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

FORM 10-Q

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

For the quarterly period ended March 31, 2024

OR

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

Commission File Number 1-37728

Donnelley Financial Solutions, Inc.
(Exact name of registrant as specified in its charter)

Delaware

36-4829638

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

35 West Wacker Drive

60601

Chicago

(Address of principal executive offices)

(Zip code)

Illinois

(800) 823-5304
(Registrant's telephone number, including area code)

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

Title of each class

Trading Symbol

Name of each exchange on which registered

Common Stock (Par Value \$0.01)

DFIN

NYSE

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 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, a 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 April 26, 2024,

29,315,874
shares of common stock were outstanding.

**DONNELLEY FINANCIAL SOLUTIONS, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2024**

TABLE OF CONTENTS

	Page
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	3
Part I	
FINANCIAL INFORMATION	
Item 1: <u>Condensed Consolidated Financial Statements (unaudited)</u>	
<u>Condensed Consolidated Statements of Operations for the three months ended March 31, 2024 and 2023</u>	4
<u>Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2024 and 2023</u>	5
<u>Condensed Consolidated Balance Sheets as of March 31, 2024 and December 31, 2023</u>	6
<u>Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2024 and 2023</u>	7
<u>Condensed Consolidated Statements of Changes in Stockholders' Equity for the three months ended March 31, 2024 and 2023</u>	8
<u>Notes to Condensed Consolidated Financial Statements</u>	9
Item 2: <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	22
Item 3: <u>Quantitative and Qualitative Disclosure About Market Risk</u>	32
Item 4: <u>Controls and Procedures</u>	32
Part II	
OTHER INFORMATION	
Item 1: <u>Legal Proceedings</u>	33
Item 1A: <u>Risk Factors</u>	33
Item 2: <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	33
Item 3: <u>Defaults Upon Senior Securities</u>	33
Item 4: <u>Mine Safety Disclosures</u>	33
Item 5: <u>Other Information</u>	33
Item 6: <u>Exhibits</u>	34
<u>Signatures</u>	35

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Donnelley Financial Solutions, Inc. and subsidiaries ("DFIN" or the "Company") has made forward-looking statements in this Quarterly Report on Form 10-Q (the "Quarterly Report") within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties. These statements are based on the beliefs and assumptions of the Company. Generally, forward-looking statements include information concerning possible or assumed future actions, events, or results of operations of the Company. These statements may include words such as "anticipates," "estimates," "expects," "projects," "forecasts," "intends," "plans," "continues," "believes," "may," "will," "goals" and variations of such words and similar expressions are intended to identify forward-looking statements.

Forward-looking statements are not guarantees of future performance. These forward-looking statements are subject to a number of important factors, including those factors discussed in detail in Part I, Item 1A, *Risk Factors* of the Company's Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC on February 20, 2024 (the "Annual Report"), in addition to those discussed elsewhere in this Quarterly Report, that could cause the Company's actual results to differ materially from those indicated in any such forward-looking statements. These factors include, but are not limited to:

- the volatility of the global economy and financial markets, and its impact on transactional volume;
- failure to offer high quality customer support and services;
- the retention of existing, and continued attraction of additional clients;
- failure to maintain the confidentiality, integrity and availability of systems, software and solutions as a result of a material breach of security or other performance issues;
- the growth of new technologies and changes in client demands, to which the Company may not be able to adequately adapt;
- the Company's inability to maintain client referrals;
- the competitive market for the Company's products, clients' budgetary constraints and industry fragmentation affecting prices;
- the ability to gain client acceptance of the Company's new products and technologies;
- failure of disaster recovery and business continuity plans to adequately respond to a material disruptive event;
- undetected errors or failures found in the Company's services and products could tie-up customer support resources or delay market acceptance of the Company's services and products;
- the retention of existing, and continued attraction of key employees, including management;
- failure to properly use and protect client and employee information and data;
- the effect of availability, quality, security or other performance issues of any of the Company's or third-party systems or services;
- factors that affect client demand, including changes in economic conditions and national or international regulations;
- the Company's ability to access debt and the capital markets due to adverse credit market conditions;
- the effect of increasing costs of providing healthcare and other benefits to employees;
- changes in the availability or costs of key materials (such as ink and paper);
- failure to protect the Company's proprietary technology;
- ability to maintain the Company's brands and reputation;
- funding obligations arising from multiemployer pension plans obligations of the Company's former affiliates;
- the effects of operating in international markets, including fluctuations in currency exchange rates;
- the effect of economic and political conditions, including global health crises and geopolitical instability, on a regional, national or international basis.

Because forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Undue reliance should not be placed on such statements, which speak only as of the date of this document or the date of any document that may be incorporated by reference into this document.

Consequently, readers of the Quarterly Report should consider these forward-looking statements only as the Company's current plans, estimates and beliefs. Except to the extent required by law, the Company does not undertake and specifically declines any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. The Company undertakes no obligation to update or revise any forward-looking statements in this Quarterly Report to reflect any new events or any change in conditions or circumstances other than to the extent required by law.

Donnelley Financial Solutions, Inc. and Subsidiaries (“DFIN”)
Condensed Consolidated Statements of Operations
(in millions, except per share data)
(UNAUDITED)

	Three Months Ended March 31, 2024		2023
Net sales			
Tech-enabled services	\$ 82.9	\$ 78.4	
Software solutions	80.3	70.1	
Print and distribution	40.2	50.1	
Total net sales	203.4	198.6	
Cost of sales ^(a)			
Tech-enabled services	30.6	33.3	
Software solutions	27.3	28.4	
Print and distribution	22.2	28.6	
Total cost of sales	80.1	90.3	
Selling, general and administrative expenses ^(a)			
	72.8	70.5	
Depreciation and amortization	13.9	12.4	
Restructuring, impairment and other charges, net	1.8	10.9	
Other operating income, net	(9.8)	(0.3)	
Income from operations	44.6	14.8	
Interest expense, net	3.6	3.5	
Investment and other income, net	(0.4)	(6.9)	
Earnings before income taxes	41.4	18.2	
Income tax expense	8.1	2.4	

Net earnings	\$	33.3	\$	15.8
Net earnings per share:				
Basic	\$	1.14	\$	0.54
Diluted	\$	1.09	\$	0.52
Weighted average number of common shares outstanding:				
Basic		29.3		29.2
Diluted		30.5		30.5

(a) Exclusive of depreciation and amortization

See Notes to the Unaudited Condensed Consolidated Financial Statements

Donnelley Financial Solutions, Inc. and Subsidiaries (“DFIN”)
Condensed Consolidated Statements of Comprehensive Income
(in millions)
(UNAUDITED)

	Three Months Ended March 31, 2024	2023
Net earnings	\$ 33.3	\$ 15.8
Other comprehensive (loss) income, net of tax:	(0.2
Translation adjustments	0.5)	0.2
Adjustment for net periodic pension and other postretirement benefits plans	0.2 (0.1
Other comprehensive (loss) income, net of tax	0.3)	0.3
Comprehensive income	\$ 33.0	\$ 16.1

See Notes to the Unaudited Condensed Consolidated Financial Statements

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Condensed Consolidated Balance Sheets
(in millions, except per share data)
(UNAUDITED)

	March 31, 2024	December 31, 2023
ASSETS		
Cash and cash equivalents	\$ 43.7	\$ 23.1
Receivables, less allowances for expected losses of \$		
20.7 in 2024 (2023 - \$ 18.9)	\$ 194.2	\$ 151.8
Prepaid expenses and other current assets	30.2	31.0
Assets held for sale	—	2.6
Total current assets	268.1	208.5
Property, plant and equipment, net	12.7	13.5
Operating lease right-of-use assets	14.3	16.4
Software, net	90.5	87.6
Goodwill	405.7	405.8
Deferred income taxes, net	47.0	45.8
Other noncurrent assets	29.5	29.3
Total assets	\$ 867.8	\$ 806.9
LIABILITIES		
Accounts payable	\$ 44.0	\$ 33.9
Operating lease liabilities	13.0	14.0
Accrued liabilities	122.9	153.7
Total current liabilities	179.9	201.6
Long-term debt	204.5	124.5

Deferred compensation liabilities	13.4	13.1
Pension and other postretirement benefits plans liabilities	33.4	34.4
Noncurrent operating lease liabilities	9.4	12.1
Other noncurrent liabilities	18.3	19.0
Total liabilities	458.9	404.7
Commitments and Contingencies (Note 7)		
EQUITY		
Preferred stock, \$		
0.01		
par value		
Authorized:		
1.0		
shares; Issued:		
None	—	—
Common stock, \$		
0.01		
par value		
Authorized:		
65.0		
shares;		
Issued and outstanding:		
38.8		
shares and		
29.4		
shares in 2024 (2023 -		
38.0		
shares and		
29.1	0.4	0.4
shares)		
Treasury stock, at cost:		
9.4		
shares in 2024 (2023 -	((
8.9		
shares)	293.4	262.1
))
Additional paid-in capital	310.7	305.7
Retained earnings	469.4	436.1
	((
	78.2	77.9
Accumulated other comprehensive loss))

Total equity	408.9	402.2
Total liabilities and equity	<u>\$ 867.8</u>	<u>\$ 806.9</u>

See Notes to the Unaudited Condensed Consolidated Financial Statements

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Condensed Consolidated Statements of Cash Flows
 (in millions)
(UNAUDITED)

**Three Months Ended March 31,
2024** **2023**

OPERATING ACTIVITIES

Net earnings	\$ 33.3	\$ 15.8
Adjustments to reconcile net earnings to net cash used in operating activities:		
Depreciation and amortization	13.9	12.4
Provision for expected losses on accounts receivable	4.5	3.6
Share-based compensation expense	5.1	4.3
Deferred income taxes	1.4	2.9
Net pension plan income	0.3	0.2
Gain on sale of long-lived assets	9.8	0.3
Gain on investments in equity securities	0.1	6.7
Amortization of operating lease right-of-use assets	2.3	3.7
Other	0.3	0.2
Changes in operating assets and liabilities:		
Receivables, net	47.2	39.7
Prepaid expenses and other current assets	6.4	7.2
Accounts payable	6.4	0.6
Income taxes payable and receivable	7.5	2.2
Accrued liabilities and other	31.9	32.8
Operating lease liabilities	3.7	4.1
Pension and other postretirement benefits plans contributions	0.4	0.4

	((
	27.9	51.5
Net cash used in operating activities))
INVESTING ACTIVITIES	((
	12.3	10.6
Capital expenditures))
	12.4	—
Proceeds from sale of long-lived assets		
	0.1	8.9
Proceeds from sales of investments in equity securities		
	0.2	1.7
Net cash provided by (used in) investing activities)
FINANCING ACTIVITIES		
	138.5	99.0
Revolving facility borrowings	((
	58.5	33.5
Payments on revolving facility borrowings))
	((
Treasury share repurchases	30.8	18.4
))
	—	1.2
Cash received for common stock issuances		
	0.6	0.6
Finance lease payments))
	48.6	47.7
Net cash provided by financing activities		
	0.3	0.1
Effect of exchange rate on cash and cash equivalents)	(
	20.6	5.4
Net increase (decrease) in cash and cash equivalents)
	23.1	34.2
Cash and cash equivalents at beginning of year		
	\$ 43.7	\$ 28.8
Cash and cash equivalents at end of period		
Supplemental cash flow information:		
	1.9	2.7
Income taxes paid (net of refunds)	\$	\$
	2.8	4.1
Interest paid	\$	\$
Non-cash investing activities:		
	—	2.9
Non-cash consideration from sale of investment in an equity security (Note 1)	\$	\$
	3.8	3.7
Capitalized software included in accounts payable	\$	\$

See Notes to the Unaudited Condensed Consolidated Financial Statements

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Condensed Consolidated Statements of Changes in Stockholders' Equity
For the Three Months Ended March 31, 2024 and 2023
(in millions)
(UNAUDITED)

	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
Balance at December 31, 2023	38.0	\$ 0.4	8.9	\$ 262.1	\$ 305.7	\$ 436.1	\$ 77.9	\$ 402.2
Net earnings	—	—	—	—	—	33.3	—	33.3
Other comprehensive loss	—	—	—	—	—	—	0.3	0.3
Share-based compensation expense	—	—	—	—	5.0	—	—	5.0
Common stock repurchases	—	—	0.1	\$ 8.8	—	—	—	\$ 8.8
Issuance of share-based awards, net of withholdings and other	0.8	—	0.4	\$ 22.5	—	—	—	\$ 22.5
Balance at March 31, 2024	38.8	\$ 0.4	9.4	\$ 293.4	\$ 310.7	\$ 469.4	\$ 78.2	\$ 408.9
	Common Stock Shares	Common Stock Amount	Treasury Stock Shares	Treasury Stock Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
Balance at December 31, 2022	36.9	\$ 0.4	8.0	\$ 221.8	\$ 280.2	\$ 353.9	\$ 83.2	\$ 329.5
Net earnings	—	—	—	—	—	15.8	—	15.8
Other comprehensive income	—	—	—	—	—	—	0.3	0.3
Share-based compensation expense	—	—	—	—	4.3	—	—	4.3
Common stock repurchases	—	—	—	\$ 1.3	—	—	—	\$ 1.3
Issuance of share-based awards, net of withholdings and other	1.0	—	0.4	\$ 17.0	1.1	—	—	\$ 15.9
Balance at March 31, 2023	37.9	\$ 0.4	8.4	\$ 240.1	\$ 285.6	\$ 369.7	\$ 82.9	\$ 332.7

See Notes to the Unaudited Condensed Consolidated Financial Statements

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements
(in millions, except per share data, unless otherwise indicated)

Note 1. Overview, Basis of Presentation and Significant Accounting Policies

Description of Business

DFIN is a leading global provider of innovative software and technology-enabled financial regulatory and compliance solutions. The Company provides regulatory filing and deal solutions via its software, technology-enabled services and print and distribution solutions to public and private companies, mutual funds and other regulated investment firms, to serve its clients' regulatory and compliance needs. DFIN helps its clients comply with applicable regulations where and how they want to work in a digital world, providing numerous solutions tailored to each client's precise needs. The prevailing trend is toward clients choosing to utilize the Company's software solutions, in conjunction with its tech-enabled services, to meet their document and filing needs, while at the same time shifting away from physical print and distribution of documents, except for when it is still regulatorily required or requested by investors.

