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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2024

Commission File Number: 001-40692

Riskified Ltd.

(Translation of the registrant's name into English)

**Riskified Ltd.
220 5th Avenue, 2nd Floor
New York, New York 10001
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

EXPLANATORY NOTE

On May 15, 2024, Riskified Ltd. (the "Company," "we," "us" or "our") announced its financial results for the three months ended March 31, 2024. The Company will hold a conference call regarding such results today, May 15, 2024, at 8:30 a.m. Eastern Time. A copy of the press release issued in connection with the announcement is furnished as Exhibit 99.1 herewith.

Other than as indicated below, the information in this Report on Form 6-K (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

The U.S. GAAP ("GAAP") financial information contained in the (i) consolidated balance sheets, (ii) consolidated statements of operations and (iii) consolidated statements of cash flows included in the press release attached as Exhibit 99.1 to this Report on Form 6-K are hereby incorporated by reference into the Company's Registration Statements on Form S-8 (File Nos. 333-258461, 333-265150 and 333-270006).

Authorization to Repurchase Ordinary Shares

On May 13, 2024, the Company's Board of Directors (the "Board") approved a "distribution", as defined in the Israeli Companies Law, 1999 (the "Companies Law"), by way of a share repurchase program, pursuant to which the Company may repurchase (buyback) an aggregate amount of up to \$75 million of the Company's ordinary shares (the "Distribution"), subject to the completion of required Israeli regulatory procedures. The Distribution and the repurchases are in addition to the Company's existing \$75 million share repurchase authorization, of which approximately \$58 million has been utilized as of May 10, 2024.

According to Section 7C.(C) of the Companies Regulations (Relief for Companies Whose Securities Are Listed for Trading on Foreign Stock Exchanges) 2000, the Company's creditors may apply to the Company and object to the Distribution, within 30 days following its publication.

Any share repurchases may be made from time to time in the open market, including through trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, in privately negotiated transactions or by other means in accordance with U.S. federal securities laws. The Company may repurchase all or a portion of the authorized amount. Following, and subject to, completion of the required Israeli regulatory procedures, the timing, as well as the number and value of any shares repurchased under the program, will be determined by the Company at its discretion under the Board authorized program and will depend on a variety of factors, including management's assessment of the intrinsic value of the Company's ordinary shares, the market price of the Company's ordinary shares, general market and economic conditions, available liquidity, alternative investment opportunities, and applicable legal requirements. The Distribution does not obligate the Company to repurchase any specific number of ordinary shares and may be suspended, modified or discontinued at any time without prior notice. The share repurchases will be funded from existing cash and cash equivalents. This notice is neither an offer to purchase nor a solicitation of an offer to buy any securities.

EXHIBIT INDEX

The following exhibit is furnished as part of this Report on Form 6-K:

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release of Riskified Ltd., dated May 15, 2024 |

SIGNATURES

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

Riskified Ltd.

(Registrant)

By: /s/ Eido Gal

Name: Eido Gal

Title: Chief Executive Officer

Date: May 15, 2024

Riskified Achieves Record Quarterly Free Cash Flows; Board Authorizes Additional \$75 Million Share Repurchase Program

Improves 2024 Adjusted EBITDA Guidance

NEW YORK, May 15, 2024 - Riskified Ltd. (NYSE: RSKD) (the "Company"), a leader in ecommerce fraud and risk intelligence, today announced financial results for the three months ended March 31, 2024. The Company will host an investor call to discuss these results today at 8:30 a.m. Eastern Time.

"Our commitment toward profitable growth has yielded exceptional results, as evidenced by two consecutive quarters of positive Adjusted EBITDA. As we look ahead, we remain encouraged by the vast opportunities in front of us, and our ability to help the world's largest eCommerce companies unlock their business goals in the face of the ever-expanding threats of fraud and policy abuse," said Eido Gal, Co-Founder and Chief Executive Officer of Riskified.

