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December 31, 2023 ASSETS: Cash and cash equivalents \$ 11,422.4 \$ 46,609.4 Accounts receivable, net \$ 33,859.4 \$ 33,895.4 Prepaid expenses and other current assets \$ 6,162.4 \$ 7,864.4 Current assets of discontinued operations \$ 113,972.4 \$ 97,446.4 Total current assets \$ 165,415.4 \$ 185,814.4 Property, equipment and improvements, net \$ 9,864.4 \$ 8,079.4 Intangible assets, net \$ 65,488.4 \$ 83,423.4 Goodwill \$ 53,110.4 \$ 53,529.4 Long-term restricted cash \$ 936.4 \$ 867.4 Other assets \$ 7,022.4 \$ 9,164.4 Non-current assets of discontinued operations \$ 34,590.4 \$ 37,982.4 Total assets \$ 336,425.4 \$ 378,858.4 LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT): Accounts payable \$ 9,356.4 \$ 16,620.4 Deferred revenue \$ 12,836.4 \$ 12,813.4 Term Loan, current portion (Note 4) \$ 38,262.4 \$ 5,813.4 Accrued purchase consideration, current \$ 983.4 \$ 1,000.4 Accrued media payments \$ 2,906.4 \$ 2,220.4 Client advances \$ 17.4 \$ 17.4 Other accrued liabilities \$ 26,387.4 \$ 26,493.4 Current liabilities of discontinued operations \$ 158,540.4 \$ 126,893.4 Total current liabilities \$ 249,287.4 \$ 191,869.4 Convertible Notes, non-current \$ 89,990.4 \$ 89,572.4 Term Loan, non-current (Note 4) \$ 12,906.4 \$ 45,012.4 Accrued purchase consideration, non-current \$ 750.4 \$ 633.4 Other non-current liabilities \$ 8,653.4 \$ 13,625.4 Total liabilities \$ 361,586.4 \$ 340,711.4 Commitments and contingencies (Note 9) \$ - \$ - Stockholders' equity (deficit) \$ - \$ - Common stock, par value \$0.0014 per share; 75,000,000 shares authorized; 38,209,430 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively \$ 39.4 \$ 38.4 Additional paid-in capital \$ 473,871.4 \$ 468,015.4 Accumulated deficit \$ (499,071.4) \$ (429,896.4) Accumulated other comprehensive loss \$ - \$ - Total stockholders' equity (deficit) \$ (1.4) \$ 38,147.4 Total liabilities and stockholders' equity (deficit) \$ 336,425.4 \$ 378,858.4

The accompanying notes are an integral part of these condensed consolidated financial statements. 3 VERITONE, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS (in thousands, except per share and share data) (Unaudited) For the Three Months Ended September 30, For the Nine Months Ended September 30, For the 2024 For the 2023

2024 2023 Revenue \$ 21,993.4 \$ 27,968.4 \$ 70,204.4 \$ 72,883.4 Operating expenses: \$ - \$ - \$ - \$ - Cost of revenue \$ 6,325.4 \$ 7,026.4 \$ 19,614.4 \$ 21,381.4 Sales and marketing \$ 10,186.4 \$ 10,199.4 \$ 31,230.4 \$ 32,895.4 Research and development \$ 7,528.4 \$ 10,410.4 \$ 23,388.4 \$ 32,456.4 General and administrative \$ 14,421.4 \$ 18,264.4 \$ 45,133.4 \$ 48,837.4 Amortization \$ 6,025.4 \$ 6,454.4 \$ 18,006.4 \$ 17,087.4 Total operating expenses \$ 44,485.4 \$ 53,151.4 \$ 137,371.4 \$ 152,656.4 Loss from operations \$ (22,492.4) \$ (25,183.4) \$ (67,167.4) \$ (79,773.4) Other income (expense), net \$ (2,594.4) \$ (2,552.4) \$ (8,618.4) \$ 1,088.4 Loss from continuing operations before provision for income taxes \$ (25,086.4) \$ (27,735.4) \$ (75,785.4) \$ (78,685.4) (Benefit from) provision for income taxes \$ (2,575.4) \$ (1,003.4) \$ (3,713.4) \$ (2,673.4) Net loss from continuing operations \$ (22,511.4) \$ (26,732.4) \$ (72,072.4) \$ (76,012.4) Net income from discontinued operations \$ 765.4 \$ 2,191.4 \$ 2,897.4 \$ 5,212.4 Net loss \$ (21,746.4) \$ (24,541.4) \$ (69,175.4) \$ (70,800.4) Net (loss) income per share: \$ - \$ - \$ - \$ - Basic and diluted net loss from continuing operations \$ (0.59) \$ (0.72) \$ (1.91) \$ (2.06) Basic and diluted net income from discontinued operations \$ 0.02 \$ 0.06 \$ 0.08 \$ 0.14 Basic and diluted net loss \$ (0.57) \$ (0.66) \$ (1.83) \$ (1.92) Weighted average shares outstanding: \$ - \$ - \$ - \$ - Basic and diluted \$ 38,086,765.4 \$ 36,991,650.4 \$ 37,752,562.4 \$ 36,810,878.4 Comprehensive loss: \$ (21,746.4) \$ (24,541.4) \$ (69,175.4) \$ (70,800.4) Foreign currency translation gain (loss), net of income taxes \$ 11.4 \$ 1,749.4 \$ 10.4 \$ (14.4) Total comprehensive loss \$ (21,735.4) \$ (22,792.4) \$ (69,165.4) \$ (70,814.4) The accompanying notes are an integral part of these condensed consolidated financial statements. 4 VERITONE, INC. CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (in thousands, except share amounts) (Unaudited) For the Three Months Ended September 30, 2024 For the Nine Months Ended September 30, 2024 For the 2024 For the 2023

2024 2023 Additional \$ - \$ - Other \$ - \$ - Common Stock \$ - \$ - Paid-in \$ - \$ - Accumulated \$ - \$ - Comprehensive \$ - \$ - Shares \$ - \$ - Amount \$ - \$ - Capital \$ - \$ - Deficit \$ - \$ - Income (Loss) \$ - \$ - Total \$ - \$ - Balance as of June 30, 2024 \$ 37,964,361.4 \$ 39.4 \$ 471,603.4 \$ (477,325.4) \$ (11.4) \$ (5,694.4) Common stock issued under employee stock plans \$ 305,202.4 \$ 198.4 \$ 803.4 \$ - \$ - \$ - Common stock withheld for employee taxes and other \$ (60,133.4) \$ (198.4) \$ (2,174.4) \$ (2,174.4) \$ (198.4) \$ - Stock-based compensation expense \$ 2,268.4 \$ 2,268.4 \$ 6,227.4 \$ 6,227.4 \$ 10.4 \$ 10.4 Net loss \$ (21,746.4) \$ (24,541.4) \$ (69,175.4) \$ (70,800.4) Other comprehensive gain (loss) \$ 11.4 \$ 1,749.4 \$ 10.4 \$ (14.4) Balance as of September 30, 2024 \$ 38,209,430.4 \$ 39.4 \$ 473,871.4 \$ (499,071.4) \$ (1.4) \$ -

For the Nine Months Ended September 30, 2024 \$ 38,209,430.4 \$ 39.4 \$ 473,871.4 \$ (499,071.4) \$ (1.4) \$ -

For the 2024 \$ 38,209,430.4 \$ 39.4 \$ 473,871.4 \$ (499,071.4) \$ (1.4) \$ -

For the 2023 \$ 38,209,430.4 \$ 39.4 \$ 473,871.4 \$ (499,071.4) \$ (1.4) \$ -

Additional \$ - \$ - Other \$ - \$ - Common Stock \$ - \$ - Paid-in \$ - \$ - Accumulated \$ - \$ - Comprehensive \$ - \$ - Shares \$ - \$ - Amount \$ - \$ - Capital \$ - \$ - Deficit \$ - \$ - Income (Loss) \$ - \$ - Total \$ - \$ - Balance as of June 30, 2023 \$ 36,889,862.4 \$ 37.4 \$ 458,385.4 \$ (417,530.4) \$ (1,839.4) \$ 39,053.4 Common stock issued under employee stock plans \$ 222,927.4 \$ 420.4 \$ 803.4 \$ - \$ - \$ - Common stock withheld for employee taxes and other \$ (30,645.4) \$ (85.4) \$ (2,174.4) \$ (2,174.4) \$ (85.4) \$ - Stock-based compensation expense \$ 2,268.4 \$ 2,268.4 \$ 6,227.4 \$ 6,227.4 \$ 10.4 \$ 10.4 Net loss \$ (21,746.4) \$ (24,541.4) \$ (69,175.4) \$ (70,800.4) Other comprehensive gain (loss) \$ 11.4 \$ 1,749.4 \$ 10.4 \$ (14.4) Balance as of September 30, 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

For the Nine Months Ended September 30, 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

For the 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

Additional \$ - \$ - Other \$ - \$ - Common Stock \$ - \$ - Paid-in \$ - \$ - Accumulated \$ - \$ - Comprehensive \$ - \$ - Shares \$ - \$ - Amount \$ - \$ - Capital \$ - \$ - Deficit \$ - \$ - Income (Loss) \$ - \$ - Total \$ - \$ - Balance as of December 31, 2022 \$ 36,321,222.4 \$ 36.4 \$ 451,162.4 \$ (371,271.4) \$ (76.4) \$ 79,851.4 Common stock issued under employee stock plans \$ 816,690.4 \$ 1.4 \$ 1,063.4 \$ - \$ - \$ - Common stock withheld for employee taxes and other \$ (191,568.4) \$ (1,088.4) \$ (2,174.4) \$ (2,174.4) \$ (1,088.4) \$ - Common stock issued as part of contingent consideration \$ 135,800.4 \$ 8,935.4 \$ 8,935.4 \$ - \$ - \$ - Stock-based compensation expense \$ 2,268.4 \$ 2,268.4 \$ 6,227.4 \$ 6,227.4 \$ 10.4 \$ 10.4 Net loss \$ (21,746.4) \$ (24,541.4) \$ (69,175.4) \$ (70,800.4) Other comprehensive gain (loss) \$ 11.4 \$ 1,749.4 \$ 10.4 \$ (14.4) Balance as of September 30, 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

For the Nine Months Ended September 30, 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

For the 2023 \$ 37,082,144.4 \$ 37.4 \$ 460,827.4 \$ (442,071.4) \$ (90.4) \$ 18,703.4

Additional \$ - \$ - Other \$ - \$ - Common Stock \$ - \$ - Paid-in \$ - \$ - Accumulated \$ - \$ - Comprehensive \$ - \$ - Shares \$ - \$ - Amount \$ - \$ - Capital \$ - \$ - Deficit \$ - \$ - Income (Loss) \$ - \$ - Total \$ - \$ - Balance as of December 31, 2022 \$ 36,321,222.4 \$ 36.4 \$ 451,162.4 \$ (371,271.4) \$ (76.4) \$ 79,851.4 Common stock issued under employee stock plans \$ 816,690.4 \$ 1.4 \$ 1,063.

cash held in escrow and the Earnout is up to \$24,650. With respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date. The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026. While management believes a large portion of this potential future consideration will be earned and paid back to the Company over the next two years, both the escrowed amounts and Earnout are subject to future negotiation and financial performance of Veritone One, a portion of which the Company will have no direct control over. As a result, there is no guarantee that any of the deferred consideration will be earned and or paid back to the Company. Given the Company’s forecast over the next twelve months, the Company will require additional liquidity to continue its operations over the next twelve months. In the near term, and to meet its obligations as they come due, the Company is evaluating additional strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from the Company’s past acquisitions. The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business, including having sufficient liquidity in the future to meet, amongst other things, its covenants under the Term Loan Credit Agreement (as defined in Note 4). The Company may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of its deferred purchase consideration, meeting its minimum liquidity threshold under its Credit Agreement or growing its revenue base. If the Company becomes unable to continue as a going concern, it may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on its condensed consolidated financial statements. These actions may cause the Company’s stockholders to lose all or part of their investment in the Company’s common stock. The condensed consolidated financial statements do not include any adjustments that might result from the Company being unable to continue as a going concern. If the Company cannot continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities and the reported amounts of income and expenses could be required and could be material. A Use of Accounting Estimates The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the accompanying condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The principal estimates relate to the accounting recognition and presentation of revenue, allowance for credit losses, purchase 9 A accounting, impairment of goodwill and long-lived assets, the valuation of senior secured debt, the valuation of non-cash consideration received in barter transactions and the evaluation of its realizability, the valuation of certain assets, liabilities and costs allocated to discontinued operations, the valuation of stock awards and stock warrants and income taxes, where applicable. There has been uncertainty and disruption in the global economy and financial markets due to a number of factors including the wars in Ukraine and Israel, the global inflationary environment and high interest rates. The war in Israel has also adversely impacted the Company’s business operations because the Company has an office and personnel based in Herzliya, Israel. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q. These estimates and assumptions may change as new events occur and additional information is obtained. As a result, actual results could differ materially from these estimates and assumptions. A Significant Customers During the three and nine months ended September 30, 2024, in each case, no individual customer accounted for more than 10% of the Company’s revenue. No individual customer accounted for 10% or more of the Company’s revenue during the three months ended September 30, 2023 and one individual customer accounted for 10% or more of the Company’s revenue for the nine months ended September 30, 2023. As of September 30, 2024 and December 31, 2023, in each case, no individual customer accounted for 10% or more of the Company’s accounts receivable. A Contract Balances Contract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria. The Company recognized \$10,780 of revenue during the nine months ended September 30, 2024 that was included in the deferred revenue balance as of December 31, 2023. A Remaining Performance Obligations As of September 30, 2024, the aggregate amount of the transaction prices under the Company’s contracts allocated to the Company’s remaining performance obligations was \$36,488, approximately 55% of which the Company expects to recognize as revenue over the next twelve months, and the remainder thereafter to be recognized over the next five years. This aggregate amount excludes amounts allocated to remaining performance obligations under contracts that have an original duration of one year or less and variable consideration that is allocated to remaining performance obligations. Excluded based on this policy are balances related to Veritone Hire solutions representing gross purchase orders to be satisfied in less than one year. Revenues will be recognized net of costs to fulfill these orders. A Segment Information The Company operates as one reportable segment. The Company reports segment information based on the internal reporting used by the chief operating decision maker for making decisions and assessing performance as the source of the Company’s reportable segment. A Seasonality The Company experiences seasonal fluctuations in its revenue and operating performance as a result of the utilization of its platform and associated revenues from its Software Products & Services. In particular, certain Commercial Enterprise solutions, including Veritone Hire revenues, have historically been higher in the second half of each fiscal year, consistent with the hiring and spending cycles of the Company’s larger customers. The Company also experiences seasonality as a result of factors such as the timing of large projects, the length and complexity of sales cycles, trends impacting the Company’s target vertical markets and the Company’s revenue recognition policies and any changes to those policies. Within a given quarter, a higher proportion of the Company’s agreements are signed toward the end of such quarter. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance. Discontinued Operations During the third quarter of 2024, the Company determined that Veritone One (as defined above in Note 1) met the criteria to be classified as held for sale and discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details. Significant Accounting Policies There have been no material changes in the Company’s significant accounting policies from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023. 10 A Recently Adopted Accounting Pronouncements In September 2016, the FASB issued ASU No. 2016-13, Financial Instruments æ Credit Losses (Topic 326) which requires measurement and recognition of expected credit losses for financial assets held. This standard was effective for the Company beginning in the first quarter of fiscal year 2023. The Company adopted this guidance on January 1, 2023 and the impact of the adoption was not material to our condensed consolidated financial statements as credit losses are not expected to be significant based on historical collection trends, the financial condition of payment partners, and external market factors. In October 2021, the FASB issued ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC Topic 606, Revenue from Contracts with Customers, in order to align the recognition of a contract liability with the definition of a performance obligation. The Company adopted this guidance on January 1, 2023. The adoption of this guidance did not have a material impact on the Company’s condensed consolidated financial statements. A NOTE 3. DISCONTINUED OPERATIONS, BUSINESS COMBINATIONS AND DIVESTITURE A Discontinued Operations On August 8, 2024, the Company announced it was undertaking a formal process and had committed to a plan to sell Veritone One (defined in Note 1), which was signed and closed on the Divestiture Closing Date. Veritone One operated the Company’s full-service advertising agency business and its disposal represents a strategic shift that would have a major impact on the Company’s operations and financial results, as it enables the Company to focus on its core software and applications and reduce its dependency on advertising related services. As a result, Veritone One met both the held for sale and discontinued operations presentation criteria and comprised operations and cash flows that could be distinguished, operationally and for financial reporting purposes, from the rest of the Company. See Note 13 on Subsequent Events for further details on the Divestiture and certain related transactions. In connection with the Divestiture, the Company and the Purchaser entered into a transition services agreement. The transition services agreement outlines the information technology, people, and facility support the Company expects to provide to the Purchaser for a period of six months after the Divestiture Closing Date with options to be extended. The total service fee amount for each service will not exceed the actual costs to provide such service. Veritone One’s results of operations for the three and nine months ended September 30, 2024, and 2023 and its balances as of September 30, 2024 and December 31, 2023, are disclosed as discontinued operations and excluded from continuing operations within the Company’s condensed consolidated financial statements and notes thereto, with the resulting gain or loss from the sale to be accounted for during the reporting period in which the Divestiture was closed (see Note 13). Since the Company operates as one reporting unit, the Company allocated goodwill to discontinued operations on a relative fair value basis in comparison to the value of the overall company (see Note 7). 11 A The carrying amounts of the major classes of assets and liabilities of the Company’s discontinued operations as of September 30, 2024 and December 31, 2023 were as follows (unaudited): A As of A September 30, 2024 A December 31, 2023 A Assets of discontinued operations A A A Cash and cash equivalents A \$ 34,496 A A \$ 32,830 A Accounts receivable, net A \$ 34,167 A A \$ 38,415 A Expenditures billable to clients A \$ 37,158 A A \$ 19,608 A Prepaid expenses and other current assets A \$ 8,151 A A \$ 6,593 A Total current assets A \$ 113,972 A A \$ 97,446 A Property, equipment and improvements, net A \$ 533 A A \$ 577 A Goodwill A \$ 26,718 A A \$ 26,718 A Other assets A \$ 7,339 A A \$ 10,687 A Total assets A \$ 148,562 A A \$ 135,428 A Liabilities of discontinued operations A A A Accounts payable A \$ 15,321 A A \$ 16,272 A Accrued media payments A \$ 107,149 A A \$ 94,584 A Client advances A \$ 34,937 A A \$ 15,240 A Other accrued liabilities A \$ 1,133 A A \$ 797 A Total current liabilities A \$ 158,540 A A \$ 126,893 A Total liabilities A \$ 158,540 A A \$ 126,893 A Net assets (liabilities) A \$ (9,978) A \$ 8,535 A Intercompany Balances As of September 30, 2024, the Company had an intercompany balance due to the Divestiture of \$29,105, which was eliminated in consolidation as the amount was settled and disposed of in full at the closing of the Divestiture. At the closing, the total amount of intercompany settlement was \$20,297, which was netted against the purchase consideration received. Due to the nature of transactions between Veritone One and our representation services, certain intercompany transactions that are planned to continue and were not settled at the closing date were reinstated in the corresponding financial periods, including certain accounts receivable from continuing operations and accrued media from discontinued operations, which were collectively \$2,588 at September 30, 2024 and \$3,239 at December 31, 2023. The operating results of the Company’s discontinued operations for the three and nine months ended September 30, 2024 and 2023 are as follows (unaudited): A Three Months Ended September 30, A Nine Months Ended September 30, A A 2024 A 2023 A A 2024 A 2023 A Revenue A \$ 8,615 A A \$ 7,165 A A \$ 23,032 A A \$ 20,480 A Operating expenses: A A A A A A Cost of revenue A \$ 342 A A \$ 161 A A \$ 679 A A \$ 380 A Sales and marketing A \$ 1,744 A A \$ 1,895 A A \$ 5,178 A A \$ 5,811 A Research and development A \$ 32 A A A \$ 32 A A A \$ 32 A A A \$ 32 A A General and administrative A \$ 4,008 A A \$ 2,818 A A \$ 9,481 A A \$ 8,667 A Amortization A A A A A \$ 170 A A A \$ 680 A Total operating expenses A \$ 6,126 A A \$ 5,044 A A \$ 15,370 A A \$ 15,538 A Income from operations A \$ 2,489 A A \$ 2,121 A A \$ 7,662 A A \$ 4,942 A Other (expense) income, net A \$ (1,698) A A \$ 96 A A \$ (4,689) A A \$ 321 A Income from discontinued operations before provision for income taxes A \$ 791 A A \$ 2,217 A A \$ 2,973 A A \$ 5,263 A Provision for income taxes A \$ 26 A A \$ 26 A A \$ 76 A A \$ 51 A Net income from discontinued operations A \$ 765 A A \$ 2,191 A A \$ 2,897 A A \$ 5,212 A A 12 A The significant operating and investing cash and noncash items of the discontinued operations included in the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 were as follows (unaudited): A Nine Months Ended September 30, A A 2024 A 2023 A Net cash flows provided by (used in) operating activities A \$ 1,868 A A \$ (28,614) Net cash flows used in investing activities A \$ (202) A A \$ (330) Net cash flows used in financing activities A A A A A Depreciation and amortization allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$245 and \$837, respectively. Interest expense (income), net allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$4,689 and (\$321), respectively. Stock based compensation expense from discontinued operations was \$237 and \$443 for the nine months ended September 30, 2024 and 2023, respectively. A Broadbean Acquisition On June 13, 2023, the Company acquired Broadbean (as defined below), a global leader of talent acquisition software-as-a-service technology, pursuant to a securities and asset purchase agreement whereby the Company acquired (i) 100% of the issued and outstanding share capital of (a) Broadbean Technology Pty Ltd, (b) Broadbean Technology Limited, (c) Broadbean, Inc., and (d) CareerBuilder France S.A.R.L., and (ii) certain assets and liabilities related thereto (the foregoing clauses (i) and (ii) together, æBroadbeanæ). The acquisition is intended to strengthen Veritone’s AI-driven human resources product suite, building on the Company’s previous acquisition of PandoLogic. The total purchase consideration was \$53,301 (the æBroadbean Acquisition Considerationæ), which consisted of cash payments of \$53,301 at closing. During the year ended December 31, 2023, the Company incurred \$4,214 in acquisition-related expenses. The following table summarizes the fair value of the Broadbean Acquisition Consideration: A Broadbean Acquisition Consideration A Amount A Cash consideration at closing A \$ 53,301 A A The allocation of the Broadbean Acquisition Consideration to tangible and intangible assets acquired and liabilities assumed is based on estimated fair values and is as follows: A Allocation of Broadbean Acquisition Consideration** A Amount A Cash and cash equivalents A \$ 3,033 A Accounts receivable, net A \$ 7,817 A Prepaid expenses and other current assets A \$ 1,007 A Property, equipment and improvements, net A \$ 343 A Intangible assets A \$ 27,500 A Other assets A \$ 3,486 A Total assets acquired A \$ 43,186 A Accounts payable A \$ 1,107 A Deferred revenue A \$ 10,029 A Other accrued liabilities A \$ 5,054 A Other non-current liabilities A \$ 6,618 A Total liabilities assumed A \$ 22,808 A Identifiable net assets acquired A \$ 20,378 A Goodwill A \$ 32,923 A Total purchase consideration A \$ 53,301 A **The excess of the total consideration over the tangible assets, identifiable intangible assets, and assumed liabilities is recorded as goodwill. Goodwill is primarily attributable to opportunities to cross-sell into our Commercial Enterprise customer base and to the assembled workforce. Tax deductible goodwill generated from the acquisition is \$3,728. Identifiable Intangible Assets 13 A The identifiable intangible assets acquired consisted of the customer relationships and developed technology with estimated useful lives of four to five years. The Company amortizes the fair value of these intangible assets on a straight-line basis over their respective useful lives. Developed technology relates to Broadbean’s internally developed software. The Company valued the developed technology using the relief-from-royalty method under the income approach. This method is based on the application of a royalty rate to forecasted revenue that is expected to be generated by the existing developed technology. The economic useful life was determined based on the technology cycle related to the developed technology, as well as the timing of cash flows over the forecast period. Customer relationships relate to the sales of products and services to Broadbean’s existing customer base. The Company valued the customer relationships using the multi-period excess earnings method under the income approach. This method reflects the present value of the projected cash flows that are expected to be generated by the existing customer relationships less charges representing the contribution of other assets to those cash flows. The economic useful life was determined based on historical customer turnover rates, as well as the timing of cash flows over the forecast period. The valuation of the intangible assets acquired, along with their estimated useful lives, is as follows: A A Estimated Fair Value A A Estimated Useful Lives (in years) Customer relationships A \$ 17,200 A A 5 Developed technology A \$ 10,300 A A 4 Total intangible assets A \$ 27,500 A A A Taxes In connection with the acquisition of Broadbean, a net deferred tax liability of \$3,741 was established primarily relating to non-goodwill intangible assets and recorded within other non-current liabilities on the Company’s condensed consolidated balance sheets. The amount of tax-deductible goodwill as of the purchase date is \$3,728. A Unaudited Pro Forma Results The unaudited pro forma financial information in the table below summarizes the combined results of operations for the Company and Broadbean as if the companies were combined for the three and nine months ended September 30, 2024 and 2023. The unaudited pro forma financial information for all periods presented included the business combination accounting effects resulting from this acquisition, including adjustments to reflect recognition of intangible asset amortization. The unaudited pro forma financial information as presented below is for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of January 1, 2023 or the results that may occur in the future. The unaudited pro forma financial information is as follows: A Three Months Ended September 30, A A Nine Months Ended September 30, A A 2024 A 2023 A A 2024 A 2023 A Net revenue A \$ 21,993 A A \$ 27,968 A A \$ 70,204 A A \$ 87,946 A Loss from continuing operations before provision for income taxes A \$ (25,086) A A (27,735) A A (75,785) A A (77,149) Net loss A \$ (22,511) A A (26,732) A A (72,072) A A (73,855) A Energy Group Sale On June 30, 2023, the Company completed the sale of its energy group (the æEnergy Saleæ) to GridBeyond Limited, an Ireland-based privately held company (æGridBeyondæ) that delivers AI-powered energy solutions, pursuant to an asset purchase agreement. The Company received 4,160,644 shares of Series B Preference Shares in GridBeyond valued at approximately \$2,021 as of

