that was disclosed in our Annual Report.

As discussed in Part II, Item 9A, “Controls and Procedures” in our Annual Report, we identified material weaknesses in internal control over financial reporting in the following areas:

(i) information technology (“IT”) general controls.

We did not maintain effective controls over (i) user access to ensure appropriate segregation of duties and adequately restrict user and privileged access to financial applications, programs and data to the appropriate personnel; (ii) program change management for financial applications to ensure that IT program and data changes affecting financial IT applications and underlying accounting records are identified, tested, authorized and implemented appropriately; and (iii) IT operations controls to ensure that critical interface jobs are monitored.

Status of Remediation Efforts

In response to the material weakness identified and described above, our management, with the oversight of the Audit Committee of our Board of Directors, will continue through 2024 to dedicate significant efforts and resources to further improve our control environment and to take steps to remediate this material weakness.

Changes in internal control over financial reporting

Except for the implementation of our remediation plans in connection with our ineffective disclosure controls and procedures described above, there have been no significant changes in our internal controls over financial reporting that occurred during the three month period ended September 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company may become involved in litigation related to claims arising from the ordinary course of our business. The Company believes that there are no claims or actions pending or threatened against us, the ultimate disposition of which would have a material adverse effect on us.

Item 1A. Risk Factors.

Except as set forth below there are no material changes to our risk factors as previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023.

Our failure to generate sufficient cash flow from our business to satisfy the interest rate of our 2028 Convertible Notes would adversely affect our business, financial condition and results of operations.

The interest rate on the $150.0 million aggregate principal amount of the 2028 Convertible Notes outstanding as of September 30, 2024, is 7.50 percent, payable semi-annually. Our ability to pay interest and required principal payments on our indebtedness depends upon cash flows generated by our operating performance. As a result, prevailing economic conditions and financial, business and other factors, many of which are beyond our control, may affect our ability to make these payments and reduce the level of our indebtedness over time.

If we do not generate sufficient cash flow from operations to satisfy our debt servicing obligations, we may have to undertake alternative financing plans, such as refinancing or restructuring our indebtedness, selling assets or seeking to raise additional capital.

Further, our spending in relation to our debt restructuring combined with elevated interest rates could have significant adverse consequences, including: reducing cash resources available to fund working capital, capital expenditures, product development efforts and other general corporate purposes; impeding our ability to capitalize on strategic opportunities; reducing profitability; increasing our vulnerability to adverse changes in general economic, industry, and market conditions; limiting our flexibility in planning for, or reacting to, changes in our business and our industry; and placing us at a competitive disadvantage compared to our competitors that have less debt or better debt servicing options.

The terms of the indenture (the "2028 Convertible Notes Indenture") that govern the 2028 Convertible Notes impose restrictions that may limit our current and future operating flexibility, particularly our ability to respond to changes in the economy or our industry or to take certain actions, which could harm our long-term interests.

The 2028 Convertible Notes Indenture and the exchange agreement governing the exchange of 2026 Convertible Notes for 2028 Convertible Notes (to the extent the exchanging holder continues to hold a specified amount of 2028 Convertible Notes) contain a number of restrictive covenants that impose significant operating and financial restrictions on us and limit our ability to engage in acts that may be in our long-term best interest, including restrictions on our ability and the ability of our subsidiaries (to the extent any such subsidiaries incur or guarantee indebtedness) to:

- incur additional indebtedness and guarantee indebtedness, including a limitation on incurring revolving credit facility indebtedness in excess of $25 million in aggregate amount (the "Senior Secured Revolving Indebtedness") and the incurrence of any senior indebtedness; and
- issue certain preferred stock or similar equity securities.

As a result of these restrictions we may be:

- limited in how we conduct our business;
- unable to raise additional debt or equity financing to operate during general economic or business downturns; or
- unable to compete effectively or to take advantage of new business opportunities.