Q1 2024 Business Highlights

- **Expanded Leadership Positioning in Tickets and Live Event Sub-Vertical:** Our top new logo win, and largest upsell during the first quarter were both in our Ticketing and Live Events sub-vertical. Each win involved taking volume from a competitor. Many of the top merchants in the Tickets and Live Event space are already leveraging the powerful flywheel effect of our network, which is helping us to build a very strong competitive moat in this category.
- **Further Geographic Diversification with the Addition of New Merchants:** We continued to have success landing new merchants on the Riskified network, which in turn deepened our vertical and geographic reach. Our top 10 new logos added during the first quarter of 2024 represented three different verticals across three geographies, with seven of our top 10 new chargeback guarantee logos outside of the United States.
- **Execution of Platform Sales Motion:** Our refined multi-product platform has allowed us to unlock multiple additional entry-points into the eCommerce market, which we believe leads to a more continuous selling cycle and increased merchant coverage. To that end, our largest Policy Protect and Dispute Resolve wins during the first quarter of 2024 were both stand-alone product sales to merchants not currently utilizing our core Chargeback Guarantee product.
- **Share Repurchase Program Update:** We repurchased 6.4 million ordinary shares for \$30.3 million during the first quarter. In addition, our Board of Directors authorized the repurchase of an additional \$75 million of the Company's ordinary shares, subject to the completion of required Israeli regulatory procedures. Assuming completion of the required Israeli regulatory procedures, our total outstanding aggregate repurchase authorization is approximately \$92 million, as of May 10th. We remain committed to repurchasing our shares at what we continue to believe are attractive valuation levels.
- **Winner of Several Prestigious Awards:** We recently won several awards, including the Best Security Solution, VIP Award (Vendors In Partnership) at the 2024 National Retail Federation (NRF) Conference. The Best Security Solution award is an annual recognition given to an organization that excels in protecting operations, customers and employees from fraud, risk, and interruption.

Q1 2024 Financial Summary & Highlights

The following table summarizes our consolidated financial results for the three months ended March 31, 2024 and 2023, in thousands except where indicated:

| | Three Months Ended March 31, | |
|---|------------------------------|-------------|
| | 2024 | 2023 |
| | (unaudited) | |
| Gross merchandise volume ("GMV") in millions ⁽¹⁾ | \$ 32,018 | \$ 27,268 |
| Increase in GMV year over year | 17 % | |
| Revenue | \$ 76,408 | \$ 68,907 |
| Increase in revenues year over year | 11 % | |
| GAAP Gross profit | \$ 42,120 | \$ 35,841 |
| GAAP Gross profit margin | 55 % | 52 % |
| Net profit (loss) | \$ (11,630) | \$ (17,951) |
| Net profit (loss) margin | (15)% | (26)% |
| Adjusted EBITDA ⁽¹⁾ | \$ 2,751 | \$ (5,169) |
| Adjusted EBITDA margin ⁽¹⁾ | 4 % | (8)% |

Additional Financial Highlights:

- Non-GAAP gross profit margin⁽¹⁾ of 56% for the three months ended March, 31, 2024, improved from 53% in the prior year.
- GAAP net loss per share was \$(0.07) for the three months ended March 31, 2024 compared to a loss of \$(0.10) in the prior year. Non-GAAP net profit per share was \$0.04 compared to a loss of \$(0.00) in the prior year.
- Operating cash flow of \$10.7 million for the three months ended March 31, 2024, improved from \$0.2 million in the prior year. Free cash flow⁽¹⁾ of \$10.5 million for the three months ended March 31, 2024, improved from \$42 thousand in the prior year.
- Ended March 31, 2024 with approximately \$455.2 million of cash, deposits and investments on the balance sheet and zero debt.

"Our improved Adjusted EBITDA guidance underscores our confidence in navigating dynamic market conditions while delivering value to our shareholders. Over the past few years we believe that we have become a more agile and efficient company while positioning ourselves for long-term success," said Aglika Dotcheva, Chief Financial Officer of Riskified.

Financial Outlook:

For the year ending December 31, 2024, we continue to expect:

- Revenue between \$323 million and \$335 million

As a result of our disciplined approach to managing the business, for the year ending December 31, 2024, we now expect:

- Adjusted EBITDA⁽²⁾ between \$12 million and \$18 million

⁽¹⁾ GMV is a key performance indicator. Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP gross profit margin, non-GAAP net profit (loss) per share, and free cash flow are non-GAAP measures of financial performance. See "Key Performance Indicators and Non-GAAP Measures" for additional information and "Reconciliation of GAAP to Non-GAAP Measures" for a reconciliation to the most directly comparable GAAP measure.