2023, as well as \$549 to be paid in cash to the Energy Sale resulted in a pre-tax gain of \$2,571 in the second quarter of 2023. The energy group did not meet the criteria of discontinued operations because the disposal does not have a major effect on the Company's operations and financial results. In April 2024, the Company sold its interest in GridBeyond for \$1,800 in cash, resulting in a loss on sale of \$172 and a foreign exchange loss of \$49, recorded in other income (expense), net. NOTE 4. DEBTA Senior Secured Term Loan On December 13, 2023 (the "Term Loan Closing Date"), the Company and certain of its subsidiaries, as guarantors, entered into a Credit and Guaranty Agreement (the "Credit Agreement") with certain funds managed by Highbridge Capital Management, LLC and with certain other lenders (collectively, the "Lenders") and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent. The Credit Agreement provides for a \$77,500 senior secured term loan (the "Term Loan"), which was fully drawn by the Company on the Term Loan Closing Date. On the Term Loan Closing Date, the Company used \$37,500 of the Term Loan proceeds to repurchase \$50,000 principal amount of its Convertible Notes (as defined below). As a result of the collective transactions at the Term Loan Closing Date, the Company recorded the Term Loan at fair value and recognized a one-time gain of \$30,000 on the extinguishment of convertible debt. The initial discount on the Term Loan of \$23,807 along with the capitalized issuance costs of \$3,120 each will be amortized to interest expense over the term of the loan using the effective interest method. During the three and nine months ended September 30, 2024, \$1,465 and \$4,217, respectively, was recognized as the amortization of initial discounts and issuance costs. The Company is the borrower under the Credit Agreement and all indebtedness outstanding under the Credit Agreement is guaranteed by each of the Company's direct and indirect material subsidiaries (the Company and the guarantors, collectively, the "Credit Parties"). Pursuant to a Pledge and Security Agreement, dated December 13, 2023 (the "Pledge and Security Agreement"), the Term Loan is secured by a first-priority security interest in and lien on substantially all tangible and intangible property of the Credit Parties and a pledge of equity interests held by the Credit Parties. The Credit Agreement has certain customary default provisions, representations and warranties and affirmative and negative covenants, including a covenant to maintain unrestricted cash and cash equivalents of at least \$15,000 at all times. The Company was in compliance with the financial covenants at September 30, 2024. The Term Loan accrues interest at a rate of Term SOFR plus 8.50% per annum, with a 3.00% floor for Term SOFR, payable quarterly. A default interest rate of an additional 3.00% per annum applies on all outstanding obligations after the occurrence and during the continuance of an event of default. The Credit Agreement has a term of four years from the Term Loan Closing Date, with a scheduled maturity date of December 13, 2027, and requires quarterly amortization payments of 2.50% of the principal amount, commencing in June 2024, with the outstanding balance of the Term Loan payable on the scheduled maturity date. The Credit Agreement requires mandatory prepayments from the net cash proceeds received by the Credit Parties for among other things (i) certain asset sales, but only to the extent net cash proceeds therefrom exceed \$10,000 in the aggregate, and (ii) insurance recoveries on loss of property that are not otherwise reinvested in other assets of the Credit Parties at a 10% prepayment premium. The Credit Agreement also requires prepayment of the Term Loan in full if \$30,000 or more of aggregate principal amount of the Convertible Notes are outstanding on August 14, 2026. The Company may elect to prepay the Term Loan, in whole or in part, in cash, subject to a make-whole premium during the first year of the Term Loan, a 14.0% prepayment premium during the second year of the Term Loan, and a 7.0% premium during the third year of the Term Loan. The Term Loan is not repayable with the Company's common stock, \$0.001 per share (the "Common Stock") as was initially set forth in the Commitment Letter dated November 7, 2023, by and among the Company, certain funds managed by Highbridge Capital Management, LLC and certain other lenders. On the Term Loan Closing Date, the Company issued warrants (the "Warrants") to the Lenders (in such capacity, the "Warrant Holders") to purchase up to 3,008,540 shares of the Company's Common Stock at an exercise price of \$2.576 per share with a termination date of December 12, 2028. Refer to Note 6 for further details about the Warrants. For the three and nine months ended September 30, 2024, interest expense related to the Term Loan, including amortization of initial discounts and issuance costs, was \$2,443 and \$7,402, respectively. The effective annual interest rate was approximately 31.3%. Interest expense was allocated to discontinued operations based on certain key elements of the underlying debt arrangement and transaction structure. Interest on debt that is required to be repaid as a result of a disposal is allocated to discontinued operations, as is the case under the Credit Agreement. As a result, the Company allocated interest expense and amortization of discounts and issuance costs relating to repayment of the Term Loan, as required by the Divestiture, to discontinued operations. For the three and nine months ended September 30, 2024, the Company allocated \$1,698 and \$4,931, respectively, of interest expense, including amortization of initial discounts and issuance costs, to discontinued operations as a result of the Divestiture. The scheduled principal payments on the Term Loan as of September 30, 2024 are as follows: A Remainder of 2024 A \$ 1,938 A 2025 A \$ 7,750 A 2026 A \$ 7,750 A 2027 A \$ 56,188 A Total A \$ 73,626 A In October 2024, and in conjunction with the Divestiture, the Company used net proceeds from the sale to pay down \$30,512 in principal and \$3,303 in prepayment premiums and accrued interest on the Term Loan. Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 million of 15 A debt paid down through the Divestiture as Term Loan, current portion on the September 30, 2024 balance sheet. As of the Repayment Date, after giving effect to the Term Loan Repayment, \$43,114 aggregate principal amount remained outstanding under the Term Loan and the Company had approximately \$27,289 of cash and cash equivalents (see Note 13). Convertible Notes In November 2021, the Company issued, at par value, \$201,250 aggregate principal amount of 1.75% convertible senior notes due 2026 (the "Convertible Notes"). The issuance included the full exercise of an option granted by the Company to the initial purchasers of the Convertible Notes to purchase an additional \$26,250 aggregate principal amount of Convertible Notes. The Convertible Notes were issued pursuant to and are subject to the terms and conditions of an indenture, which is referred to as the Indenture, between the Company and U.S. Bank National Association, as trustee. The Convertible Notes were offered and sold in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. In December 2022, the Company repurchased \$60,000 aggregate principal amount of the Convertible Notes at approximately 65% of par (the "2022 Repurchase Transaction"). In December 2023, the Company repurchased \$50,000 aggregate principal amount of the Convertible Notes at approximately 75% of par (the "2023 Repurchase Transaction"). The Company has \$91,250 in aggregate principal amount of the Convertible Notes outstanding as of September 30, 2024. The Convertible Notes are senior, unsecured obligations of the Company and bear interest at a rate of 1.75% per year. Interest accrues from November 19, 2021 and is payable semi-annually in arrears on May 15 and November 15 of each year, beginning on May 15, 2022. The Convertible Notes will mature on November 15, 2026, unless earlier converted, redeemed, or repurchased in accordance with the terms of the Convertible Notes. Holders of the Convertible Notes may convert all or any portion of their Convertible Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following conditions: (1) during any calendar quarter commencing after the calendar quarter ending on March 31, 2022 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per \$1,000 principal amount of Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate for the Convertible Notes on each such trading day; (3) if the Company calls such Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the applicable redemption date; or (4) upon the occurrence of specified corporate events. On or after May 15, 2026, holders may convert all or any portion of their Convertible Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date regardless of the foregoing conditions. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election. The conversion rate for the Convertible Notes initially is 27.0668 shares of the Company's common stock per \$1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately \$36.76 per share of common stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or following the Company's issuance of a notice of redemption, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such a corporate event or who elects to convert its Convertible Notes called (or deemed called) for redemption during the related redemption period, as the case may be. The Company may not redeem the Convertible Notes prior to November 20, 2024. The Company may redeem for cash all or any portion of the Convertible Notes (subject to certain limitations), at its option, on or after November 20, 2024 if the last reported sale price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Convertible Notes. If the Company undergoes a fundamental change prior to the maturity date, subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their Convertible Notes. The fundamental change repurchase price will be equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The Convertible Notes are the Company's senior unsecured obligations and rank senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the Convertible Notes; equal in right of payment with all existing and future 16 A liabilities of the Company that are not so subordinated; effectively junior to any of secured indebtedness of the Company to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) and any preferred equity of the Company's current or future subsidiaries. The net proceeds from the issuance of the Convertible Notes were approximately \$194,945, after deducting debt issuance costs. The total debt issuance costs incurred and recorded by the Company amounted to \$6,304, which were recorded as a reduction to the face amount of the Convertible Notes and are being amortized to interest expense using the effective interest method over the contractual term of the Convertible Notes. The Convertible Notes are recorded as a liability within convertible senior notes, non-current. For the three and nine months ended September 30, 2024, interest expense related to the Convertible Notes, including amortization of issuance costs, was \$543 and \$1,627, respectively. For the three and nine months ended September 30, 2023, interest expense related to the Convertible Notes, including amortization of issuance costs, was \$836 and \$2,503, respectively. The effective annual interest rate for the three and nine months ended September 30, 2024 and 2023 was approximately 2.42%. As of September 30, 2024, the if-converted value of the Convertible Notes did not exceed the outstanding principal amount. As of September 30, 2024, the total estimated fair value of the Convertible Notes was \$29,890, which was determined based on a market approach using actual bids and offers of the Convertible Notes in an over-the-counter market during the period. The Company considers these assumptions to be Level 2 inputs in accordance with the fair value hierarchy described in Note 6. Capped Calls In connection with the 2022 pricing of the Convertible Notes, with the full exercise by the initial purchasers of their option to purchase additional Convertible Notes in November 2021, the Company used approximately \$18,616 of the net proceeds from the issuance of the Convertible Notes to enter into privately negotiated capped call transactions, which are referred to as the capped calls, with various financial institutions. The capped call transactions cover, subject to anti-dilution adjustments substantially similar to those applicable to the Convertible Notes, the number of shares of the Company's common stock underlying the Convertible Notes. The capped call transactions are expected generally to reduce the potential dilution to the Company's common stock upon conversion of the Convertible Notes and/or offset some or all of any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, in the event that the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, is greater than the strike price of the capped call transactions, which initially corresponds to the conversion price of the Convertible Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Convertible Notes. If, however, the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, exceeds the cap price of the capped call transactions, there would nevertheless be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the capped call transactions. The initial cap price of the capped calls is \$48.55 per share of common stock, which represents a premium of 75% over the last reported sale price of the Company's common stock of \$27.74 per share on November 16, 2021, and is subject to certain customary adjustments under the terms of the capped calls; provided that the cap price will not be reduced to an amount less than the strike price of \$35.76 per share. The capped call transactions are separate transactions and are not part of the terms of the Convertible Notes. The capped calls met the criteria for classification as equity and, as such, are not remeasured each reporting period and are included as a reduction to additional paid-in capital within stockholders' equity. In connection with the 2022 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. As a result, the Company received \$276 in net proceeds from the proceeds of the unwinding of the capped calls. In connection with the 2023 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. The Company did not receive any proceeds from the unwinding of the capped calls in 2023. Credit Facility In August 2023, the Company entered into a three-year credit agreement with Alterna Capital Solutions, LLC (the "ACS") pursuant to which the Company might have borrowed up to \$30,000 (the "ACS Credit Facility"). Loans under the ACS Credit Facility were secured by certain domestic receivables and other assets as determined by ACS. The ACS Credit Facility bore

PandoLogic, Ltd. (“PandoLogic”), a company incorporated under the laws of the state of Israel, pursuant to an Agreement and Plan of Merger, dated as of July 21, 2021 (the “PandoLogic Merger Agreement”). The total purchase consideration for PandoLogic included up to \$65,000 in contingent consideration based on achieving certain contingent considerations tied to financial performance of PandoLogic in fiscal 2021 and 2022, which amounts were payable in a combination of cash and common stock (the “PandoLogic Contingent Consideration”). At December 31, 2023, all PandoLogic Contingent Consideration had been paid. All of the Company’s contingent consideration liabilities are categorized as Level 3 within the fair value hierarchy, except when the amount of the payout is determined to be fixed. Contingent consideration for the PandoLogic acquisition was valued at the time of acquisition using Monte Carlo simulation models. These models incorporate contractual terms and assumptions regarding financial forecasts for PandoLogic, discount rates, and volatility of forecasted revenue. The value of the Company’s contingent consideration would increase if a lower discount rate was used and would decrease if a higher discount rate was used. Similarly, a higher revenue volatility assumption would increase the value of the contingent consideration, and a lower revenue volatility assumption would decrease the value of the contingent consideration. Contingent consideration for the March 2022 Acquisition (as defined below) was valued at the time of acquisition using a simple probability of achievement model, with the probability of achievement based on management’s forecasted outcomes for 2022 and 2023 fiscal year results for the acquired entity. The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company’s management with the assistance of a third-party valuation specialist when deemed necessary. In September 2022, the Company and PandoLogic’s former owners entered into an amendment to the PandoLogic Merger Agreement. This amendment provides that the PandoLogic Contingent Consideration would be no less than \$10,825, irrespective of the actual financial performance of PandoLogic for the PandoLogic Contingent Consideration period. All of the PandoLogic Contingent Consideration was paid during the year ended December 31, 2023 in a combination of cash consideration and stock consideration, with the number of shares paid equal to that stock consideration portion of the contingent consideration amount divided by a price per share of \$20.53 in accordance with the terms of the PandoLogic Merger Agreement. On March 1, 2022, the Company acquired 100% of an influencer-based management company (the “March 2022 Acquisition”). As part of the consideration, the seller was eligible to receive up to \$4,500 in cash (the “March 2022 Acquisition Consideration”). In July 2023, the Company entered into an agreement amending the March 2022 Acquisition Consideration (the “March 2022 Acquisition Amendment”). The March 2022 Acquisition Amendment provides that the March 2022 Acquisition Consideration was reduced to \$3,500 and payment of the March 2022 Acquisition Consideration amount is now tied to employment status of the seller through December 31, 2025, irrespective of the actual financial performance of the acquired company, the remainder of which is to be paid ratably over the service period. As the amount became fixed under the March 2022 Acquisition Amendment, the Company determined that the March 2022 Acquisition Consideration amount should no longer be categorized as Level 3 within the fair value hierarchy at the time of the amendment. 19 There are no contingent consideration liabilities outstanding as of September 30, 2024. As of December 31, 2023, the Company’s contingent consideration liabilities current and non-current balances were as follows:

	Fair Value as of	Amount Paid	Fair Value as of January 1, 2023	Fair Value To Date
Level 3	\$ 3,500	\$ 0	\$ 3,500	\$ 3,500

The following table presents the reconciliation of the Company’s contingent consideration liabilities current and non-current balances as of September 30, 2024:

	Balance at September 30, 2024	Change During Period	Balance at December 31, 2023
Contingent consideration liabilities current	\$ 3,500	\$ 0	\$ 3,500
Contingent consideration liabilities non-current	\$ 0	\$ 0	\$ 0

The carrying amount of goodwill was \$53,110 as of September 30, 2024 and \$53,529 as of December 31, 2023. A Goodwill Balance at December 31, 2023 of \$53,529 Foreign currency translation A (419) Balance at September 30, 2024 A \$53,110 The Company has only one reporting unit and evaluates goodwill for impairment at the single reporting unit level. As a result, there is no goodwill assigned specifically to Veritone One and goodwill pertaining to discontinued operations is allocated based on the relative fair value of Veritone One and the remaining business. 20 As of September 30, 2024 and December 31, 2023, goodwill allocated to continuing operations was \$53,110 and \$53,529, respectively, while goodwill allocated to discontinued operations was \$26,718 in both periods. Intangible AssetsThe following table sets forth the Company’s finite-lived intangible assets resulting from business acquisitions and other purchases, which continue to be amortized:

	September 30, 2024	December 31, 2023
Weighted Average Remaining Useful Life (in years)	A 5.0	A 5.0
Gross Carrying Amount	A 3,582	A 3,582
Accumulated Amortization	A 0.0	A 0.0
Net Carrying Amount	A 3,582	A 3,582

Licensed technology A 0.0 A 500 A 500 A 500 A 500 A Developed technology A 1.1 A 44,100 A (31,318) A 12,82 A 44,100 A (24,601) A 19,499 Customer and supplier relationships A 3.3 A 99,000 A (47,226) A 51,774 A 99,000 A (36,323) A 62,677 Noncompete agreements A 0.0 A 800 A (800) A 800 A (800) A Trademarks and trade names A 2.3 A 2,300 A (1,368) A 932 A 2,300 A (1,053) A 1,247 Total A 2.8 A 150,282 A (84,794) A 65,488 A 150,282 A (66,859) A 83,423 A The following table presents future amortization of the Company’s finite-lived intangible assets as of September 30, 2024:

	Three months ended September 30, 2024	Three months ended December 31, 2023
Total	\$ 6,018	\$ 6,018

In addition, the Company performed a quantitative goodwill impairment assessment as of September 30, 2024 using a market approach, which estimates fair value based on the Company’s market capitalization and an estimate of a reasonable range of values of a control premium. The Company determined that goodwill was not impaired, as the estimated fair value of the Company’s reporting unit exceeded its carrying value. Additionally, as of June 30, 2024, the Company performed a quantitative analysis of the recoverability of each of the Company’s asset groups. The result of the analyses was that the assets were not impaired, as the expected cash flows exceeded the carrying value for each asset group. 21 NOTE 8. CONSOLIDATED FINANCIAL STATEMENTS DETAILSConsolidated Balance Sheets DetailsCash and cash equivalentsAs of September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of \$11,422 and \$46,609, respectively. Accounts Receivable, Net and Allowance for Credit LossesAccounts receivable consisted of the following:

	September 30, 2024	December 31, 2023
Managed Services(1)	\$ 9,018	\$ 3,436
Software Products & Services(2)	\$ 21,377	\$ 29,290
Other	\$ 2,750	\$ 2,349
Less: allowance for expected credit losses A (1,086)		
Accounts receivable, net A	\$ 33,859	\$ 33,895

(1)Accounts receivable A Managed Services reflects the amounts due from the Company’s representation services and licensing customers.(2)Accounts receivable A Software Products & Services reflects the amounts due from the Company’s Veritone Hire solutions customers.A Allowance for Credit Losses AccountingThe Company maintains an allowance for expected credit losses to record accounts receivable at their net realizable value. Inherent in the assessment of the allowance for credit losses are certain judgments and estimates relating to, among other things, the Company’s customers’ access to capital, customers’ willingness and ability to pay, general economic conditions and the ongoing relationship with customers. The Company calculates the expected credit losses on a pool basis for those receivables that have similar risk characteristics aligned with the types of accounts receivable listed in the accounts receivable table above. Allowances have been recorded for receivables believed to be uncollectible, including amounts for the resolution of potential credit and other collection issues. The allowance for expected credit losses is determined by analyzing the Company’s historical write-offs and the current aging of receivables. Adjustments to the allowance may be required in future periods depending on how issues considered such as the financial condition of customers and the general economic climate may change or if the financial condition of the Company’s customers were to deteriorate resulting in an impairment of their ability to make payments. The Company has not historically had material write-offs due to uncollectible accounts receivable. Prepaid Expenses and Other Current AssetsA Prepaid expenses and other current assets consisted of the following:

	September 30, 2024	December 31, 2023
Prepaid assets A	\$ 5,092	\$ 5,513
Other receivables A	\$ 327	\$ 1,664
Other current assets A	\$ 743	\$ 687
Prepaid expenses and other current assets A	\$ 6,162	\$ 7,864

AssetsOther assets consisted of the following:

	September 30, 2024	December 31, 2023
Investments A	\$ 2,990	\$ 4,771
Other non-current assets A	\$ 4,032	\$ 4,393
Other assets A	\$ 7,022	\$ 9,164

Property, Equipment and Improvements, NetProperty, equipment and improvements, net consisted of the following:

	September 30, 2024	December 31, 2023
Property and equipment A	\$ 6,351	\$ 6,076
Internal use software development costs placed in service A	\$ 11,518	\$ 8,058
Leasehold improvements A	\$ 1,694	\$ 1,639
Less: accumulated depreciation A (9,699)		
Property, equipment and improvements, net A	\$ 8,964	\$ 8,079

Depreciation expense was \$1,127 and \$3,448 for the three and nine months ended September 30, 2024, respectively. Depreciation expense was \$1,168 and \$2,230 for the three and nine months ended September 30, 2023, respectively. Of the \$6,351 in property and equipment as of September 30, 2024, \$2,215 consisted of work in progress not yet placed in service for internal use software development costs. Depreciation of internal use software development costs was \$1,684 and \$3,123 for the three and nine months ended September 30, 2024, respectively. Depreciation of internal use software development costs was \$520 and \$1,144 for the three and nine months ended September 30, 2023, respectively.Accounts PayableAccounts payable consisted of the following:

	September 30, 2024	December 31, 2023
Veritone Hire A	\$ 4,591	\$ 9,220
Accounts payable A	\$ 4,765	\$ 7,400
Other accrued liabilities A	\$ 9,356	\$ 16,620
Other accrued liabilities A	\$ 2,730	\$ 2,730
Taxes payable A	\$ 4,052	\$ 6,019
Current portion of operating lease liabilities A	\$ 1,236	\$ 1,236
Accrued trade payables A	\$ 13,885	\$ 13,504
Other A	\$ 1,040	\$ 1,139
Other accrued liabilities A	\$ 26,387	\$ 26,493

Contract LiabilitiesContract liabilities consist of deferred revenue. Deferred revenue represents billings under non-cancelable contracts before the related product or service is transferred to the customer. The portion of deferred revenue that is anticipated to be recognized as revenue during the succeeding twelve-month period is recorded as deferred revenue within the Company’s condensed consolidated balance sheets. Deferred revenue was comprised