The Company serves its clients' regulatory and compliance needs throughout their respective life cycles. For its capital markets clients, the Company offers solutions that allow companies to comply with U.S. Securities and Exchange Commission ("SEC") regulations and support their corporate financial transactions and regulatory/financial reporting through the use of digital document creation and online content management tools; filing agent services, where applicable; solutions to facilitate clients' communications with their investors; and virtual data rooms and other deal management solutions. For investment companies, including mutual fund, insurance-investment and alternative investment companies, the Company provides solutions for creating, compiling and filing regulatory communications as well as solutions for investors designed to improve the access to and accuracy of their investment information.

Services and Products

The Company separately reports its net sales and related cost of sales for its software solutions, tech-enabled services and print and distribution offerings. The Company's software solutions consist of ActiveDisclosure® ("ActiveDisclosure"), the Arc Suite® software platform ("Arc Suite") and Venue® Virtual Data Room ("Venue"). The Company's tech-enabled services offerings consist of document composition, compliance-related SEC Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") filing services and transactional solutions. The Company's print and distribution offerings primarily consist of conventional and digital printed products and related shipping.

Basis of Presentation

The accompanying Unaudited Condensed Financial Statements include the accounts of DFIN and all majority-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and in accordance with the rules and regulations of the SEC. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The financial data presented herein should be read in conjunction with the audited Consolidated Financial Statements and accompanying notes included in the Company's latest Annual Report. In the opinion of management, the financial data presented includes all adjustments necessary to present fairly the results of operations, financial position and cash flows for the interim periods presented. Results of interim periods should not be considered indicative of the results for the full year.

Significant Accounting Policies

Use of Estimates—The preparation of financial statements in conformity with GAAP requires the extensive use of management's estimates and assumptions that affect the reported amounts of assets and liabilities as well as disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates. The Company's significant accounting policies and critical accounting estimates are disclosed in the Annual Report.

Allowances for Expected Losses—Transactions affecting the current expected credit loss ("CECL") reserve during the three months ended March 31, 2024 and 2023 were as follows:

	March 31,		
	2024	2023	
Balance, beginning of year	\$ 18.9	\$ 17.1	
Provisions charged to expense	4.5	3.6	
Write-offs, reclassifications and other	(2.7)	(2.6)	
Balance, end of period	<u>\$ 20.7</u>	<u>\$ 18.1</u>	

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

The components of the CECL reserve balance at March 31, 2024 and December 31, 2023 were as follows:

	March 31, 2024	December 31, 2023
Provision for accounts receivable	\$ 20.0	\$ 18.5
Provision for unbilled receivables and contract assets	0.7	0.4
Total	\$ 20.7	\$ 18.9

Assets Held for Sale—As of December 31, 2023, the Company had land held for sale with a carrying value of \$

2.6 million. On March 29, 2024, the Company sold the land for net proceeds of \$

13.2 million, of which \$

12.4 million was received in the first quarter of 2024 and \$

0.8 million of non-refundable fees were received in 2023. The Company recognized a net pre-tax gain of \$

10.6 million related to the sale, of which \$

9.8 million was recorded during the three months ended March 31, 2024 and \$

0.8 million was recognized during the year ended December 31, 2023. The net pre-tax gain was recorded in other operating income, net on the Unaudited Condensed Consolidated Statements of Operations within the Capital Markets - Compliance and Communications Management operating segment.

Property, Plant and Equipment, net—The components of the Company's property, plant and equipment, net at March 31, 2024 and December 31, 2023 were as follows:

	March 31, 2024	December 31, 2023
Land	\$ 0.3	\$ 0.3
Buildings	17.2	17.8
Machinery and equipment	67.6	68.0
	85.1	86.1
Less: Accumulated depreciation	(72.4)	(72.6)
Total	\$ 12.7	\$ 13.5

During the three months ended March 31, 2024 and 2023, depreciation expense was \$

1.8 million and \$

1.9 million, respectively.

Software, net—Capitalized software development costs are amortized over their estimated useful life using the straight-line method, up to a maximum of three years. Amortization expense related to internally-developed software, excluding amortization expense related to other intangible

assets, was \$

12.1
million and \$

10.3
million for the three months ended March 31, 2024 and 2023, respectively.

Investments—The carrying value of the Company's investments in equity securities was \$

5.5

million at both March 31, 2024 and December 31, 2023. The Company measures its equity securities that do not have a readily determinable fair value at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. The Company performs an assessment on a quarterly basis to determine whether triggering events for impairment exist and to identify any observable price changes. During the three months ended March 31, 2024, there were no events or changes in circumstances that suggested an impairment or an observable price change.

During the three months ended March 31, 2023, the Company sold an investment in an equity security and received proceeds of \$

11.8
million, including \$

8.9
million of cash and common stock of the acquiror. The sale resulted in a net realized gain of \$

6.7
million for the three months ended March 31, 2023, which is included in investment and other income, net, on the Unaudited Condensed Consolidated Statements of Operations within Corporate.

Recently Issued Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," which requires that an entity disclose consistent categories and greater disaggregation of significant expenses by reportable segment, information regarding the chief operating decision maker ("CODM") and how the CODM uses the reported measures in assessing segment performance and deciding how to allocate resources, among other amendments that expand segment reporting disclosures. ASU 2023-07 also requires that an entity disclose all information about a reportable segment's profit or loss and assets currently required annually by FASB Accounting Standards Codification ("ASC") Topic 280, Segment Reporting, in interim periods. The standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this standard on its disclosures to the Unaudited Condensed Consolidated Financial Statements.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires that an entity disclose consistent categories and greater disaggregation of information in the income tax rate reconciliation, income taxes paid disaggregated by jurisdiction, among other amendments that expand income tax disclosures. The standard is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of this standard on its disclosures to the Unaudited Condensed Consolidated Financial Statements.

Note 2. Revenue

Revenue Recognition

The Company manages highly-customized data and materials to enable filings with the SEC on behalf of its customers as well as performs tagging of documents using Inline eXtensible Business Reporting Language ("iXBRL") and other services. Clients are provided with EDGAR filing services, iXBRL compliance services and translation, editing, interpreting, proof-reading and multilingual typesetting services, among other services. The Company provides software solutions to public and private companies, mutual funds and other regulated investment firms to serve their regulatory and compliance needs, including ActiveDisclosure, Arc Suite and Venue, and provides digital document creation, online content management and print and distribution solutions.

Revenue is recognized upon transfer of control of promised services or products to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services or products. The Company's services include software solutions and tech-enabled services whereas the Company's products are comprised of print and distribution offerings. The Company's arrangements with customers often include promises to transfer multiple services or products to a customer. Determining whether services and products are considered distinct performance obligations that should be accounted for separately requires significant judgment. Certain customer arrangements have multiple performance obligations as certain promises are both capable of being distinct and are distinct within the context of the contract. Other customer arrangements have a single performance obligation as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contracts, and therefore is not distinct. Revenue for the Company's tech-enabled services, software solutions and print and distribution offerings is recognized either over time or at a point in time, as further disclosed in the Annual Report.

Disaggregation of Revenue

The following table disaggregates revenue between tech-enabled services, software solutions and print and distribution by reportable segment:

	Three Months Ended March 31,				2023			
	2024	2023	2024	2023	2024	2023	2024	2023
	Tech-enabled Services	Software Solutions	Print and Distribution	Total	Tech-enabled Services	Software Solutions	Print and Distribution	Total
Capital Markets - Software Solutions	\$ —	\$ 53.0	\$ —	\$ 53.0	\$ —	\$ 43.7	\$ —	\$ 43.7
Capital Markets - Compliance and Communications Management	66.0	—	25.1	91.1	60.7	—	33.4	94.1
Investment Companies - Software Solutions	—	27.3	—	27.3	—	26.4	—	26.4
Investment Companies - Compliance and Communications Management	16.9	—	15.1	32.0	17.7	—	16.7	34.4
Total net sales	\$ 82.9	\$ 80.3	\$ 40.2	\$ 203.4	\$ 78.4	\$ 70.1	\$ 50.1	\$ 198.6

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Unbilled Receivables and Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers and these timing differences result in contract assets, unbilled receivables or contract liabilities. Contract assets represent revenue recognized for performance obligations completed before an unconditional right to payment exists and therefore invoicing has not yet occurred. The Company generally estimates contract assets based on the historical selling price adjusted for its current experience and expected resolution of the variable consideration of the completed performance obligation. When the Company's contracts contain variable consideration, the variable consideration is recognized only to the extent that it is probable that a significant revenue reversal will not occur in a future period. As a result, the estimated revenue and contract assets may be constrained until the uncertainty associated with the variable consideration is resolved, which generally occurs in less than one year. Determining whether there will be a significant revenue reversal in the future and the determination of the amount of the constraint requires significant judgment.

Contract assets were \$

24.2
million and \$

16.3
million at March 31, 2024 and December 31, 2023, respectively. Generally, the contract assets balance is impacted by the recognition of additional revenue, amounts invoiced to customers and changes in the level of constraint applied to variable consideration. Amounts recognized as revenue exceeded the estimates for performance obligations satisfied in previous periods by approximately \$

11.0
million and \$

11.7
million for the three months ended March 31, 2024 and 2023, respectively, primarily due to changes in the Company's estimate of variable consideration and the application of the constraint.

Unbilled receivables are recorded when there is an unconditional right to payment and invoicing has not yet occurred. The Company estimates the value of unbilled receivables based on a combination of historical customer selling price and management's assessment of realizable selling price. Unbilled receivables were \$

50.5
million and \$

21.6
million at March 31, 2024 and December 31, 2023, respectively. Unbilled receivables and contract assets are included in receivables, less allowances for expected losses on the Unaudited Condensed Balance Sheets.