⁽²⁾ We are not able to provide a reconciliation of Adjusted EBITDA guidance for the fiscal year ending December 31, 2024 to net profit (loss) because certain items that are excluded from Adjusted EBITDA but included in net profit (loss), the most directly comparable GAAP financial measure, cannot be predicted on a forward-looking basis without unreasonable effort or are not within our control. For example, we are unable to forecast the magnitude of foreign currency transaction gains or

losses which are subject to many economic and other factors beyond our control. For the same reasons, we are unable to address the probable significance of the unavailable information, which could have a potentially unpredictable and potentially significant impact on our future GAAP financial results.

Authorization to Repurchase Ordinary Shares

On May 13, 2024, the Company's Board of Directors authorized the repurchase of up to \$75 million of the Company's ordinary shares, subject to the completion of required Israeli regulatory procedures. This authorization is in addition to the Company's existing \$75 million share repurchase authorization, of which approximately \$58 million had been utilized as of May 10, 2024. Any share repurchases under the program may be made from time to time in the open market, including through trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in privately negotiated transactions or by other means in accordance with U.S. federal securities laws. The Company intends to fund repurchases from existing cash and cash equivalents. Following, and subject to, completion of the required Israeli regulatory procedures, the timing, as well as the number and value of any shares repurchased under the program, will be determined by the Company at its discretion under the Board authorized program and will depend on a variety of factors, including management's assessment of the intrinsic value of the Company's ordinary shares, the market price of the Company's ordinary shares, general market and economic conditions, available liquidity, alternative investment opportunities, and applicable legal requirements. The Company is not obligated to acquire any particular amount of ordinary shares under the program, and the program may be suspended, modified or discontinued at any time without prior notice. This press release is neither an offer to purchase nor a solicitation of an offer to buy any securities.

Conference Call and Webcast Details

The Company will host a conference call to discuss its financial results today, May 15, 2024 at 8:30 a.m. Eastern Time. A live webcast of the call can be accessed from Riskified's Investor Relations website at ir.riskified.com. A replay of the webcast will also be available for a limited time at ir.riskified.com. The press release with the financial results, as well as the investor presentation materials will be accessible on the Company's Investor Relations website prior to the conference call.

Key Performance Indicators and Non-GAAP Measures

This press release and the accompanying tables contain references to Gross Merchandise Volume ("GMV"), which is a key performance indicator, and to certain non-GAAP measures which include non-GAAP measures of financial performance, including Adjusted EBITDA, Adjusted EBITDA margin, non-GAAP gross profit, non-GAAP gross profit margin, non-GAAP cost of revenue, non-GAAP operating expenses by line item, non-GAAP net profit (loss), and non-GAAP net profit (loss) per share, and non-GAAP measures of liquidity, including Free Cash Flow. Management and our Board of Directors use key performance indicators and non-GAAP measures as supplemental measures of performance and liquidity because they assist us in comparing our operating performance on a consistent basis, as they remove the impact of items that we believe do not directly reflect our core operations. We also use Adjusted EBITDA for planning purposes, including the preparation of our internal annual operating budget and financial projections, to evaluate the performance and effectiveness of our strategic initiatives, and to evaluate our capacity to expand our business. Free Cash Flow provides useful information to management and investors about the amount of cash generated by the business that can be used for strategic opportunities, including investing in our business and strengthening our balance sheet.

These non-GAAP measures should not be construed as an inference that our future results will be unaffected by unusual or other items. Non-GAAP measures of financial performance have limitations as analytical tools in that these measures do not reflect our cash expenditures, or future requirements for capital expenditures, or contractual commitments; these measures do not reflect changes in, or cash requirements for, our working capital needs; these measures do not reflect our tax expense or the cash requirements to pay our taxes, and assets being depreciated and amortized will often have to be replaced in the future and these measures do not reflect any cash requirements for such replacements. Free Cash Flow is limited because it does not represent the residual cash flow available for discretionary expenditures. Free Cash Flow is not necessarily a measure of our ability to fund our cash needs.