of the Company's annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter, the Company updates the estimate of the annual effective tax rate, and if the estimated tax rate changes, the Company records a cumulative adjustment. A separate estimated annual effective tax rate is applied for jurisdictions where an entity anticipates an ordinary loss or has an ordinary loss for the year to date for which no tax benefit can be recognized. The Company's effective tax rate for the three and nine months ended September 30, 2024 was 10.3% and 4.9%, respectively. The difference between the effective tax rate and the U.S. federal statutory rate of 21% is primarily due to a valuation allowance established on the Company's domestic federal and state net deferred tax assets, as well as the impact of foreign operations subject to tax in foreign jurisdictions. The Company's effective tax rate for the three and nine months ended September 30, 2023 was 3.6% and 3.4%, respectively. The change in the effective tax rates for the three and nine months ended September 30, 2024 as compared to the comparable prior year periods is primarily due to the impact of taxes on foreign operations and valuation allowances against domestic net deferred tax assets. As of September 30, 2024 and December 31, 2023, the Company had net deferred tax liabilities of \$4,387 and \$9,504, respectively, which is included in other non-current liabilities in the condensed consolidated balance sheets. As of September 30, 2024, the Company continues to provide a valuation allowance against federal and state deferred tax assets that are not expected to be realizable. The Company continues to evaluate the realizability of deferred tax assets and the related valuation allowance. If the Company's assessment of the deferred tax assets or the corresponding valuation allowance were to change, the Company would record the related adjustment to income during the period in which the determination is made. As a result of the Broadbean acquisition, the Company expects to be subject to taxation in France and Australia, in addition to already being subject to taxation in the United States, Israel, and the United Kingdom. The United States, Israel, and the United Kingdom comprise the majority of the Company's operations. In general, the U.S. federal statute of limitations is three years. However, the Internal Revenue Service may still adjust a tax loss or credit carryover in the year the tax loss or credit carryover is utilized. As such, the Company's U.S. federal tax returns and state tax returns are open for examination since inception. The Israeli statute of limitations period is generally four years commencing at the end of the year in which the return was filed. The UK statute of limitations period is typically twelve months following the date on which the return is filed. The Company's 2022 U.S. federal tax return for Pandologic, Inc. is currently under examination. There are no other ongoing examinations from income tax authorities in the jurisdictions in which the Company does business. 25 NOTE 9. LEASES, COMMITMENTS AND CONTINGENCIES As of September 30, 2024, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,270 recorded within other assets, the current portion of operating lease liabilities of \$1,236 recorded within other accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded within other non-current liabilities. As of December 31, 2023, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,669 recorded within other assets, the current portion of operating lease liabilities of \$2,348 recorded within other accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded within other non-current liabilities. The Company made cash payments for its operating leases of \$736 and \$2,189 for the three and nine months ended September 30, 2024, respectively, and \$820 and \$2,070 for the three and nine months ended September 30, 2023, respectively, all of which were included in cash flows from operating activities within the condensed consolidated statements of cash flows. The Company's operating leases have a weighted average remaining lease term of 1.1 years and weighted average discount rate of 8.3%. The total rent expense for all operating leases was \$542 and \$1,827 for the three and nine months ended September 30, 2024, respectively, and \$612 and \$1,704 for the three and nine months ended September 30, 2023, respectively, with short-term leases making up an immaterial portion of such expenses. For its sublease, the Company recorded sublease income of \$277 and \$831 for the three and nine months ended September 30, 2024, respectively, and \$277 and \$831 for the three and nine months ended September 30, 2023, respectively. Lease Commitments Future undiscounted lease payments for the Company's operating lease liabilities, a reconciliation of these payments to its operating lease liabilities, and related sublease income at September 30, 2024 are as follows: Years ended December 31, 2024 (three months) \$ 728 2025 \$ 753 2026 \$ 206 Total future minimum lease payments, including short-term leases \$ 1,687 Less: future minimum lease payments for short-term leases \$ (9) Less: imputed interest \$ (134) Present value of future minimum lease payments, excluding short-term leases \$ 1,544 Less: current portion of operating lease liabilities \$ (1,236) Non-current portion of operating lease liabilities \$ 308 As of Years ended December 31, 2024 Sublease Income 2024 (three months) \$ 310 2023 (three months) \$ 310 Total sublease income \$ 1,316 Purchase Consideration In connection with the March 2022 Acquisition, the Company committed to make purchase consideration payments of \$1,500 within ten days of the first anniversary of the closing date of the March 2022 Acquisition and an additional \$1,500 within ten days of the second anniversary of the closing date of the March 2022 Acquisition. The first payment of \$1,500 was made during the first quarter of 2023 and the second payment of \$1,500 was made during the first quarter of 2024. On June 10, 2022, the Company acquired VocaliD, Inc. (the "VocaliD"), a U.S.-based company that pioneered the creation of personalized synthetic voices. In connection with its acquisition of VocaliD, the Company committed to make purchase consideration payments of \$1,000 on the first anniversary of the closing date of the acquisition and an additional \$1,000 on the 18-month anniversary of the closing date of the acquisition. The first payment of \$1,000 was made during the second quarter of 2023 and the second payment of \$1,000 was made during the fourth quarter of 2023. On August 11, 2022, the Company acquired certain assets of Vision Semantics Limited (the "VSL"), a U.K.-based company focused on AI-powered video analytics and surveillance software solutions. In connection with its acquisition of VSL in August 2022, the Company committed to make a purchase consideration payment of \$300 on the 18-month anniversary of the closing date of the acquisition, which the Company paid during the first quarter of 2024. Payment of deferred consideration for the nine months ended September 30, 2024 and 2023 are reflected on the Company's statements of cash flows. Other Contingencies From time to time, the Company may be involved in litigation relating to claims arising out of its operations in the normal course of business. The Company currently is not a party to any legal proceedings, the adverse outcome of which, in management's opinion, individually or in the aggregate, would have a material adverse effect on the Company's results of operations, financial position or cash flows. NOTE 10. STOCKHOLDERS' EQUITY Common Stock Issuances During the nine months ended September 30, 2024 and 2023, the Company issued an aggregate of 724,972 and 816,690 shares of its common stock, respectively, in connection with the exercise of stock options, issuance of stock awards and vesting of restricted stock units under its stock incentive plans and stock purchases under its Employee Stock Purchase Plan (the "ESPP"). During the nine months ended September 30, 2024 and 2023, the Company issued a total of 298,110 and 0 shares of its common stock, respectively, in connection with warrant exercises (see Note 6). During the nine months ended September 30, 2023, the Company issued a total of 135,800 shares of its common stock in connection with the contingent consideration arrangement related to the acquisition of Pandologic. NOTE 11. STOCK-BASED COMPENSATION During the nine months ended September 30, 2024 and 2023, the Company granted options to purchase an aggregate of 0 and 288,893 shares of its common stock that are subject to time-based vesting conditions, respectively. The Company valued these stock options using the Black-Scholes Merton option pricing model. The assumptions used to compute the grant date fair values of the stock options granted during the nine months ended September 30, 2024 and 2023 are set forth in the table below: A 2024 2023 Expected term (in years) 6.0 - 6.8 Expected volatility 91% - 100% Risk-free interest rate 3.6% - 4.1% The assumptions used in calculating the fair values of purchase rights granted under the ESPP during the nine months ended September 30, 2024 and 2023 are set forth in the table below: A 2024 2023 Expected term (in years) 0.5A - 2.0 Expected volatility 106% - 139% Risk-free interest rate 4.6% - 5.2% 0.1% - 5.5% 27 The Company's stock-based compensation expense by type of award and by operating expense grouping are presented below: A 2024 2023 Stock-based compensation expense by type of award: A 2024 2023 Restricted stock units \$ 1,415 \$ 1,084 \$ 3,989 \$ 4,476 Performance-based stock units \$ 46 \$ 112 A 2024 2023 Stock options \$ 464 \$ 759 \$ 1,592 \$ 2,811 Employee stock purchase plan \$ 302 \$ 77 \$ 699 \$ 777 Total stock-based compensation expense \$ 2,181 \$ 2,032 \$ 5,928 \$ 8,646 A 2024 2023 Stock-based compensation expense by operating expense grouping: A 2024 2023 Cost of revenue \$ 5 (1) \$ 32 Sales and marketing \$ 271 \$ 208 \$ 753 \$ 913 Research and development \$ 439 \$ 953 \$ 1,067 \$ 3,622 General and administrative \$ 1,471 \$ 876 \$ 4,109 \$ 4,079 Total stock-based compensation expense \$ 2,181 \$ 2,032 A 2024 2023 Less stock-based compensation expense from discontinued operations \$ 82 \$ 79 \$ 237 \$ 443 Stock-based compensation expense from continuing operations \$ 2,099 \$ 1,953 \$ 5,691 \$ 8,203 A 2024 2023 Stock-based compensation capitalized for internal-use software was \$87 and \$75 for the three months ended September 30, 2024 and 2023, respectively. Stock-based compensation capitalized for internal-use software was \$299 and \$289 for the nine months ended September 30, 2024 and 2023, respectively. Equity Award Activity Under Stock Plans Performance Stock Units In connection with the Steel Holdings Consulting Agreement (as defined and further described in Note 12), on January 11, 2023, the Compensation Committee (the "Compensation Committee") of the Company's Board of Directors (the "Board") approved a grant of 118,460 performance stock units (the "Steel Holdings Consulting PSUs") that were to vest upon the achievement of certain performance milestones. During the year ended December 31, 2023, certain performance milestones were achieved resulting in the vesting of 19,743 shares of the Steel Holdings Consulting PSUs on April 22, 2023 and 39,486 shares on November 15, 2023. In January 2024, the Company entered into an amended and restated independent contractor services agreement with Steel Holdings, LLC (the "Amended Consulting Agreement"), which supersedes and replaces the Steel Holdings Consulting Agreement. Under the Amended Consulting Agreement, all equity grants that were made, other than vested Steel Holdings Consulting PSUs but including unvested Steel Holdings Consulting PSUs, or contemplated under the Steel Holdings Consulting Agreement were terminated as of the effective date of the Amended Consulting Agreement and no further performance stock units will be issued under the Amended Consulting Agreement. On March 16, 2023, the Compensation Committee approved a grant of 170,402 target performance stock units to be granted to the Company's named executive officers (the "2023 Senior Executive PSUs"). The awards had a grant date of March 31, 2023 and were to vest based on the achievement of revenue and non-GAAP net income targets (each equally weighted) for 2023, which achievement shall then be modified (up to a 20% increase or decrease) based on the Company's relative total stockholder return over a three-year performance period (the "TSR Modifier"), as compared with the S&P Software and Services Select Industry Index. Based on the Company's performance, the Company's named executive officers were to earn from 0% to 200% of the target number of shares of the 2023 Senior Executive PSUs. The 2023 Senior Executive PSUs, to the extent earned, were to vest on the date the Board certifies the TSR Modifier for the three-year performance period ending December 31, 2025 and the number of 2023 Senior Executive PSUs that were to vest as of such certification, all of which was to occur within 90 days of the end of the performance period ending December 31, 2025. Compensation costs recognized on the 2023 Senior Executive PSUs were to be adjusted, as applicable, for performance above or below the target specified in the award. On April 8, 2024, the Compensation Committee determined that, as of December 31, 2023, the revenue and non-GAAP net income targets were not achieved and the 2023 Senior Executive PSUs were forfeited. 28 A On April 8, 2024, the Compensation Committee approved grants of 200,000 and 48,000 target performance stock units to be granted to the Company's named executive officers, Ryan Steelberg and Michael Zemetra, respectively (the "2024 Senior Executive PSUs"). The awards had a grant date of April 8, 2024 and vest based on the achievement of revenue and non-GAAP net income targets (each equally weighted) for 2024, which achievement shall then be modified (up to a 20% increase or decrease) based on the Company's relative total stockholder return over a three-year performance period (the "TSR Modifier"), as compared with the S&P Software and Services Select Industry Index. Based on the Company's performance, the Company's named executive officers may earn from 0% to 200% of the target number of shares of the 2024 Senior Executive PSUs. The 2024 Senior Executive PSUs, to the extent earned, vest on the date the Board certifies the TSR Modifier for the three-year performance period ending December 31, 2026 and the number of 2024 Senior Executive PSUs that vest as of such certification, all of which shall occur within 90 days of the end of the performance period ending December 31, 2026. Compensation costs recognized on the 2024 Senior Executive PSUs shall be adjusted, as applicable, for performance above or below the target specified in the award. The Company's performance stock unit activity for the nine months ended September 30, 2024 was as follows: A 2024 2023 Weighted-Average \$ 248,000 \$ 6.97 Forfeited \$ 229,633 \$ 5.86 Unvested at September 30, 2024 \$ 248,000 \$ 6.97 Restricted Stock Units The Company's restricted stock unit activity for the nine months ended September 30, 2024 was as follows: A 2024 2023 Weighted-Average \$ 820,865 \$ 5.59 Forfeited \$ 820,865 \$ 5.59 Vested \$ 6.54 \$ 6.54 Unvested at September 30, 2024 \$ 1,785,734 \$ 4.67 A 2024 2023 As of September 30, 2024, total unrecognized compensation cost related to restricted stock units was \$6,260, which is expected to be recognized over a weighted average period of 1.7 years. Performance-Based Stock Options The activity during the nine months ended September 30, 2024 related to stock options that are subject to performance-based vesting conditions tied to the achievement of stock price goals by the Company was as follows: A 2024 2023 Weighted-Average \$ 13.81 \$ 5.74 Exercised \$ 53,521 \$ 2.07 Forfeited \$ 229,210 \$ 11.63 Expired \$ 292,720 \$ 14.39 Outstanding at September 30, 2024 \$ 4,930,923 \$ 14.00 A 2024 2023 3.5A years \$ 338 Exercisable at September 30, 2024 \$ 4,667,656 \$ 14.13 A 2024 2023 3.3A years \$ 338 No stock options were granted during the nine months ended September 30, 2024. The weighted average grant date fair value of stock options granted during the nine months ended September 30, 2023 was \$3.99 per share. The aggregate intrinsic value of the stock options exercised during the nine months ended September 30, 2024 and 2023 was \$80 and \$12, respectively. The total grant date fair value of stock options vested during the nine months ended September 30, 2024 and 2023 was \$2,891 and \$4,524, respectively. At September 30, 2024, total unrecognized compensation expense related to stock options was \$2,087 and is expected to be recognized over a weighted average period of 1.7 years. The aggregate intrinsic values in the tables above represent the difference between the fair market value of the Company's common stock and the average option exercise price of in-the-money options, multiplied by the number of such stock options. Employee Stock Purchase Plan As of September 30, 2024 and December 31, 2023, employee payroll deductions accrued under the ESPP totaled \$107 and \$357, respectively. During the nine months ended September 30, 2024, a total of 227,773 shares of common stock were purchased under the ESPP. NOTE 12. RELATED PARTY TRANSACTIONS On January 4, 2023, the Company entered into an independent contractor services agreement with Steel Holdings, LLC, effective as of January 1, 2023 the Steel Holdings Consulting Agreement. Steel Holdings, LLC is an entity affiliated with Chad Steelberg, currently a director serving on the Company's Board, and formerly its Chairman of the Board and Chief Executive Officer. Under the Steel Holdings Consulting Agreement, the Company retained Mr. Steelberg as a consultant to provide ongoing Chief Executive Officer transition services and to manage and oversee the further development of the Company's aiWARE platform. In January 2024, the Company entered into the Amended Consulting Agreement, which supersedes and replaces the Steel Holdings Consulting Agreement. Pursuant to the Amended Consulting Agreement, Mr. Steelberg will provide technical advisory services related to the Company's software, software architecture and technology strategy as requested by the Company's Chief Executive Officer until December 31, 2025, the termination date of the Amended Consulting Agreement. In consideration for such services, the Company agreed to pay to Steel Holdings, LLC (i) \$1,000 in cash on July 1, 2024 and (ii) \$50 per month in cash for the period from January 2024 through December 2025. The Company will reimburse Steel Holdings, LLC for reasonable and documented expenses incurred in connection with providing the services in accordance with the Company's standard travel and expense policies. All equity grants that were made, including the unvested Steel Holdings Consulting PSUs, or contemplated under the Steel Holdings Consulting Agreement were terminated as of the effective date of the Amended Consulting Agreement and no further performance

contracts will be issued under the Amended Consulting Agreement, except that the vested Steel Holdings Consulting Agreements remained outstanding. The Amended Consulting Agreement may be terminated by either party with 90 days' notice. If the Company terminates the Amended Consulting Agreement for any reason other than Steel Holdings, LLC's material breach, then any remaining cash compensation payments under the Amended Consulting Agreement will become due and payable. In the event of a Change in Control (as defined in the 2017 Stock Incentive Plan), the Amended Consulting Agreement will terminate as of the effective date of the Change in Control and any remaining cash compensation payments will become due and payable. The Company has determined that all future payments under the Amended Consulting Agreement are probable and estimable, and that substantially all benefits earned under the agreement relate to past services rendered. As such, the Company has accrued a liability for all future cash payments under the agreement on its condensed consolidated balance sheet as of September 30, 2024, and recognized a resulting acceleration charge of \$0 and \$1,484 to general and administrative expenses to its condensed consolidated income statement during the three and nine months ended September 30, 2024, respectively. During the second quarter of 2024, one of the Company's subsidiaries rented a property owned by the Company's Chief Executive Officer in connection with certain promotional event services on behalf of one of its customers. Total consideration paid was less than \$100. 30 A NOTE 13. SUBSEQUENT EVENTS The Divestiture On the Divestiture Closing Date, the Company entered into the Purchase Agreement, by and among the Company, Veritone One and the Purchaser, an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, the Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One for a total purchase price of up to \$104,000, subject to purchase price adjustments and the achievement of the Earnout targets described below. The Divestiture was structured as a simultaneous design and close transaction and closed on the Divestiture Closing Date. On the Divestiture Closing Date, the Company received cash proceeds of \$59,053, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to the Earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims (the "Indemnity Escrow"), in each case subject to the terms and limitations set forth in the Purchase Agreement. The Company may receive up to an additional \$18,000 in cash proceeds in the Earnout, subject to the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (as further described in the Purchase Agreement). The Purchase Agreement contains customary representations, warranties and covenants of each of the parties to the Agreement. The Purchase Agreement also includes indemnification provisions whereby the Company will indemnify the Purchaser and other related indemnified parties for losses arising out of, among other things, inaccuracies in, or breaches of, the representations, warranties and covenants of the Company or Veritone One. The Purchaser and the other related indemnified parties will be able to make post-closing indemnification claims against the Indemnity Escrow, subject to the terms and limitations set forth in the Purchase Agreement. In addition, under the Purchase Agreement, the Company is subject to non-competition and non-solicitation provisions pursuant to which, among other things, the Company agreed not to engage in certain competitive activities with respect to Veritone One's business or solicit Veritone One employees or customers for a period of four years following the Divestiture. Term Loan Repayment On October 22, 2024 (the "Repayment Date"), the Company used net cash proceeds from the Divestiture to repay \$30,512 principal amount of its outstanding Term Loan, plus accrued interest and a prepayment premium in of \$3,303 (collectively, the "Term Loan Repayment"). As of the Repayment Date, after giving effect to the Term Loan Repayment, \$43,114 aggregate principal amount remained outstanding under the Term Loan and the Company had approximately \$27,289 of cash and cash equivalents. Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 million of debt paid down through the Divestiture as Term Loan, current portion on the September 30, 2024 balance sheet. 31 A Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Forward-Looking Statements The following discussion and analysis of our financial condition and results of operations should be read together with and is qualified in its entirety by reference to the condensed consolidated financial statements and related notes that are included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed under "Risk Factors," set forth in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2023, "Risk Factors," set forth in Part I, Item 1A of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, and any updates thereto set forth in this Quarterly Report on Form 10-Q and our other filings with the Securities and Exchange Commission (SEC), including future SEC filings. See "Cautionary Note Regarding Forward-Looking Statements." Overview Veritone, Inc., collectively with our subsidiaries, referred to as Veritone, a Company, a Delaware corporation, and Veritone, Inc. is a provider of Artificial Intelligence (AI) solutions, powered by our proprietary AI operating system, aiWARE, to deliver differentiated products and solutions to our Commercial Enterprise and Public Sector (which we previously referred to as Government & Regulated Industries) customers. Our Software Products & Services consist of revenues generated from Commercial Enterprise and Public Sector customers using our aiWARE platform and Veritone Hire solutions, any related support and maintenance services, and any related professional services associated with the deployment and/or implementation of such solutions. Our Managed Services consist of revenues generated from Commercial Enterprise customers using our content licensing and representation services, including influencer management and related operations. Through October 17, 2024, we operated a full-service advertising agency through a wholly-owned subsidiary, Veritone One (as defined below), that provided Managed Services to its customers. On October 17, 2024, we sold all of the issued and outstanding equity of Veritone One, LLC (formerly, Veritone One, Inc., referred herein collectively as Veritone One) to an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One (such transaction, the "Divestiture"). The historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. During the three and nine months ended September 30, 2024, we generated revenue of \$22.0 million and \$70.2 million, respectively, as compared to \$28.0 million and \$72.9 million during the three and nine months ended September 30, 2023, respectively. Our Software Products & Services revenue was \$14.7 million during the three months ended September 30, 2024 as compared to \$20.4 million for the same period in 2023, while our Managed Services revenue was \$7.3 million during the three months ended September 30, 2024 as compared to \$7.6 million for the same period in 2023. Our Software Products & Services revenue was \$45.5 million during the nine months ended September 30, 2024 as compared to \$48.6 million for the same period in 2023, while our Managed Services revenue was \$24.7 million during the nine months ended September 30, 2024 as compared to \$24.3 million for the same period in 2023. During the three and nine months ended September 30, 2024, no customer represented more than 10% of our consolidated revenue. During the three and three and nine months ended September 30, 2023, our largest customer represented less than 10% and 12%, respectively, of our consolidated revenue. Recent Developments Appointment of Ryan Steelberg as Chairman. Ryan Steelberg, our Chief Executive Officer, was appointed Chairman of the Board, effective January 22, 2024, replacing Chad Steelberg who resigned as Chairman of the Board on the same date. Chad Steelberg continues to serve as a member of our Board. Operational Realignment and Restructuring. During the first quarter of 2024, we enacted certain operational and restructuring initiatives (the "Q1 2024 Restructuring"). As a result of the Q1 2024 Restructuring, we expect to reduce our annualized operating expenses by approximately \$13.0 million. We have continued with additional cost reductions in the second half of 2024, which when combined with our Q1 2024 Restructuring, we expect will result in over \$40.0 million of net annualized strategic cost reductions. We incurred \$3.9 million in one-time severance and transition expenses in connection with the Q1 2024 Restructuring, all of which was paid as of September 30, 2024 and we have incurred approximately \$1.4 million in related one-time severance and transition costs for our cost reduction initiatives after the Q1 2024 Restructuring of which \$0.3 million was paid as of September 30, 2024. The cumulative results of these initiatives was an approximate 19% reduction in our global workforce. Election of Michael Keithley as a Class I Director. On June 13, 2024, at our 2024 annual meeting of stockholders (the "Annual Meeting"), Michael Keithley was elected as a Class I Director for a three-year term expiring at the Company's annual meeting of stockholders in 2027. Jeffrey P. Gehl resigned as a member of the Board of Directors immediately prior to the commencement of the Annual Meeting. Divestiture of Media Agency. On October 17, 2024, we consummated the Divestiture for a total purchase price of up to \$104.0 million. The Divestiture was strategic, allowing us to focus on our AI solutions, and secondarily to improve our financial liquidity with the net proceeds from the Divestiture. Net proceeds from the transaction were \$59.1 million in cash, which reflected the aggregate purchase price of \$104.0 million, less \$18.0 million subject to an earnout described below, \$20.3 million of purchase price adjustments, and \$6.7 million placed in escrow accounts. We may receive the earnout of up to \$18.0 million in cash proceeds based on the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025. On October 22, 2024, we used net cash proceeds from the Divestiture to repay \$30.5 million principal amount of our outstanding Term Loan, plus accrued interest and a prepayment premium in the aggregate amount of \$3.3 million, and \$3.9 million in deal-related expenses. As of October 22, 2024, immediately following the repayment of a portion of our Term Loan, we reported cash on hand of \$27.3 million. During the third quarter of 2024, we determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in our condensed consolidated financial statements herein as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. See Note 3 on Discontinued Operations for more information. Opportunities, Challenges and Risks During the nine months ended September 30, 2024 and 2023, we derived our revenue primarily through our Commercial Enterprise customers, and secondarily, through our Public Sector customers. We are a leader in AI-based Software Products & Services. Our proprietary AI operating system, aiWARE, uses machine learning algorithms, or AI models, together with a suite of powerful applications, to reveal valuable insights from vast amounts of structured and unstructured data. Historically, we have derived a large portion of our Software Product & Services revenue from applications we internally developed from our aiWARE platform and actively sell to various customers. While management believes there is a substantial opportunity to increase revenue longer term, current economic conditions have negatively impacted parts of our consumption-based operations and financial results, and there is no certainty that any future investments, which could be significant and include future potential acquisitions, will result in significant enterprise revenue realization or revenue growth when compared with historical revenue. Nevertheless, we continue to see significant opportunities for growth in Software Products & Services and our aiWARE platform sales to existing and newly acquired customers, and where our AI solutions could add near and long-term value in the Public Sector industries and content creation and distribution across the global media and entertainment industry. We believe there are significant near and long-term revenue and growth opportunities from our Software Products & Services. In June 2023, we completed the acquisition of Broadbean, a leader in subscription-based talent acquisition software-as-a-service which has approximately 3,000 subscription-based customers based throughout the world, integrated with over 100 applicant tracking systems (ATS) and has direct access to over 2,500 job boards globally. The acquisition of Broadbean was strategic to our growth across our Veritone Hire applications, as we plan in the near term to offer our existing product offerings to Broadbean's 3,000 customers, including programmatic advertising capabilities. Over the long term, we plan to utilize our AI capabilities to analyze complex data sets through direct access to these ATS, including future integration with aiWARE. In Public Sector markets, we see significant near and long term growth opportunities with customer adoption of our aiWARE platform, including our recently announced iDEMS solution, to facilitate and improve existing and growing demand for more robust digital evidence management systems and services across the entire public safety industry, the U.S. Department of Justice and the Chief Digital and Artificial Intelligence Officer and Department of Defense. However, many enterprise-level opportunities with Public Sector customers can involve long sales cycles, during which we must invest significant time and resources without a guarantee of success. Growing our existing and new Software Products & Services customer base is critical for our success. Software Products & Services revenue decreased by 6.2% during the nine months ended September 30, 2024 as compared to the prior year period due to lower consumption across our Commercial Enterprise customer base, including Amazon and certain one-time software revenue recognized in 2023 that did not recur at the same rate in 2024, partially offset by the addition of Broadbean in the second quarter of 2023. During the nine months ended September 30, 2024, no customer represented more than 10% of our consolidated revenue as compared to one customer that represented 12% of our consolidated revenue during the nine months ended September 30, 2023. As a result of the recent pullback in the macroeconomic environment caused by high inflation, high interest rates, higher unemployment and geopolitical factors including the Russia-Ukraine conflict and the war in Israel, some of our customers reduced consumption-based spending across our Commercial Enterprise customer base, namely from our Veritone Hire solutions. As of September 30, 2024, our total Software Products & Services customers declined to 3,291, which was a decrease of 6.9% as compared to the end of the third quarter of 2023. The decrease in customers was largely driven by planned migration of legacy CareerBuilder customers off the Broadbean software platform, which did not have a significant impact on our financial results in 2023 or for the nine months ended September 30, 2024. To continue our effort to grow our customer base and overall revenue, we have been investing aggressively in existing customers and acquiring new customers. In addition, in February 2024, we announced certain cost reduction and restructuring initiatives, the results of which was a reduction in our global workforce of approximately 13% as of September 30, 2024. Since the first quarter of 2023, we have been actively realigning and restructuring our organization, which, as of September 30, 2024, is expected to result in over \$40.0 million of net annualized strategic cost reductions, which includes expected cost reductions from our Q1 2024 Restructuring along with 33 A additional cost reductions made in the second half of 2024. As a result of our efforts to diversify our customer base and increase sales within our existing customer base, as well as the June 2023 acquisition of Broadbean, we increased our sales and marketing spending in the near term as compared to the trailing twelve months; however, these increased investments were partially offset by our 2023 and 2024 cost-reduction initiatives. We believe our Software Products & Services will extend the capabilities of many third-party software platforms and products that are widely used today. For example, we believe that, when integrated with aiWARE, our Veritone Hire solutions customers will be given greater visibility and transparency in their hiring processes. Further and with the recently announced iDEMS launch, we now offer a suite of aiWARE applications to address the growing issue of unstructured digital data management faced by public safety and federal government sectors today. In addition, we recently announced that we achieved Amazon Web Services (AWS) Advanced Tier Services status, advancing the deployment of our AI solutions and capabilities across the AWS platform, and we have historically

[illegible]

[illegible]

corresponding prior year period, primarily due to fluctuations in timing and magnitude of spend by public safety and federal customers. In some cases, Software Products & Services revenue from Public Sector customers in certain markets, particularly our government customers, can be project-based and impacted by the timing of such projects. As such, we expect that our revenue from these markets could fluctuate significantly from period to period.