These restrictions may hinder our ability to grow in accordance with our strategies. In addition, while we are not permitted to incur any additional senior indebtedness (other than the Senior Secured Revolving Indebtedness), the incurrence of subordinated indebtedness will be subject to the requirement that the 2028 Convertible Notes be secured by all of our assets (subject to customary exceptions) concurrently with any incurrence of subordinated indebtedness.

A breach of the covenants under the 2028 Convertible Notes Indenture or under the 2026 Convertible Notes Indenture could result in an event of default under the applicable indebtedness. Such a default, if not cured or waived, may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt that is subject to an applicable cross-acceleration or cross-default provision. Furthermore, if we were unable to repay the amounts due and payable under the 2028 Convertible Notes Indenture and the 2028 Convertible Notes are then secured, holders of the 2028 Convertible Notes could proceed against the collateral securing such indebtedness. If the holders of the 2028 Convertible Notes accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness.

We have undertaken, and may in the future undertake, restructuring activities that could result in disruptions to our business or otherwise materially harm our results of operations or financial condition.

From time to time, we have implemented restructuring plans to support key strategic initiatives which include driving efficient revenue growth and delivering long-term profitability. For example, we initiated a restructuring plan in September 2023, intended to, among other things, advance the Company's ongoing commitment to profitable growth, which was materially complete at the end of fiscal 2023. This follows an earlier restructuring plan we initiated in December 2022 intended to reduce our cost structure through a reduction of Company workforce and office space, which was completed during the third quarter of fiscal year 2023. In September 2024, we implemented a new restructuring plan which will include workforce reductions, reduction in real estate footprint, and costs incurred associated with asset impairments. Our restructuring plans present potential risks that could have a material adverse effect on our operations, financial condition, results of operations, cash flow, or business reputation.

Changes resulting from our strategic restructuring plans and any future initiatives may not be successful in yielding our intended results and may not appropriately address the short-term and long-term strategic objectives for our business. Implementation of the restructuring plans and any other cost-saving initiatives may be costly and disruptive to our business, the expected costs and charges may be greater than we have forecasted, and the estimated cost savings may be lower than we have anticipated. Additionally, certain aspects of the 2024 Restructuring Plan, such as severance costs in connection with reducing our headcount, could negatively impact our cash flows. In addition, our initiatives could result in personnel attrition beyond our planned reduction in headcount or reduced employee morale, which could in turn adversely impact productivity, including through a loss of continuity, loss of accumulated knowledge, inefficiency during transitional periods, or our ability to attract highly skilled employees. If any restructuring activities we have undertaken or undertake in the future fail to achieve some or all of the expected benefits, our business, financial condition, and results of operations could be materially and adversely affected.

Losing key members of our management or operations teams could hinder our ability to attract and retain the necessary talent for continued operations and growth.

Our success depends substantially upon the continued services of our executive officers and other key members of management, particularly our chief executive officer. From time to time, there may be changes in our management team resulting from the hiring, departure or realignment of executives. For example, in September 2024, Brent Bellm, our former CEO and Chairman of our Board of Directors, departed from these positions with the Company. Such changes may be disruptive to our business. Mr. Bellm was with the Company for nine years and during this time developed institutional knowledge and relationships. The departure of Mr. Bellm could lead to a loss of leadership continuity, key relationships, and in-depth understanding of our business, operations, and industry.

Effective succession planning for management is important to our long-term success. While we have a succession plan in place, a new CEO, Travis Hess, even with significant experience, may not possess the same level of institutional knowledge and partner relationships, potentially impacting our decision-making, strategic direction, and overall business performance during the transition period.

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

(a) **Recent Sales of Unregistered Equity Securities**

None.

(b) **Use of Proceeds**

None.

(c) **Repurchases**

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

(a) ***Item 2.05 Costs Associated with Exit or Disposal Activities***

The information set forth in Part I, Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations—Key factors affecting our performance—2024 Restructure" above is incorporated herein by reference.

Item 2.06 Material Impairments.