In light of these limitations, management uses these non-GAAP measures to supplement, not replace, our GAAP results. The non-GAAP measures used herein are not necessarily comparable to similarly titled captions of other companies due to different calculation methods. Non-GAAP financial measures should not be considered in isolation, as an alternative to, or superior to information prepared and presented in accordance with GAAP. These measures are frequently used by analysts, investors and other interested parties to evaluate companies in our industry. By providing these non-GAAP measures together with a reconciliation to the most comparable GAAP measure, we believe we are enhancing investors' understanding of our business and our results of operations, as well as assisting investors in evaluating how well we are executing our strategic initiatives.

We define GMV as the gross total dollar value of orders reviewed through our ecommerce risk intelligence platform during the period indicated, including the value of orders that we did not approve.

We define each of our non-GAAP measures of financial performance, as the respective GAAP balances shown in the below tables, adjusted for, as applicable, depreciation and amortization (including amortization of capitalized internal-use software as presented in our statement of cash flows), share-based compensation expense, payroll taxes related to share-based compensation, litigation-related expenses, restructuring costs, provision for (benefit from) income taxes, other income (expense) including foreign currency transaction gains and losses and gains and losses on non-designated hedges, and interest income (expense). Adjusted EBITDA margin represents Adjusted EBITDA expressed as a percentage of revenue. Non-GAAP Gross Profit Margin represents Non-GAAP Gross Profit expressed as a percentage of revenue. We define non-GAAP net profit (loss) per share as non-GAAP net profit (loss) divided by non-GAAP weighted-average shares. We define non-GAAP weighted-average shares, as GAAP weighted average shares, adjusted to reflect any dilutive ordinary share equivalents resulting from non-GAAP net profit (loss), if applicable.

We define Free Cash Flow as net cash provided by (used in) operating activities, less cash purchases of property and equipment.

Management believes that by excluding certain items from the associated GAAP measure, these non-GAAP measures are useful in assessing our performance and provide meaningful supplemental information due to the following factors:

Depreciation and amortization: We exclude depreciation and amortization (including amortization of capitalized internal-use software) because we believe that these costs are not core to the performance of our business and the utilization of the underlying assets being depreciated and amortized can change without a corresponding impact on the operating performance of our business. Management believes that excluding depreciation and amortization facilitates comparability with other companies in our industry.

Share-based compensation expense: We exclude share-based compensation expense primarily because it is a non-cash expense that does not directly correlate to the current performance of our business. This is because the expense is calculated based on the grant date fair value of an award which may vary significantly from the current fair market value of the award based on factors outside of our control. Share-based compensation expense is principally aimed at aligning our employees' interests with those of our shareholders and at long-term retention, rather than to address operational performance for any particular period.

Payroll taxes related to share-based compensation: We exclude employer payroll tax expense related to share-based compensation in order to see the full effect that excluding that share-based compensation expense had on our operating results. These expenses are tied to the exercise or vesting of underlying equity awards and the price of our common stock at the time of vesting or exercise, which may vary from period to period independent of the operating performance of our business.

Litigation-related expenses: We exclude costs associated with the legal matter previously disclosed under the caption "Legal Proceedings" in our Form 6-K furnished with the Securities and Exchange Commission ("SEC") on August 15, 2023, because such costs are not reflective of costs associated with our ongoing business and operating results and are viewed as unusual and infrequent.

Restructuring costs: We exclude costs associated with the reduction in force previously disclosed in our Form 6-K furnished with the Securities and Exchange Commission ("SEC") on February 13, 2024, because these costs are related to one-time severance and benefit payments and are not reflective of costs associated with our ongoing business and operating results and are viewed as unusual and infrequent.

We are not able to provide a reconciliation of Adjusted EBITDA, non-GAAP gross profit, and free cash flow guidance for the fiscal year ending December 31, 2024 to net profit (loss), gross profit, and net cash provided by (used in) operating activities, because certain items that are excluded from these non-GAAP metrics but included in the most directly comparable GAAP financial measures, cannot be predicted on a forward-looking basis without unreasonable effort or are not within our control. For example, we are unable to forecast the magnitude of foreign currency transaction gains or losses which are subject to many economic and other factors beyond our control. For the same reasons, we are unable to address the probable significance of the unavailable information, which could have a potentially unpredictable and potentially significant impact on our future GAAP financial results.