Operating Expenses (dollars in thousands)	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	% Change	Cost of revenue	Cost of revenue	% Change		
Research and development	\$ 5,282	\$ 10,410	(2,882)	(27.7)	23,388	32,456	(9,068)	(27.9)
General and administrative	14,421	18,264	(3,843)	(21.0)	45,133	48,837	(3,704)	(7.6)
Amortization	6,025	6,454	(429)	(6.6)	18,006	17,087	919	5.4
Total operating expenses	\$ 44,485	\$ 53,151	\$(8,666)	(16.3)	\$ 137,371	\$ 152,656	\$(15,285)	(10.0)
Cost of revenue	\$ 7,026	\$ 19,614	\$(12,588)	(64.2)	\$ 51,502	\$ 51,502	\$ 0	0.0

Cost of revenue decreased by \$0.7 million and \$1.8 million in the three and nine months ended September 30, 2024, respectively, compared to the corresponding prior year periods, in each case, primarily due to the decline in revenues, especially in the higher margin Software Products & Services. During the nine months ended September 30, 2024, Software Products & Services products accounted for 64.9% of revenues compared to 66.7% in the prior year period. Cost of revenues as a percentage of revenue increased to 28.8% from 25.1% in the three months ended September 30, 2024, respectively, as compared to a decrease to 27.9% from 29.3% in the nine months ended September 30, 2023. Sales and Marketing, Sales and marketing expenses decreased by \$0.8 million and \$1.7 million in the three and nine months ended September 30, 2024, respectively, compared to the corresponding prior year periods, in each case, primarily due to cost reduction initiatives announced in the first quarter of 2024 partially offset by increased advertising expense and sales and marketing expense as a result of the acquisition of Broadbean in June 2023. As a percentage of revenue, sales and marketing expenses increased to 46.3% from 39.3% during the three months ended September 30, 2024, and decreased to 44.6% from 45.2% during the nine months ended September 30, 2023. Research and Development. Research and development expenses decreased by \$2.9 million, or 27.7%, and \$9.1 million, or 27.9%, in the three and nine months ended September 30, 2024, respectively, compared with the corresponding prior year periods, in each case, principally due to decreased personnel-related costs resulting from various cost reduction initiatives, partially offset by increased amortization expenses from increased capitalized costs for internal use software and the acquisition of Broadbean in June 2023. As a percentage of revenue, research and development expenses decreased to 34.2% and 33.3% during the three and nine months ended September 30, 2024, respectively, from 37.2% and 44.6% during the three and nine months ended September 30, 2023, respectively. General and Administrative. General and administrative expenses decreased by \$3.8 million, or 21.0% in the three months ended September 30, 2024 compared with the corresponding prior year period, principally due to reductions in non-recurring professional fees largely associated with the Broadbean acquisition and personnel-related costs resulting from various cost reduction initiatives. General and administrative expenses decreased by \$3.7 million, or 7.6% in the nine months ended September 30, 2024 compared with the corresponding prior year period, primarily due to the decrease described above, partially offset by a net increase in the first half of 2024 compared to the prior year period driven by increased costs from the June 2023 Broadbean acquisition. Amortization Expense. Amortization expense decreased in the three months ended September 30, 2024 compared with the corresponding prior period primarily due to certain intangible assets being fully amortized in the third quarter of 2023, and increased in the nine months ended September 30, 2024 compared with the corresponding prior year period primarily due to the addition of amortization expense related to our June 2023 acquisition of Broadbean. Other Income (Expense), Net Other expense, net of \$2.6 million for the three months ended September 30, 2024 was primarily due to interest expense, net of \$3.0 million, driven by increased interest expense from our Term Loan, partially offset by a foreign translation gain of \$0.4 million. Other expense, net of \$2.6 million for the three months ended September 30, 2023 was comprised primarily of a foreign exchange loss of \$2.3 million. Other expense, net of \$8.6 million for the nine months ended September 30, 2024 was primarily due to interest expense, net of \$8.5 million, driven by increased interest expense from our Term Loan. Other income, net of \$1.1 million for the nine months ended September 30, 2023 was comprised primarily of a gain on the sale of the energy group of \$2.6 million and a foreign exchange gain of \$0.5 million, offset by interest expense, net of \$2.1 million. Net income from discontinued operations On October 17, 2024, we consummated the Divestiture. The Divestiture was strategic, allowing us to focus on our AI solutions, and secondarily to improve our financial liquidity with the net proceeds from the Divestiture. During the third quarter of 2024, we determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in our condensed consolidated financial statements herein as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. See Note 3 on Discontinued Operations for more information. Net income from discontinued operations was \$0.8 million for the three months ended September 30, 2024 and primarily consisted of (i) revenue of \$8.6 million, offset by cost of revenue of \$0.3 million, other operating expenses of \$5.8 million and \$1.7 million of net interest expense allocations primarily due to the repayment of our Term Loan as a result of the Divestiture. Net income from discontinued operations was \$2.9 million for the nine months ended September 30, 2024 and primarily consisted of (i) revenue of \$23.0 million, offset by cost of revenue of \$0.7 million, other operating expenses of \$14.7 million and \$4.7 million of net interest expense allocations primarily due to the repayment of our Term Loan as a result of the Divestiture. 45 Non-GAAP Gross Profit Our non-GAAP gross profit is calculated as our revenue less our cost of revenue for the three and nine months ended September 30, 2024 and 2023. A reconciliation of non-GAAP gross profit to loss from operations presented in our condensed consolidated financial statements for the three and nine months ended September 30, 2024 and 2023 is shown below. (dollars in thousands) Three Months Ended September 30, 2024 Nine Months Ended September 30, 2024 Three Months Ended September 30, 2023 Nine Months Ended September 30, 2023 % Change Three Months Ended September 30, 2024 Nine Months Ended September 30, 2024 % Change Three Months Ended September 30, 2024 Nine Months Ended September 30, 2023 % Change

Operating Expenses (dollars in thousands)	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	% Change	Cost of revenue	Cost of revenue	% Change		
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Total operating expenses	\$ 44,485	\$ 53,151	\$(8,666)	(16.3)	\$ 137,371	\$ 152,656	\$(15,285)	(10.0)
Cost of revenue	\$ 7,026	\$ 19,614	\$(12,588)	(64.2)	\$ 51,502	\$ 51,502	\$ 0	0.0

Cost of revenue decreased by \$0.7 million and \$1.8 million in the three and nine months ended September 30, 2024, respectively, compared to the corresponding prior year periods, in each case, primarily due to the decline in revenues, especially in the higher margin Commercial Enterprise revenue, including one-time software revenue and consumption based revenue from customers such as Amazon. Liquidity, Capital Resources and Going Concern We have historically financed our business through the sale of equity and debt securities. Our principal sources of liquidity are our cash and cash equivalents, which totaled \$11.4 million as of September 30, 2024, compared with total cash and cash equivalents of \$46.6 million as of December 31, 2023. The decrease in our cash and cash equivalents as of September 30, 2024 as compared with December 31, 2023 was primarily due to cash used in operating activities of \$24.2 million during the nine months ended September 30, 2024. As of September 30, 2024 and December 31, 2023, the Company also had cash from discontinued operations of \$34.5 million and \$32.8 million, respectively. In December 2023, we and certain of our subsidiaries, as guarantors, entered into a Credit and Guaranty Agreement (the "Credit Agreement"), by and among the Company and certain of our subsidiaries, as guarantors, and certain funds managed by Highbridge Capital Management, LLC and with certain other lenders (collectively, the "Lenders") and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent. The Credit Agreement provides for a \$77.5 million senior secured term loan (the "Term Loan"), which was fully drawn by us on closing of the Term Loan. On October 17, 2024, we consummated the Divestiture for a total purchase price of up to \$104.0 million. Net proceeds from the transaction were \$59.1 million in cash, which reflected the aggregate purchase price of \$104.0 million, less \$18.0 million subject to the Earnout described below, \$20.3 million of purchase price adjustments, and \$6.7 million placed in escrow accounts. We may receive the Earnout of up to \$18.0 million in cash proceeds based on the achievement of certain net revenue targets by the Divestiture between January 1, 2025 and December 31, 2025. On October 22, 2024, we used net cash proceeds from the Divestiture to repay \$30.5 million principal amount of the Term Loan, plus accrued interest and prepayment premiums in the aggregate amount of \$3.3 million. As of October 22, 2024, immediately following the Divestiture and the repayment of a portion of our Term Loan, we reported cash on hand of \$27.3 million. Based on our liquidity position at September 30, 2024 after giving effect to the impact of the Divestiture and the repayment of a portion of our Term Loan, and our current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about our ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by our current debt service obligations, historical negative cash flows and recurring losses. We will require additional liquidity to continue our operations over the next twelve months. In the near term, and to meet our obligations as they come due, management is evaluating strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from our past acquisitions. 46 The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business, including the ability to meet minimum liquidity thresholds under our Term Loan Credit Agreement. We may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of our deferred purchase consideration, meeting our minimum liquidity threshold under our Credit Agreement, growing our revenue base and our ability to execute on our operating plans may be materially adversely impacted. If we become unable to continue as a going concern, we may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on our condensed consolidated financial statements. These actions may cause stockholders to lose all or part of their investment in our common stock. Our condensed consolidated financial statements do not include any adjustments that might result from our being unable to continue as a going concern. If we cannot continue as a going concern, adjustments to the carrying values and classification of our assets and liabilities and the reported amounts of income and expenses could be required and could be material. Cash Flows A summary of cash flows from our operating, investing and financing activities is shown in the table below. (in thousands) Nine Months Ended September 30, 2024 2023 Cash used in operating activities \$ (24,223) \$ (48,111) Cash used in investing activities \$ (3,334) \$ (53,745) Cash used in financing activities \$ (5,895) \$ (10,487) Net decrease in cash, cash equivalents and restricted cash \$ (33,452) \$ (112,343) Operating Activities Our operating activities used cash of \$24.2 million in the nine months ended September 30, 2024, due primarily to our net loss of \$69.2 million, adjusted by \$28.1 million in non-cash expenses, including \$21.7 million in depreciation and amortization, \$5.9 million in stock-based compensation expense and \$4.6 million of amortized debt issuance costs, partially offset by \$5.0 million from deferred taxes. Cash used in operating activities in the nine months ended September 30, 2024 was partially offset by a net working capital impact of \$16.8 million, primarily due to the timing of accrued media payments of \$14.0 million and client advances of \$19.7 million, partially offset by net cash outflows from expenditures billable to clients of \$17.6 million. Our operating activities used cash of \$48.1 million in the nine months ended September 30, 2023, due primarily to our net loss of \$70.8 million, adjusted by \$26.7 million in non-cash expenses, including \$20.2 million in depreciation and amortization and \$8.6 million in stock-based compensation expense, as well as the net working capital decrease of \$4.0 million, primarily due to decreases in accrued media payments of \$17.7 million, partially offset by decreases in accounts receivable of \$14.1 million. Investing Activities Our investing activities for the nine months ended September 30, 2024 used cash of \$3.3 million driven by capital expenditures, partially offset by proceeds from the sale of our interest in GridBeyond Limited, an Ireland-based privately held company. Our investing activities for the nine months ended September 30, 2023 used cash of \$53.7 million primarily for \$50.2 million in cash paid for the Broadbean acquisition net of cash acquired and \$4.0 million in capital expenditures, with these uses of cash partially offset by \$0.5 million in proceeds from the Energy Sale. Financing Activities Our financing activities for the nine months ended September 30, 2024 used cash of \$5.9 million, driven primarily by \$3.9 million of principal paid on our Term Loan and \$1.8 million in deferred consideration paid related to the 2022 acquisitions. Our financing activities for the nine months ended September 30, 2023 used cash of \$10.5 million, consisting of \$7.8 million to pay the 2022 earnout for PandoLogic, \$2.7 million in deferred consideration primarily related to the March 2022 Acquisition and the VocalID acquisition, and \$1.1 million to pay taxes paid related to the net share settlement of equity awards, offset by \$1.1 million in proceeds received from the exercise of stock options and purchases of shares under our ESPP. Discontinued Operations The cash flows related to discontinued operations have not been segregated and are included in the condensed consolidated statements of cash flows. The total net cash provided by operating activities from discontinued operations was \$1.9 million for the nine months ended September 30, 2024, which primarily relates to net income from discontinued operations of \$2.9 million and the impact from net working capital of \$19.9 million, partially offset by net transfers from the Company of \$21.4 million. Net cash used in operating activities from discontinued operations was \$28.6 million for the nine months ended September 30, 2023, which primarily relates to net transfers from the 47 A Company of \$21.2 million and net income from discontinued operations of \$5.3 million, partially offset by the impact from net working capital of \$13.9 million. Net cash used in investing activities was \$0.2 million and \$0.3 million for the nine months ended September 30, 2024 and 2023, respectively, related to capital expenditures. Contractual Obligations and Known Future Cash Requirements As of September 30, 2024, our debt obligations are comprised of our Term Loan and our 1.75% convertible senior notes due in 2026 (the "Convertible Notes"). As of September 30, 2024, we have \$75.6 million principal amount outstanding under our Term Loan that matures in December 2027 and \$91.2 million aggregate principal amount outstanding of our Convertible Notes that mature in November 2026. On October 22, 2024, we repaid \$30.5 million principal amount of our Term Loan and, after such repayment, \$43.1 million principal amount remained outstanding under our Term Loan. As of September 30, 2024, we have no other present agreements or commitments with respect to any material acquisitions of businesses or technologies or any other material capital expenditures. As of September 30, 2024, we have recorded \$2.0 million of gross liability for uncertain tax positions, including interest and penalties. Based upon the information available and possible outcomes, we cannot reasonably estimate the amount and period in which the liability might be paid. Critical Accounting Policies and Estimates The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events that affect amounts reported in our condensed consolidated financial statements and related notes, as well as the related disclosure of contingent assets and liabilities at the date of the financial statements. Management evaluates its accounting policies, estimates and judgments on an on-going basis. Management bases its estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions. Our critical accounting estimates reflecting management's estimates and judgments are described in our Annual Report on Form 10-K for the year ended December 31, 2023. We have reviewed recently adopted accounting pronouncements and determined that the adoption of such pronouncements is not expected to have a material impact, if any, on our condensed consolidated financial statements. Accordingly, there have been no material changes to critical accounting policies and estimates as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2023. 48 A Item 3. Quantitative and Qualitative Disclosures About Market Risk As a smaller reporting company, we are not required to provide the information required by Item 305 of Regulation S-K. Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of September 30, 2024. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives of ensuring that information we are required to disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to enable timely decisions regarding required disclosures, and is recorded, processed, summarized, and reported within the time periods specified in the rules and forms promulgated by the SEC. Our management recognizes that any disclosure

controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and there is no assurance that our disclosure controls and procedures will operate effectively under all circumstances. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 30, 2024, our disclosure controls and procedures were not effective at the reasonable assurance level due to the following material weaknesses in internal control over financial reporting. Material Weaknesses in Internal Control over Financial Reporting A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis. During the preparation of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, management identified a material weakness in internal control over financial reporting as the Company did not have an effective information and communication process that identified and assessed the source of and controls necessary to ensure the reliability of information used in financial reporting and for providing information required for effective activity level controls. This material weakness could have resulted in a material misstatement to the Company’s interim condensed consolidated financial statements that would not be prevented or detected on a timely basis. During the preparation of our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, management identified the following material weaknesses in internal control over financial reporting: (i) Management identified a material weakness in internal control over financial reporting relating to the consolidation process and review of financial statements specifically pertaining to the Company’s design of controls to determine proper accounting for certain foreign exchange transactions and translation between Veritone, Inc. and certain foreign subsidiaries. This material weakness did not result in any identified material misstatements to the financial statements. However, this material weakness could have resulted in a material misstatement to the Company’s annual or interim condensed consolidated financial statements that would not be prevented or detected and corrected on a timely basis. (ii) Management identified a material weakness in internal control over financial reporting relating to information technology general controls (ITGCs) in the areas of user access and change-management over certain information technology (IT) systems that support our financial reporting processes. The Company’s business process automated and manual controls that are dependent on the affected ITGCs were also deemed ineffective because they could have been adversely impacted. These control deficiencies were a result of user access and change management processes over certain IT systems. Related to these findings, management concluded that during the year ended December 31, 2023, the Company did not maintain appropriately designed entity-level controls impacting the control environment or monitoring controls to prevent or detect material misstatements to the consolidated financial statements. Specifically, these deficiencies were attributed to (i) a lack of a sufficient number of qualified resources to perform control activities and (ii) insufficient risk assessment and monitoring activities as a result of untimely or ineffective identification of internal control risks to properly design, test, implement and assess effective internal controls over financial reporting. 49 Remediation of Material Weaknesses in Internal Control Over Financial Reporting In order to remediate the material weaknesses, management has taken remediation actions including: (i) engagement of an outside firm to assist with the remediation actions in March 2024; (ii) implemented a more robust plan and risk assessment around the proper design, testing and assessment of internal controls over financial reporting in April 2024; (iii) implemented a training program addressing ITGCs and policies, including educating control owners concerning the principles and requirements of each control, with a focus on those related to user access and change management over IT systems impacting financial reporting; (iv) implemented documentation of underlying ITGCs to promote knowledge transfer upon personnel and function changes; (v) implemented an IT management review and testing plan to monitor ITGCs with a specific focus on systems supporting our financial reporting processes; and (vi) trained staff on proper accounting for foreign exchange translation, transactions when consolidating foreign subsidiaries and the proper, accurate and timely evaluation of the realizability of long lived assets, including goodwill and intangible assets. Management has also hired additional staff to oversee the implementation and testing of these remediation actions. To further remediate the existing material weakness identified herein, the management team, including the Chief Executive Officer and Chief Financial Officer, have reaffirmed and re-emphasized the importance of internal controls, control consciousness and a strong control environment. We are committed to maintaining a strong control environment and believe that these remediation efforts represent continued improvement in our control environment. We also expect to continue to review, optimize and enhance our financial reporting controls and procedures. While remediating actions have been implemented to mitigate the material weaknesses identified with regards to foreign transaction consolidation and ITGCs, these material weaknesses will not be considered remediated until the applicable remediated and enhanced control processes have operated for a sufficient period of time and management has concluded, through testing, that this enhanced control is operating effectively. Changes in Internal Control over Financial Reporting While management continues to make progress on its remediation efforts, there were no definitive changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Inherent Limitations on Effectiveness of Controls Management recognizes that a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud or error, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. 50 PART II. OTHER INFORMATION Item 1. Legal Proceedings From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of business. We currently are not a party to any legal proceedings, the adverse outcome of which, in management’s opinion, individually or in the aggregate, would have a material adverse effect on our results of operations, financial position or cash flows. Regardless of the outcome, any litigation could have an adverse impact on us due to defense and settlement costs, diversion of management resources and other factors. Item 1A. Risk Factors Our Annual Report on Form 10-K for the year ended December 31, 2023 as supplemented by our Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, contains a discussion of the material risks associated with our business. Other than as set forth below, there have been no material changes to the risks described in such Annual Report on Form 10-K and Quarterly Report on Form 10-Q. We recently sold Veritone One, our full-service advertising agency, which represented approximately 25% of our revenue for the nine months ended September 30, 2024. As a result, our revenue following the sale of Veritone One will be reduced and our business will be less diversified. On October 17, 2024, we sold our full-service advertising agency and wholly-owned subsidiary, Veritone One, LLC, to an affiliate of Insignia Capital Group L.P. Approximately 25% of our revenue for the nine months ended September 30, 2024 was generated from Veritone One. As a result of the Divestiture, our business is focused on enterprise AI and the type of risks associated with such business. Further, immediately following the Divestiture, our business will generate less revenue which may exacerbate risks related to our operations, including our ability to service our outstanding debt and finance our operations. If these difficulties or challenges cannot be overcome, our business may not be successful and the impact of these risks could have a material adverse effect on our business, financial condition and results of operations. Our ability to continue as a going concern depends on, among other factors, our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and certain financial, business and other factors beyond our control. Based on our liquidity position at September 30, 2024 and our current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about our ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by our current debt service obligations, historical negative cash flows and recurring losses. Our ability to continue as a going concern is dependent on our ability to service our debt obligations under the Term Loan as they become due, which, in turn, is dependent on, among other factors, our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and certain financial, business and other factors beyond our control. Our determination that we may be unable to continue as a going concern may materially harm our business and reputation and may make it more difficult for us to obtain financing for the continuation of our operations, including through equity financings, incurring additional debt or otherwise, which in turn, may adversely impact our financial condition, results of operations and cash flows. In the near term, to meet our cash obligations as they come due, we are evaluating strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reduction and potential future cost synergies from our past acquisitions. In addition, on October 17, 2024, we consummated the Divestiture for a total purchase price of up to \$104.0 million. Net proceeds from the transaction were \$59.1 million in cash, which reflected the aggregate purchase price of \$104.0 million, less \$18.0 million subject to an earnout described below, \$20.3 million of purchase price adjustments, and \$6.7 million placed in escrow accounts. On October 22, 2024, we used net cash proceeds from the Divestiture to repay \$30.5 million principal amount of our outstanding Term Loan, plus accrued interest and a prepayment premium in the aggregate amount of \$3.3 million. As of October 22, 2024, immediately following the Divestiture and the repayment of a portion of our Term Loan, we reported cash on hand of \$27.3 million. The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business. We may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings or at growing our revenue base. If we are unable to capture past cost reduction and potential future cost synergies from our past acquisitions, we would likely not have sufficient cash on hand or available liquidity to service our current debt obligations, and our ability to execute on our operating plans may be materially adversely impacted. If we become unable to continue as a going concern, we may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on our condensed consolidated financial statements. These actions may cause stockholders to lose all or part of their investment in our common stock. If we cannot continue as a going concern, adjustments to the carrying values and classification of our assets and liabilities and the reported amounts of income and expenses could be required and could be material. 51 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds During the three and nine months ended September 30, 2024, we issued 0 and 298,110 shares of our common stock (as Common Stock) to certain Warrant Holders upon the exercise of 0 and 499,857 warrants held by them, respectively. Each warrant was cashless exercised at a strike price of \$2.5760. The shares of Common Stock issued upon exercise of these warrants were issued in reliance on an exemption from registration provided by Section 3(a)(9) of the Securities Act. Each of the Warrant Holders represented that they were acquiring the warrants and, upon any exercise thereof, will acquire shares of Common Stock issuable upon such exercise, for such Warrant Holder’s own account and not with a view to distribution or resale in violation of the Securities Act or any applicable state securities law. Item 3. Defaults Upon Senior Securities None. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information None. 52 Item 6. Exhibits A Exhibit No. A Description of Exhibit A 2.1a Securities and Asset Purchase Agreement, dated as of May 27, 2023, by and among Veritone, Inc., Veritone UK Ltd., CareerBuilder, LLC, CareerBuilder International Holding B.V. and CareerBuilder France Holding, LLC (incorporated by reference to Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed on May 31, 2023). A 3.1 Third Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 23, 2017). A 2.2a Equity Purchase Agreement, dated as of October 17, 2024, by and among Veritone, Inc., Veritone One, LLC and Oxford Buyer, LLC (incorporated by reference to Exhibit 2.1 to the Registrant’s Current Report on Form 8-K filed on October 23, 2024). A 3.2 Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on May 23, 2017). A 31.1 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act. A 31.2 Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act. A 31.2+ Certifications pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350. A 101.INS A Inline XBRL Instance Document A the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document. A 101.SCH A Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents. A 104 A Cover page formatted as Inline XBRL and contained in Exhibit 101. A Exhibits and schedules, or portions thereof, have been omitted pursuant to Item 601(a)(5) of Regulation S-K under the Securities Act. The Company agrees to furnish supplementally a copy of all omitted exhibits and schedules to the Securities and Exchange Commission upon request. A The Company has omitted portions of the referenced exhibit pursuant to Item 601(b) of Regulation S-K under the Securities Act because such portions (i) are not material and (ii) are the type of information that the Company both customarily and actually treats as private and confidential. A The certifications furnished as Exhibit 32.1 accompany this Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Subsection 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed filed by the Registrant for purposes of Section 18 of the Exchange Act and are not to be incorporated by reference into any of the Registrant’s filings under the Securities Act, irrespective of any general incorporation language contained in any such filing. A 53 A 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. A A Veritone, Inc. A A November 12, 2024 A By: A /s/ Michael L. Zemetra A A Michael L. Zemetra A A Executive Vice President, Chief Financial Officer and Treasurer A A A (Principal Financial and Accounting Officer) A 54 EX-10.3 2 veri-ex10.3.htm EX-10.3 EX-10.3 Exhibit 10.3 A HIGHBRIDGE TACTICAL CREDIT MASTER FUND, L.P./O HIGHBRIDGE CAPITAL MANAGEMENT, LLC A HIGHBRIDGE TACTICAL CREDIT INSTITUTIONAL FUND, L.P./O HIGHBRIDGE CAPITAL MANAGEMENT, LLC A CONTEXT PARTNERS MASTER FUND, L.P. RIVERVIEW GROUP LLC A TENOR OPPORTUNITY MASTER FUND LTD. A Whitebox Advisors LLC, on behalf of certain managed funds A SILVERBACK ASSET MANAGEMENT, LLC, on behalf of certain managed funds A A PRIVATE AND CONFIDENTIAL November 7, 2023 A Veritone, Inc. 2420 17th Street, Office 3002 Denver, Colorado A Commitment Letter Ladies and Gentlemen: You have informed Highbridge Tactical Credit Master Fund, L.P. (as Highbridge TCF), Highbridge Tactical Credit Institutional Fund, Ltd. (as Highbridge ERS) and together with Highbridge TCF, as Highbridge), Context Partners Master Fund, L.P. (as Context), Whitebox Relative Value Partners, LP (as Whitebox RVP), Whitebox GT Fund, LP (as Whitebox GT), Whitebox Multi-Strategy Partners, LP (as Whitebox Multi), Pandora Select Partners, LP (as Pandora), Riverview Group LLC (as Riverview), Tenor Opportunity Master Fund Ltd. (as Tenor), Silverback Convertible Master Fund Limited (as Silverback Convertible), Blackwell Partners LLC Series B (as Blackwell), KASAD 2, L.P. (as KASAD) and Silverback Opportunistic Credit Master Fund Limited (collectively with Highbridge TCF, Highbridge ERS, Context, Riverview, Whitebox RVP, Whitebox GT, Whitebox Multi, Pandora, Riverview, Tenor, Silverback Convertible, Blackwell and KASAD, the Commitment Parties, as we or as) that Veritone, Inc. (as you or the Company) intends to establish a credit facility having the terms set forth in Annex B and consisting of a \$77.5 million senior secured term loan facility (the Credit Facility). The proceeds of the Credit Facility shall be used (i) to repurchase an aggregate \$50.0 million principal amount of existing convertible senior notes of the Company pursuant to that certain Indenture, dated as of November 19, 2021, by and among the Company and U.S. Bank National Association, as Trustee (the 2026 Convertible Senior Notes) as more fully described on Annex C hereto, (ii) for general corporate purposes, and (iii) to pay fees and out-of-pocket expenses in connection with the Credit Facility. Each of the Commitment Parties is pleased to advise you of its commitment to severally, and not jointly, provide the portion of the principal amount of the Credit Facility set forth opposite A A such Commitment Party’s name on Annex C hereto, subject to the terms and conditions set forth in this letter and in the term sheet set forth on Annex B hereto (the Term Sheet) (this letter collectively with Annexes A, B, and C, the Commitment Letter); capitalized terms used but not defined herein shall have the meanings given to them in the attached Annex B. Our commitments are subject solely to the conditions set forth in the Term Sheet. It is agreed that a third party selected by the Commitment Parties will act as sole administrative agent, collateral agent and documentation agent in connection with the Credit Facility (in such capacities, the Administrative Agent), with all fees and expenses of the Administrative Agent (including, without limitation, any fees and expenses of counsel to the Administrative Agent) paid by Company. It is understood and agreed that no other agents or co-agents and no arrangers, co-arrangers, bookrunners, managers, or co-managers will be appointed, no other titles will be awarded, and no compensation (other than compensation expressly contemplated by this Commitment Letter) will be paid to any Lender or any other person by you or any of your affiliates in order to obtain any commitment to participate in the Credit Facility, unless you and we shall so agree. Notwithstanding anything in this Commitment Letter (including each of the annexes attached hereto), the Credit Documents or any other letter agreement or other undertaking