The information referred to in Item 2.05 is incorporated by reference into this Item 2.06.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective as of November 4, 2024, the Compensation Committee of the Board of Directors approved certain retention payments for Daniel Lentz, the Company's Chief Financial Officer, including (i) a cash retention bonus in an amount equal to $50,000 (the "Cash Bonus") and (ii) a stock option to purchase 16,160 shares of the Company's common stock with an exercise price per share equal to the fair market value of a share of Company common stock on November 11, 2024, the date of grant (the "Option"). 25% of the Cash Bonus is payable to Mr. Lentz on or as soon as practicable after each of December 31, 2024, and March 31, 2025, and 50% of the Cash Bonus is payable to Mr. Lentz on or as soon as practicable after September 30, 2025 (each a "Retention Date"), in each case, subject to Mr. Lentz's continued employment with the Company through the applicable Retention Date. The Option will vest as to 25% of the Option shares on each of the first two Retention Dates and 50% on the third Retention Date, subject to Mr. Lentz's continued employment with the Company through the applicable Retention Date.

In connection with Brent Bellm ceasing to serve as the Company's Chief Executive Officer as previously disclosed in the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 2, 2024 (the "8-K"), the Company entered into a Separation Agreement and General Release (the "Separation Agreement") with Mr. Bellm on November 6, 2024. The Separation Agreement contained the material terms described in the 8-K, with the addition of a 90-day extension of the post-termination exercise period of single stock option covering 900,000 shares of the Company's common stock previously granted to Mr. Bellm.

(b) None.

(c) On September 6, 2024, Brent Bellm, the Company's former Chief Executive Officer, adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) for the purchase of up to $50,000 of the Company's common stock until January 27, 2025.

Item 6. Exhibits

Exhibit Index

Exhibit Number	Description	Incorporated by Reference Form	File No.	Exhibit	Effective Date
3.1	Seventh Amended and Restated Certificate of Incorporation of the registrant.	8-K	001-39423	3.1	August 7, 2020
3.2	Second Amended and Restated Bylaws of the registrant.	8-K	001-39423	3.2	September 1, 2023
4.1	Indenture, dated as of August 7, 2024, between BigCommerce Holdings, Inc. and U.S. Bank Trust Company, National Association, as trustee	8-K	001-39423	4.1	August 7, 2024
4.2	Form of certificate representing the 7.5% Convertible Senior Notes due 2028 (included as Exhibit A to Exhibit 4.1)	8-K	001-39423	4.1	August 7, 2024

10.1#	Exchange Agreement, dated as of July 31, 2024, between BigCommerce Holdings, Inc. and Lynrock Lake Master Fund LP.	8-K	001-39423	10.1	July 31, 2024
31.1**	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2**	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1†	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350c, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	Inline XBRL Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema Document with Embedded Linkbases Document.				
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				

† The certifications attached as Exhibit 32.1 that accompanies this Quarterly Report on Form 10-Q is deemed furnished and not filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of BigCommerce Holdings, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

** Filed herewith.

Confidential information has been omitted because it is both (i) not material and (ii) is the type of information that the Company treats as private or confidential pursuant to Item 601 (b)(10) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BigCommerce Holdings, Inc.

Date: November 7, 2024	By:	/s/ Travis Hess
		Travis Hess
		Chief Executive Officer
Date: November 7, 2024	By:	/s/ Daniel Lentz
		Daniel Lentz
		Chief Financial Officer

Exhibit 31.1

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Travis Hess, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BigCommerce Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

By: /s/ Travis Hess
Travis Hess
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Daniel Lentz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of BigCommerce Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

By: /s/ Daniel Lentz
Daniel Lentz
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of BigCommerce Holdings, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2024	By:	/s/ Travis Hess
		Travis Hess
		Chief Executive Officer
		(Principal Executive Officer)
Date: November 7, 2024	By:	/s/ Daniel Lentz
		Daniel Lentz
		Chief Financial Officer
		(Principal Financial Officer)