See the tables below for reconciliations of these non-GAAP financial measures to the most directly comparable GAAP measures.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor

provisions for forward looking statements contained in Section 27A of the U.S. Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act. All statements contained in this press release other than statements of historical fact, including, without limitation, statements regarding our revenue and adjusted EBITDA guidance for fiscal year 2024, our anticipated non-GAAP gross profit margin and free cash flow for fiscal year 2024, cash flow expectations, future growth potential in new verticals and new geographies, anticipated benefits of our share repurchase program and our completion of Israeli regulatory procedures required in connection with the additional repurchase authority thereunder, internal modeling assumptions, expectations as to the macroeconomic environment, expectations as to our new merchant pipeline and upsell opportunities, the performance of our multi-product platform, our management of our cash outflow and leverage, our expected quarterly expenses and our business plans and strategy are forward looking statements, which reflect our current views with respect to future events and are not a guarantee of future performance. The words "believe," "may," "will," "estimate," "potential," "continue," "anticipate," "intend," "expect," "could," "would," "project," "forecasts," "aims," "plan," "target," and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements use these words or expressions.

Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the following: our ability to manage our growth effectively; continued use of credit cards and other payment methods that expose merchants to the risk of payment fraud, and other changes in laws and regulations, including card scheme rules, related to the use of these payment methods, and the emergence of new alternative payments products; our history of net losses and ability to achieve profitability; our ability to attract new merchants and retain existing merchants; the impact of macroeconomic conditions on us and on the performance of our merchants; our ability to continue to improve our machine learning models; fluctuations in our CTB Ratio and gross profit margin, including as a result of large-scale merchant fraud attacks or other security incidents; our ability to protect the information of our merchants and consumers; our ability to predict future revenue due to lengthy sales cycles; seasonal fluctuations in revenue; competition; our merchant concentration; the financial condition of our merchants, particularly in challenging macroeconomic environments; our ability to increase the adoption of our products and to develop and introduce new products; our ability to mitigate the risks involved with selling our products to large enterprises; our ability to retain the services of our executive officers, and other key personnel, including our co-founders; our ability to attract and retain highly qualified personnel, including software engineers and data scientists, particularly in Israel; changes to our prices and pricing structure; our exposure to existing and potential future litigation claims; our exposure to fluctuations in currency exchange rates, including recent declines in the value of the Israeli shekel against the US dollar as a result of the ongoing conflict in Israel; our ability to obtain additional capital; our third-party providers of cloud-based infrastructure; our ability to protect our intellectual property rights; technology and infrastructure interruptions or performance problems; the efficiency and accuracy of our machine learning models and access to third-party and merchant data; our ability to comply with evolving data protection, privacy and security laws; the development of regulatory frameworks for machine learning technology and artificial intelligence; our use of open-source software; our ability to enhance and maintain our brand; our ability to execute potential acquisitions, strategic investments, partnerships, or alliances; our ability to successfully establish partnership channels and to integrate with these partners; potential claims related to the violation of the intellectual property rights of third parties; our failure to comply with anti-corruption, trade compliance, and economic sanctions laws and regulations; disruption, instability and volatility in global markets and industries; our ability to enforce non-compete agreements entered into with our employees; our ability to maintain effective systems of disclosure controls and financial reporting; our ability to accurately estimate or judgements relating to our critical accounting policies; our business in China; changes in tax laws or regulations; increasing scrutiny of, and expectations for, environmental, social and governance initiatives; potential future requirements to collect sales or other taxes; potential future changes in the taxation of international business and corporate tax reform; changes in and application of insurance laws or regulations; conditions in Israel that may affect our operations; the impact of the dual class structure of our ordinary shares; risks associated with our share repurchase program, including the risk that the program could increase volatility and fail to enhance shareholder value; our status as a foreign private issuer; and other risk factors set forth in Item 3.D - "Risk Factors" in our Annual Report on Form 20-F for the fiscal year ended December 31, 2023, as filed with the SEC on March 6, 2024, and other documents filed with or furnished to the SEC. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this press release. You should not put undue reliance on any forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. Except as required by applicable law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