Contract liabilities consist of deferred revenue and progress billings, which are included in accrued liabilities on the Unaudited Condensed Consolidated Balance Sheets. The Company recognized \$

19.1
million and \$

17.7
million of revenue during the three months ended March 31, 2024 and 2023, respectively, that was included in the deferred revenue balances at the beginning of the respective periods. Changes in contract liabilities were as follows:

	March 31,	
	2024	2023
Balance, beginning of year	\$ 46.8	\$ 46.1
Deferral of revenue	41.2	41.5
Revenue recognized	(37.0)	(34.6)
Balance, end of period	\$ 51.0	\$ 53.0

Most of the Company's contracts with significant remaining performance obligations have an initial expected duration of one year or less. As of March 31, 2024, the future estimated revenue related to unsatisfied or partially satisfied performance obligations under contracts with an original contractual term in excess of one year was approximately \$

121
million, of which approximately

55
% is expected to be recognized as revenue over the succeeding twelve months, and the remainder recognized thereafter.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Note 3. Goodwill

The goodwill balances by reportable segment were as follows:

	Gross book value at December 31, 2023	Accumulated impairment charges at December 31, 2023	Net book value at December 31, 2023	Foreign exchange and other adjustments	Net book value at March 31, 2024
Capital Markets - Software Solutions	\$ 100.0	\$ —	\$ 100.0	\$ —	\$ 100.0
Capital Markets - Compliance and Communications Management	252.8	—	252.8	0.1	252.7
Investment Companies - Software Solutions	53.0	—	53.0	—	53.0
Investment Companies - Compliance and Communications Management	40.6	40.6	—	—	—
Total	\$ 446.4	\$ 40.6	\$ 405.8	\$ 0.1	\$ 405.7

Note 4. Leases

The Company has operating leases for certain service centers, office space and equipment as well as finance leases primarily related to certain information technology equipment. The Company's payments related to its operating and finance lease liabilities for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31, 2024	2023
Cash paid related to operating leases	\$ 3.9	\$ 4.5
Cash paid related to finance leases	\$ 0.6	\$ 0.6
Operating lease expense:		
Operating lease expense	\$ 2.4	\$ 3.9
Sublease income	\$ (1.1)	\$ (1.1)
Net operating lease expense	<u>\$ 1.3</u>	<u>\$ 2.8</u>
Finance lease expense:		
Amortization of right-of-use assets	\$ 0.6	\$ 0.6
Interest on lease liabilities	\$ 0.1	\$ 0.1
Total finance lease expense	<u>\$ 0.7</u>	<u>\$ 0.7</u>

The Company's finance lease liabilities as of March 31, 2024 and December 31, 2023 are presented on the Company's Unaudited Condensed Consolidated Balance Sheets as follows:

	March 31, 2024	December 31, 2023
Property, plant and equipment, net	\$ 6.4	\$ 7.0
Accrued liabilities	\$ 2.5	\$ 2.5
Other noncurrent liabilities	4.1	4.7
Total	\$ 6.6	\$ 7.2

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Other information related to finance leases for the three months ended March 31, 2024 and 2023 was as follows:

	Three Months Ended March 31, 2024		2023
Non-cash disclosure:			
Increase in finance lease liabilities due to new right-of-use assets	\$ —	\$ 2.5	

Note 5. Restructuring, Impairment and Other Charges, net

Restructuring, Impairment and Other Charges, net recognized in Results of Operations

The Company records restructuring charges associated with management-approved restructuring plans, which could include the elimination of job functions, closure or relocation of facilities, reorganization of operations, changes in management structure, workforce reductions or other actions. Restructuring charges may include ongoing and enhanced termination benefits related to employee separations, contract termination costs and other related costs associated with exit or disposal activities. Restructuring charges for employee terminations include management's estimate as to the timing and amount of severance and actual results could differ from estimates.

For the three months ended March 31, 2024 and 2023, the Company recorded the following restructuring, impairment and other charges, net by reportable segment:

	Employee Terminations	Other Charges	Total
Three Months Ended March 31, 2024			
Capital Markets - Compliance and Communications Management	\$ 0.5	\$ 0.1	\$ 0.6
Investment Companies - Software Solutions	\$ 0.1	—	\$ 0.1
Corporate	\$ 1.1	—	\$ 1.1
Total	\$ 1.7	\$ 0.1	\$ 1.8
Three Months Ended March 31, 2023			
Capital Markets - Software Solutions	\$ 2.0	—	\$ 2.0
Capital Markets - Compliance and Communications Management	\$ 8.2	\$ 0.1	\$ 8.3
Investment Companies - Software Solutions	\$ (0.1)	—	\$ (0.1)
Investment Companies - Compliance and Communications Management	\$ 0.2	—	\$ 0.2
Corporate	\$ 0.5	—	\$ 0.5
Total	\$ 10.8	\$ 0.1	\$ 10.9

For the three months ended March 31, 2024, the Company recorded net restructuring charges of \$

1.7 million related to employee termination costs for approximately

10 employees, substantially all of whom will be terminated by December 31, 2024. The restructuring actions were primarily related to certain changes in management structure and the consolidation of service delivery operations.

For the three months ended March 31, 2023, the Company recorded net restructuring charges of \$

10.8
million related to employee termination costs for approximately

150
employees, substantially all of whom were terminated as of December 31, 2023. The restructuring actions were primarily related to the reorganization of certain capital markets operations.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Restructuring Reserve – Employee Terminations

The Company's employee terminations liability is included in accrued liabilities on the Company's Unaudited Condensed Consolidated Balance Sheets. Changes in the accrual for employee terminations during the three months ended March 31, 2024 were as follows:

	Employee Terminations
Balance at December 31, 2023	\$ 2.1
Restructuring charges, net	1.7
Cash paid	(1.7)
Balance at March 31, 2024	\$ 2.1

Note 6. Retirement Plans

The components of estimated net pension plan income for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31, 2024	2023
Interest cost	\$ 2.8	\$ 2.9
Expected return on assets	(3.4)	(3.3)
Amortization, net	0.3	0.2
Net pension plan income	\$ 0.3	\$ 0.2

Note 7. Commitments and Contingencies

Litigation

From time to time, the Company's customers and other counterparties file voluntary petitions for reorganization under United States bankruptcy laws. In such cases, certain pre-petition payments received by the Company from these parties could be considered preference items and subject to return. In addition, the Company may be party to certain litigation arising in the ordinary course of business. Management believes that the final resolution of these preference items and litigation will not have a material effect on the Company's consolidated results of operations, financial position or cash flows.

Note 8. Debt

The Company's debt as of March 31, 2024 and December 31, 2023 consisted of the following:

	March 31, 2024	December 31, 2023
Term Loan A Facility	\$ 125.0	\$ 125.0
Borrowings under the Revolving Facility	80.0	—
Unamortized debt issuance costs	(0.5)	(0.5)
Total long-term debt	\$ 204.5	\$ 124.5

Credit Agreement—On May 27, 2021, the Company amended and restated its credit agreement dated as of September 30, 2016 (as in effect prior

to such amendment and restatement, the "Credit Agreement," and the Credit Agreement, as so amended and restated, the "Amended and Restated Credit Agreement"), by and among the Company, the lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, to, among other things, provide for a \$

200.0 million delayed-draw term loan A facility (the "Term Loan A Facility") (bearing interest at a rate equal to the sum of the London Interbank Offered Rate ("LIBOR") plus a margin ranging from

2.00
% to

2.50
% based upon the Company's Consolidated Net Leverage Ratio), extend the maturity of the \$

300.0 million revolving credit facility (the "Revolving Facility") to May 27, 2026 and modify the financial maintenance and negative covenants in the Credit Agreement.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

On May 11, 2023, the Company entered into the first amendment to the Amended and Restated Credit Agreement to change the reference rate from LIBOR, which ceased being published on June 30, 2023, to the Secured Overnight Financing Rate ("SOFR") for both the Term Loan A Facility and the Revolving Facility. The SOFR interest rate was effective for the Revolving Facility and the Term Loan A on May 30, 2023 and June 12, 2023, respectively. No other significant terms of the Amended and Restated Credit Agreement were amended. The Amended and Restated Credit Agreement contains a number of covenants, including a minimum Interest Coverage Ratio and the Consolidated Net Leverage Ratio, as defined in and calculated pursuant to the Credit Agreement, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments and dispose of certain assets. The Credit Agreement generally allows annual dividend payments of up to \$

20.0
million in the aggregate.

Term Loan A Facility—The unpaid principal amount of the Term Loan A Facility is due and payable in full on May 27, 2026. Voluntary prepayments of the Term Loan A Facility are permitted at any time without premium or penalty. The weighted-average interest rate on borrowings under the Term Loan A Facility was

7.4
% and

6.0
% for the three months ended March 31, 2024 and 2023, respectively. The fair value of the Term Loan A Facility was \$

124.5
million and \$

124.1
million as of March 31, 2024 and December 31, 2023, respectively, and was determined to be Level 2 under the fair value hierarchy.

Revolving Facility—As of March 31, 2024, there were \$

80.0
million of borrowings outstanding under the Revolving Facility. As of December 31, 2023, there were

no
borrowings outstanding under the Revolving Facility. The weighted average interest rate on borrowings under the Revolving Facility was

7.9
% and

6.9
% for the three months ended March 31, 2024 and 2023, respectively. The fair value of the Company's borrowings under the Revolving Facility is classified as Level 2 under the fair value hierarchy and approximated its carrying value as of March 31, 2024, as the Revolving Facility carries a variable rate of interest reflecting current market rates.

The following table summarizes interest expense, net included on the Unaudited Condensed Consolidated Statements of Operations:

	Three Months Ended March 31, 2024	2023
Interest incurred	\$ 4.3	\$ 4.0
Interest income	\$ (0.7)	\$ (0.5)
Interest expense, net	<u>\$ 3.6</u>	<u>\$ 3.5</u>

Note 9. Earnings per Share

Net earnings per basic share is calculated by dividing net earnings by the weighted average number of common shares outstanding for the period. Net earnings per diluted share is computed using the weighted average number of common and potentially dilutive shares outstanding during the period, including stock options, restricted stock units ("RSUs"), performance share units ("PSUs") and restricted stock, using the treasury stock method.

The reconciliation of the numerator and denominator of the basic and diluted net earnings per share calculation and the anti-dilutive share-based awards for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31, 2024	2023
Net earnings per share:		
Basic	\$ 1.14	\$ 0.54
Diluted	\$ 1.09	\$ 0.52

Numerator:

Net earnings	\$ 33.3	\$ 15.8
Denominator:		
Weighted average number of common shares outstanding	29.3	29.2
Dilutive awards		
Diluted weighted average number of common shares outstanding	30.5	30.5
Weighted average number of anti-dilutive share-based awards:		
Restricted stock units	0.1	—

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Note 10. Share-based Compensation

The Company's share-based compensation plan under which it may grant future awards, the Donnelley Financial Solutions, Inc. Amended and Restated 2016 Performance Incentive Plan (as amended, the "2016 PIP"), was approved by the Board of Directors (the "Board") and the Company's stockholders and provides incentives to key employees of the Company. Awards under the 2016 PIP may include cash or stock bonuses, stock options, stock appreciation rights, restricted stock, PSUs, performance cash awards or RSUs. In addition, non-employee members of the Board may receive awards under the 2016 PIP. Increases to the shares of common stock available for issuance under the 2016 PIP requires stockholder approval. At March 31, 2024, there were

2.4 million remaining shares of common stock authorized and available for grant under the 2016 PIP.

The Company recognizes compensation expense for share-based awards based on estimated grant date fair values and certain assumptions, as further disclosed in Note 12, *Share-based Compensation*, of the Annual Report.

Total share-based compensation expense was \$

5.1 million and \$

4.3 million for the three months ended March 31, 2024 and 2023, respectively. The income tax benefit related to share-based compensation expense was \$

4.5 million and \$

4.1 million for the three months ended March 31, 2024 and 2023, respectively. As of March 31, 2024, \$

49.7 million of total unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 2.2 years.

Stock Options

There were no stock options granted during the three months ended March 31, 2024. Stock option awards outstanding as of March 31, 2024 and December 31, 2023, and changes during the three months ended March 31, 2024, were as follows:

	Shares Under Option (thousands)	Weighted-Average Exercise Price
Outstanding at December 31, 2023	377	\$ 18.12
Outstanding at March 31, 2024	377	\$ 18.12
Vested and exercisable at March 31, 2024	<hr/>	<hr/>
	377	\$ 18.12

Restricted Stock Units

RSUs outstanding as of March 31, 2024 and December 31, 2023, and changes during the three months ended March 31, 2024, were as follows:

	Shares (thousands)	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2023	786	\$ 34.55
Granted	221	65.53
Vested	348	32.52
Forfeited	13	35.61
Nonvested at March 31, 2024	<hr/>	<hr/>
	646	\$ 46.23

As of March 31, 2024, \$

million of unrecognized share-based compensation expense related to RSUs is expected to be recognized over a weighted-average period of 2.4 years.

Performance Share Units

PSUs outstanding as of March 31, 2024 and December 31, 2023, and changes during the three months ended March 31, 2024, were as follows:

	Shares (thousands)	Weighted-Average Grant Date Fair Value
Nonvested at December 31, 2023	847	\$ 33.47
Granted	349	57.17
Vested	(419)	(28.61)
Forfeited	(24)	(32.88)
Nonvested at March 31, 2024	753	\$ 47.20

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

During the three months ended March 31, 2024,

349 thousand PSUs were granted to certain executive officers and senior management,

226 thousand of which related to grants made in 2024 ("2024 PSUs") and

123 thousand of which related to additional shares issued during the three months ended March 31, 2024 due to the achievement of certain targets for the year ended December 31, 2023.

The fair value of PSUs granted prior to 2024 was based on the Company's stock price on the grant date. The 2024 PSUs include a market condition related to the performance of the Company's stock price relative to a peer group, or relative total shareholder return ("TSR") modifier, which can affect the number of shares ultimately issued to grantees at the end of the three-year performance period. The grant date fair value of the 2024 PSUs was determined based on a Monte Carlo valuation model. The total potential payout for the 2024 PSUs is payable upon the achievement of certain established performance targets and can also be impacted by the TSR modifier, resulting in a range from

zero
to

564 thousand shares.