concerning the financing of the Credit Facility to the contrary, the terms of the Loan Documents shall be in a form such that they do not impair the availability or funding of the Credit Facility on the Initial Funding Date if the conditions set forth in the Term Sheet are satisfied (it being understood that to the extent any security interest in any collateral is not or cannot be provided and/or perfected on the Initial Funding Date (other than the pledge and perfection of the security interest in the equity interests of each of the Company's direct wholly-owned U.S. subsidiaries and other assets pursuant to which a lien may be perfected by the filing of a financing statement under the Uniform Commercial Code or any filings with the U.S. Patent and Trademark Office) after your use of commercially reasonable efforts to do so or without undue burden or expense, then the provision and/or perfection of a security interest in such Collateral shall not constitute a condition precedent to the availability of the Credit Facility on the Initial Funding Date, but instead shall be required to be delivered within 60 days after the Initial Funding Date (or such later date after the Initial Funding Date as we shall agree) pursuant to arrangements to be mutually agreed by the us and the Company acting reasonably) (the foregoing provision, the "Certain Funds Provision"). By executing this Commitment Letter, Company agrees on its behalf and on behalf of its affiliates that from the date hereof until the date which is 30 days after the date hereof, Company and its affiliates (i) will cease any discussion with other potential financing providers (other than financing sources for the Credit Facility) and will not directly or indirectly engage in discussion with, provide any information to, or transmit any letter of intent, indicative terms or other document or response to any person or entity other than the Commitment Parties in connection with soliciting or receiving from such financing provider, person or entity a proposal, commitment, exclusivity arrangement or definitive agreement to provide debt or equity financing (including any modification, extension, or continuation of existing credit facilities), and (ii) will not enter into any definitive agreement for a debt or equity financing (including any modification, extension, or continuation of existing credit facilities, but not including definitive agreements for the Credit Facility), in either the case of clause (i) or clause (ii) above, that is in lieu of, inconsistent with, or 2A A reasonably expected to interfere with the Credit Facility if the Commitment Parties are ready, willing and able to provide the proceeds of the Credit Facility on the terms and conditions substantially as set forth in this Commitment Letter. The terms of this Commitment Letter are intended as an outline of certain of the material terms of the Credit Facility, but do not include all of the terms, conditions, covenants, representations, warranties, default clauses and other provisions that will be contained in the Loan Documents. The Loan Documents shall include, in addition, provisions that are customary or typical for financings of this type. By executing this Commitment Letter, you agree to (i) within 45 days of the execution of this Commitment Letter, (x) issue to the Commitment Parties (and, as applicable, one or more of the funds managed, advised or sub-advised by the Commitment Parties and/or for which they act as trading manager) warrants having the terms of the Warrants set forth in the Term Sheet with respect to twenty percent (20%) of the aggregate number of shares of Common Stock to be represented by Warrants as set forth in the Term Sheet and (y) execute a registration rights agreement as contemplated by the Term Sheet with the Commitment Parties (and, as applicable, one or more of the funds managed, advised or sub-advised by the Commitment Parties and/or for which they act as trading manager), and (ii) reimburse the Commitment Parties from time to time on demand for all reasonable out-of-pocket fees and expenses (including, but not limited to, the reasonable fees, disbursements and other charges of legal counsel to the Commitment Parties (limited to a single special counsel and UK local counsel to the Commitment Parties) and search fees, due diligence expenses, appraisal, environmental and audit costs and expenses, and advisor and consultant fees and expenses) incurred in connection with the Credit Facility, the preparation of the definitive documentation therefor and the other transactions contemplated hereby, and in the case of clause (ii), in an amount not to exceed \$550,000 for any such fees and expenses accrued through (and inclusive of) the Initial Funding Date. To avoid doubt, the warrants issued pursuant to clause (i) shall form a part of the Warrants to be issued as set forth in the Term Sheet and shall not be in addition to such Warrants. You agree that your obligations to make the payments and execute the agreements in this paragraph shall survive the termination of this Commitment Letter or any commitment or undertaking hereunder and shall be effective regardless of whether any of the other transactions contemplated hereby are consummated. In addition, in connection with arrangements such as this, it is our policy to receive indemnification. You agree to the provisions with respect to indemnity and other matters set forth in Annex A, which is incorporated by reference into this Commitment Letter. We hereby notify you that pursuant to the requirements of the USA PATRIOT Act, Title III of Pub. L. 107-56 (signed into law October 26, 2001) (the "Act") and the requirements of 31 C.F.R. §1010.230 (the "Beneficial Ownership Regulation"), each Lender is required to obtain, verify and record information that identifies each borrower and guarantor under the Credit Facility, which information includes the name and address and other information of each such person or entity that will allow each Lender to identify each such person or entity in accordance with the Act and the Beneficial Ownership Regulation. This notice is given in accordance with the requirements of the Act and is effective for each Lender. 3A A Please note that this Commitment Letter may not be disclosed to any third party or circulated or referred to publicly without our prior written consent except, after providing written notice to the Commitment Parties, pursuant to a subpoena or order issued by a court of competent jurisdiction or by a judicial, administrative or legislative body or committee; provided, however, that we hereby consent to disclosure of this Commitment Letter (x) to the officers, directors, agents and advisors of the Company who are directly involved in the consideration of the Credit Facility to the extent such persons agree to hold the same in confidence, (y) as required by applicable law or compulsory legal process (in which case you agree to inform us promptly thereof to the extent permitted by law), and (z) pursuant to a filing on Form 8-K or Form 10-Q with the U.S. Securities and Exchange Commission; provided that the Company may elect to file the Commitment Letter as an exhibit to its Form 10-K for the year ended December 31, 2023. You agree (i) to publicly file a Current Report on Form 8-K no later than 9:30 a.m., New York City time, on November 8, 2023 (the "Announcement 8-K") that will disclose all material information regarding the terms of this Commitment Letter and the Credit Facility and all other confidential information communicated to us or any of our affiliates to the extent that you believe such confidential information constitutes material non-public information, and (ii) that, upon the public filing of the Announcement 8-K, we and our affiliates will not be under any contractual obligation to refrain from trading in any securities issued by you or any of your affiliates. We will use all confidential information provided to us by or on behalf of you hereunder for the purpose of providing the services which are the subject of this Commitment Letter and in connection with the evaluation, closing, administration and enforcement of the Credit Facility, and shall treat confidentially all such information and shall not publish, disclose or otherwise divulge, such information; provided that nothing herein shall prevent us and any of our affiliates from disclosing any such information (a) pursuant to the order of any court or administrative agency or in any pending legal, judicial or administrative proceeding, or otherwise as required by applicable law, rule or regulation or compulsory legal process based on the advice of counsel (in which case we agree (except with respect to any audit or examination conducted by bank accountants or any regulatory authority exercising examination or regulatory authority), to the extent practicable and not prohibited by applicable law, rule or regulation, to inform you promptly thereof prior to disclosure), (b) upon the request or demand of any regulatory authority having jurisdiction over us or any of our affiliates (in which case we agree (except with respect to any audit or examination conducted by bank accountants or any regulatory authority exercising examination or regulatory authority), to the extent practicable and not prohibited by applicable law, rule or regulation, to inform you promptly thereof prior to disclosure), (c) to the extent that such information becomes publicly available other than by reason of improper disclosure by us or any of our affiliates or any related parties thereto in violation of any confidentiality obligations owing to you, the Company or any of your or its respective affiliates (including those set forth in this paragraph), (d) to the extent that such information is received by us or any of our affiliates from a third party that is not, to our knowledge, subject to any contractual or fiduciary confidentiality obligations owing to you, the Company or any of your or its respective affiliates or related parties, (e) to the extent that such information is independently developed by us or any of our affiliates without the use of any confidential information and without violating the terms of this Commitment Letter, (f) to our affiliates and to our and their respective directors, officers, employees, legal counsel, independent auditors, professionals and other experts or agents who need to know such information in connection with the Credit Facility and who are informed of the confidential nature of such information and are or have been advised of their obligation to keep information of this type 4A A confidential, (g) to potential or prospective lenders, participants or assignees and to any direct or indirect contractual counterparty to any swap or derivative transaction relating to you or any of your subsidiaries, in each case who agree to be bound by the terms of this paragraph (or language substantially similar to this paragraph); provided that the disclosure of any such information to us or any lenders or prospective lenders or participants or prospective participants referred to above shall be made subject to the acknowledgment and acceptance by such lender or prospective lender or participant or prospective participant that such information is being disseminated on a confidential basis (on substantially the terms set forth in this paragraph or as is otherwise reasonably acceptable to you and us, including, without limitation, as agreed in any marketing materials) in accordance with our standard syndication processes or customary market standards for dissemination of such type of information, or (h) for purposes of enforcing our rights hereunder in any legal proceedings and for purposes of establishing a defense in any legal proceedings. The provisions of this paragraph shall survive the termination of this Commitment Letter; provided that our and our affiliates' if any, obligations under this paragraph shall terminate automatically and be superseded by the confidentiality provisions in the Loan Documents upon the execution thereof. Notwithstanding the foregoing, no notice, consultation or other compliance with this paragraph shall be required if we are requested or required to disclose confidential information pursuant to a broad or routine audit, examination or request for information by any legal, judicial, governmental, administrative, or regulatory authority that is not specific to the confidential information provided hereunder. In the ordinary course of its activities, the Commitment Parties and our affiliates may actively trade the debt and equity securities (or related derivative securities) of the Company and other companies which may be the subject of the arrangements contemplated by this letter, including any of their respective affiliates, and may at any time hold long and short positions in such securities. The Commitment Parties or our affiliates may also co-invest with, make direct investments in, and invest or co-invest client monies in or with funds or other investment vehicles managed by other parties, and such funds or other investment vehicles may trade or make investments in securities or other debt obligations of the Company or other companies which may be the subject of the arrangements contemplated by this letter and any of their respective affiliates. The Commitment Parties may have economic interests that conflict with those of the Company. You agree that the Commitment Parties will each act under this letter as an independent contractor and that nothing in this Commitment Letter or otherwise will be deemed to create an advisory, fiduciary or agency relationship or fiduciary or other implied duty between any Commitment Party, on the one hand, and the Company and its shareholders or its affiliates, on the other hand. You acknowledge and agree that (i) the transactions contemplated by this Commitment Letter are arm's-length commercial transactions between the Commitment Parties, on the one hand, and the Company, on the other hand, (ii) in connection therewith and with the process leading to such transaction the Commitment Parties are each acting solely as a principal and not the agent or fiduciary of the Company, its management, shareholders, creditors or any other person, (iii) the Commitment Parties have not assumed an advisory or fiduciary responsibility in favor of the Company with respect to the transactions contemplated hereby or the process leading thereto or any other obligation to the Company except the obligations expressly set forth in this Commitment Letter and (iv) the Company has consulted its own legal and financial advisors to the extent it deemed appropriate. The Company further acknowledges and agrees that it is responsible for making its own independent judgment with respect to such transactions and 5A A the process leading thereto. The Company agrees that it will not claim that the Commitment Parties have rendered advisory services of any nature or respect, or owes a fiduciary or similar duty to the Company, in connection with such transaction or the process leading thereto. The provisions of the immediately preceding four paragraphs shall remain in full force and effect regardless of whether any definitive documentation for the Credit Facility shall be executed and delivered, and notwithstanding the termination of this Commitment Letter or any commitment or undertaking hereunder. Each of the parties hereto agrees that this Commitment Letter is a binding and enforceable agreement with respect to the subject matter contained herein (it being understood and agreed that the availability and funding of the Credit Facility is subject to conditions precedent), including the good faith negotiation of the Credit Documents by the parties hereto in a manner consistent with this Commitment Letter. Promptly following the execution of this Commitment Letter, the parties hereto shall proceed with the negotiation in good faith of the Credit Documents. This Commitment Letter may not be assigned by the Company without the prior written consent of each other party hereto (and any purported assignment without such consent shall be null and void), is intended to be solely for the benefit of the parties hereto and is not intended to confer any benefits upon, or create any rights in favor of, any person other than the parties hereto. The Commitment Parties may assign their respective commitments hereunder, in whole or in part (including, for example, the commitment to provide the Credit Facility), to (i) any of their respective affiliates, (ii) any fund, investor, entity or account that is managed, sponsored or advised by any person managing, sponsoring or advising any of the Commitment Parties or (iii) any Commitment Party (any such person, an "Eligible Assignee"). This Commitment Letter may not be amended or any term or provision hereof or thereof waived or modified except by a written agreement signed and delivered by each of the parties hereto. Notwithstanding anything set forth herein to the contrary, (a) no Commitment Party shall be relieved, released or novated from its obligations hereunder (including its obligation to fund any portion of the Commitment on the Initial Funding Date) in connection with any assignment or other transfer until after the initial funding of the Credit Facility on the Initial Funding Date, (b) no such assignment or other transfer shall become effective with respect to any portion of the Commitment until the initial funding of the Credit Facility on the Initial Funding Date, and (c) unless the Company agrees in writing, each Commitment Party shall retain exclusive control over all rights and obligations with respect to its portion of the Commitment, including all rights with respect to consents, waivers, modifications, supplements and amendments, until the Initial Funding Date has occurred. Our commitment hereunder shall terminate upon the first to occur of (i) at our election, a material breach by the Company under this Commitment Letter, and (ii) December 15, 2023 unless the closing of the Credit Facility, on the terms and subject to the conditions contained herein, shall have been consummated on or before such date. In addition, please note that the Commitment Parties do not provide accounting, tax or legal advice. Notwithstanding anything herein to the contrary, the Company (and each employee, representative or other agent of the Company) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of this potential transaction and all materials of any kind (including opinions or other tax analyses) that are provided to the Company 6A A relating to such tax treatment and tax structure. However, any information relating to the tax treatment or tax structure shall remain subject to the confidentiality provisions hereof (and the foregoing sentence shall not apply) to the extent reasonably necessary to enable the parties hereto, their respective affiliates, and their respective affiliates' directors and employees to comply with applicable securities laws. For this purpose, "tax treatment" means U.S. federal or state income tax treatment, and "tax structure" is limited to any facts relevant to the U.S. federal income tax treatment of the transactions contemplated by this Commitment Letter but does not include information relating to the identity of the parties hereto or any of their respective affiliates. This Commitment Letter may be executed in any number of counterparts, each of which when executed shall be an original, and all of which, when taken together, shall constitute one agreement. Delivery of an executed counterpart of a signature page of this Commitment Letter by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart hereof. Any party delivering an executed counterpart of this Commitment Letter via facsimile or other electronic transmission shall, at our request, also deliver to us or our counsel a manually executed original, but the failure to do so does not affect the validity, enforceability or binding effect of this Commitment Letter. THIS COMMITMENT LETTER SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAWS. Each of the parties hereto agrees that any suit or proceeding arising in respect to this arrangement or any matter referred to in this Commitment Letter will be tried exclusively in the U.S. District Court for the Southern District of New York or, if that court does not have subject matter jurisdiction, in any state court located in the City of New York and each of the parties hereto agrees to submit to the jurisdiction of, and to venue in, such courts. ANY RIGHT TO TRIAL BY JURY WITH RESPECT TO ANY ACTION OR PROCEEDING ARISING IN CONNECTION WITH OR AS A RESULT OF EITHER OUR COMMITMENT OR ANY MATTER REFERRED TO IN THIS COMMITMENT LETTER IS HEREBY WAIVED BY EACH OF THE PARTIES HERETO. The provisions of this paragraph shall remain in full force and effect regardless of whether any definitive documentation for the Credit Facility shall be executed and delivered, and notwithstanding the termination of this Commitment Letter or any commitment or undertaking hereunder. THIS COMMITMENT LETTER REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES WITH RESPECT TO THE SPECIFIC MATTERS HEREOF, SETS FORTH THE ENTIRE UNDERSTANDING OF THE PARTIES HERETO, SUPERSEDES ANY PRIOR AGREEMENTS AMONG THE PARTIES HERETO WITH RESPECT TO THE CREDIT FACILITIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES. A [Remainder of page intentionally left blank] 7A A Please confirm that the foregoing is in accordance with your understanding by signing and returning to the Commitment Parties the enclosed copy of this Commitment Letter, together, if not previously executed and delivered, on or before the close of business on November 8, 2023, whereupon this Commitment Letter shall become a binding agreement between us. If not signed and returned as described in the preceding sentence by such date, this offer will terminate on such date. We look forward to working with you on this matter. [Signatures on Next Page] A A Very truly yours, A Highbridge Tactical Credit Master Fund, L.P. A By: Highbridge Capital Management, LLC as Trading

[illegible]

Common Stock. The Company is not (and has not provided information to the Lender that would put the Lender) in possession of any material, non-public information regarding the Company or the Common Stock (i) at the time any election to make a payment in shares of Common Stock or (ii) at any time during the applicable measurement period. Documentation Principles: The definitive documentation for the Credit Facility (the Credit Documents) will contain those conditions to borrowing, mandatory prepayments, representations, warranties, covenants and events of default set forth in, and will otherwise be consistent with, this Term Sheet and will be based on a precedent credit agreement to be mutually agreed among the Company and Highbridge; provided that the Credit Documents shall give due regard to (i) the location of the business of the Credit Parties and their subsidiaries and their respective jurisdictions of organization (including as to representations, warranties, covenants and events of default that are customary and specific to the regulatory regimes of such jurisdictions) and (ii) the operational and strategic requirements of the Credit Parties and their respective subsidiaries in light of their consolidated capital structure, size, industry and practices. Collateral: All obligations of the Company and Guarantors under the Credit Documents shall be secured by a first-priority (subject only to customary permitted liens) perfected lien on and security interest in all now owned and hereafter acquired tangible and intangible assets of the Company and the Guarantors, including all equity interests owned by the Company or any Guarantor and all cash and cash equivalents held by the Credit Parties (the Collateral). Financial Covenant: The Company shall at all times maintain minimum Liquidity of \$15,000,000. Liquidity shall be defined as unrestricted cash and cash equivalents (as determined under U.S. GAAP) of the Credit Parties that is deposited in accounts subject to control agreements granting control over such accounts to the Agent (or a substantially similar arrangement in the applicable jurisdiction). Affirmative Covenants: Customary and appropriate for transactions of this type (to be applicable to Borrower and its subsidiaries and subject to exceptions and materiality thresholds) to be agreed in the definitive documents), and limited to delivery of monthly, quarterly, and annual financial statements and other information, delivery of notices of events of default and other material events, maintenance of existence, payment of taxes and claims, maintenance of properties and insurance, books and records, inspections, lender meetings, environmental, further assurances, compliance with laws, delivery of other information reasonably required by the Agent or a Lender, compliance with and policies regarding sanctions, anti-terrorism, anti-money laundering (AML), anti-bribery and corruption (ABC), foreign corrupt practices act (FCPA), and data privacy. Negative Covenants: Customary and appropriate for transactions of this type (to be applicable to Borrower and its subsidiaries and subject to exceptions and materiality thresholds to be agreed in the definitive documents), and limited to limitations on use of proceeds, indebtedness, liens, guarantees, negative pledges, restricted payments and voluntary redemptions or prepayments of subordinated, junior lien and other Junior Debt, investments, fundamental changes, disposition of assets, acquisitions, sale-leasebacks, transactions with affiliates, conduct of business, changes to material contracts and organizational documents, fiscal year, accounting policies, and deposit accounts, in each case, with customary exceptions to be agreed in the Credit Documents; provided, that (x) the indebtedness covenant shall not permit material debt other than (1) the Credit Facility and (2) unsecured indebtedness or indebtedness secured on a junior lien basis to the Term Loan Facility not to exceed an amount to be agreed in the Junior Debt, which shall be used to repurchase convertible senior notes under the 2026 Convertible Senior Note Facility and shall be subject to the following terms and conditions: (i) such Junior Debt shall not mature until the date that 91 days outside the latest Maturity Date of the Term Loan Facility and shall not have a shorter weighted average life to maturity than the Term Loan Facility; (ii) no Junior Debt shall be secured by any lien on any property or asset other than the Collateral or be guaranteed by any person other than the Guarantors; (iii) no Junior Debt shall require any mandatory prepayment or amortization; and (iv) lien subordination of any such Junior Debt shall be subject to an intercreditor agreement reasonably satisfactory to Highbridge, (v) the restricted payment covenant will only permit tax distributions, payment of administrative expenses of the Company and other distributions in the ordinary course of business and (vi) the covenants shall contain customary and appropriate restrictions on investments in and transfer to subsidiaries of the Borrower which are not Guarantors. Representations and Warranties: Customary and appropriate for transactions of this type (to be applicable to Borrower and its subsidiaries), and limited to: organizational status and good standing; power and authority, qualification, execution, delivery, binding effect and enforceability of the Credit Documents; with respect to the Credit Documents, no violation of, or conflict with, law, organizational documents or agreements; compliance with law (including PATRIOT ACT, anti-money laundering laws, FCPA and OFAC); litigation; margin regulations; material governmental approvals; Investment Company Act; accurate and complete disclosure; accuracy of financial statements; no Material Adverse Effect; no event of default; taxes; ERISA; subsidiaries; intellectual property; environmental laws; labor matters; use of proceeds; ownership of properties; creation and perfection of liens and other security interests; and consolidated solvency of the Company and its subsidiaries on the Initial Funding Date; subject, in the case of each of the foregoing representations and warranties, to customary qualifications and limitations for materiality to be provided in the Credit Documents consistent with the Documentation Principles. A Material Adverse Effect means, with respect to the Credit Parties, (a) a material adverse change in, or a material adverse effect on, the operations, business, properties or financial condition of such Persons, taken as a whole, (b) a material impairment of the ability of such persons, taken as a whole, to perform their respective payment obligations under the Credit Documents, (c) a material impairment of the rights and remedies of the Agent or any Lender under the Credit Documents, or (d) a material impairment of the legality, validity, binding effect or enforceability against any Credit Party of any material Credit Document to which it is a party). Events of Default: Customary and appropriate for transactions of this type (subject to exceptions, grace periods and materiality thresholds to be agreed in the definitive documents), and limited to payment default, cross-default to other indebtedness, breach of covenants, breach of representations, bankruptcy/insolvency defaults, judgment default, employee benefit plans, change of control, invalidity of guarantees, impairment of security in the Collateral, and delisting of Common Stock. Other Conditions and Requirements: The availability of the Credit Facility set forth in this Commitment Letter shall be subject solely to the satisfaction of the following conditions: Definitive loan documentation governing the Credit Facility (collectively, the Credit Documents) reasonably satisfactory to Highbridge, to the extent applicable, satisfactory legal opinions, customary closing certificates, a customary solvency certificate, corporate records, documents from public officials, officers' certificates and third-party consents (if any) shall have been delivered; Subject to the Certain Funds Provision, all documents and instruments required to create and perfect the Agent's security interest in the Collateral shall have been executed and delivered to the Agent (including customary lien searches in each relevant jurisdiction) and, if applicable, be in proper form for filing; Since the date of this Commitment Letter, no fact, circumstance, occurrence, change or event has occurred that constitutes, or would reasonably be expected to have, individually or in the aggregate, a material adverse change in, or a material adverse effect on, the operations, business, properties or financial condition of such Persons, taken as a whole; Each Specified Representation shall be true and correct in all material respects (or in all respects in the case of any such representation or warranty qualified by materiality or material adverse effect) (a Specified Representations means the representations and warranties to be included in the Credit Documents relating to organizational power and authority of the Borrower and Guarantors as to execution, delivery and performance of the Credit Documents; due organization of the Borrower and the Guarantors; the due authorization, execution, and delivery of the Credit Documents by the Borrower and Guarantors; validity and enforceability of the applicable Credit Documents against the Borrower and Guarantors; no conflicts of the Credit Documents (limited to the execution and delivery of the Credit Documents by the Borrower and Guarantors, incurrence of the indebtedness thereunder and the granting of the guarantees and the security interests in respect thereof) with charter documents of the Borrower and Guarantors; the solvency of the Borrower and its subsidiaries on a consolidated basis on the Initial Funding Date after giving effect to the transactions contemplated hereunder; Federal Reserve margin regulations; Investment Company Act; use of proceeds of the Credit Facility on the Initial Funding Date not violating the PATRIOT Act, OFAC or FCPA; and creation, validity and perfection of security interests (subject to the Certain Funds Provision); The Agent shall have received, so long as requested in writing at least ten business days prior to the Initial Funding Date, at least three days prior to the Initial Funding Date, (a) all documentation and other information required by regulatory authorities under applicable "know your customer" and anti-money laundering rules and regulations, including, without limitation, the PATRIOT Act and (b) a certification regarding beneficial ownership required by 31 C.F.R. 1010.230; Payment of all fees and expenses required to be paid on the Initial Funding Date pursuant to the Commitment Letter and Fee Letter shall have been paid out of the proceeds of amounts funded under the Credit Facilities, with respect to expenses to the extent invoiced at least three (3) days prior to the Initial Funding Date; Immediately prior to giving effect to the borrowings under the Credit Facility on the Initial Funding Date and the use of proceeds thereof, the sum of the Company's unrestricted cash and cash equivalents on hand (as determined under GAAP) shall be at least \$55 million. Warrants: On the Initial Funding Date, the Lenders shall earn and be granted, pro rata based on their funded amounts, warrants (the Warrants) to purchase an aggregate number of shares of Common Stock equal to (i) \$7,750,000 divided by (ii) the Minimum Price as of the date of this Commitment Letter. The Warrants will be exercisable for a period of five years following the Initial Funding Date at a price per share of Common Stock equal to the Minimum Price as of the date of this Commitment Letter. The Warrants will be detachable, immediately exercisable by cashless exercise (not for cash) and freely transferable, subject to compliance with applicable law, and will be in a form satisfactory to the Lenders. The Warrants will also contain the following rights (all in a form satisfactory to the Lenders): Settlement of any exercise within the then applicable standard settlement cycle, with buy-in, liquidated damages and exercise revocations provisions for failures to deliver within the standard settlement cycle. Customary anti-dilution adjustments, including full protection against future dividends (with no permitted dividend amount). Change in control protection (other than for a change in control for which the consideration consists solely of public equity securities) based on the Black-Scholes valuation of the Warrants at the greater of the 30-day realized volatility or 100% assumed volatility. Beneficial ownership blocker provisions shall be no less than 4.9%, and initially fixed at, 9.9% ownership. Registration Rights: On the Initial Funding Date, the Company and the Lenders will enter into a registration rights agreement in a form satisfactory to the Lenders pursuant to which the Company will provide the Lenders with resale shelf registration rights with regard to any shares of Common Stock issuable pursuant to the Credit Facility and the Warrants. The initial shelf registration statement registering the resale of such shares of Common Stock shall be filed by the Company within 30 days following the Initial Funding Date. Choice of Law: State of New York. A [Remainder of Page Intentionally Blank] A A A Annex C Commitments under the Credit Facility [Redacted pursuant to Item 601(a)(5) of Regulation S-K] A Bond Repurchase Schedule [Redacted pursuant to Item 601(a)(5) of Regulation S-K] A EX-31.1 3-vari-ex31.1.htm EX-31.1 EXHIBIT 31.1 CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 I, Ryan Steelberg, certify that: I. I have reviewed this Quarterly Report on Form 10-Q of Veritone, 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(s) 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(s) 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. A Date: November 12, 2024 By: /s/ Ryan Steelberg A Ryan Steelberg A President and Chief Executive Officer A (Principal Executive Officer) A EX-31.2 4-vari-ex31.2.htm EX-31.2 EXHIBIT 31.2 CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 I, Michael L. Zemetra, certify that: I. I have reviewed this Quarterly Report on Form 10-Q of Veritone, 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(s) 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(s) 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. A Date: November 12, 2024 By: /s/ Michael L. Zemetra A Michael L. Zemetra A Executive Vice President, Chief Financial Officer and Treasurer A (Principal Financial and Accounting Officer) A EX-32.1 5-vari-ex32.1.htm EX-32.1 EXHIBIT 32.1 CERTIFICATIONS PURSUANT TO RULE 13a-14(b) OR RULE 15d-14(b) OF THE SECURITIES EXCHANGE ACT OF 1934 AND 18 U.S.C. SECTION 1350 Each of the undersigned hereby certifies, pursuant to Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and 18 U.S.C. Section 1350, in his capacity as an officer of Veritone, Inc., that, to his knowledge, the Quarterly Report on Form 10-Q of Veritone, Inc. for the period ended September 30, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Veritone, Inc. A Date: November 12, 2024 A By: /s/ Ryan Steelberg A Ryan Steelberg A President and Chief Executive Officer A (Principal Executive Officer) A A Date: November 12, 2024 A By: /s/ Michael L. Zemetra A Michael L. Zemetra A Executive Vice President, Chief Financial Officer and Treasurer A (Principal Financial and Accounting Officer) A A A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to Veritone, Inc. and will be retained by Veritone, Inc. and furnished to the Securities and Exchange Commission or its staff upon request. EX-101.SCH 6-veri-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA WITH EMBEDDED LINKBASES DOCUMENT 100000 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 100010 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 100020 - Disclosure - Net Loss Per Share - Computation of Basic and Diluted Net Loss Per Common Share (Detail) 2