About Riskified

Riskified empowers businesses to unleash ecommerce growth by taking risk off the table. Many of the world's biggest brands and publicly traded companies selling online rely on Riskified for guaranteed protection against chargebacks, to fight fraud and policy abuse at scale, and to improve customer retention. Developed and managed by the largest team of ecommerce risk analysts, data scientists and researchers, Riskified's AI-powered fraud and risk intelligence platform analyzes the individual behind each interaction to provide real-time decisions and robust identity-based insights. Learn more at riskified.com.

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RISKIFIED LTD.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

| | As of March 31, 2024 | As of December 31, 2023 |
|---|-------------------------|----------------------------|
| | (unaudited) | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 421,534 | \$ 440,838 |
| Short-term deposits | 5,000 | 5,000 |
| Accounts receivable, net | 33,676 | 46,886 |
| Prepaid expenses and other current assets | 11,273 | 10,607 |
| Short-term investments | 28,676 | 28,968 |
| Total current assets | 500,159 | 532,299 |
| Property and equipment, net | 14,823 | 15,639 |
| Operating lease right-of-use assets | 28,612 | 29,742 |
| Deferred contract acquisition costs | 14,965 | 15,562 |
| Other assets, noncurrent | 8,431 | 8,690 |
| Total assets | \$ 566,990 | \$ 601,932 |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable | \$ 2,143 | \$ 2,573 |
| Accrued compensation and benefits | 22,203 | 24,016 |
| Guarantee obligations | 9,163 | 12,719 |
| Provision for chargebacks, net | 9,735 | 12,092 |
| Operating lease liabilities, current | 5,464 | 5,615 |
| Accrued expenses and other current liabilities | 11,495 | 12,796 |
| Total current liabilities | 60,203 | 69,811 |
| Operating lease liabilities, noncurrent | 24,403 | 25,694 |
| Other liabilities, noncurrent | 15,990 | 14,706 |
| Total liabilities | 100,596 | 110,211 |
| Shareholders' equity: | | |
| Class A ordinary shares, no par value; 900,000,000 shares authorized as of March 31, 2024 and December 31, 2023; 125,409,688 and 128,738,857 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively | — | — |
| Class B ordinary shares, no par value; 232,500,000 shares authorized as of March 31, 2024 and December 31, 2023; 48,902,840 and 49,814,864 shares issued and outstanding as of March 31, 2024 and December 31, 2023, respectively | — | — |
| Treasury shares at cost, 9,452,508 and 3,038,865 ordinary shares as of March 31, 2024 and December 31, 2023, respectively | (43,584) | (13,155) |
| Additional paid-in capital | 933,306 | 916,371 |
| Accumulated other comprehensive profit (loss) | (129) | 74 |
| Accumulated deficit | (423,199) | (411,569) |
| Total shareholders' equity | 466,394 | 491,721 |
| Total liabilities and shareholders' equity | \$ 566,990 | \$ 601,932 |

RISKIFIED LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

| | Three Months Ended March 31, | |
|--|-------------------------------------|--------------------|
| | 2024 | 2023 |
| | (unaudited) | |
| Revenue | \$ 76,408 | \$ 68,907 |
| Cost of revenue | 34,288 | 33,066 |
| Gross profit | 42,120 | 35,841 |
| Operating expenses: | | |
| Research and development | 17,772 | 18,794 |
| Sales and marketing | 23,214 | 22,123 |
| General and administrative | 17,047 | 17,913 |
| Total operating expenses | 58,033 | 58,830 |
| Operating profit (loss) | (15,913) | (22,989) |
| Interest income (expense), net | 5,741 | 5,447 |
| Other income (expense), net | (160) | 745 |
| Profit (loss) before income taxes | (10,332) | (16,797) |
| Provision for (benefit from) income taxes | 1,298 | 1,154 |
| Net profit (loss) | \$ (11,630) | \$ (17,951) |
| Other comprehensive profit (loss), net of tax: | | |
| Other comprehensive profit (loss) | (203) | (948) |
| Comprehensive profit (loss) | \$ (11,833) | \$ (18,899) |
| Net profit (loss) per share attributable to Class A and B ordinary shareholders, basic and diluted | \$ (0.07) | \$ (0.10) |
| Weighted-average shares used in computing net profit (loss) per share attributable to Class A and B ordinary shareholders, basic and diluted | <u>177,060,316</u> | <u>172,844,115</u> |