Year Granted	Performance / Service Period	Estimated or Actual Attainment	PSUs Outstanding as of March 31, 2024 (Thousands)	Estimated PSU Attainment or Actual PSUs Earned (Thousands)
2024 (a)	2024	94 % (c) (f)	23	22
2024 (a)	2025	(d)	23	—
2024 (a)	2026	(d)	23	—
	2024	-		
2024 (a)	2026	100 % (e) (f)	45	45
	2024	-		
2024 (a)	2026	100 % (e) (f)	112	112
			226	179
2023 (b)	2023	140 % (g)	66	92
2023 (b)	2024	84 % (c)	64	54
2023 (b)	2025	(d)	64	—
	2023	-		
2023 (b)	2025	100 % (e)	65	65

2022 (b)	2022	140 %	68	95
2022 (b)	2023	71 %	68	48
2022 (b)	2024	146 %	65	95
	2022	-		
2022 (b)	2024	100 %	67	67
			268	305

(a) The 2024 PSUs contain five performance periods, including three annual performance periods and two three-year cumulative performance periods.

(b) The PSU awards granted in 2023 and 2022 consist of four performance periods, including three annual performance periods and one three-year cumulative performance period.

(c) Amounts represent estimated attainment and estimated PSUs.

(d) As the performance period has not yet commenced, expense is not being recognized.

(e) Expense for the cumulative performance/service period is recognized at

100
% of the estimated attainment until the attainment expected by the end of the cumulative three-year performance period can be reasonably estimated, which generally occurs at the end of the second service year.

(f) Attainment percentage does not include the TSR modifier that is determined at the end of the three-year performance period and applied to PSUs that are earned based on the achievement of the service and performance conditions.

(g) Amounts represent actual attainment and actual PSUs earned as the performance period is complete.

As of March 31, 2024, \$

24.7
million of unrecognized share-based compensation expense related to PSUs is expected to be recognized over a weighted-average period of 2.0 years.

Note 11. Capital Stock

The Company has authorized for issuance

65
million shares of \$

0.01
par value common stock and

one
million shares of \$

0.01
par value preferred stock. The Board may divide the preferred stock into one or more series and fix the redemption, dividend, voting, conversion, sinking fund, liquidation and other rights. The Company has no present plans to issue any preferred stock.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Common Stock Repurchases

On August 17, 2022, the Board authorized an increase to the stock repurchase program previously approved in February 2022 to bring the total remaining available repurchase authorization for shares on or after August 17, 2022 to \$

150 million, which expired on December 31, 2023. On November 14, 2023, the Board authorized the repurchase of up to \$

150 million of the Company's outstanding common stock commencing on January 1, 2024, with an expiration date of December 31, 2025. As of March 31, 2024, the remaining authorized amount was \$

141.2 million.

The stock repurchase program may be suspended or discontinued at any time. The timing and amount of any shares repurchased are determined by the Company based on its evaluation of market conditions and other factors and may be completed from time to time in one or more transactions on the open market or in privately negotiated purchases in accordance with all applicable securities laws and regulations and all repurchases in the open market will be made in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Repurchases may also be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so.

The Company's stock repurchases for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31,		
	2024	2023	
Common stock repurchases	\$ 8.8	\$ 1.3	
Number of shares repurchased	139,893	33,568	
Average price paid per share	\$ 62.61	\$ 38.82	

Note 12. Comprehensive Income

The components of other comprehensive (loss) income and income tax expense allocated to each component for the three months ended March 31, 2024 and 2023 were as follows:

	Before Tax	Three Months Ended March 31, 2024	
		Income Tax	Net of Tax
Translation adjustments	\$ 0.5)	\$ —	\$ 0.5)
Adjustment for net periodic pension and other postretirement benefits plans	0.3	0.1	0.2
Other comprehensive (loss) income	<u>\$ 0.2)</u>	<u>\$ 0.1</u>	<u>\$ 0.3)</u>

	Before Tax	Three Months Ended March 31, 2023	
		Income Tax	Net of Tax
Translation adjustments	\$ 0.2	\$ —	\$ 0.2
Adjustment for net periodic pension and other postretirement benefits plans	0.2	0.1	0.1
Other comprehensive income	<u>\$ 0.4)</u>	<u>\$ 0.1</u>	<u>\$ 0.3)</u>

The following table summarizes changes in accumulated other comprehensive loss by component for the three months ended March 31, 2024:

Pension and Other Postretirement Benefits Plans Cost	Translation Adjustments	Total

	(((
	63.7	14.2	77.9
Balance at December 31, 2023	\$ (\$)	\$)
Other comprehensive loss before reclassifications	—	0.5	0.5
Amounts reclassified from accumulated other comprehensive loss	0.2	—	0.2
Net change in accumulated other comprehensive loss	0.2	0.5	0.3
Balance at March 31, 2024	\$ 63.5	\$ 14.7	\$ 78.2

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

The following table summarizes changes in accumulated other comprehensive loss by component for the three months ended March 31, 2023:

	Pension and Other Postretirement Benefits Plans Cost	Translation Adjustments	Total
	(((
Balance at December 31, 2022	\$ 67.9)	\$ 15.3)	\$ 83.2)
Other comprehensive income before reclassifications	—	0.2	0.2
Amounts reclassified from accumulated other comprehensive loss	0.1	—	0.1
Net change in accumulated other comprehensive loss	0.1	0.2	0.3
	(((
Balance at March 31, 2023	\$ 67.8)	\$ 15.1)	\$ 82.9)

Reclassifications from accumulated other comprehensive loss for the three months ended March 31, 2024 and 2023 were as follows:

	Three Months Ended March 31, 2024	2023
Amortization of pension and other postretirement benefits plans cost:		
Net actuarial loss ^(a)	\$ 0.3	\$ 0.2
Reclassifications before tax	0.3	0.2
Income tax expense	0.1	0.1
Reclassifications, net of tax	\$ 0.2	\$ 0.1

(a) These accumulated other comprehensive loss components are included in the calculation of net periodic pension and other postretirement benefits plans income recognized in investment and other income, net on the Unaudited Condensed Consolidated Statements of Operations (see Note 6, *Retirement Plans*).

Note 13. Segment Information

The Company operates its business through

four

operating and reportable segments: Capital Markets – Software Solutions, Capital Markets – Compliance and Communications Management, Investment Companies – Software Solutions and Investment Companies – Compliance and Communications Management. *Corporate* is not an operating segment and consists primarily of unallocated selling, general and administrative ("SG&A") activities and associated expenses including, in part, executive, legal, finance and certain facility costs. In addition, certain costs and earnings of employee benefits plans, such as pension and other postretirement benefits plans expense (income) as well as share-based compensation expense, are included in *Corporate* and not allocated to the operating segments.

Capital Markets

The Company provides software solutions, tech-enabled services and print and distribution solutions to public and private companies for deal solutions and compliance to companies that are, or are preparing to become, subject to the filing and reporting requirements of the Securities Act of 1933, as amended (the "Securities Act"), and the Exchange Act. Capital markets clients leverage the Company's software offerings, proprietary technology, deep industry expertise and experience to successfully navigate the SEC's specified file formats when submitting compliance documents through the SEC's EDGAR system for their transactional and ongoing compliance needs. The Company assists its capital markets clients throughout the course of initial public offerings, secondary offerings, mergers and acquisitions, public and private debt offerings, leveraged buyouts, spinouts, special purpose acquisition company ("SPAC") and de-SPAC transactions and other similar transactions. In addition, the Company provides clients with compliance solutions to prepare their ongoing required Exchange Act filings that are compatible with the SEC's EDGAR system, most notably Form 10-K, Form 10-Q, Form 8-K and proxy filings. The Company's operating segments associated with its capital markets services and product offerings are as follows:

Capital Markets – Software Solutions—The Company provides Venue and ActiveDisclosure to public and private companies to help manage public and private transactional and compliance processes; collaborate; and tag, validate and file SEC documents.

Capital Markets – Compliance & Communications Management—The Company provides tech-enabled services and print and distribution solutions to public and private companies for deal solutions and SEC compliance requirements.

Donnelley Financial Solutions, Inc. and Subsidiaries ("DFIN")
Notes to the Unaudited Condensed Consolidated Financial Statements (continued)
(in millions, except per share data, unless otherwise indicated)

Investment Companies

The Company provides software solutions, tech-enabled services and print, distribution and fulfillment solutions to its investment companies clients, which are primarily mutual fund companies, alternative investment companies, insurance companies and third-party fund administrators, that are subject to the filing and reporting requirements of the Investment Company Act of 1940, as amended (the "Investment Company Act") as well as European and Canadian regulations. The Company's suite of solutions enables its investment companies clients to comply with applicable ongoing SEC regulations, as well as to create, manage and deliver accurate and timely financial communications to investors and regulators. Investment companies clients leverage the Company's proprietary technology, deep industry expertise and experience to successfully navigate the SEC's specified file formats when submitting compliance documents through the SEC's EDGAR system. The Company's operating segments associated with its investment companies services and products offerings are as follows:

Investment Companies – Software Solutions—The Company provides clients with the Arc Suite platform that contains a comprehensive suite of cloud-based solutions, including ArcDigital, ArcReporting, ArcPro and ArcRegulatory, as well as services that enable storage and management of compliance and regulatory information in a self-service, central repository so that documents can be easily accessed, assembled, edited, tagged, translated, rendered and submitted to regulators and investors.

Investment Companies – Compliance & Communications Management—The Company provides its investment companies clients tech-enabled services to prepare, file, tag and distribute registration forms, as well as iXBRL-formatted filings pursuant to the Investment Company Act, through the SEC's EDGAR system. In addition, the Company provides print and distribution solutions for its clients to communicate with their investors.

Information by Segment

The Company has disclosed income (loss) from operations as the primary measure of segment earnings (loss). This is the measure of profitability used by the Company's CODM and is most consistent with the presentation of profitability reported within the Unaudited Condensed Consolidated Financial Statements.

	Net Sales	Income (Loss) from Operations	Assets ^(a)	Depreciation and Amortization	Capital Expenditures
Three Months Ended March 31, 2024					
Capital Markets - Software Solutions	\$ 53.0	\$ 9.5	\$ 193.8	\$ 6.5	\$ 3.7
Capital Markets - Compliance and Communications Management	91.1	38.6	387.6	2.1	1.9
Investment Companies - Software Solutions	27.3	3.8	110.7	4.2	5.1
Investment Companies - Compliance and Communications Management	32.0	7.1	36.4	1.1	1.1
Total operating segments	203.4	59.0	728.5	13.9	11.8
Corporate	—	14.4	139.3	—	0.5
Total	<u>\$ 203.4</u>	<u>\$ 44.6</u>	<u>\$ 867.8</u>	<u>\$ 13.9</u>	<u>\$ 12.3</u>
Three Months Ended March 31, 2023					
Capital Markets - Software Solutions	\$ 43.7	\$ 0.6	\$ 189.7	\$ 6.2	\$ 5.5
Capital Markets - Compliance and Communications Management	94.1	16.6	415.3	1.8	1.1
Investment Companies - Software Solutions	26.4	5.0	103.3	3.3	3.5
Investment Companies - Compliance and Communications Management	34.4	8.1	43.6	1.1	0.3

	198.6	29.1	751.9	12.4	10.4
Total operating segments		(
Corporate	—	14.3	119.4	—	0.2
Total	\$ 198.6	\$ 14.8	\$ 871.3	\$ 12.4	\$ 10.6

(a) Certain assets are recorded within a segment based on predominant usage, however, as they benefit more than one segment, the related operating expenses are allocated between segments.

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

As used in this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), unless otherwise specified or the context otherwise requires, the "Company" or "DFIN" refer to Donnelley Financial Solutions, Inc. and its consolidated subsidiaries. MD&A should be read together with the Company's Unaudited Condensed Consolidated Financial Statements and the related notes thereto, as well as the Company's audited Consolidated Financial Statements and the related notes thereto within its Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 20, 2024 (the "Annual Report").

Company Overview

DFIN is a leading global provider of innovative software and technology-enabled financial regulatory and compliance solutions. The Company provides regulatory filing and deal solutions via its software, technology-enabled services and print and distribution solutions to public and private companies, mutual funds and other regulated investment firms, to serve its clients' regulatory and compliance needs. DFIN helps its clients comply with applicable regulations where and how they want to work in a digital world, providing numerous solutions tailored to each client's precise needs. The prevailing trend is toward clients choosing to utilize the Company's software solutions, in conjunction with its tech-enabled services, to meet their document and filing needs, while at the same time shifting away from physical print and distribution of documents, except for when it is still regulatorily required or requested by investors.

The Company serves its clients' regulatory and compliance needs throughout their respective life cycles. For its capital markets clients, the Company offers solutions that allow companies to comply with U.S. Securities and Exchange Commission ("SEC") regulations and support their corporate financial transactions and regulatory/financial reporting through the use of digital document creation and online content management tools; filing agent services, where applicable; solutions to facilitate clients' communications with their investors; and virtual data rooms and other deal management solutions. For investment companies, including mutual fund, insurance-investment and alternative investment companies, the Company provides solutions for creating, compiling and filing regulatory communications as well as solutions for investors designed to improve the access to and accuracy of their investment information.