link:presentationLink link:calculationLink link:definitionLink link:definitionLink 100030 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100040 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss 2 link:presentationLink link:calculationLink link:definitionLink 100050 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Condensed Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 100070 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Description of Business link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Presentation and Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Discontinued Operations, Business Combinations and Divestiture link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Debt link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - Financial Instruments link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Goodwill and Intangible Assets, Net link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Consolidated Financial Statements Details link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Leases, Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Stock Plans link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Presentation and Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Discontinued Operations, Business Combinations and Divestiture (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Debt (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Net Loss Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Financial Instruments (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Goodwill and Intangible Assets, Net (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Consolidated Financial Statements Details (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Leases, Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Stock Plans (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Presentation and Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Presentation and Summary of Significant Accounting Policies - Additional Information (Details) 1) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Schedule of Major Classes of Assets and Liabilities of Discontinued Operations (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Schedule of Discontinued Operations (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Schedule of Operating and Investing Cash and Noncash Items of the Discontinued Operations (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Summary of Fair Value of Acquisition Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Summary of Allocation of Acquisition Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Summary of Valuation of Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Discontinued Operations, Business Combinations and Divestiture - Summary of Unaudited Proforma Information (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Debt - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Debt - Schedule of Scheduled Principal Payments on Term Loan (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Net Loss Per Share - Computation of Basic and Diluted Net Loss Per Common Share (Detail) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Net Loss Per Share - Effect of Anti-dilutive Securities (Detail) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Financial Instruments - Schedule of Cash and Cash Equivalents (Detail) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Financial Instruments - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Financial Instruments - Summary of Quantitative Information to Significant Unobservable Inputs (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Financial Instruments - Schedule of Contingent Consideration Liabilities Current and Non-current Balances (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Goodwill and Intangible Assets, Net - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Goodwill and Intangible Assets, Net - Schedule of Carrying Amount of Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Goodwill and Intangible Assets, Net - Summary of Finite-Lived Intangible Assets Resulting from Business Acquisitions and Other Purchases (Detail) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Goodwill and Intangible Assets, Net - Summary of Future Amortization of Finite-Lived Intangible Assets (Detail) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Consolidated Financial Statements Details - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Consolidated Financial Statements Details - Summary of Accounts Receivable, Net (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Consolidated Financial Statements Details - Summary of Prepaid Expenses and Other Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Consolidated Financial Statements Details - Summary of Other Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Consolidated Financial Statements Details - Summary of Property Equipment and Improvements, Net (Detail) link:presentationLink link:calculationLink link:definitionLink 995945 - Disclosure - Consolidated Financial Statements Details - Accounts Payable (Details) link:presentationLink link:calculationLink link:definitionLink 995955 - Disclosure - Consolidated Financial Statements Details - Summary of Other Accrued Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995965 - Disclosure - Consolidated Financial Statements Details - Summary of Deferred Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 995975 - Disclosure - Consolidated Financial Statements Details - Summary of Revenue (Detail) link:presentationLink link:calculationLink link:definitionLink 995985 - Disclosure - Consolidated Financial Statements Details - Summary of Presentation of Revenues (Detail) link:presentationLink link:calculationLink link:definitionLink 995995 - Disclosure - Consolidated Financial Statements Details - Schedule of Other Income (Expense) , Net (Detail) link:presentationLink link:calculationLink link:definitionLink 996005 - Disclosure - Leases, Commitments and Contingencies - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 996015 - Disclosure - Leases, Commitments and Contingencies - Summary of Future Minimum Lease Payments (Detail) link:presentationLink link:calculationLink link:definitionLink 996025 - Disclosure - Leases, Commitments and Contingencies - Summary of Future Minimum Lease Payments (Detail) 2 link:presentationLink link:calculationLink link:definitionLink 996035 - Disclosure - Commitments and Contingencies - Summary of Future Minimum Lease Payments Under Previous Lease Accounting Standard (Detail) link:presentationLink link:calculationLink link:definitionLink 996045 - Disclosure - Stockholders' Equity - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 996055 - Disclosure - Stock Plans - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 996065 - Disclosure - Stock Plans - Schedule of Fair Value Assumptions (Detail) link:presentationLink link:calculationLink link:definitionLink 996075 - Disclosure - Stock Plans - Summary of Fair Value Assumptions of Stock Purchase Plan (Detail) link:presentationLink link:calculationLink link:definitionLink 996085 - Disclosure - Stock Plans - Schedule of Stock-based Compensation Expense (Detail) link:presentationLink link:calculationLink link:definitionLink 996095 - Disclosure - Stock Plans - Schedule of Performance Stock Unit Activity (Details) link:presentationLink link:calculationLink link:definitionLink 996105 - Disclosure - Stock Plans - Schedule of Restricted Stock Unit Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 996115 - Disclosure - Stock Plans - Schedule of Performance-Based Stock Options Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 996125 - Disclosure - Stock Plans - Schedule of Stock Option Activity (Detail) link:presentationLink link:calculationLink link:definitionLink 996135 - Disclosure - Related Party Transactions - Additional Information (Detail) link:presentationLink link:calculationLink link:definitionLink 996145 - Disclosure - Subsequent Events - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items] 2023 Repurchase Transaction [Member] Two Thousand Twenty Three Repurchase Transaction [Member] Two thousand twenty three repurchase transaction. Interest expense Interest Expense, Debt, Including Amortization Interest expense including amortization of debt discount (premium) and financing costs. Debt Instrument Debt Instrument [Axis] Steel Holdings, LLC. Steel Holdings L L C Member Steel Holdings, LLC [Member] Accounts receivable Increase (Decrease) in Accounts Receivable Plan Name Plan Name [Domain] Discontinued Operations [Member] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Sinking fund Debt Instrument, Sinking Fund Payment Other non-current liabilities Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Noncurrent Liabilities, Other Transaction price remaining performance obligations Revenue, Remaining Performance Obligation, Amount Disposal Group Name [Axis] Contingent Consideration, Noncurrent [Member] Contingent Consideration Liability Noncurrent [Member] Contingent consideration, liability, noncurrent. Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Acquisition related expenses Business Combination, Acquisition Related Costs Revenue Presentation Revenues [Abstract] Schedule Of Condensed Financial Statements [Table] Condensed Financial Statements [Table] Investments Investments and Other Noncurrent Assets Discontinued Operations, Business Combinations and Divestiture Business Combination Disclosure [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four Target performance stock units. Target Performance Stock Units [Member] Target performance stock units [Member] Weighted-Average Exercise Price, Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Warrants issued in connection with 2024 Senior Secured Term Loan, shares Adjustments to Additional Paid in Capital, Warrant Issued Shares Adjustments to additional paid in capital, warrant issued shares Income Tax Authority, Name [Domain] Common stock issued as part of contingent consideration Stock Issued During Period Value Contingent Consideration Stock issued during period, value, contingent consideration. Beginning balance, shares Ending balance, shares Shares, Outstanding Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Axis] Business acquisition, percentage of ownership interests acquired Business Acquisition, Percentage of Voting Interests Acquired Common stock withheld for employee taxes and other, shares Common stock withheld for employee taxes and other, shares Common Stock Withheld For Employee Taxes And Other Shares Common stock withheld for employee taxes and other shares. Level 2 Fair Value, Inputs, Level 2 [Member] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Noncompete Agreements [Member] Noncompete Agreements [Member] Long-Term Debt, Type [Domain] Total, cash and cash equivalents Total, cash and cash equivalents Cash And Cash Equivalents From Continuing And Discontinued Operations Cash and cash equivalents from continuing and discontinued operations. Accrued media payments Disposal Group Including Discontinued Operation Accrued Media Payments Disposal group including discontinued operation accrued media payments. Debt instrument convertible principal amount Debt Instrument Convertible Principal Amount Debt instrument convertible principal amount. Total Total consideration Business Combination, Consideration Transferred Share-Based Payment Arrangement, Amount Capitalized Amount capitalized to internal-use software Transaction price remaining performance obligations percentage Revenue, Remaining Performance Obligation, Percentage Seventy Five Percentage Convertible Notes [Member] Seventy five percentage convertible notes. Seventy Five Percentage Convertible Notes [Member] 2024 (three months) 2022 (three months) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Income from discontinued operations before provision for income taxes Income from discontinued operations before provision for income taxes Discontinued Operation, Provision for Loss (Gain) on Disposal, before Income Tax Broadbean Acquisition [Member] Broadbean acquisition. Schedule Of Stock By Class [Table] Stock, Class of Stock [Table] Contingent Consideration Contingent Consideration [Member] Contingent consideration. Product and Service Product and Service [Axis] Finite-Lived Intangible Assets by Major Class Finite-Lived Intangible Assets by Major Class [Axis] Lender Name [Axis] Investment, Name [Domain] Depreciation, Depletion and Amortization, Total Depreciation and amortization Depreciation, Depletion and Amortization Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Adjustments, Noncash Items, to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Stock Purchase Agreement [Member] Stock Purchase Agreement [Member] Stock purchase agreement. Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Domain] Cumulative Effect, Period of Adoption Cumulative Effect, Period of Adoption [Domain] Noncash Investing and Financing Items [Abstract] Non-cash investing and financing activities: Leases, Commitments and Contingencies Leases Commitments And Contingencies [Text Block] Leases, commitments and contingencies. Investment at fair value Investment Owned, at Fair Value, Ending Balance Investment Owned, at Fair Value, Beginning Balance Investment Owned, Fair Value Employee Stock Purchase Plan [Member] Employee Stock [Member] Related Party Transaction [Line Items] Schedule of Nonvested Performance-Based Units Activity [Table Text Block] Schedule of Performance Stock Unit Activity Concentration Risk Benchmark Concentration Risk Benchmark [Axis] Stockholders' Equity Equity [Text Block] Title and Position [Axis] Accounts receivable from continuing operations and accrued media from discontinued operations Accounts receivable from continuing operations and accrued media from discontinued operations. Contract with Customer, Liability [Abstract] 2022 Operating Leases, Future Minimum Payments Due, Next 12 Months Sale of Stock Sale of Stock [Domain] Cash and Cash Equivalents Cash and Cash Equivalents [Domain] Aggregate principal amount outstanding Long-Term Debt, Gross Assets of discontinued operations Disposal Group, Including Discontinued Operation, Assets [Abstract] Other Commitments [Line Items] Other Commitments [Line Items] Estimated useful lives Finite-Lived Intangible Asset, Useful Life Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Line Items] Entity Central Index Key Entity Central Index Key Significant customer. Significant Customer [Member] Significant Customer [Member] Schedule Of Available For Sale Securities [Line Items] Debt Securities, Available-for-Sale [Line Items] Description of agreement expiration. Description of Agreement Expiration Description of agreement expiration Acceleration charge related to technical advisory services Acceleration charge related to technical advisory services. Warrant [Member] Warrant [Member] Options Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Disposal Group, Including Discontinued Operation, Unclassified Balance Sheet Disclosures [Abstract] Expenditures billable to clients Increase Decrease Expenditures Billable To Clients Expenditures billable to clients. Earning percentage of number of shares. Earning Percentage of Number of Shares Earning percentage of number of shares Proceeds from sale of energy group Cash proceeds received Proceeds from Divestiture of Businesses Common stock, shares issued Common Stock, Shares, Issued Pandologic Ltd [Member] Pandologic Ltd [Member] Pandologic Ltd. Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Risk-free interest rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Fair Value Measurement Inputs and Valuation Techniques [Table] Other Noncurrent Assets [Member] Other Noncurrent Assets [Member] Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Net loss from continuing operations Net loss from continuing operations Income (Loss) from Continuing Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest Description of Business Business Description and Basis of Presentation [Text Block] Income Statement [Abstract] Accrued media payments Accrued Media Payments Accrued media payments. Business acquisition, name of acquired entity Business Acquisition, Name of Acquired Entity Sales and marketing Disposal Group Including Discontinued Operation Sales and Marketing Disposal group including discontinued operation sales and marketing. Entity Address, State or Province Entity Address, State or Province Debt Instrument, Fair Value Disclosure, Total Estimated fair value of convertible notes Debt Instrument, Fair Value Disclosure Loss from continuing operations before provision for income taxes Loss before provision for income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Revision of Prior Period [Axis] Credit agreement term. Credit Agreement Term Credit agreement term Percentage of conversion price Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Other accrued liabilities Other accrued liabilities Increase (Decrease) in Other Accrued Liabilities Decrease in other accrued liabilities Debt instrument convertible measurement period Debt Instrument Convertible Measurement Period Debt instrument convertible measurement period. Diluted net income from discontinued

Operations Diluted net income per share from discontinued operations Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Diluted Share, Total Government and Regulated Industries [Member] Government And Regulated Industries [Member] Government and regulated industries. Government & Regulated Industries [Member] Concentration Risk Type Concentration Risk Type [Domain] Other [Member] Product and Service, Other [Member] Discontinued Operations, Business Combinations and Divestiture Discontinued Operations Business Combinations and Divestiture Disclosure [Text Block] Discontinued operations business combinations and divestiture. Less: revenue recognized Less: revenue recognized Contract with Customer, Liability, Revenue Recognized Revenue recognized Interest expense, including amortization of initial discounts and issuance costs, to discontinued operations Disposal Group, Including Discontinued Operation, Interest Expense Customer [Axis] Customer Concentration Risk [Member] Customer Concentration Risk [Member] Allowance for Credit Losses Accounting [Policy Text Block] Allowance for Credit Losses Accounting Allowance for credit losses accounting. Consideration on convertible notes Debt Instrument, Repurchased Face Amount Consideration on convertible notes Net income from discontinued operations Net income from discontinued operations Income (Loss) from Discontinued Operations, Net of Tax, Including Portion Attributable to Noncontrolling Interest 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Common stock issued as part of contingent consideration, shares Stock Issued During Period Shares Contingent Consideration Stock issued during period, shares, contingent consideration. Weighted-Average Aggregate Intrinsic Value, Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value Liability Class [Axis] Cash proceeds from sale of interest Sale of investment in GridBeyond for cash Proceeds from Sale of Equity Method Investments Working capital deficit Working capital deficit. Cost Business Combination Contingent Consideration Amortized Cost Basis Business combination contingent consideration amortizeddâ€¢ costâ€¢ basis. Cover [Abstract] Subsequent Event [Line Items] Net decrease in cash and cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Net loss per share, basic Basic net loss per share Net loss per share, basic Earnings Per Share, Basic Representation Services [Member] Representation Services [Member] Contract with customer liability additions to deferred revenue. Contract With Customer Liability Additions to Deferred Revenue Additions to deferred revenue Noncash Or Part Noncash Fair Value of Shares Issued For Acquisition Of Businesses And Earnout Consideration Fair value of shares issued for acquisition of businesses and earn-out consideration Operating expenses: Operating Expenses [Abstract] Common stock issued for acquisition, shares Stock Issued During Period, Shares, Acquisitions Other assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Other Noncurrent Assets Thereafter Finite Lived Intangible Assets Amortization Expense After Year Four Finite lived intangible assets amortization expense after year four. Client advances Contract with Customer, Liability, Current Other Liabilities, Total Other Liabilities Other liabilities Contingent consideration Contingent earnout consideration Business Combination Earnout Consideration Payable Business combination earnout consideration payable. Sales and Marketing [Member] Selling and Marketing Expense [Member] Licensing [Member] License [Member] Debt instrument repurchase price due to fundamental change Debt Instrument Repurchase Price Due To Fundamental Change Debt instrument repurchase price due to fundamental change. Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Early termination penalties Early Termination Penalties Early termination penalties. Less stock-based compensation expense from discontinued operations Share-Based Payment Arrangement, Expense Fair Value Contingent Consideration Classified as Equity, Fair Value Disclosure Fair Value beginning balance Fair Value ending balance Schedule of Business Acquisitions, by Acquisition [Table Text Block] Summary of Allocation of Acquisition & Merger Consideration Total Long-Term Debt Retained Earnings (Accumulated Deficit), Total Accumulated deficit Accumulated deficit Retained Earnings (Accumulated Deficit) Increase in accumulated deficit Amount placed in specified escrow accounts for potential satisfaction of post-closing indemnification claims Amount Placed In Specified Escrow Accounts For Potential Satisfaction Of Post Closing Indemnification Claims Amount placed in specified escrow accounts for potential satisfaction of post-closing indemnification claims. Plan Name Plan Name [Axis] Options, Outstanding, Beginning Balance Options, Outstanding, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Condensed Financial Statements, Captions [Line Items] Condensed Financial Statements, Captions [Line Items] Less: Weighted-average shares subject to repurchase Incremental Common Shares Attributable to Dilutive Effect of Accelerated Share Repurchase Agreements Monthly payment for technical advisory services Monthly Payment For Technical Advisory Services Monthly payment for technical advisory services. Share-Based Payment Arrangement, Disclosure [Abstract] Deferred Tax Liabilities, Net, Total Deferred Tax Liabilities, Net Deferred tax liabilities net Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block] Summary of Prepaid Expenses and Other Current Assets Positive (negative) cash flows from operations Net Cash Provided by (Used in) Operating Activities Net cash used in operating activities Weighted Average Grant Date Fair Value, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Total purchase consideration Business Combination, Recognized Identifiable Assets Acquired, Goodwill, and Liabilities Assumed, Net Employee stock option restricted stock units and performance stock units. Employee Stock Option Restricted Stock Units And Performance Stock Units [Member] Employee Stock Option, Restricted Stock Units and Performance Stock Units [Member] Product and Service Product and Service [Domain] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax, Total Accumulated Other Comprehensive Income (Loss), Net of Tax Decrease in accumulated other comprehensive loss Operating lease, remaining lease term Lessee, Operating Lease, Term of Contract Debt Instrument [Line Items] Debt Instrument [Line Items] Property, equipment and improvements, net Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment, Total Property and equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment Amortization Depreciation and Amortization, Discontinued Operations Debt Instrument, Term Debt instrument, term General and administrative Disposal Group, Including Discontinued Operation, General and Administrative Expense Property, equipment and improvements, net Property, equipment and improvements, net Property, Plant and Equipment, Net Contingent Consideration Liabilities [Table] Contingent Consideration Liabilities [Table] Contingent consideration liabilities. Cash flows from operating activities: Net Cash Provided by (Used in) Operating Activities [Abstract] 65 % Convertible Notes [Member] Sixty five percentage convertible notes. Sixty Five Percentage Convertible Notes [Member] Other Income and Expenses [Abstract] Expenditures billable to clients Disposal Group Including Discontinued Operation Expenditures Billable to Clients Disposal group including discontinued operation expenditures billable to clients. Common stock, par value Common Stock, Par or Stated Value Per Share Stock Options [Member] Operating Lease, Right-of-Use Asset, Statement of Financial Position [Extensible Enumeration] Measurement Input Type [Domain] Contract with Customer, Liability, Total Contract with Customer, Liability Deferred revenue beginning balance Ending balance of deferred revenue Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill, Total Intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill Disposal Groups, Including Discontinued Operations [Table] ACS Credit Facility ACS Credit Facility [Member] ACS credit facility. Taxes Payable, Current, Total Taxes Payable, Current Taxes payable Comprehensive loss: Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract] Statement of Cash Flows [Abstract] Weighted-average Cost of Capital [Member] Measurement Input Weighted Average Cost Of Capital Member Measurement input weighted average cost of capital. Stockholders' equity (deficit) Disposal Group Including Discontinued Operation Stockholders Deficit [Abstract] Disposal group including discontinued operation stockholders deficit. Antidilutive Securities, Name Antidilutive Securities, Name [Domain] Due to divestiture Payable to the Divestiture Payable to the divestiture Summary of Other Assets Schedule of Other Assets, Noncurrent [Table Text Block] Pre-tax Gain Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal 2024 (three months) Lessee Operating Leases Future Minimum Payments Sublease Income Remainder Of Fiscal Year Lessee operating leases future minimum payments, sublease income, remainder of fiscal year. Warrants net settled Class of Warrant or Right, Number of Securities Called by Warrants or Rights Equity Components Equity Components [Axis] Entity Address, Address Line One Entity Address, Address Line One Computation of Basic and Diluted Net Loss Per Common Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Employee-related Liabilities, Current, Total Accrued employee contributions Employee-related Liabilities, Current Related Party Transaction [Table] Shares, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Schedule Of Finite Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Loss from continuing operations before provision for income taxes Business Acquisition, Pro Forma Income (Loss) from Continuing Operations, Net of Tax Expected consideration from divestiture in form of cash held in escrow and earnout Expected consideration from divestiture in form of cash held in escrow and earnout. Subsequent Event Type [Axis] Redemption price, Percentage of principal amount to be redeemed Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Stock Options [Member] Equity Option [Member] Contingent Consideration Business Combination, Contingent Consideration, Liability, Measurement Input Nonoperating Income (Expense) Other income (expense), net Other income (expense), net Decrease in other income, net Effect of Anti-dilutive Securities Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] March 2022 Acquisition [Member] March Two Thousand Twenty Two Acquisition [Member] March 2022 acquisition. Line of Credit Facility, Maximum Borrowing Capacity Maximum borrowing capacity Risk-free interest rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Accrued compensation. Accrued Compensation Accrued compensation Shareholder return performance period. Shareholder Return Performance Period Shareholder return performance period Shares, Unvested, Beginning Balance Shares, Unvested, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Amendment Flag Amendment Flag Purchase consideration period Purchase Consideration Period Purchase consideration period. Corporation tax rate Corporation Tax Rate Corporation tax rate. Purchase consideration payments on 18-month anniversary of acquisition Purchase Consideration Payments On Eighteen Month Anniversary Of Acquisition Purchase consideration payments on 18-month anniversary of acquisition. Non-current portion of operating lease liabilities Operating Lease, Liability, Noncurrent Purchase consideration payment within ten days of first anniversary of acquisition Purchase Consideration Payment Within Ten Days Of First Anniversary Of Acquisition Purchase consideration payment within ten days of first anniversary of acquisition. 1.75% Convertible Senior Notes Due 2026 [Member] One Point Seven Five Percentage Convertible Senior Notes Due Two Thousand Twenty Six [Member] 1.75% convertible senior notes due 2026. Debt Instrument, Name Debt Instrument, Name [Domain] Sale of stock price per share Sale price of common stock Sale of Stock, Price Per Share Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] SOFR [Member] Depreciation and amortization Disposal Group, Including Discontinued Operation, Depreciation and Amortization Net loss Net loss Net loss Net loss Options Exercised Shares issued in connection with stock option exercise Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Performance stock units issued Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Issued in Period Common stock granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Options Exercisable at June 30, 2024 Options Exercisable at June 30, 2024 Variable Rate [Domain] Research and Development [Member] Research and Development Expense [Member] Net revenue Business Acquisition, Pro Forma Revenue Customer [Domain] Term Loan, current portion (Note 4) Loans Payable, Current, Total Loans Payable, Current Loss on disposal of fixed assets Loss on disposal of property and equipment and leasehold improvements Gain (Loss) on Disposition of Property Plant Equipment, Excluding Oil and Gas Property and Timber Property Equity Component Equity Component [Domain] Statistical Measurement Statistical Measurement [Domain] Managed Services Managed Services [Abstract] Managed services. General and Administrative Expense, Total General and administrative General and Administrative Expense Excise tax on net share repurchases Excise Tax Rate on Net Share Repurchase Excise tax rate on net share repurchase. Less: future minimum lease payments for short-term leases Lessee Operating Lease Liability Payments Due Short Term Leases Lessee operating lease liability payments due short-term leases. Business Combination, Contingent Consideration, Liability, Noncurrent Accrued purchase consideration, non-current Interest expense Interest Expense, Debt Interest Expense, Debt, Total Settlement of deferred consideration for acquisitions of financing activities.. Settlement Of Deferred Consideration For Acquisitions Of Financing Activities Settlement of deferred consideration for acquisitions Contingent Consideration, Current [Member] Contingent Consideration Liability Current [Member] Contingent consideration, liability, current. Escrow amounts expected to be settled and released within 90 to 120 days after divestiture closing date Escrow amounts expected to be settled and released within ninety to one hundred and twenty days after divestiture closing date. Corporate alternative minimum tax Corporate Alternative Minimum Tax Percentage Corporate alternative minimum tax percentage. Net Income (Loss), Including Portion Attributable to Noncontrolling Interest, Total Net loss Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Operating lease, cash payments Operating Lease, Payments Closing date Disposal Date Common stock withheld for employee taxes, shares Common Stock Withheld For Employee Taxes Shares Common stock withheld for employee taxes shares. Provision for doubtful accounts Accounts Receivable, Credit Loss Expense (Reversal) Provision for credit losses Net cash flows used in investing activities Cash Provided by (Used in) Investing Activities, Discontinued Operations Term Loan, non-current (Note 4) Loans Payable, Noncurrent, Total Loans Payable, Noncurrent Options, Unvested, Beginning Balance Options, Outstanding, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested, Number of Shares Accumulated deficit Disposal Group Including Discontinued Operation Accumulated Deficit Disposal group including discontinued operation accumulated deficit. Warrants issued in connection with 2024 Senior Secured Term Loan Warrants issued in connection with 2024 Senior Secured Term Loan Adjustments to Additional Paid in Capital, Warrant Issued Divestiture description Disposal Group, Including Discontinued Operation, Description and Timing of Disposal Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal, Statement of Income or Comprehensive Income [Extensible Enumeration] Schedule of Cumulative Effects of Changes Made to the Company Schedule Of Cumulative Effects Of Changes Made To Company [Text Block] Schedule of cumulative effects of changes made to the company. Prepaid expenses and other current assets Prepaid Expense and Other Assets, Current Prepaid expenses and other current assets Risk-free interest rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Weighted-Average Exercise Price, Options Forfeited Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Prepaid expenses and other current assets Disposal Group, Including Discontinued Operation, Prepaid and Other Assets, Current Cash and cash equivalents gross before unrealized losses Cash And Cash Equivalents Gross Before Unrealized Losses Cash and cash equivalents gross before unreal losses. Long term restricted cash Long-term restricted cash Restricted Cash, Noncurrent Collaborative Arrangement and Arrangement Other than Collaborative Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Class of Stock [Domain] Continuing Operations [Member] Other comprehensive gain (loss) Other Comprehensive Income (Loss), Net of Tax, Total Other Comprehensive Income (Loss), Net of Tax Other comprehensive gain (loss) Debt instrument convertible business period Debt Instrument Convertible Business Period Debt instrument convertible business period. Cumulative Effect, Period of Adoption, Adjustment Cumulative Effect, Period of Adoption, Adjustment [Member] Summary of Finite-Lived Intangible Assets Resulting from Business Acquisitions and Other Purchases Schedule of Finite-Lived Intangible Assets [Table Text Block] Total comprehensive loss Total comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Common Stock, Shares, Outstanding, Ending Balance Common Stock, Shares, Outstanding, Beginning Balance Common stock, shares outstanding Common Stock, Shares, Outstanding Finite-Lived Intangible Assets, Major Class Name Finite-Lived Intangible Assets, Major Class Name [Domain] Transition Service Agreement [Member] Transition service agreement. Interest Income (Expense), Net, Total Interest Income (Expense), Operating Imputed non-cash interest (income) expense Interest expense, net Trade credits earned through barter transactions, current Trade credits earned through barter transactions, current. Contingent Consideration by Type Contingent Consideration by Type [Axis] Significant Accounting Policies Significant Accounting Policies Policy [Text Block] Significant accounting policies. Weighted Average Remaining Useful Life (in years) Acquired Finite-Lived Intangible Assets, Weighted Average Useful Life Expected additional cash proceeds receivable as earnout on achievement of net revenue targets Expected Additional Cash Proceeds Receivable As Earnout On Achievement Of Net Revenue Targets Expected additional cash proceeds receivable as earnout on achievement of net revenue targets. Sales Revenue [Member] Revenue Benchmark [Member] 2024 Operating Leases, Future Minimum Payments, Due in Three Years Antidilutive Securities Antidilutive Securities [Axis] Discontinued Operation, Alternative Cash Flow Information [Abstract] Cash on hand Cash received Cash Advertising Customers [Member] Advertising Customers [Member] Advertising customers. Finite Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Discontinued Operations and Disposal Groups [Abstract] Unrestricted cash and cash equivalents required to maintain under covenant. Unrestricted Cash and Cash Equivalents Required to Maintain Under Covenant Unrestricted cash and cash equivalents required to maintain under covenant Entity Interactive Data Current Entity Interactive Data Current Lease Expiration Date Lease Expiration Date Business acquisition, shares issued or issuable Consideration equity interest issued number of shares Business Acquisition, Equity Interest Issued or Issuable, Number of