RISKIFIED LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

| | Three Months Ended March 31, | |
|--|------------------------------|-------------|
| | 2024 | 2023 |
| | (unaudited) | |
| Cash flows from operating activities: | | |
| Net profit (loss) | \$ (11,630) | \$ (17,951) |
| Adjustments to reconcile net profit (loss) to net cash provided by (used in) operating activities: | | |
| Unrealized loss (gain) on foreign currency | (12) | (886) |
| Provision for (benefit from) account receivable allowances | 211 | 140 |
| Depreciation and amortization | 882 | 900 |
| Amortization of capitalized internal-use software costs | 383 | 383 |
| Amortization of deferred contract costs | 2,707 | 2,047 |
| Share-based compensation expense | 15,522 | 16,356 |
| Non-cash right-of-use asset changes | 1,130 | 1,111 |
| Changes in accrued interest | (373) | (361) |
| Ordinary share warrants issued to a customer | 383 | 384 |
| Other | 86 | 37 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | 12,869 | 8,765 |
| Deferred contract acquisition costs | (1,585) | (1,583) |
| Prepaid expenses and other assets | (894) | 691 |
| Accounts payable | (332) | 334 |
| Accrued compensation and benefits | (1,561) | (3,494) |
| Guarantee obligations | (3,556) | (2,430) |
| Provision for chargebacks, net | (2,357) | (5,047) |
| Operating lease liabilities | (1,175) | (620) |
| Accrued expenses and other liabilities | (37) | 1,453 |
| Net cash provided by (used in) operating activities | 10,661 | 229 |
| Cash flows from investing activities: | | |
| Purchases of short-term deposits | — | (50,000) |
| Maturities of short-term deposits | — | 129,000 |
| Purchases of property and equipment | (178) | (187) |
| Net cash provided by (used in) investing activities | (178) | 78,813 |
| Cash flows from financing activities: | | |
| Proceeds from exercise of share options | 1,030 | 1,206 |
| Purchases of treasury shares | (30,429) | — |
| Net cash provided by (used in) financing activities | (29,399) | 1,206 |
| Effects of exchange rates on cash, cash equivalents, and restricted cash | (388) | 216 |
| Net increase (decrease) in cash, cash equivalents, and restricted cash | (19,304) | 80,464 |
| Cash, cash equivalents, and restricted cash—beginning of period | 440,838 | 191,017 |
| Cash, cash equivalents, and restricted cash—end of period | \$ 421,534 | \$ 271,481 |

Reconciliation of GAAP to Non-GAAP Measures

The following tables reconcile non-GAAP measures to the most directly comparable GAAP measure and are presented in thousands except for share and per share amounts.

| | Three Months Ended March 31, | |
|---|------------------------------|-------------------|
| | 2024 | 2023 |
| | | (unaudited) |
| Net profit (loss) | \$ (11,630) | \$ (17,951) |
| Provision for (benefit from) income taxes | 1,298 | 1,154 |
| Interest (income) expense, net | (5,741) | (5,447) |
| Other (income) expense, net | 160 | (745) |
| Depreciation and amortization | 1,265 | 1,283 |
| Share-based compensation expense | 15,522 | 16,356 |
| Payroll taxes related to share-based compensation | 201 | 148 |
| Litigation-related expenses | — | 33 |
| Restructuring costs | 1,676 | — |
| Adjusted EBITDA | <u>\$ 2,751</u> | <u>\$ (5,169)</u> |
| Net profit (loss) margin | (15)% | (26)% |
| Adjusted EBITDA Margin | 4 % | (8)% |
| | Three Months Ended March 31, | |
| | 2024 | 2023 |
| | | (unaudited) |
| GAAP gross profit | \$ 42,120 | \$ 35,841 |
| Plus: depreciation and amortization | 427 | 438 |
| Plus: share-based compensation expense | 211 | 195 |
| Plus: payroll taxes related to share-based compensation | 5 | 2 |
| Plus: restructuring costs | 139 | — |
| Non-GAAP gross profit | <u>\$ 42,902</u> | <u>\$ 36,476</u> |
| Gross profit margin | 55 % | 52 % |
| Non-GAAP gross profit margin | 56 % | 53 % |