Technological advancements, regulatory changes, and evolving workflow preferences have led to the Company's clients managing more of the financial disclosure process themselves, changing the marketplace for the Company's services and products. DFIN's strategy in its Software Solutions segments (CM-SS and IC-SS, as defined below) aligns with the changing marketplace by focusing the Company's investments and resources in its advanced software solutions, primarily ActiveDisclosure® ("ActiveDisclosure"), Arc Suite® software platform ("Arc Suite") and Venue® Virtual Data Room ("Venue"), while making targeted investments to further enhance product features. In its Compliance & Communications Management segments (CM-CCM and IC-CCM, as defined below), the Company's strategy focuses on maintaining its market-leading position by offering a high-touch, service-oriented experience, using its unique combination of tech-enabled services and print and distribution capabilities.

Market Volatility/Cyclical and Seasonality

The Company's Capital Markets segments (CM-SS and CM-CCM), in particular, are subject to market volatility, as the demand for the transactional and Venue offerings is largely dependent on the global market for initial public offerings ("IPOs"), secondary offerings, mergers and acquisitions ("M&A"), public and private debt offerings, leveraged buyouts, spinouts, special purpose acquisition company ("SPAC") and de-SPAC transactions and other similar transactions. A variety of factors impact the global markets for transactions, including economic activity levels, interest rates, market volatility, the regulatory and political environment, geopolitical and civil unrest and global pandemics, among others. Due to the significant net sales and profitability derived from transactional and Venue offerings, market volatility can lead to uneven financial performance when comparing to previous periods. U.S. IPOs, M&A transactions and public debt offerings were also previously disrupted by U.S. federal government shutdowns, and any future government shutdowns could result in additional volatility. The Company's compliance offerings, supporting the quarterly and annual public company reporting processes through its filing services and ActiveDisclosure, as well as its Investment Companies segments (IC-SS and IC-CCM) regulatory and stockholder communications offerings, including Arc Suite, are less impacted by market volatility. The Company's overall risk profile is balanced by offering services in higher demand during a down market, such as document management tools for the bankruptcy/restructuring process and by moving upstream in the filing process with products like Venue.

The quarterly/annual public company reporting cycle subjects the Company to filing seasonality which peaks shortly after the end of each fiscal quarter. Additionally, investment companies clients' financial and regulatory reporting requirements include filings for mutual funds on a semi-annual basis as well as annual prospectus filings, which peaks during the second fiscal quarter. The seasonality and associated operational implications include the need to increase staff during peak periods through a combined strategy of hiring temporary personnel, increasing the premium time of existing staff and outsourcing production for a number of services. ActiveDisclosure and Arc Suite provide clients and their financial advisors software solutions which allow them to autonomously file and distribute compliance documents with regulatory agencies reducing the need for additional service support during peak periods. The Company remains focused on driving annual recurring revenue to mitigate the impact of market volatility on its financial results.

Services and Products

The Company separately reports its net sales and related cost of sales for its software solutions, tech-enabled services and print and distribution offerings. The Company's software solutions consist of ActiveDisclosure, Arc Suite and Venue. The Company's tech-enabled services offerings consist of document composition, compliance-related SEC Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") filing services and transactional solutions. The Company's print and distribution offerings primarily consist of conventional and digital printed products and related shipping.

Government Regulations and Regulatory Impact

The SEC is adopting new as well as amending existing rules and forms to modernize the reporting and disclosure of information under the Securities Act of 1933, as amended (the "Securities Act"), the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the Investment Company Act of 1940, as amended (the "Investment Company Act"). As the scope and complexity of the regulatory environment continues to increase, regulators are also demanding a greater use of structured, machine-readable data in companies' disclosures. These actions are driving significant changes which impact the Company's customers, and have enabled the Company to offer new value-added functionality and services and accelerate its transition from print and distribution to software solutions.

On October 26, 2022, the SEC announced that it adopted the Tailored Shareholder Reports ("TSR") for Mutual Funds and Exchange-Traded Funds rule, which requires certain investment companies to complete a new concise and visually engaging annual and semi-annual TSR that highlights key information that is particularly important for retail investors to assess and monitor their investments. The TSR, which can be printed and mailed or delivered electronically upon request of the investor, replaces SEC Rule 30e-3 "Optional Internet Availability of Investment Company Shareholder Reports" for open-ended funds and ETFs registered under N-1A and will require iXBRL tagging. The rule went into effect on January 24, 2023 and compliance is required by July 24, 2024. As a result, the Company is expecting an increase in net sales from Arc Suite, tech-enabled services and print beginning in the second half of 2024.

Segments

The Company's four operating and reportable segments are: Capital Markets – Software Solutions ("CM-SS"), Capital Markets – Compliance and Communications Management ("CM-CCM"), Investment Companies – Software Solutions ("IC-SS") and Investment Companies – Compliance and Communications Management ("IC-CCM"). Corporate is not an operating segment and consists primarily of unallocated selling, general and administrative ("SG&A") activities and associated expenses including, in part, executive, legal, finance and certain facility costs. In addition, certain costs and earnings of employee benefits plans, such as pension and other postretirement benefits plans expense (income) as well as share-based compensation expense, are included in Corporate and not allocated to the operating segments.

Capital Markets

The Company provides software solutions, tech-enabled services and print and distribution solutions to public and private companies for deal solutions and compliance to companies that are, or are preparing to become, subject to the filing and reporting requirements of the Securities Act and the Exchange Act. The Company's operating segments associated with its capital markets services and products offerings are as follows:

Capital Markets – Software Solutions—The CM-SS segment provides Venue and ActiveDisclosure to public and private companies to help manage public and private transactional and compliance processes; collaborate; and tag, validate and file SEC documents.

Capital Markets – Compliance & Communications Management—The CM-CCM segment provides tech-enabled services and print and distribution solutions to public and private companies for deal solutions and SEC compliance requirements. The Company's private conference facilities offer around-the-clock services to support the transaction process, production platform and service delivery model for a fully-virtual experience while replicating the in-person experience. The Company has seen clients utilizing the range of options available to them, including a hybrid approach with working group members participating both virtually and in-person during drafting sessions for their transactions.

Investment Companies

The Company provides software solutions, tech-enabled services and print, distribution and fulfillment solutions to its investment companies clients, which are primarily mutual fund companies, alternative investment companies, insurance companies and third-party fund administrators, that are subject to the filing and reporting requirements of the Investment Company Act as well as European and Canadian regulations. The Company's operating segments associated with its investment companies services and products offerings are as follows:

Investment Companies – Software Solutions—The IC-SS segment provides clients with the Arc Suite platform that contains a comprehensive suite of cloud-based solutions, including ArcDigital, ArcReporting, ArcPro and ArcRegulatory as well as services that enable storage and management of compliance and regulatory information in a self-service, central repository so that documents can be easily accessed, assembled, edited, tagged, translated, rendered and submitted to regulators and investors.

Investment Companies – Compliance & Communications Management—The IC-CCM segment provides clients with tech-enabled solutions for creating, filing and distributing regulatory communications and solutions for investor communications, as well as iXBRL-formatted filings pursuant to the Investment Company Act, through the SEC's EDGAR system. The IC-CCM segment also provides turnkey proxy services, including discovery, planning and implementation, print and mail management, solicitation, tabulation services, stockholder meeting review and expert support.

Executive Overview

First Quarter Overview

Net sales for the three months ended March 31, 2024 increased by \$4.8 million, or 2.4%, to \$203.4 million from \$198.6 million for the three months ended March 31, 2023, including a \$1.2 million, or 0.6%, decrease due to the disposition of the eBrevia business and a \$0.3 million, or 0.2%, increase due to changes in foreign currency exchange rates. Net sales increased primarily due to higher capital markets transactional volumes, higher Venue volumes and Venue price increases, partially offset by lower capital markets and investment companies compliance volumes.

Income from operations for the three months ended March 31, 2024 increased by \$29.8 million, to \$44.6 million from \$14.8 million for the three months ended March 31, 2023, primarily due to a net pre-tax gain on the sale of land, lower restructuring, impairment and other charges, net, higher sales volumes, a favorable sales mix and cost control initiatives, partially offset by higher depreciation and amortization expense and higher incentive compensation expense.

Financial Review

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires the extensive use of management's estimates and assumptions that affect the reported amounts of assets and liabilities as well as disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from these estimates. The Company's significant accounting policies and critical estimates are disclosed in the Annual Report.

In the financial review that follows, the Company discusses its unaudited condensed consolidated results of operations, financial position, cash flows and certain other information. This discussion should be read in conjunction with the Company's Unaudited Condensed Consolidated Financial Statements and the related notes thereto.

Results of Operations for the Three Months Ended March 31, 2024 as Compared to the Three Months Ended March 31, 2023

The following table shows the results of operations for the three months ended March 31, 2024 and 2023:

	2024	2023	\$ Change	% Change
	Three Months Ended March 31, (in millions, except percentages)			
Net sales				
Tech-enabled services	\$ 82.9	\$ 78.4	\$ 4.5	5.7 %
Software solutions	80.3	70.1	10.2	14.6 %
Print and distribution	40.2	50.1	(9.9)	(19.8 %)
Total net sales	203.4	198.6	4.8	2.4 %
Cost of sales ^(a)				
Tech-enabled services	30.6	33.3	(2.7)	(8.1 %)
Software solutions	27.3	28.4	(1.1)	(3.9 %)
Print and distribution	22.2	28.6	(6.4)	(22.4 %)
Total cost of sales	80.1	90.3	(10.2)	(11.3 %)
Selling, general and administrative expenses ^(a)				
	72.8	70.5	2.3	3.3 %
Depreciation and amortization	13.9	12.4	1.5	12.1 %
Restructuring, impairment and other charges, net	1.8	10.9	(9.1)	(83.5 %)
Other operating income, net	(9.8)	(0.3)	(9.5)	nm
Income from operations	44.6	14.8	29.8	nm
Interest expense, net	3.6	3.5	0.1	2.9 %
Investment and other income, net	(0.4)	(6.9)	6.5	(94.2 %)
Earnings before income taxes	41.4	18.2	23.2	nm
Income tax expense	8.1	2.4	5.7	nm
Net earnings	\$ 33.3	\$ 15.8	\$ 17.5	nm

(a) Exclusive of depreciation and amortization

nm – Not meaningful

Consolidated

Three Months Ended March 31, 2024 compared to the Three Months Ended March 31, 2023

Net sales of tech-enabled services of \$82.9 million for the three months ended March 31, 2024 increased \$4.5 million, or 5.7%, as compared to the three months ended March 31, 2023. Net sales of tech-enabled services increased primarily due to higher capital markets transactional volumes, partially offset by lower capital markets compliance volumes.

Net sales of software solutions of \$80.3 million for the three months ended March 31, 2024 increased \$10.2 million, or 14.6%, as compared to the three months ended March 31, 2023. Net sales of software solutions increased primarily due to higher Venue volumes and Venue price increases, partially offset by the disposition of the eBrevia business, which was sold in the fourth quarter of 2023.

Net sales of print and distribution of \$40.2 million for the three months ended March 31, 2024 decreased \$9.9 million, or 19.8%, as compared to the three months ended March 31, 2023. Net sales of print and distribution decreased primarily due to lower capital markets and investment companies compliance volumes.

Tech-enabled services cost of sales of \$30.6 million for the three months ended March 31, 2024 decreased \$2.7 million, or 8.1%, as compared to the three months ended March 31, 2023. Tech-enabled services cost of sales decreased primarily due to cost control initiatives and a favorable sales mix, partially offset by higher sales volumes. As a percentage of tech-enabled services net sales, tech-enabled services cost of sales decreased 5.6%, primarily driven by cost control initiatives and a favorable sales mix.

Software solutions cost of sales of \$27.3 million for the three months ended March 31, 2024 decreased \$1.1 million, or 3.9%, as compared to the three months ended March 31, 2023. Software solutions cost of sales decreased primarily due to a favorable sales mix and cost control initiatives, partially offset by higher sales volumes. As a percentage of software solutions net sales, software solutions cost of sales decreased 6.5%, primarily driven by a favorable sales mix and cost control initiatives.

Print and distribution cost of sales of \$22.2 million for the three months ended March 31, 2024 decreased \$6.4 million, or 22.4%, as compared to the three months ended March 31, 2023. Print and distribution cost of sales decreased primarily due to lower sales volumes and cost control initiatives. As a percentage of print and distribution net sales, print and distribution cost of sales decreased 1.9%, primarily driven by cost control initiatives.