Shares Gain on sale of equity group Gain (Loss) on Disposition of Business Operating Activities [Domain] Numerator Net Income (Loss) Available to Common Stockholders, Basic, Operations [Abstract] Document Quarterly Report Document Quarterly Report Summary of Deferred Revenue Tabular disclosure of the type of arrangements and the corresponding amounts of deferred revenue. Timebased Stock Option [Member] Timebased Stock Option [Member] Time-based stock option. Weighted Average Grant Date Fair Value, Vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Significant Accounting Policies [Table] Significant Accounting Policies [Table] Significant accounting policies. Related Party Transactions Related Party Transactions Disclosure [Text Block] Balance Sheet Location Statement of Financial Position Location, Balance [Axis] Statistical Measurement Statistical Measurement [Axis] Condensed Financial Information Disclosure [Abstract] Rent expense Operating Lease, Cost Debt Instrument, payment terms Debt Instrument, Payment Terms Cash from Continuing Operations [Member] Cash from Continuing Operations. Related and Nonrelated Parties [Domain] Selling and Marketing Expense, Total Sales and marketing Selling and Marketing Expense Summary of Future Minimum Lease Payments Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Common stock issued under employee stock plans, shares Stock Issued During Period Shares Employee Stock Plans Stock issued during period shares employee stock plans. Research and development Disposal Group Including Discontinued Operation Research and Development Disposal group including discontinued operation research and development. Finite-Lived Intangible Assets, Gross, Total Gross Carrying Amount Finite-Lived Intangible Assets, Gross Payments to Acquire Businesses, Net of Cash Acquired, Total Acquisitions, net of cash acquired Payments to Acquire Businesses, Net of Cash Acquired Securities Purchase Agreement [Member] Securities Purchase Agreement [Member] Securities purchase agreement. Other Assets, Noncurrent Disclosure [Abstract] Weighted Average Grant Date Fair Value, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Cost of share-based compensation awards, recognition period Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Loss Contingency, Nature Loss Contingency, Nature [Domain] Cash and cash equivalents and restricted cash included in continuing operations Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Number of consecutive trading days Debt Instrument, Convertible, Threshold Consecutive Trading Days Income Statement Location Statement of Income Location, Balance [Axis] Purchase consideration payments on first anniversary of acquisition Purchase Consideration Payments On First Anniversary Of Acquisition Purchase consideration payments on first anniversary of acquisition. Cash and Cash Equivalents Cash and Cash Equivalents [Axis] Total assets Total assets Assets Expected term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Debt Instrument [Table] Schedule of Long-Term Debt Instruments [Table] Capitalized issuance costs Capitalized Issuance Costs Capitalized issuance costs. Total grant date fair value of stock options granted Sharebased Compensation Arrangement By Sharebased Payment Award Options Grants In Period Fair Value Sharebased compensation arrangement by sharebased payment award options grants in period fair value. Common stock vesting Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Shares, Vested Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Business Acquisition [Line Items] Business Acquisition [Line Items] Entity Address, City or Town Entity Address, City or Town Measurement Period Adjustment Revision of Prior Period, Adjustment [Member] Accumulated Other Comprehensive Income (Loss) [Member] AOCI Attributable to Parent [Member] Equity [Abstract] March 2022 Acquisition [Member] March2022 Acquisition [Member] March 2022 acquisition. Segments Segments [Axis] Intercompany settlement amount Intercompany settlement amount. Total minimum payments Operating Leases, Future Minimum Payments Due Schedule of Scheduled Principal Payments on Term Loan Schedule of Maturities of Long-Term Debt [Table Text Block] Shares, Forfeited Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Total sublease income Lessee Operating Leases Future Minimum Payments Sublease Income Due Lessee operating leases future minimum payments, sublease income, due. Purchase consideration payment within ten days of second anniversary of acquisition Purchase Consideration Payment Within Ten Days Of Second Anniversary Of Acquisition Purchase consideration payment within ten days of second anniversary of acquisition. Pledging Purpose [Axis] Energy Divestiture [Member] Energy divestiture. Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Cost by Plan [Table Text Block] Veritone One, Inc. [Member] Veritone One Inc Member Veritone One, Inc. Aggregate principal amount Debt Instrument, Face Amount Depreciation, Total Depreciation Expense Depreciation Revision of Prior Period [Domain] Total current assets Current assets of discontinued operations Disposal Group, Including Discontinued Operation, Assets, Current Reclass from Non-current to Current Business Combination Contingent Consideration Reclassifications From Non Current To Current Business combination contingent consideration reclassifications from non current to current. Disposal Group, Including Discontinued Operation, Foreign Currency Translation Gains (Losses) Foreign exchange loss Foreign exchange loss Stock Plans Share-Based Payment Arrangement [Text Block] Summary of Accounts Payable Accounts Payable Table [Text Block] Accounts payable. Credit Parties [Member] Credit Parties. Credit Parties [Member] Accounts payable Veritone Hire Accounts Payable, Trade, Current Accrued trade payables Options Expired Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Operating lease, weighted average discount rate Operating Lease, Weighted Average Discount Rate, Percent Description of performance period. Description of Performance Period Description of performance period Other Assets Other Assets [Member] Deferred revenue Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Deferred Revenue GridBeyond [Member] GridBeyond Limited [Member] GridBeyond Limited [Member] GridBeyond Limited. Escrow amounts expected to be settled and released 12 months after divestiture closing date Escrow amounts expected to be settled and released twelve months after divestiture closing date. Summary of Unaudited Proforma Information Business Acquisition, Pro Forma Information [Table Text Block] Summary of Revenue Schedule Of Revenue Recognition Table [Text Block] Schedule of revenue recognition. UK His Majesty's Revenue and Customs (HMRC) [Member] Lease Contractual Term Lease Contractual Term [Axis] Amount placed in escrow accounts for potential satisfaction of post-closing indemnification claims Amount placed in escrow accounts for potential satisfaction of post-closing indemnification claims. Accounts Receivable [Member] Accounts Receivable [Member] Document Type Document Type Building Lease Agreement [Member] Lease Arrangement One [Member] Lease Arrangement One [Member] Employee Stock Purchase Plan [Member] Employee Stock Purchase Plan [Member] Employee stock purchase plan. VocaliD [Member] Vocali D Inc [Member] VocaliD, Inc. Denominator for basic and diluted net loss per share attributable to common stockholders Weighted average shares outstanding, basic and diluted Weighted Average Number Of Shares Outstanding Basic And Diluted Weighted average number of shares outstanding basic and diluted. Impairment Asset Impairment Charges Asset Impairment Charges, Total Title of 12(b) Security Title of 12(b) Security Convertible debt, if-converted value in excess of principal Debt Instrument, Convertible, If-converted Value in Excess of Principal Contingent Consideration Liabilities [Line Items] Contingent Consideration Liabilities [Line Items] Contingent consideration liabilities. Cash and Cash Equivalents, at Carrying Value, Total Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Stock-based compensation capitalized for software development. Stock-based compensation capitalized for software development Stock-based compensation capitalized for software development Balance Sheet Location Statement of Financial Position Location, Balance [Domain] Other Non-Current Liabilities [Member] Other Noncurrent Liabilities [Member] Senior Executive PSUs. Senior Executive PSUs [Member] Trademarks and Trade Names [Member] Trademarks and Trade Names [Member] Lenders [Member] Lenders. Lenders [Member] Statement of Stockholders' Equity [Abstract] Document Fiscal Period Focus Document Fiscal Period Focus Aggregate intrinsic value of the options exercised Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic Value Research and Development Expense, Total Research and development Research and Development Expense Taxes paid related to net share settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Options Granted Options granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Schedule of Carrying Amount of Goodwill Schedule of Goodwill [Table Text Block] Business acquisition, effective date of acquisition Business Acquisition, Effective Date of Acquisition Accrued interest and prepayment premiums Accrued Interest and Prepayment Premiums Accrued interest and prepayment premiums. Property, Plant and Equipment, Gross, Ending Balance Property, Plant and Equipment, Gross, Beginning Balance Property, equipment and improvements, gross Property, Plant and Equipment, Gross Foreign currency translation gain (loss), net of income taxes Other Comprehensive Income Loss Foreign Currency Transaction And Translation Gain Loss Net Of Tax Other comprehensive income loss foreign currency transaction and translation gain loss net of tax. Increase in foreign currency translation loss, net of income taxes Percentage of consolidated revenue 1. Percentage Of Consolidated Revenue 1 Percentage of consolidated revenue Subsequent Event Type [Domain] Schedule of Fair Value Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Software Products & Services [Member] Software Products And Services [Member] Software products services. Purchase Agreement [Member] Purchase agreement. Change in fair value of contingent consideration Change in fair value of contingent consideration Business Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, Asset 2023 Operating Leases, Future Minimum Payments, Due in Two Years Warrent exercise price Class of Warrant or Right, Exercise Price of Warrants or Rights Warrent exercise price per share 2022 Repurchase Transaction [Member] Two Thousand Twenty Two Repurchase Transaction [Member] Two thousand twenty two repurchase transaction. Non-current assets of discontinued operations Disposal Group, Including Discontinued Operation, Assets, Noncurrent Disposal Group, Including Discontinued Operation, Assets, Noncurrent, Total Expected Recognition of revenue over remaining contract terms Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Contingent compensation Business Combination Earnout Compensation Payable Business combination earnout compensation payable. Sale of Stock Sale of Stock [Axis] Cash flows from investing activities: Net Cash Provided by (Used in) Investing Activities [Abstract] Deferred Income Taxes and Tax Credits, Total Change in deferred taxes Deferred Income Taxes and Tax Credits Schedule of Restricted Stock Unit Activity Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Accounts payable - Veritone Hire [Member] Accounts payable - Veritone Hire [Member] Accounts payable - Veritone Hire [Member] Disposal Groups, Including Discontinued Operations Disposal Groups, Including Discontinued Operations [Table Text Block] Sublease charges Operating Leases, Rent Expense, Sublease Rentals Ryan Steelberg. Ryan Steelberg [Member] Deferred revenue Deferred Income, Current Total assets Disposal Group, Including Discontinued Operation, Assets Other Commitments [Table] Other Commitments [Table] Series B Preferred Stock [Member] Credit Facility [Domain] Assets and liabilities held for sale policy. Assets and Liabilities Held for Sale Policy [PolicyTextBlock] Assets and Liabilities Held for Sale Finite-Lived Intangible Assets, Net, Ending Balance Finite-Lived Intangible Assets, Net, Beginning Balance Net Carrying Amount Intangible assets, net Finite-Lived Intangible Assets, Net Decrease in intangible assets, net Office Sublease [Member] Office Sublease [Member] Office sublease. Debt Securities, Available-for-Sale [Table] Trade Name [Member] Trade Names [Member] Debt instrument, frequency of periodic payment Debt Instrument, Frequency of Periodic Payment Summary of Valuation of Intangible Assets Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Other accrued liabilities Other Accrued Liabilities, Current Other accrued liabilities Decrease in other accrued liabilities Accounts payable Increase (Decrease) in Accounts Payable, Total Accounts payable Increase (Decrease) in Accounts Payable Entity Address, Address Line Two Entity Address, Address Line Two Term Loan Facility [Member] Term loan facility. Term Loan Facility [Member] Liabilities and Equity [Abstract] LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) Document Period End Date Document Period End Date Net Cash Provided by (Used in) Financing Activities Net cash used in financing activities Positive (negative) cash flows from financing activities Net income from discontinued operations Income (Loss) from Discontinued Operations, Net of Tax, Attributable to Parent Income (Loss) from Discontinued Operations, Net of Tax, Attributable to Parent, Total Stockholders' Equity Note [Abstract] Number of trading days (whether or not consecutive) Debt Instrument, Convertible, Threshold Trading Days Effect of Anti-dilutive Securities Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Other Accrued Liabilities [Member] Other Accrued Liabilities [Member] Other accrued liabilities. APIC, Share-Based Payment Arrangement, Increase for Cost Recognition, Total Stock-based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Debt instrument, minimum net cash proceeds required to make prepayments, Debt Instrument, Minimum Net Cash Proceeds Required to Make Prepayments Debt instrument, minimum net cash proceeds required for mandatory prepayments Debt instrument, minimum convertible principal amount required to make prepayment. Debt Instrument, Minimum Convertible Principal Amount Required to Make Prepayment Debt instrument, minimum convertible principal amount required for prepayment in full Total liabilities and stockholders' equity (deficit) Disposal Group Including Discontinued Operation Liabilities and Stockholders' Equity (Deficit) Disposal group including discontinued operation liabilities and stockholders' equity (deficit). Income Tax Expense (Benefit), Total Income Tax Expense (Benefit) (Benefit from) provision for income taxes Increase in benefit from provision for income taxes Performance stock units. Performance Stock Units [Member] Performance-based Stock Units [Member] Income Tax Authority, Name [Axis] Trading Symbol Trading Symbol Business Combinations [Abstract] Variable Rate [Axis] Total stockholders' equity Beginning balance Ending balance Equity, Attributable to Parent Total stockholders' equity (deficit) Initial direct costs Operating Lease, Initial Direct Cost Total intangible assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Indefinite-Lived Intangible Assets Total liabilities Disposal Group, Including Discontinued Operation, Liabilities Other accrued liabilities Disposal Group, Including Discontinued Operation, Accrued Liabilities, Current Common stock issued in connection with warrant exercises, shares Stock Issued During Period Shares Warrants Exercised Stock issued during period shares warrants exercised. Other non-current liabilities Other Liabilities, Noncurrent Initial conversion price Debt Instrument, Convertible, Conversion Price Cash consideration at closing Payments to Acquire Businesses, Gross Cash payment Loss on sublease Loss On Sublease Loss on sublease. Restricted Stock Units [Member] Restricted Stock Units (RSUs) [Member] Related Party Transactions [Abstract] Basic net income from discontinued operations Basic net income per share from discontinued operations Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share Income (Loss) from Discontinued Operations and Disposal of Discontinued Operations, Net of Tax, Per Basic Share, Total Deferred revenue Increase (Decrease) in Deferred Revenue Provision for income taxes Discontinued Operation, Provision for Loss (Gain) on Disposal, Net of Tax Discontinued Operation, Provision for Loss (Gain) on Disposal, Net of Tax, Total Goodwill, Ending Balance Goodwill, Beginning Balance Carrying amount of goodwill Goodwill, Total Goodwill Goodwill Public Sector [Member] Public sector. Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount, Total Unrecognized cost of share-based compensation awards Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Changes in Fair Value Business Combination Contingent Consideration Change In Fair Value Business combination contingent consideration change In fair value. Total operating expenses Disposal Group Including Discontinued Operation Total Expense Disposal group including discontinued operation total expense. Summary of Accounts Receivable, Net Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Measurement Input Type [Axis] Gross Unrealized Losses Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before Tax Unrecognized compensation expense related to stock options Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Use of Accounting Estimates Use of Estimates, Policy [Policy Text Block] Concentration risk percentage Concentration Risk, Percentage PandoLogic Merger Agreement [Member] PandoLogic Merger Agreement [Member] PandoLogic merger agreement. Related Party [Member] Related party [Member] Operating Lease, Liability, Noncurrent, Statement of Financial Position [Extensible Enumeration] Pledging Purpose [Domain] Class of Stock [Line Items] Class of Stock [Line Items] Revenue Volatility [Member] Measurement Input, Price Volatility [Member] Schedule Of Business Acquisitions By Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Expected volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Recently Adopted Accounting Pronouncements Recently Adopted Accounting Pronouncements Policy Policy [Text Block] Recently adopted accounting pronouncements. Scenario [Axis] Percentage of conversion stock price, Redemption Debt Instrument Redemption Threshold Percentage Of Stock Price Trigger Debt instrument, redemption, threshold percentage of stock price trigger. Escrow amounts expected to be settled and released 24 months after divestiture closing date Escrow amounts expected to be settled and released twenty four months after divestiture closing date. Expected dividend yield Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Common Stock Issuable in Connection with Convertible Senior Notes [Member] Common Stock Issuable In Connection With Convertible Senior Notes [Member] Common stock issuable in connection with convertible senior notes. Security Exchange Name Security Exchange Name Contingent Consideration Liabilities [Abstract] Contingent consideration liabilities. Basic net loss from continuing operations Basic net loss per share from continuing operations Income (Loss) from Continuing Operations, Per Basic Share Fair Value by Liability Class [Domain] Business Acquisition, Acquiree Business Acquisition, Acquiree [Domain] Risk-free Rate [Member] Measurement Input, Risk Free Interest Rate [Member] Expenditures billable to clients Unbilled Receivables, Current Cumulative Effect, Period of Adoption Cumulative Effect, Period of Adoption [Axis] Common stock issued for services Stock Issued During Period, Value, Issued for Services Loss Contingency Nature Loss Contingency Nature [Axis] Class of Stock [Axis] Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and

Equipment, Beginning Balance Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Total Less: accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Operating Activities [Axis] Summary of Presentation of Revenues Summary Of Presentation Of Revenues Table [Text Block] Summary of presentation of revenues. Divestiture settlement amount Settlement of Divestiture Settlement of divestiture. Proceeds from transaction Proceeds from Divestiture of Businesses, Net of Cash Divested Proceeds from Divestiture of Businesses, Net of Cash Divested, Total Asset Acquisition, Contingent Consideration [Line Items] Investments, All Other Investments [Abstract] Weighted Average Grant Date Fair Value, Granted Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Subsequent Event [Member] Subsequent Event [Member] Net assets (liabilities) Net Assets Maximum [Member] Maximum [Member] Maximum [Member] Client advances Disposal Group Including Discontinued Operation Client Advances Disposal group including discontinued operation client advances. Total liabilities and stockholders' equity Liabilities and Equity Total liabilities and stockholders' equity (deficit) Debt instrument, Redeemable, Number of trading days Debt Instrument Redeemable Threshold Trading Days Debt instrument, redeemable, threshold trading days. Gain (Loss) on Extinguishment of Debt Gain (Loss) on Extinguishment of Debt Gain (Loss) on Extinguishment of Debt, Total Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Prepaid Expense, Current, Total Prepaid Expense, Current Prepaid assets Supplemental Disclosure of Cash Flow Information Supplemental Cash Flow Information [Abstract] Prime Rate [Member] Prime Rate Net loss per share, diluted Diluted net loss per share Net loss per share, diluted Earnings Per Share, Diluted Interest expense (income) to discontinued operations Disposal Group Including Discontinued Operation Interest Expense (Income) Disposal group including discontinued operation interest expense (income). Total liabilities assumed Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities Entity Ex Transition Period Entity Ex Transition Period Total liabilities Total liabilities Liabilities Fair Value Hierarchy and NAV Fair Value Hierarchy and NAV [Domain] Total current assets Assets, Current Line of Credit Facility, Interest Rate Description Credit facility interest rate description Positive (negative) cash flows from investing activities Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Accrued media payments Increase Decrease Accrued Media Payments Accrued media payments. Forecast [Member] Forecast [Member] Cash [Member] Cash [Member] Weighted-Average Exercise Price, Unvested, Beginning Balance Weighted-Average Exercise Price, Outstanding, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Option, Nonvested, Weighted Average Exercise Price Liquidity, Capital Resources and Going Concern Policy [Text Block] Liquidity, Capital Resources and Going Concern Liquidity, capital resources and going concern. Payment for Contingent Consideration Liability, Financing Activities Payment of purchase consideration Influencer Network [Member] Influencer Network [Member] Influencer network. Cost of revenue Disposal Group, Including Discontinued Operation, Costs of Goods Sold Entity Filer Category Entity Filer Category Segment Reporting Revenue Reconciling Item [Line Items] Segment Reporting, Revenue Reconciling Item [Line Items] Goodwill and Intangible Assets, Net Goodwill and Intangible Assets Disclosure [Text Block] Adjustments to additional paid in capital unwinding of capped calls related to convertible notes repurchase. Adjustments To Additional Paid In Capital Unwinding Of Capped Calls Related To Convertible Notes Repurchase Unwinding of capped calls related to convertible notes repurchase Property, Plant and Equipment [Abstract] Common stock withheld for employee taxes and other Common stock withheld for employee taxes and other Common Stock Withheld For Employee Taxes And Other Amount Common stock withheld for employee taxes and other amount. Amount placed in escrow account for potential purchase price adjustments. Amount placed in escrow account for potential purchase price adjustments Amount Placed In Escrow Account For Potential Purchase Price Adjustments Consolidated Financial Statements Details Condensed Financial Statements [Text Block] Michael Zemetra. Michael Zemetra [Member] Deal related expense Deal Related Expenses Deal related expenses. Aggregate service fees not exceed Maximum Amount of Service Fees Maximum amount of service fees. Debt Instrument, Repurchase Amount Repurchase of debt instrument Current Fiscal Year End Date Current Fiscal Year End Date Common stock withheld for employee taxes Common Stock Withheld For Employee Taxes Amount Common stock withheld for employee taxes amount. Internal use software development costs placed in service Internal use software development costs. Internal Use Software Development Costs Internal use software development costs Total grant date fair value of stock options vested Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair Value Less: imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Equity Method Investment, Realized Gain (Loss) on Disposal Loss on sale of interest Loss on sale of investment Loss on sale of interest Loss on sale of investment Seasonality. Seasonality [Policy Text Block] Seasonality Accounts Payable - Other member. Accounts Payable - Other [Member] Accounts Payable - Other [Member] Share-Based Payment Arrangement, Noncash Expense, Total Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Steel holdings consulting agreement. Steel Holdings Consulting Agreement [Member] Steel Holdings Consulting Agreement [Member] Weighted-Average Aggregate Intrinsic Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Related and Nonrelated Parties [Axis] Foreign currency translation Goodwill, Foreign Currency Translation Gain (Loss) Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Common Stock Issued for Services [Member] Common Stock Issued For Services [Member] Common stock issued for services. Contingent consideration, current Business Combination, Contingent Consideration, Liability, Current Accrued purchase consideration, current Revenue Disposal Group, Including Discontinued Operation, Revenue Entity Registrant Name Entity Registrant Name Business Combination, Contingent Consideration, Liability, Total Contingent Business Combination, Contingent Consideration, Liability Contingent consideration Number of Reportable Segments Number of reportable segment Cost of Revenue, Total Cost of revenue Cost of Revenue Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Net Loss Per Share Earnings Per Share [Text Block] Debt Instrument, maturity date Debt Instrument, Maturity Date Entity Emerging Growth Company Entity Emerging Growth Company Non cash or part non cash shares received for sale of energy group. Non cash Or Part non cash Shares received for sale of energy group Shares received for sale of energy group Money Market Funds [Member] Money Market Funds [Member] Denominator for basic net (loss) income per share Weighted-average common shares outstanding Weighted Average Number of Shares Outstanding, Basic Weighted average shares outstanding, basic Percentage of prepayment premium during second year. Percentage of Prepayment Premium During Second Year Percentage of prepayment premium during second year Operating expenses: Disposal Group Including Discontinued Operating Expenses [Abstract] Disposal group including discontinued operating expenses. Business acquisition, date of acquisition agreement Business Acquisition, Date of Acquisition Agreement Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] Stock Consideration [Member] Stock Consideration [Member] Stock consideration. Expected volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Common stock, shares authorized Common Stock, Shares Authorized Sublease income Sublease Income Concentration Risk Type Concentration Risk Type [Axis] Cash and Cash Equivalents [Abstract] Warrants issued in connection with 2024 Senior Secured Term Loan, shares Warrants issued in connection with Senior secured term loan Warrants issued in connection with Senior secured term loan Level 1 [Member] Fair Value, Inputs, Level 1 [Member] Minimum annual interest amount on line of credit. Minimum Annual Interest Amount on Line of Credit Minimum annual interest amount on line of credit Term Loan [Member] Senior Secured Term Loan [Member] Senior Secured Term Loan [Member] Senior secured term loan. Debt Disclosure [Abstract] Weighted-Average Exercise Price, Options Granted Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Accounts payable Disposal Group, Including Discontinued Operation, Accounts Payable, Current Amortization Amortization of Intangible Assets Weighted-Average Remaining Contractual Term, Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Stock based compensation expense from discontinued operations Disposal Group, Including Discontinued Operation, Stock Based Compensation Expense Disposal group, including discontinued operation, stock Based compensation expense, General and Administrative [Member] General and Administrative Expense [Member] General and Administrative Expense [Member] Commercial Enterprise [Member] Commercial Enterprise [Member] Commercial Enterprise [Member] Commercial Enterprise. Prepaid and other current assets Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other Assets Remaining Performance Obligations Revenue [Policy Text Block] Broadbean Revenue Recognition Policy Share-Based Payment Arrangement [Abstract] Net loss Business Acquisition, Pro Forma Net Income (Loss) Cash and cash equivalents Disposal Group, Including Discontinued Operation, Cash and Cash Equivalents Common stock issued for acquisition Stock Issued During Period, Value, Acquisitions Derivatives initial cap price. Derivatives Initial Cap Price Initial cap price Property and equipment Property And Equipment Gross Property and Equipment. Gross Accounting Policies [Abstract] Finite-Lived Intangible Assets, Net, Amortization Expense, Fiscal Year Maturity [Abstract] Other non-current assets Other Assets, Miscellaneous, Noncurrent Debt instrument, convertible, Date Debt Instrument, Convertible, Conversion Date Schedule of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Stockholders' equity (deficit) Equity, Attributable to Parent [Abstract] Related party rent receivable. Related Party Rent Receivable Total consideration paid Less: Cash and cash equivalents and restricted cash included in discontinued operations Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Total Fair Value, Cash and Debt Securities Cash And Cash Equivalents And Available For Sale Debt Securities Fair Value Cash and cash equivalents and available for sale debt securities fair value. Disposal Group Name [Domain] Statement [Table] Statement [Table] Segment Reporting, Policy [Policy Text Block] Segment Information Summary of Property Equipment and Improvements, Net Property, Plant and Equipment [Table Text Block] Licensed Technology [Member] Licensed Technology [Member] Licensed technology. Subsequent Event [Table] Settlement and release period description Settlement and release period description. Common stock issued under employee stock plans Stock Issued During Period Value Employee Stock Plans Stock issued during period value employee stock plans. Long-Term Debt, Fiscal Year Maturity [Abstract] Entity File Number Securities Act File Number Weighted average shares outstanding: Earnings Per Share, Basic, Other Disclosure [Abstract] Amount Paid To Date Business Combination Contingent Consideration Amounts Paid To Date Business combination contingent consideration amounts paid to date. Net (loss) income per share: Earnings Per Share [Abstract] Credit agreement. Credit Agreement [Member] Credit Agreement Long-Term Debt, Maturity, Remainder of Fiscal Year Remainder of 2024 Cash from Discontinued Operations [Member] Cash from discontinued operations. Lease Contractual Term Lease Contractual Term [Domain] Other Receivables Other receivables Statement of Financial Position [Abstract] Property, equipment and improvements, net Disposal Group, Including Discontinued Operation, Property, Plant and Equipment, Noncurrent Earnout payment description Earnout payment description Loss from operations Loss from operations Operating Income (Loss) Capitalized Computer Software, Amortization Depreciation of internal use software development cost Percentage of prepayment premium during third year. Percentage of Prepayment Premium During Third Year Percentage of prepayment premium during third year 2025 Long-Term Debt, Maturity, Year One Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Expected volatility Summary of Fair Value Assumptions of Stock Purchase Plan Schedule of Share-Based Payment Award, Employee Stock Purchase Plan, Valuation Assumptions [Table Text Block] Entity Shell Company Entity Shell Company Discontinued Operations Discontinued Operations, Policy [Policy Text Block] Summary of Quantitative Information with Respect to Significant Unobservable Inputs Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Effective annual interest rate Debt Instrument, Interest Rate, Effective Percentage Entity Tax Identification Number Entity Tax Identification Number ASSETS Assets [Abstract] Property and equipment, work in progress not yet placed in service Construction in Progress, Gross Entity Current Reporting Status Entity Current Reporting Status Weighted-Average Remaining Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Debt instrument, percentage of principal amount amortized. Debt Instrument, Percentage of principal amount amortized Debt instrument, percentage of principal amount amortized. Line of Credit Facility, Interest Rate During Period Interest rate Long-Term Debt, Type [Axis] Strategic investment Investment Owned, Cost Subsequent Events [Abstract] Revenue from Contract with Customer [Policy Text Block] Contract Balances Previously Reported As Reported Previously Reported [Member] Client advances Increase (Decrease) in Contract with Customer, Liability Total assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets Document Fiscal Year Focus Document Fiscal Year Focus Derivative strike price. Derivative Strike Price Strike price liabilities arising from right-of-use assets Noncash Or Part Noncash Lease Liabilities Arising From Right Of Use Assets Noncash or part noncash lease liabilities arising from right-of-use assets. Asset Acquisition, Contingent Consideration, Liability, Total Asset Acquisition, Contingent Consideration, Liability Contingent consideration liabilities Net cash flows provided by (used in) operating activities Cash Provided by (Used in) Operating Activities, Discontinued Operations Goodwill allocated to continuing operations Disposal group, including continued operation, goodwill, noncurrent Disposal group, including continued operation, goodwill, noncurrent Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, Total Cash and cash equivalents and restricted cash, beginning of period Cash and cash equivalents and restricted cash, end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Business Acquisition Business Acquisition [Axis] City Area Code City Area Code Total purchase price Disposal group including discontinued operation consideration Disposal Group, Including Discontinued Operation, Consideration Reclassification, Comparability Adjustment [Policy Text Block] Correction of Immaterial Adjustments Total current liabilities Total current liabilities Liabilities, Current Brand Relationships [Member] Brand Relationships [Member] Brand relationships. Alterna Capital Solutions, LLC. Alterna Capital Solutions, LLC [Member] Alterna Capital Solutions, LLC Tax deductible goodwill, acquisition Business Acquisition, Goodwill, Expected Tax Deductible Amount Line of Credit Facility, Lender [Domain] Debt instrument, Redeemable, Number of consecutive trading days Debt Instrument Redeemable Threshold Consecutive Trading Days Debt instrument, redeemable, threshold consecutive trading days. Net proceeds from issuance of notes Proceeds from Debt, Net of Issuance Costs Goodwill allocated to discontinued operations Goodwill Disposal Group, Including Discontinued Operation, Goodwill, Noncurrent Imputed non-cash interest income Imputed non-cash interest income expense. Imputed non cash interest income expense Effective tax rate Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Other (expense) income, net Other (expense) income, net Disposal Group Including Discontinued Operation Other Expense Income Disposal group including discontinued operation other expense income. Common stock issued in connection with warrant exercises Common stock issued Stock Issued During Period, Shares, Conversion of Convertible Securities Liquidity and Capital Resources Liquidity And Capital Resources Policy [Text Block] Liquidity and capital resources. Organization, Consolidation and Presentation of Financial Statements [Abstract] Local Phone Number Local Phone Number Schedule of Contingent Consideration Liabilities Current and Non-current Balances Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block] Other miscellaneous accrued liabilities current. Other Miscellaneous Accrued Liabilities Current Other Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Leasehold improvements Leasehold Improvements, Gross Additional Paid in Capital, Total Additional paid-in capital Additional Paid in Capital Customer and Supplier Relationships [Member] Customer and Supplier Relationships [Member] Customer and supplier relationships. Fair Value Measurement Inputs and Valuation Techniques [Abstract] Commitments and Contingencies Disclosure [Abstract] Total Managed Services [Member] Managed Services [Member] Managed services. Credit facility. Credit Facility [Member] Significant Accounting Policies [Line Items] Significant Accounting Policies [Line Items] Significant accounting policies. Debt Issuance Costs, Net, Total Debt issuance costs Debt Issuance Costs, Net Less: current portion of operating lease liabilities Current portion of operating lease liabilities Operating Lease, Liability, Current Developed Technology [Member] Developed Technology Rights [Member] Debt instrument, interest rate Debt Instrument, Interest Rate, Stated Percentage Accumulated Deficit [Member] Retained Earnings [Member] Amortization of initial discounts and issuance costs Amortization of Debt Issuance Costs and Discounts Amortization of Debt Issuance Costs and Discounts, Total Amortization of debt issuance costs and debt discounts Prepaid Expenses and Other Current Assets [Member] prepaid expenses and other current assets [Member] Payments to Acquire Property, Plant, and Equipment, Total Capital expenditures Payments to Acquire Property, Plant, and Equipment Schedule of Other Nonoperating Income (Expense) [Table Text Block] Schedule of Other Income (Expense), Net Board of Directors Chairman [Member] Managed Services [Member] Management Service [Member] Revenue Recognition and Deferred Revenue [Abstract] Accounts receivable, net Accounts receivable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Receivables Document Transition Report Document Transition Report Debt Instrument, Date of First Required Payment Debt instrument, date of first required payment Commitments and Contingencies Disclosure [Abstract] Leases Commitments And Contingencies [Abstract] Leases, commitments and contingencies. Increase (Decrease) in Other Operating Assets, Total Other assets Increase (Decrease) in Other Operating Assets 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two Percentage of revenue and