| | Three Months Ended March 31, | |
|---|------------------------------|-------------------------|
| | 2024 | 2023 |
| | (unaudited) | |
| GAAP cost of revenue | \$ 34,288 | \$ 33,066 |
| Less: depreciation and amortization | 427 | 438 |
| Less: share-based compensation expense | 211 | 195 |
| Less: payroll taxes related to share-based compensation | 5 | 2 |
| Less: restructuring costs | 139 | — |
| Non-GAAP cost of revenue | <u><u>\$ 33,506</u></u> | <u><u>\$ 32,431</u></u> |
| GAAP research and development | \$ 17,772 | \$ 18,794 |
| Less: depreciation and amortization | 387 | 393 |
| Less: share-based compensation expense | 3,422 | 3,434 |
| Less: payroll taxes related to share-based compensation | 1 | — |
| Less: restructuring costs | 555 | — |
| Non-GAAP research and development | <u><u>\$ 13,407</u></u> | <u><u>\$ 14,967</u></u> |
| GAAP sales and marketing | \$ 23,214 | \$ 22,123 |
| Less: depreciation and amortization | 251 | 257 |
| Less: share-based compensation expense | 4,939 | 4,897 |
| Less: payroll taxes related to share-based compensation | 106 | 69 |
| Less: restructuring costs | 529 | — |
| Non-GAAP sales and marketing | <u><u>\$ 17,389</u></u> | <u><u>\$ 16,900</u></u> |
| GAAP general and administrative | \$ 17,047 | \$ 17,913 |
| Less: depreciation and amortization | 200 | 195 |
| Less: share-based compensation expense | 6,950 | 7,830 |
| Less: payroll taxes related to share-based compensation | 89 | 77 |
| Less: litigation-related expenses | — | 33 |
| Less: restructuring costs | 453 | — |
| Non-GAAP general and administrative | <u><u>\$ 9,355</u></u> | <u><u>\$ 9,778</u></u> |
| | Three Months Ended March 31, | |
| | 2024 | 2023 |
| | (unaudited) | |
| Net cash provided by (used in) operating activities | \$ 10,661 | \$ 229 |
| Purchases of property and equipment | (178) | (187) |
| Free Cash Flow | <u><u>\$ 10,483</u></u> | <u><u>\$ 42</u></u> |

| | Three Months Ended March 31, | |
|---|-------------------------------------|--------------------|
| | 2024 | 2023 |
| | (unaudited) | |
| Net profit (loss) | \$ (11,630) | \$ (17,951) |
| Depreciation and amortization | 1,265 | 1,283 |
| Share-based compensation expense | 15,522 | 16,356 |
| Payroll taxes related to share-based compensation | 201 | 148 |
| Litigation related expenses | — | 33 |
| Restructuring costs | 1,676 | — |
| Non-GAAP net profit (loss) | <u>\$ 7,034</u> | <u>\$ (131)</u> |
| Weighted-average shares used in computing net profit (loss) and non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, basic | 177,060,316 | 172,844,115 |
| Add: Dilutive Class A and B ordinary share equivalents | <u>5,449,794</u> | <u>—</u> |
| Weighted-average shares used in computing non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted | <u>182,510,110</u> | <u>172,844,115</u> |
| Net profit (loss) per share attributable to Class A and B ordinary shareholders, basic and diluted | <u>\$ (0.07)</u> | <u>\$ (0.10)</u> |
| Non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, basic | <u>\$ 0.04</u> | <u>\$ (0.00)</u> |
| Non-GAAP net profit (loss) per share attributable to Class A and B ordinary shareholders, diluted | <u>\$ 0.04</u> | <u>\$ (0.00)</u> |