SG&A expenses of \$72.8 million for the three months ended March 31, 2024 increased \$2.3 million, or 3.3%, as compared to the three months ended March 31, 2023. SG&A expenses increased primarily due to higher selling expense as a result of the increase in sales volumes, higher bad debt expense, higher share-based compensation expense, higher incentive compensation expense and higher healthcare expense, partially offset by lower consulting expense and cost control initiatives. As a percentage of net sales, SG&A expenses increased to 35.8% for the three months ended March 31, 2024 from 35.5% for the three months ended March 31, 2023, primarily due to higher selling expense, higher bad debt expense, higher share-based compensation expense, higher incentive compensation expense and higher healthcare expense, partially offset by lower consulting expense and cost control initiatives.

Depreciation and amortization of \$13.9 million for the three months ended March 31, 2024 increased \$1.5 million, or 12.1%, as compared to the three months ended March 31, 2023, primarily due to additional software development.

Restructuring, impairment and other charges, net of \$1.8 million for the three months ended March 31, 2024 decreased \$9.1 million, or 83.5%, as compared to the three months ended March 31, 2023. For the three months ended March 31, 2024, these charges included \$1.7 million of employee termination costs for approximately 10 employees. For the three months ended March 31, 2023, these charges included \$10.8 million of employee termination costs for approximately 150 employees.

Other operating income, net of \$9.8 million for the three months ended March 31, 2024 included a net pre-tax gain on the sale of land.

Income from operations of \$44.6 million for the three months ended March 31, 2024 increased \$29.8 million, as compared to the three months ended March 31, 2023. Income from operations increased primarily due to a net pre-tax gain on the sale of land, lower restructuring, impairment and other charges, net, higher sales volumes, a favorable sales mix and cost control initiatives, partially offset by higher depreciation and amortization expense and higher incentive compensation expense.

Interest expense, net of \$3.6 million for the three months ended March 31, 2024 increased \$0.1 million, or 2.9%, as compared to the three months ended March 31, 2023. Interest expense, net increased primarily due to a higher variable interest rate on the Company's outstanding debt facilities, partially offset by lower average Revolving Facility (as defined below) borrowings during the three months ended March 31, 2024 compared to the three months ended March 31, 2023.

Investment and other income, net of \$0.4 million for the three months ended March 31, 2024 decreased \$6.5 million, or 94.2%, as compared to the three months ended March 31, 2023. Investment and other income, net decreased primarily due to a net realized gain of \$6.7 million on the sale of an investment in an equity security during the three months ended March 31, 2023.

The effective income tax rate was 19.6% for the three months ended March 31, 2024, as compared to 13.2% for the three months ended March 31, 2023. The increase in the effective income tax rate was primarily driven by higher pre-tax earnings for the three months ended March 31, 2024, which reduced the net favorable impact of discrete items.

Information by Segment

The following tables summarize net sales, income (loss) from operations, operating margin and certain items impacting comparability within each of the operating segments for the three months ended March 31, 2024 and 2023:

Capital Markets – Software Solutions

	2024	Three Months Ended March 31,			% Change
		2023	\$ Change	(in millions, except percentages)	
Net sales	\$ 53.0	\$ 43.7	\$ 9.3	21.3%	
Income (loss) from operations	9.5	(0.6)	10.1	nm	
Operating margin	17.9%	(1.4 %)			
<i>Items impacting comparability</i>					
Restructuring, impairment and other charges, net	—	2.0	(2.0)	(100.0 %)	
Non-income tax, net	(0.2)	(0.2)	—	—	
Depreciation and amortization	6.5	6.2	0.3	4.8 %	

nm – Not meaningful

Net sales of \$53.0 million for the three months ended March 31, 2024 increased \$9.3 million, or 21.3%, as compared to the three months ended March 31, 2023. Net sales increased primarily due to higher Venue volumes and Venue price increases, partially offset by a \$1.2 million decrease due to the disposition of the eBrevia business, which was sold in the fourth quarter of 2023.

Income from operations of \$9.5 million for the three months ended March 31, 2024 increased \$10.1 million, as compared to a loss from operations of \$0.6 million for the three months ended March 31, 2023, primarily due to higher sales volumes, a favorable sales mix, price increases, lower restructuring, impairment and other charges, net and cost control initiatives.

Operating margin increased from a negative margin of 1.4% for the three months ended March 31, 2023 to 17.9% for the three months ended March 31, 2024, primarily due to a favorable sales mix, price increases, lower restructuring, impairment and other charges, net, which had a positive impact on operating margin of 3.8%, and cost control initiatives.

Capital Markets – Compliance and Communications Management

	2024	Three Months Ended March 31,			% Change
		2023	\$ Change	(in millions, except percentages)	
Net sales	\$ 91.1	\$ 94.1	\$ (3.0)		(3.2%)
Income from operations	38.6	16.6	22.0		nm
Operating margin	42.4%	17.6%			
<i>Items impacting comparability</i>					
Restructuring, impairment and other charges, net	0.6	8.3	(7.7)		(92.8%)
Gain on sale of long-lived assets	(9.8)	(0.3)	(9.5)		nm
Non-income tax, net	(0.1)	—	(0.1)		nm
Accelerated rent expense	—	0.5	(0.5)		(100.0%)
Depreciation and amortization	2.1	1.8	0.3		16.7%

nm – Not meaningful

Net sales of \$91.1 million for the three months ended March 31, 2024 decreased \$3.0 million, or 3.2%, as compared to the three months ended March 31, 2023. Net sales decreased primarily due to lower compliance volumes, partially offset by higher transactional volumes and price increases.

Income from operations of \$38.6 million for the three months ended March 31, 2024 increased \$22.0 million, as compared to the three months ended March 31, 2023, primarily due to a net pre-tax gain on the sale of land, lower restructuring, impairment and other charges, net, a favorable sales mix and cost control initiatives, partially offset by lower sales volumes, higher incentive compensation expense and higher bad debt expense.

Operating margin increased from 17.6% for the three months ended March 31, 2023 to 42.4% for the three months ended March 31, 2024, primarily due to a net pre-tax gain on the sale of land and lower restructuring, impairment and other charges, net, which combined had a positive impact on operating margin of 18.9%, a favorable sales mix and cost control initiatives, partially offset by higher incentive compensation expense and higher bad debt expense.

Investment Companies – Software Solutions

	2024	Three Months Ended March 31,			% Change
		2023	\$ Change	(in millions, except percentages)	
Net sales	\$ 27.3	\$ 26.4	\$ 0.9		3.4%
Income from operations	3.8	5.0	(1.2)		(24.0%)
Operating margin	13.9%	18.9%			
<i>Items impacting comparability</i>					
Restructuring, impairment and other charges, net	0.1	(0.1)	0.2		nm
Non-income tax, net	(0.1)	—	(0.1)		nm
Depreciation and amortization	4.2	3.3	0.9		27.3%

nm – Not meaningful

Net sales of \$27.3 million for the three months ended March 31, 2024 increased \$0.9 million, or 3.4%, as compared to the three months ended March 31, 2023. Net sales increased primarily due to higher ArcReporting volumes and Arc Suite price increases.

Income from operations of \$3.8 million for the three months ended March 31, 2024 decreased \$1.2 million, or 24.0%, as compared to the three months ended March 31, 2023, primarily due to higher depreciation and amortization expense and higher product development costs.

Operating margin decreased from 18.9% for the three months ended March 31, 2023 to 13.9% for the three months ended March 31, 2024, primarily due to higher depreciation and amortization expense and higher product development costs.

Investment Companies – Compliance and Communications Management

	2024	Three Months Ended March 31,		\$ Change	% Change
		2023	(in millions, except percentages)		
Net sales	\$ 32.0	\$ 34.4	\$ (2.4)	(7.0%)	
Income from operations	7.1	8.1	(1.0)	(12.3%)	
Operating margin	22.2%	23.5%			
<i>Items impacting comparability</i>					
Restructuring, impairment and other charges, net	—	0.2	(0.2)	(100.0%)	
Depreciation and amortization	1.1	1.1	—	—	

Net sales of \$32.0 million for the three months ended March 31, 2024 decreased \$2.4 million, or 7.0%, as compared to the three months ended March 31, 2023. Net sales decreased primarily due to lower compliance volumes.

Income from operations of \$7.1 million for the three months ended March 31, 2024 decreased \$1.0 million, or 12.3%, as compared to the three months ended March 31, 2023, primarily due to lower sales volumes, partially offset by lower selling expense as a result of the decrease in sales volumes.

Operating margin decreased from 23.5% for the three months ended March 31, 2023 to 22.2% for the three months ended March 31, 2024, primarily due to lower sales volumes, partially offset by lower selling expense as a result of the decrease in sales volumes.

Corporate

The following table summarizes unallocated operating expenses and certain items impacting comparability within the activities presented as Corporate for the three months ended March 31, 2024 and 2023:

	2024	Three Months Ended March 31,	
		2023	(in millions)
Operating expenses	\$ 14.4	\$ 14.3	
<i>Items impacting comparability</i>			
Share-based compensation expense	5.1	4.3	
Restructuring, impairment and other charges, net	1.1	0.5	

Corporate operating expenses of \$14.4 million for the three months ended March 31, 2024 increased \$0.1 million compared to the three months ended March 31, 2023, primarily due to higher healthcare expense, higher share-based compensation expense and higher restructuring, impairment and other charges, net, mostly offset by lower consulting expense.

Non-GAAP Measures

The Company believes that certain non-GAAP measures, such as non-GAAP adjusted EBITDA ("Adjusted EBITDA"), provide useful information about the Company's operating results and enhance the overall ability to assess the Company's financial performance. The Company uses these measures, together with other measures of performance prepared in accordance with GAAP, to compare the relative performance of operations in planning, budgeting and reviewing the performance of its business. Adjusted EBITDA allows investors to make a more meaningful comparison between the Company's core business operating results over different periods of time. The Company believes that Adjusted EBITDA, when viewed with the Company's results under GAAP and the accompanying reconciliations, provides useful information about the Company's business without regard to potential distortions. By eliminating potential differences in results of operations between periods caused by factors such as historic cost and age of assets, restructuring, impairment and other charges, net, non-income tax, net, gain on investments in equity securities as well as other items, as described below, the Company believes that Adjusted EBITDA can provide a useful additional basis for comparing the current performance of the underlying operations being evaluated.

Adjusted EBITDA is not presented in accordance with GAAP and has important limitations as an analytical tool. These measures should not be considered as a substitute for analysis of the Company's results as reported under GAAP. In addition, these measures are defined differently by different companies and, accordingly, such measures may not be comparable to similarly-titled measures of other companies. In addition to the factors listed above, share-based compensation expense is excluded from Adjusted EBITDA. Although share-based compensation is a key incentive offered to certain of the Company's employees, business performance is evaluated excluding share-based compensation expense. Depending upon the size, timing and the terms of grants, share-based compensation expense may vary but will recur in future periods.

The following table reconciles net earnings to Adjusted EBITDA for the three months ended March 31, 2024 and 2023:

		Three Months Ended March 31,	
		2024	2023
		(in millions)	
Net earnings	\$	33.3	\$ 15.8
Restructuring, impairment and other charges, net		1.8	10.9
Share-based compensation expense		5.1	4.3
Gain on sale of long-lived assets		(9.8)	(0.3)
Non-income tax, net		(0.4)	(0.2)
Gain on investments in equity securities		(0.1)	(6.7)
Accelerated rent expense		—	0.5
Depreciation and amortization		13.9	12.4
Interest expense, net		3.6	3.5
Investment and other income, net		(0.3)	(0.2)
Income tax expense		8.1	2.4
Adjusted EBITDA	\$	55.2	\$ 42.4

Restructuring, impairment and other charges, net—Included employee termination costs of \$1.7 million and \$10.8 million for the three months ended March 31, 2024 and 2023, respectively. Refer to Note 5, *Restructuring, Impairment and Other Charges, net*, to the Unaudited Condensed Consolidated Financial Statements for additional information.

Share-based compensation expense—Included charges of \$5.1 million and \$4.3 million for the three months ended March 31, 2024 and 2023, respectively. Refer to Note 10, *Share-based Compensation*, to the Unaudited Condensed Consolidated Financial Statements for additional information.

Gain on sale of long-lived assets—Included a net pre-tax gain of \$9.8 million for the three months ended March 31, 2024 related to the sale of land and a gain of \$0.3 million for the three months ended March 31, 2023 related to non-refundable fees on the sale of land. Refer to Note 1, *Overview, Basis of Presentation and Significant Accounting Policies*, to the Unaudited Condensed Consolidated Financial Statements for additional information.

Non-income tax, net—Included income of \$0.4 million and \$0.2 million for the three months ended March 31, 2024 and 2023, respectively, related to certain estimated non-income tax exposures previously accrued by the Company.

Gain on investments in equity securities—Included a net realized gain of \$0.1 million and \$6.7 million for the three months ended March 31, 2024 and 2023, respectively, related to the sales of investments in equity securities. Refer to Note 1, *Overview, Basis of Presentation and Significant Accounting Policies*, to the Unaudited Condensed Consolidated Financial Statements for additional information.

Accelerated rent expense—Includes charges of \$0.5 million for the three months ended March 31, 2023 related to the acceleration of rent expense associated with abandoned operating leases.

Liquidity and Capital Resources

The Company believes it has sufficient liquidity to support its ongoing operations and to invest in future growth to create value for its investors. Cash and cash equivalents on hand, operating cash flows and the Company's Revolving Facility are the primary sources of liquidity and are expected to be used for, among other things, payment of interest and principal on the Company's debt obligations, capital expenditures necessary to support productivity improvement and growth, acquisitions and completion of restructuring programs.

The Company maintains cash pooling structures that enable participating international locations to draw on the pools' cash resources to meet local liquidity needs. Foreign cash balances may be loaned from certain cash pools to U.S. operating entities on a temporary basis in order to reduce the Company's short-term borrowing costs or for other purposes. The Company has the ability to repatriate foreign cash, associated with foreign earnings previously subjected to U.S. tax, with minimal additional tax consequences. The Company maintains its assertion of indefinite reinvestment on all foreign earnings and other outside basis differences to indicate that the Company remains indefinitely reinvested in operations outside of the U.S., with the exception of the previously taxed foreign earnings already subject to U.S. tax. The Company repatriated excess cash at its foreign subsidiaries to the U.S. during the three months ended March 31, 2024. The Company did not repatriate excess cash at its foreign subsidiaries to the U.S. during the year ended December 31, 2023. The Company is evaluating whether to make any cash repatriations in the future.

The Organization for Economic Co-operation and Development's ("OECD") current project, widely known as Anti-Base Erosion and Profit Shifting, seeks to address tax challenges arising in the global economy by introducing a global minimum corporate tax of 15%, referred to as Pillar Two, and several mechanisms to ensure tax is paid (the "Globe Model Rules"). Policymakers across jurisdictions have begun adopting the Globe Model Rules to implement a global minimum corporate tax rate of 15%. The OECD continues to release administrative guidance and many countries in which the Company operates have adopted or have proposed legislation to adopt Pillar Two. Many aspects of the minimum tax directive became effective beginning in 2024, with certain additional impacts coming into effect beginning in 2025 and beyond. The Company is monitoring enacted legislation and effective dates in its jurisdictions of operations. The Pillar Two framework did not have a material impact on the Company's Unaudited Condensed Consolidated Financial Statements for the three months ended March 31, 2024 and the Company does not expect enacted legislation to have a material impact in future periods.

Cash and cash equivalents were \$43.7 million at March 31, 2024, which included \$17.1 million in the U.S. and \$26.6 million at international locations.

The following table describes the Company's cash flows for the three months ended March 31, 2024 and 2023:

	Three Months Ended March 31,	
	2024	2023
	(in millions)	
Net cash used in operating activities	\$ (27.9)	\$ (51.5)
Net cash provided by (used in) investing activities	0.2	(1.7)
Net cash provided by financing activities	48.6	47.7
Effect of exchange rate on cash and cash equivalents	(0.3)	0.1
Net increase (decrease) in cash and cash equivalents	\$ 20.6	\$ (5.4)

Cash Flows Used in Operating Activities

Operating cash inflows and outflows are largely attributable to sales of the Company's services and products as well as recurring expenditures for labor, rent and other operating activities.

Net cash used in operating activities was \$27.9 million for the three months ended March 31, 2024 as compared to \$51.5 million for the three months ended March 31, 2023. The decrease in cash used in operating activities was primarily due to an increase in net earnings and favorable changes to accounts payable, partially offset by an unfavorable change in accounts receivable. Accounts payable increased operating cash flows by \$6.4 million for the three months ended March 31, 2024, as compared to \$0.6 million for the three months ended March 31, 2023, primarily due to the timing of supplier payments. Accounts receivable decreased operating cash flows by \$47.2 million for the three months ended March 31, 2023, as compared to \$39.7 million for the three months ended March 31, 2023, due to timing of collections.

Cash Flows Provided by (Used in) Investing Activities

Net cash provided by investing activities was \$0.2 million for the three months ended March 31, 2024, which primarily consisted of \$12.4 million of proceeds from the sale of land, partially offset by \$12.3 million of capital expenditures, substantially all related to investments in software development. The Company currently expects capital expenditures to be approximately \$65 million to \$70 million for the year ending December 31, 2024.

Net cash used in investing activities was \$1.7 million for the three months ended March 31, 2023, which consisted of \$10.6 million of capital expenditures, substantially all related to investments in software development, partially offset by \$8.9 million of proceeds from the sale of an investment in an equity security.

Cash Flows Provided by Financing Activities

Net cash provided by financing activities was \$48.6 million for the three months ended March 31, 2024. During the three months ended March 31, 2024, the Company received \$138.5 million of proceeds from the Revolving Facility borrowings, partially offset by \$58.5 million of payments on the Revolving Facility borrowings. The Company's common stock repurchases for the three months ended March 31, 2024 totaled \$30.8 million, which included \$22.5 million associated with vesting of the Company's equity awards and \$8.3 million of repurchases under the stock repurchase program.

Net cash provided by financing activities was \$47.7 million for the three months ended March 31, 2023. During the three months ended March 31, 2023, the Company received \$99.0 million of proceeds from the Revolving Facility borrowings, partially offset by \$33.5 million of payments on the Revolving Facility borrowings. The Company's common stock repurchases for the three months ended March 31, 2023 totaled \$18.4 million, which included \$17.0 million associated with vesting of the Company's employees' equity awards and \$1.4 million of repurchases under the stock repurchase program.

Debt

The Company's debt as of March 31, 2024 and December 31, 2023 consisted of the following (in millions):

	March 31, 2024	December 31, 2023
Term Loan A Facility	\$ 125.0	\$ 125.0
Borrowings under the Revolving Facility	80.0	—
Unamortized debt issuance costs	(0.5)	(0.5)
Total long-term debt	\$ 204.5	\$ 124.5

Credit Agreement—On May 27, 2021, the Company amended and restated its credit agreement dated as of September 30, 2016 (as in effect prior to such amendment and restatement, the "Credit Agreement," and the Credit Agreement, as so amended and restated, the "Amended and Restated Credit Agreement"), by and among the Company, the lenders party thereto from time to time and JPMorgan Chase Bank, N.A., as administrative agent and collateral agent, to, among other things, provide for a \$200.0 million delayed-draw term loan A facility (the "Term Loan A Facility") (bearing interest at a rate equal to the sum of the London Interbank Offered Rate ("LIBOR") plus a margin ranging from 2.00% to 2.50% based upon the Company's Consolidated Net Leverage Ratio), extend the maturity of the \$300.0 million revolving credit facility (the "Revolving Facility") to May 27, 2026 and modify the financial maintenance and negative covenants in the Credit Agreement.

On May 11, 2023, the Company entered into the first amendment to the Amended and Restated Credit Agreement to change the reference rate from LIBOR, which ceased being published on June 30, 2023, to the Secured Overnight Financing Rate ("SOFR") for both the Term Loan A Facility and the Revolving Facility. The SOFR interest rate was effective for the Revolving Facility and the Term Loan A on May 30, 2023 and June 12, 2023, respectively. No other significant terms of the Amended and Restated Credit Agreement were amended. The Amended and Restated Credit Agreement contains a number of covenants, including a minimum Interest Coverage Ratio and the Consolidated Net Leverage Ratio, as defined in and calculated pursuant to the Credit Agreement, that, in part, restrict the Company's ability to incur additional indebtedness, create liens, engage in mergers and consolidations, make restricted payments and dispose of certain assets. The Credit Agreement generally allows annual dividend payments of up to \$20.0 million in the aggregate, though additional dividends may be allowed subject to certain conditions. Each of these covenants is subject to important exceptions and qualifications. The unpaid principal amount of the Term Loan A Facility is due and payable in full on May 27, 2026. Voluntary prepayments of the Term Loan A Facility are permitted at any time without premium or penalty.

As of March 31, 2024, there were \$80.0 million of borrowings outstanding under the Revolving Facility as well as \$2.5 million in outstanding letters of credit and bank guarantees, of which \$1.0 million of the outstanding letters of credit reduced the availability under the Revolving Facility. Based on the Company's results of operations for the twelve months ended March 31, 2024 and existing debt, the Company would have had the ability to utilize the remaining \$219.0 million of the Revolving Facility and not have been in violation of the terms of the agreement.

The current availability under the Revolving Facility and net available liquidity as of March 31, 2024 are shown in the table below:

	March 31, 2024 (in millions)
Availability	
Revolving Facility	\$ 300.0
Availability reduction from covenants	—
	\$ 300.0
Usage	
Borrowings under the Revolving Facility	\$ 80.0
Impact on availability related to outstanding letters of credit	1.0
	\$ 81.0
Current availability at March 31, 2024	\$ 219.0
Cash and cash equivalents	43.7
Net Available Liquidity	\$ 262.7

The Company was in compliance with its debt covenants as of March 31, 2024, and expects to remain in compliance based on management's estimates of operating and financial results for fiscal year 2024 and the foreseeable future. However, declines in market and economic conditions or demand for certain of the Company's services and products could impact the Company's ability to remain in compliance with its debt covenants in future periods.

The failure of a financial institution supporting the Revolving Facility would reduce the size of the Company's committed facility unless a replacement institution was added. As of March 31, 2024, the Revolving Facility is supported by fifteen U.S. and international financial institutions.

As of March 31, 2024, the Company met all the conditions required to borrow under the Revolving Facility, and management expects the Company to continue to meet the applicable borrowing conditions.

OTHER INFORMATION

Litigation and Contingent Liabilities

For a discussion of certain litigation involving the Company, see Note 7, *Commitments and Contingencies*, to the Unaudited Condensed Consolidated Financial Statements.

Critical Accounting Estimates

There were no changes to critical accounting estimates from those disclosed in the Annual Report.

New Accounting Pronouncements

Recently issued accounting standards and their estimated effect on the Company's Unaudited Condensed Consolidated Financial Statements are described in Note 1, *Overview, Basis of Presentation and Significant Accounting Policies*, to the Unaudited Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes to the Company's market risk disclosed in the Annual Report.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures.

Management, together with the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(b) and Rule 15d-15(e) of the Exchange Act) as of March 31, 2024. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2024.

(b) Changes in internal control over financial reporting.

The Company is implementing a new quote-to-cash process, including the implementation of new systems, for certain of its software services ("QTC Process"). This project improves the efficiency and effectiveness of certain business transactions, invoicing and reporting processes, as well as the underlying systems environment. The new QTC Process is a significant component of the Company's internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

For a discussion of certain litigation involving the Company, see Note 7, *Commitments and Contingencies*, to the Unaudited Condensed Consolidated Financial Statements.

Item 1A. Risk Factors

There were no material changes during the three months ended March 31, 2024 to the risk factors identified in the Annual Report.

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

Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs ^(a)
January 1, 2024 - January 31, 2024	23,671	\$ 61.66	21,000	\$ 148,707,003
February 1, 2024 - February 29, 2024	28,690	63.45	28,690	146,886,655
March 1, 2024 - March 31, 2024 ^(b)	433,895	64.58	90,203	\$ 141,240,972
Total	486,256	\$ 64.37	139,893	

(a) As further described in Note 11, *Capital Stock*, to the Unaudited Condensed Consolidated Financial Statements, on November 14, 2023, the Board authorized the repurchase of up to \$150 million of the Company's outstanding common stock commencing on January 1, 2024, with an expiration date of December 31, 2025. The stock repurchase program may be suspended or discontinued at any time. The timing and amount of any shares repurchased are determined by the Company based on its evaluation of market conditions and other factors and may be completed from time to time in one or more transactions on the open market or in privately negotiated purchases in accordance with all applicable securities laws and regulations and all repurchases in the open market will be made in compliance with Rule 10b-18 under the Exchange Act. Repurchases may also be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so.

(b) Includes 10,588 shares, valued at \$0.6 million, for which the Company placed orders prior to March 31, 2024 that were not settled until the second quarter of 2024.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Director or Officer Adoption or Termination of Trading Agreements

On March 27, 2024, Daniel Leib, the Company's President and Chief Executive Officer, adopted a trading plan with respect to the sale of

30,000 shares of common stock granted to Mr. Leib as equity incentive compensation (the "Leib Plan"). The Leib Plan is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act. Pursuant to the Leib Plan, if the market price of the Company's common stock is within a specified price range during a trading window between August 15, 2024 and September 30, 2024, up to 30,000 shares of common stock will be sold at market prices.

Item 6. Exhibits

3.1	Amended and Restated Certificate of Incorporation of Donnelley Financial Solutions, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated September 30, 2016, filed on October 3, 2016)
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Donnelley Financial Solutions, Inc., as filed on May 19, 2023 with the Secretary of State of Delaware (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed on May 19, 2023)
3.3	Amended and Restated By-laws of Donnelley Financial Solutions, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 14, 2023, filed on November 16, 2023)
10.1	Fifth Amendment to Real Estate Sale Agreement, dated as of March 15, 2024, between Donnelley Financial, LLC and Aspirant Partners, LLC (filed herewith)
31.1	Certification by Daniel N. Leib, President and Chief Executive Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
31.2	Certification by David A. Gardella, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act of 1934 (filed herewith)
32.1	Certification by Daniel N. Leib, President and Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)
32.2	Certification by David A. Gardella, Executive Vice President and Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code (filed herewith)
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 With Embedded Linkbase Documents
104	The cover page for the Company's Quarterly Report on Form 10-Q has been formatted in Inline XBRL and contained in Exhibit 101

* Management contract or compensatory plan or arrangement.

SIGNATURES

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

DONNELLEY FINANCIAL SOLUTIONS, INC.

By: /s/ DAVID A. GARDELLA

David A. Gardella
Executive Vice President and Chief Financial Officer

Date: May 1, 2024

FIFTH AMENDMENT TO
REAL ESTATE SALE AGREEMENT

THIS FIFTH AMENDMENT TO REAL ESTATE SALE AGREEMENT (this "Amendment")

is entered into effective as of March 15, 2024, by and between DONNELLEY FINANCIAL, LLC, a Delaware limited liability company ("Seller"), and ASPIRANT PARTNERS LLC, an Arizona limited liability company ("Buyer").

RECITALS:

WHEREAS, Buyer and Seller entered into that certain Real Estate Sale Agreement dated as of August 30, 2022 (as amended by a First Amendment dated November 28, 2022, a Second Amendment dated January 9, 2023, a Third Amendment dated September 21, 2023, and a Fourth Amendment dated November 6, 2023, collectively, the "Agreement"), with respect to certain real property and the improvements situated thereon located in 1500 N. Central Avenue, Phoenix, Arizona (APN # -33-150A and 111-33-151), as more particularly described in the Agreement (the "Property"); and

WHEREAS, Seller and Buyer desire to amend the Agreement as provided herein.

NOW, THEREFORE, in consideration of the mutual covenants of Seller and Buyer and for other good and valuable consideration, the receipt and sufficiency of which the parties hereby acknowledge, Seller and Buyer hereby agree as follows:

Incorporation of Recitals; Capitalized Terms. The Recitals set forth above are hereby incorporated herein to the same extent as if fully set forth herein. All capitalized terms stated herein shall have the same meanings as ascribed to them in the Agreement unless otherwise defined.

2. Modification to Agreement.

(a)Section 10(a) of the Agreement is hereby amended by adding the following language at the end of such Section:

"Notwithstanding anything herein to the contrary, Purchaser shall have the option to extend the Closing Date if no later than December 15, 2023, Purchaser deposits with Escrow Agent an amount of Three Hundred Seventy Five Thousand and 00/100 Dollars (\$375,000.00) (such amount the "**Third Extension Fee**"), and if no such deposit is made the Closing Date must remain December 22, 2023. On or prior to December 15, 2023 Purchaser shall provide written notice to Seller and Escrow Agent of its intent to deposit the Third Extension Fee. Once the Third Extension Fee is made, (i) on December 15, 2023, One Hundred Twenty Five Thousand and No/100 Dollars (\$125,000.00) of the Third Extension Fee shall be released by Escrow Agent to Seller and on such release the Closing Date shall be extended to January 25, 2024, (ii) unless Purchaser has provided written notice to Seller that Purchaser intends to close by the then-applicable closing date, on January 12, 2024, One Hundred Twenty Five Thousand and No/100 Dollars (\$125,000.00) of the Third Extension Fee shall be released by Escrow Agent to Seller and on such release the Closing Date shall be extended to February 29, 2024, and (iii) unless Purchaser has provided written notice to Seller that Purchaser intends to close by the then-applicable closing date, on February 16, 2024, One Hundred Twenty Five Thousand and No/100 Dollars (\$125,000.00) of the Third Extension Fee shall be released by Escrow Agent to Seller and on such release the Closing Date shall be extended to March 28, 2024. Purchaser shall have the option to further extend the Closing Date if no later than March 15, 2024, Purchaser deposits with Escrow Agent an amount of One Hundred Fifty Thousand and 00/100 Dollars (\$150,000.00) (such amount the "**Fourth Extension Fee**"), in which event the Closing Date will be extended to April 26, 2024.

If the Fourth Extension Fee is timely paid, Purchaser informs Seller of its intent to close on March 29, 2024 no later than March 25, 2024 and Purchaser thereafter actually consummates the Closing by March 29, 2024, the Fourth Extension Fee shall apply against the Purchase Price. If Purchaser does not close Escrow by March 29, 2024 then on such date the One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00) Fourth Extension Fee shall be released by Escrow Agent to Seller (and such amount shall not apply against the Purchase Price). If Purchaser further elects to extend the Closing beyond April 26, 2024, then on or before April 12, 2024 Purchaser shall deposits into Escrow an additional Three Hundred Thousand and no/100 Dollars (\$300,000.00) (such amount the "**Fifth Extension Fee**"), in which event (i) One Hundred Fifty Thousand and no/100 Dollars of the Fifth Extension Fee shall be released to Seller (and such amount shall not apply against the Purchase Price), and (ii) the Closing Date shall be extended to May 31, 2024.. Unless by May 17, 2024 Purchaser has provided written notice to Seller that Purchaser intends to close by the then-applicable closing date of May 31, 2024, then on May 17, 2024, One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00) of the Fifth Extension Fee shall be released by Escrow Agent to Seller (which amount shall not apply against the Purchase Price) and the Closing Date shall be extended to June 28, 2024. Notwithstanding the foregoing, to the extent paid by Purchaser, Seller shall be required to return the Third Extension Fee, Fourth Extension Fee, and Fifth Extension Fee to Purchaser if this Agreement is terminated by Purchaser pursuant to Section 11, Section 17(b), or Section 17 (c) of the Agreement. If the Closing is not consummated due to the actions or inactions of the Purchaser, any portion of the Third Extension Fee, Fourth Extension Fee, and/or Fifth Extension Fee, as applicable, not yet released to the Seller shall then be deemed earned in full by Seller and such amounts not then released to Seller shall be released to the Seller by Escrow Agent. If the Closing is consummated and there remains in Escrow any portion of the Third Extension Fee, Fourth Extension Fee or Fifth Extension Fee, as applicable, such amounts may be credited from Escrow towards the Purchase Price at the Closing (for the avoidance of doubt, any portion of the Third Extension Fee, Fourth Extension Fee or Fifth Extension Fee released in consideration of extending the Closing Date shall not be credited towards the Purchaser Price at Closing)."

(b) Exhibit E which is attached hereto is added as a new Exhibit E to the Agreement and is titled "Nonrefundable Deposit Schedule, Extension and Final Payments." For the avoidance of doubt, among other things, Exhibit E reflects (i) a deposit summary with respect to the Earnest Money and portions thereof constituting the Nonrefundable Deposit, (ii) the final payments due to Seller at transaction close (which amounts do not include the undisbursed \$50,000 Earnest Money), (iii) Purchaser extension options, and (iv) an increase in the Purchase Price for the \$25,000 signing deposit and Extension Fees, with a corresponding credit against such increased price for the signing deposit and extension payments paid by Buyer.

3. Ratification of Agreement. Except as modified by this Amendment, all of the terms and provisions of the Agreement are hereby ratified and confirmed by Seller and Buyer and shall remain in full force and effect.

4. Counterparts; Electronic Signatures. This Amendment may be executed in any number of counterparts, any or all of which may contain the signatures of less than all of the parties, and all of which shall be construed together as a single instrument. To facilitate execution of this Amendment, the parties may execute and exchange by email pdf counterparts of the signature pages, which shall constitute originals for all purposes under this Amendment.

[Signature page follows]

IN WITNESS WHEREOF, Buyer and Seller have executed this Amendment as of the date first above written.

SELLER:

DONNELLEY FINANCIAL, LLC,
a Delaware limited liability company

By: */s/* Jons. S Bech
Name: Jons S. Besch
Title: Chief Operations and Production Officer

BUYER:

ASPIRANT PARTNERS LLC,
an Arizona limited liability company

By: */s/* Geoff Jacobs
Name: Geoff Jacobs
Title: Authorized Agent

Exhibit E

			Phoenix Sale - Deposit Summary					
			PSA Amendment 5 - 03/15/24					
Date	Day	Days (Total)	Milestones	Escrow Deposit	Escrow Payment (Non-Refundable)	DFIN Payment (Non-Refundable)	Extension Option (Non-Refundable)	Commitment Fee
1-Aug-22	0	LOI Signed						
30-Aug-22	29	29	PSA Signed / 1st Deposit	\$ 250,000				\$ 25,000
29-Sep-22	30	59	Due Diligence / Inspection - 90 Days					
29-Oct-22	30	89						
28-Nov-22	30	119				\$ 25,000		
28-Dec-22	30	149						
9-Jan-23	12	161				\$ 100,000		
10-Jan-23	1	162	Entitlement Period	\$ 150,000				
27-Jan-23	17	179				\$ 25,000		
26-Feb-23	30	209				\$ 50,000		
28-Mar-23	30	239		\$ 150,000		\$ 50,000		
27-Apr-23	30	269				\$ 50,000		
27-May-23	30	299				\$ 50,000		
26-Jun-23	30	329				\$ 50,000		
26-Jul-23	30	359				\$ 50,000		
25-Aug-23	30	389				\$ 50,000		
24-Sep-23	30	419	Extension 1				\$ 100,000	
6-Nov-23	43	462	Extension 2 - Deal Close 12/23/23				\$ 100,000	
15-Dec-23	39	501	Extension 3.1 - Deal Close 1/25/24	\$ 375,000			\$ 125,000	
12-Jan-24	28	529	Extension 3.2 - Deal Close 2/29/24				\$ 125,000	
16-Feb-24	35	564	Extension 3.3 - Deal Close 3/29/24				\$ 125,000	
15-Mar-24	28	592	Extension 4.1 - Deal Close 4/26/24	\$ 150,000			\$ -	
29-Mar-24	14	606	Extension 4.1 - Deal Close 4/26/24				\$ 150,000	
12-Apr-24	14	620	Extension 4.2 - Deal Close 5/31/24	\$ 300,000			\$ 150,000	
17-May-24	35	655	Extension 4.3 - Deal Close 6/28/24				\$ 150,000	
28-Jun-24	42	697						
		Totals		\$ 550,000	\$ 825,000	\$ 500,000	\$ 1,025,000	\$ 25,000

	Closing Date	Sales Price	Payments to DFIN	Remaining Amount to DFIN
Initial Deal Close	10/24/2023	\$ 13,025,000	\$ 525,000	\$ 12,500,000
Deal Extension 1	11/23/2023	\$ 13,125,000	\$ 625,000	\$ 12,500,000
Deal Extension 2	12/22/2023	\$ 13,225,000	\$ 725,000	\$ 12,500,000
Deal Extension 3.1	1/25/2024	\$ 13,350,000	\$ 850,000	\$ 12,500,000
Deal Extension 3.2	2/29/2024	\$ 13,475,000	\$ 975,000	\$ 12,500,000
Deal Extension 3.2	3/29/2024	\$ 13,600,000	\$ 1,100,000	\$ 12,350,000
Deal Extension 4.1	4/26/2024	\$ 13,750,000	\$ 1,250,000	\$ 12,500,000
Deal Extension 4.2	5/31/2024	\$ 13,900,000	\$ 1,400,000	\$ 12,500,000
Deal Extension 4.3	6/28/2024	\$ 14,050,000	\$ 1,550,000	\$ 12,500,000

**Certification Pursuant to Rule 13a-14(a) and Rule 15d-14(a)
of the Securities Exchange Act of 1934**

I, Daniel N. Leib, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Donnelley Financial Solutions, 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: May 1, 2024

/s/ DANIEL N. LEIB
Daniel N. Leib
President and Chief Executive Officer

**Certification Pursuant to Rule 13a-14(a) and Rule 15d-14(a)
of the Securities Exchange Act of 1934**

I, David A. Gardella, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Donnelley Financial Solutions, 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: May 1, 2024

/s/ DAVID A. GARDELLA
David A. Gardella
Executive Vice President and Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

**CERTIFICATION PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b)
AND SECTION 1350 OF CHAPTER 63 OF TITLE 18
OF THE UNITED STATES CODE (18 U.S.C. 1350),
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Donnelley Financial Solutions, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Daniel N. Leib, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (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: May 1, 2024

/s/ DANIEL N. LEIB
Daniel N. Leib
President and Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER
CERTIFICATION PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b)
AND SECTION 1350 OF CHAPTER 63 OF TITLE 18
OF THE UNITED STATES CODE (18 U.S.C. 1350),
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Donnelley Financial Solutions, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David A. Gardella, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (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: May 1, 2024

/s/ DAVID A. GARDELLA
David A. Gardella
Executive Vice President and Chief Financial Officer