net income targets increase decrease. Percentage of Revenue and Net Income Targets Increase Decrease Percentage of revenue and net income targets increase (decrease) Deferred tax liability Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Area of Office Space Subleased Area Of Office Space Subleased Area of office space subleased. Advertising [Member] Advertising [Member] Proceeds from issuances of stock under employee stock plans, net Proceeds from Stock Plans Trade credits earned through barter transactions, non-current Trade credits earned through barter transactions, non-current. Weighted-Average Exercise Price, Options Exercised Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] 2024 (three months) Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Minimum [Member] Minimum [Member] Common Stock [Member] Common Stock [Member] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] 2026 Long-Term Debt, Maturity, Year Two Other assets Disposal Group, Including Discontinued Operation, Other Assets, Noncurrent Prior Credit Agreement Prior Credit Agreement [Member] Prior credit agreement. Commitment Letter [Member] Commitment Letter. Commitment Letter [Member] Cash Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and Equivalents Investment, Name [Axis] Weighted Average Grant Date Fair Value, Unvested, Beginning Balance Weighted Average Grant Date Fair Value, Unvested, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Amortization of right-of-use assets Operating Lease, Right-of-Use Asset, Periodic Reduction Additional Paid-in Capital [Member] Additional Paid-in Capital [Member] Accounts payable Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts Payable Number of warrants net settled in exchange of common stock. Number of warrants net settled in exchange of common stock Warrants net settled Income Statement Location Statement of Income Location, Balance [Domain] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Accounts receivable, gross Accounts Receivable, before Allowance for Credit Loss, Current Other assets Other assets Other Assets, Noncurrent Segments Segments [Domain] Other liabilities Increase (Decrease) in Other Operating Liabilities, Total Other liabilities Increase (Decrease) in Other Operating Liabilities Performance-based Stock Options [Member] Performance Shares [Member] Performance-based Stock Units [Member] Other Assets, Current Other current assets Goodwill and Intangible Assets Disclosure [Abstract] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Purchase price adjustments Business Acquisitions, Purchase Price Allocation, Subsequent Years, Remaining Adjustments Initial conversion rate Debt Instrument, Convertible, Conversion Ratio Financial Instruments Financial Instruments Disclosure [Text Block] Diluted net loss from continuing operations Diluted net loss per share from continuing operations Income (Loss) from Continuing Operations, Per Diluted Share Acquisition Goodwill, Acquired During Period Minimum sublease rental income to be received in the future under noncancelable subleases Operating Leases, Future Minimum Payments Due, Future Minimum Sublease Rentals Basis of Accounting, Policy [Policy Text Block] Basis of Presentation Payment for capped call transactions Payments of Derivative Issuance Costs 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Scenario [Domain] Title and Position [Domain] Customer Relationships [Member] Customer Relationships [Member] Lessee Operating Leases Future Minimum Payments Sublease Income Due Next Twelve Months Lessee operating leases future minimum payments, sublease income, due next twelve months. 2024 Debt instrument convertible measurement period percentage Debt Instrument Convertible Measurement Period Percentage Debt instrument convertible measurement period percentage. Software and Technology [Member] Software And Technology [Member] Software and technology. Earnout payments Business Acquisition, Transaction Costs Common stock, par value \$0.001 per share; 75,000,000 shares authorized; 38,209,430 and 37,186,348 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Common Stock, Value, Issued Executive Officer [Member] Number of shares received from divestiture of business Number of shares received from Divestiture of Business Number of shares received from divestiture of business. Tax benefit relating to change in valuation allowance resulting from acquisition Deferred Tax, Business Combination or Joint Venture Formation, Valuation Allowance, Available to Reduce Income Tax Expense Summary of Future Amortization of Finite-Lived Intangible Assets Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block] Gain (Loss) on Disposition of Assets, Total Gain (Loss) on Disposition of Assets Gain (loss) on sale Fair Value, Cash Cash and Cash Equivalents, Fair Value Disclosure 2027 Long-Term Debt, Maturity, Year Three Contingent Consideration Type Contingent Consideration Type [Domain] Impairment of Intangible Assets (Excluding Goodwill) [Abstract] Shares of common stock purchased for issuance of warrants Shares of common stock purchased for issuance of warrants. Shares of Common Stock Purchased for Issuance of Warrants Present value of future minimum lease payments, excluding short-term leases Operating Lease, Liability Schedule of Accrued Liabilities [Table Text Block] Summary of Other Accrued Liabilities Commitments and contingencies (Note 9) Commitments and Contingencies Cash held in escrow Escrow Deposits Related to Property Sales Denominator for diluted net (loss) income per share Weighted Average Number of Shares Outstanding, Diluted Weighted average shares outstanding, diluted Presentation and Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] Convertible Debt, Noncurrent Convertible Notes, non-current Goodwill deductible for tax purposes Business Acquisition Purchase Price Allocation Goodwill Deductible For Tax Purposes Business acquisition purchase price allocation goodwill deductible for tax purposes. Performance period ending date. Performance Period Ending Date Performance period ending date Accounts receivable, net Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Operating lease, renewal term Lessee, Operating Lease, Renewal Term Common Stock and Employee Stock Purchase Plan [Member] Common Stock And Employee Stock Purchase Plan [Member] Common stock and employee stock purchase plan. Total future minimum lease payments, including short-term leases Lessee, Operating Lease, Liability, to be Paid Net cash flows used in financing activities Cash Provided by (Used in) Financing Activities, Discontinued Operations Percentage of prepayment premium in shares of common stock. Percentage of Prepayment Premium in Shares of Common Stock Percentage of prepayment premium in shares of common stock Principal balance Investment Owned, Balance, Principal Amount Denominator Weighted Average Number of Shares Outstanding, Diluted [Abstract] Concentration Risk Benchmark Concentration Risk Benchmark [Domain] Contingent consideration Contingent earnout Business Combinations Fair Value Of Earnout Within Contingent Consideration Business combination fair value of earnout within contingent consideration. VSL [Member] Vision Semantics Limited [Member] Vision Semantics Limited. Entity Small Business Entity Small Business Cost of Revenue [Member] Cost Of Revenue [Member] Cost of revenue member. Debt Debt Disclosure [Text Block] Total Cash and Debt Securities Cash And Cash Equivalents And Available For Sale Debt Securities Amortized Cost Basis Cash and cash equivalents and available for sale debt securities amortized cost basis. Common stock were purchased under ESPP Share-Based Compensation Arrangement by Share-Based Payment Award, Shares Purchased for Award Repayment of term loan Repayments of Debt Payment of debt principal Shares issued to outside service provider, shares Common stock issued for services, shares Stock Issued During Period, Shares, Issued for Services Revenues, Total Total revenue Revenue Revenues Common stock issued in connection with warrant exercises Stock Issued During Period Warrants Exercised Value Stock issued during period warrants exercised value. Foreign Currency Transaction Gain (Loss), before Tax, Total Gain (Loss), Foreign Currency Transaction, before Tax Foreign exchange gains (loss) Total current liabilities Current liabilities of discontinued operations Disposal Group, Including Discontinued Operation, Liabilities, Current Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net, Total Identifiable net assets acquired Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net Other accrued liabilities Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Other Accrued Liabilities Business combination recognized identifiable assets acquired and liabilities assumed other accrued liabilities. Line of Credit Facility, Collateral Line of credit facility collateral Credit Facility [Axis] Additional principal amount Debt Instrument Additional Aggregate Principal Amount Debt instrument additional aggregate principal amount. Asset Acquisition, Contingent Consideration [Table] Weighted-Average Exercise Price, Options Expired Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Debt Instrument, maturity date, description Debt Instrument, Maturity Date, Description Premium over last reported sale price, percentage Sale Of Stock Premium Over Last Reported Sale Price Percentage Sale of stock premium over last reported sale price percentage. Redemption date Debt Instrument, Redemption Period, Start Date Reconciliation Of Revenue From Segments To Consolidated [Table] Reconciliation of Revenue from Segments to Consolidated [Table] Cash flows from financing activities: Net Cash Provided by (Used in) Financing Activities [Abstract] Weighted-Average Exercise Price, Outstanding, Beginning Balance Weighted-Average Exercise Price, Outstanding, Ending Balance Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Total stockholders' equity (deficit) Disposal Group Including Discontinued Operation Total Stockholders' Equity (Deficit) Disposal group including discontinued operation total stockholders' equity (deficit). Number of major customers Concentration Risk Number Of Customers Concentration risk number of customers. Stock Awards [Member] Stock Awards [Member] Stock awards. Significant Customers Major Customers, Policy [Policy Text Block] Accounts receivable, net Disposal Group, Including Discontinued Operation, Accounts, Notes and Loans Receivable, Net Debt Instrument Floor Interest Rate Debt instrument floor interest rate. Debt Instrument Floor Interest Rate Veritone One [Member] Veritone One, LLC [Member] Veritone One, LLC. Level 3 [Member] Fair Value, Inputs, Level 3 [Member] Operating lease, weighted average remaining lease term Operating Lease, Weighted Average Remaining Lease Term Subsequent Events Subsequent Events [Text Block] Other Other Nonoperating Gains (Losses) Accounts payable Accounts Payable, Current Accounts payable VSL acquisition. VSL Acquisition [Member] VSL Acquisition [Member] Income from operations Interest expense (income) to discontinued operations Income from operations Disposal Group, Including Discontinued Operation, Operating Income (Loss) Total operating expenses Total operating expenses Costs and Expenses Accounts Receivable, Allowance for Credit Loss, Current Less: allowance for expected credit losses Accounts payable â€” Other Accounts Payable, Other, Current Liabilities of discontinued operations Disposal Group, Including Discontinued operation, Liabilities [Abstract] Consideration for technical advisory services Consideration For Technical Advisory Services Consideration for technical advisory services. XML 8 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Document and Entity Information - shares 9 Months Ended Sep. 30, 2024 Nov. 11, 2024 Cover [Abstract] A A Document Type 10-Q A Amendment Flag false A Document Period End Date Sep. 30, 2024 A Document Fiscal Year Focus 2024 A Document Fiscal Period Focus Q3 A Trading Symbol VERI A Entity Registrant Name Veritone, Inc. A Entity Central Index Key 0001615165 A Current Fiscal Year End Date --12-31 A Entity Filer Category Accelerated Filer A Entity Small Business true A Entity Emerging Growth Company false A Entity Current Reporting Status Yes A Entity Shell Company false A Entity File Number 001-38093 A Entity Tax Identification Number 47-1161641 A Entity Address, Address Line One 1615 Platte Street A Entity Address, Address Line Two 2nd Floor A Entity Address, City or Town Denver A Entity Address, State or Province CO A Entity Address, Postal Zip Code 80202 A City Area Code 888 A Local Phone Number 507-1737 A Entity Common Stock, Shares Outstanding A 38,241,762 Entity Interactive Data Current Yes A Entity Incorporation, State or Country Code DE A Document Quarterly Report true A Document Transition Report false A Title of 12(b) Security Common Stock, par value \$0.001 per share A Security Exchange Name NASDAQ A X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:MonthDayItem Type Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItem Type Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItem Type Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItem Type Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei DocumentType Namespace Prefix: dei_ Data Type: dei:submissionItem Type Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItem Type Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItem Type Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItem Type Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItem Type Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItem Type Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItem Type Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItem Type Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo

definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1:

Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference> 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference) 16: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference) 17: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference) 18: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference) 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference) 20: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap AssetsCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap AssetsCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference) 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference> 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph \(a\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference) 4: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9Reference> 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference) 6: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference) 7: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled within one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference) 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap BusinessCombinationContingentConsiderationLiabilityCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled beyond one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap BusinessCombinationContingentConsiderationLiabilityCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled beyond one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479613/805-30-35-1Reference) 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap BusinessCombinationContingentConsiderationLiabilityNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(1\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479668/805-30-25-6 + Details Name: us-gaap BusinessCombinationContingentConsiderationLiabilityNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference) 2: [http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference](http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference) 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into \(1\) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and \(2\) is exposed to potential losses or, less frequently, gains, arising from \(a\) possible claims against a company's resources due to future performance under contract terms, and \(b\) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-03\(17\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference) 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(25\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference) 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-03\(a\)\(19\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference) 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-04\(15\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap CommitmentsAndContingencies Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock \(or common stock redeemable solely at the option of the issuer\). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap CommitmentsAndContingencies Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference) 5: <http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference> 6: [http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap CommonStockValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current, + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference) 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap CommonStockValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current, + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: <a href=) 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap ConvertibleDebtNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred income excluding obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as current, + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 25 -Paragraph 2 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481174/470-10-25-2 + Details Name: us-gaap DeferredIncomeCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference) 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 11 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-11Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount of long-term convertible debt as of the balance sheet date, net of the amount due in the next twelve months or greater than the normal operating cycle, if longer. The debt is convertible into another form of financial instrument, typically the entity's common stock, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap ConvertibleDebtNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of deferred income excluding obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as current, + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 25 -Paragraph 2 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481174/470-10-25-2 + Details Name: us-gaap DeferredIncomeCurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer, + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: <a href=) 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference> 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph \(a\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference](http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference) 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference) 6: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference) 7: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph \(a\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap DisposalGroupIncludingDiscontinuedOperationAssetsNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference) 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference) 6: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference) 7: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483154/926-20-50-5 + Details Name: us-gaap FinitelivedIntangibleAssetsNet Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated impairment loss, of asset representing future economic benefit arising from other asset acquired in business combination or from joint venture formation or both, that is not individually identified and separately recognized, + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference">http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap DisposalGroupIncludingDiscontinuedOperationAssetsNoncurrent Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference) 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference> 3: [http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference](http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference) 4: <http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference> 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(15\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference) 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(15\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference) 7:

<https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 17: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(i))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 18: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(ii\)\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(ii))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 19: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iii)(A))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 20: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(4)(iv))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 21: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \(SX 210.13-01\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph (SX 210.13-01(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 22: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(i))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 23: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(A\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(A))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 24: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iii)(B))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 25: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(4)(iv))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 26: [http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \(SX 210.13-02\(a\)\(5\)\)](http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph (SX 210.13-02(a)(5))) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 27: [http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \(a\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7>Reference 28: \[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \\(b\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7>Reference 29: \\[http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 30-Subparagraph \\\(d\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-30> + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: \\\[http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 55-Paragraph 10-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 2: \\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\(SX 210.7-03\\\\\(a\\\\\)\\\\\(25\\\\\)\\\\\)\\\\]\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 944-SubTopic 210-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\(SX 210.7-03\\\\(a\\\\)\\\\(25\\\\)\\\\)\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 3: \\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\(SX 210.4-08\\\\\(g\\\\\)\\\\\(1\\\\\)\\\\\(ii\\\\\)\\\\\)\\\\]\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 235-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\(SX 210.4-08\\\\(g\\\\)\\\\(1\\\\)\\\\(ii\\\\)\\\\)\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 4: \\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\(c\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 5: \\\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 28-Subparagraph \\\\\\(f\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 6: \\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\(SX 210.9-03\\\\\\\(23\\\\\\\)\\\\\\\)\\\\\\]\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 942-SubTopic 210-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\(SX 210.9-03\\\\\\(23\\\\\\)\\\\\\)\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 7: \\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\(SX 210.5-02\\\\\\\(32\\\\\\\)\\\\\\\)\\\\\\]\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\(SX 210.5-02\\\\\\(32\\\\\\)\\\\\\)\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesAndStockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: \\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\(SX 210.5-02\\\\\\\(21\\\\\\\)\\\\\\\)\\\\\\]\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\(SX 210.5-02\\\\\\(21\\\\\\)\\\\\\)\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: \\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\(c\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3>Reference 3: \\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 45-Paragraph 25-Subparagraph \\\\\\\\(b\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481231/810-10-45-25>Reference 4: \\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\(bb\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481203/810-10-50-3>Reference 5: \\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\(SX 210.4-08\\\\\\\\\\(g\\\\\\\\\\)\\\\\\\\\\(1\\\\\\\\\\)\\\\\\\\\\(ii\\\\\\\\\\)\\\\\\\\\\)\\\\\\\\\]\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\(SX 210.4-08\\\\\\\\\(g\\\\\\\\\)\\\\\\\\\(1\\\\\\\\\)\\\\\\\\\(ii\\\\\\\\\)\\\\\\\\\)\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 6: \\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\\(c\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 7: \\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 28-Subparagraph \\\\\\\\\\\(f\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 8: \\\\\\\\\\\[http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 55-Paragraph 10-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 9: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(i\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(i\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 11: \\\\\\\\\\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iii\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iii\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 12: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iii\\\\\\\\\\\\\)\\\\\\\\\\\\\(A\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iii\\\\\\\\\\\\)\\\\\\\\\\\\(A\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 13: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iv\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iv\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 14: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(5\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1A-Subparagraph \\\\\\\\\\\\(SX 210.13-01\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(5\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 15: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(i\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(i\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 16: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iii\\\\\\\\\\\\\)\\\\\\\\\\\\\(A\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iii\\\\\\\\\\\\)\\\\\\\\\\\\(A\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 17: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iii\\\\\\\\\\\\\)\\\\\\\\\\\\\(B\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iii\\\\\\\\\\\\)\\\\\\\\\\\\(B\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 18: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(4\\\\\\\\\\\\\)\\\\\\\\\\\\\(iv\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(4\\\\\\\\\\\\)\\\\\\\\\\\\(iv\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 19: \\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\\(a\\\\\\\\\\\\\)\\\\\\\\\\\\\(5\\\\\\\\\\\\\)\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1B-Subparagraph \\\\\\\\\\\\(SX 210.13-02\\\\\\\\\\\\(a\\\\\\\\\\\\)\\\\\\\\\\\\(5\\\\\\\\\\\\)\\\\\\\\\\\\)\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 20: \\\\\\\\\\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \\\\\\\\\\\\\(a\\\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7>Reference 21: \\\\\\\\\\\\\[http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \\\\\\\\\\\\\\(b\\\\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147481404/852-10-50-7> + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: \\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45-Paragraph 10-SubTopic 20-Topic 205-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: \\\\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 7-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 3: \\\\\\\\\\\\\\\\[http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 5C-Subparagraph \\\\\\\\\\\\\\\\\(a\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\(2\\\\\\\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5C>Reference 4: \\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360-SubTopic 10-Name Accounting Standards Codification -Section 45-Paragraph 9-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482130/360-10-45-9>Reference 5: \\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\\\\\\\\\\\(e\\\\\\\\\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 6: \\\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\\\\\\\\\\\\(e\\\\\\\\\\\\\\\\\\\\)-Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 7: \\\\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 45-Paragraph 11-Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_LiabilitiesOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of portion of long-term loans payable due within one year or the operating cycle if longer. + ReferencesReference 1: \\\\\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\\(20\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\(20\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_LoansPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of loans payable \\\\\\\\\\\\\\\\\\\\\(with maturities initially due after one year or beyond the operating cycle if longer\\\\\\\\\\\\\\\\\\\\\), excluding current portion. + ReferencesReference 1: \\\\\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\\(22\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\(22\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\) -SubTopic 10-Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap_LongTermLoansPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: \\\\\\\\\\\\\\\\\\\\\[http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\\(20\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 210-SubTopic 10-Name Accounting Standards Codification -Section S99-Paragraph 1-Subparagraph \\\\\\\\\\\\\\\\\\\\\(SX 210.5-02\\\\\\\\\\\\\\\\\\\\\(20\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\\\) -Publisher FASB -URI\\\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 45-Paragraph 11-Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11\\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\\\\\\\\\\\(e\\\\\\\\\\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3\\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 5B-Subparagraph \\\\\\\\\\\\\\\\\\(e\\\\\\\\\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B\\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Topic 360-SubTopic 10-Name Accounting Standards Codification -Section 45-Paragraph 9-Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-9\\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 5C-Subparagraph \\\\\\\\\\\\\\\\(a\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\\(2\\\\\\\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5C\\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\\]\\\\\\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 205-SubTopic 20-Name Accounting Standards Codification -Section 50-Paragraph 7-Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7\\\\\\\\\\\\\\\)\\\\\\\\\\\\\\]\\\\\\\\\\\\\\(http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Section 45-Paragraph 10-SubTopic 20-Topic 205-Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10\\\\\\\\\\\\\\)\\\\\\\\\\\\\]\\\\\\\\\\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \\\\\\\\\\\\\(b\\\\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7\\\\\\\\\\\\\)\\\\\\\\\\\\]\\\\\\\\\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \\\\\\\\\\\\(a\\\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7\\\\\\\\\\\\)\\\\\\\\\\\]\\\\\\\\\\\(http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 55-Paragraph 10-Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10\\\\\\\\\\\)\\\\\\\\\\]\\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 825-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 28-Subparagraph \\\\\\\\\\(f\\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28\\\\\\\\\\)\\\\\\\\\]\\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 323-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\\(c\\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3\\\\\\\\\)\\\\\\\\]\\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\\\(bb\\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3\\\\\\\\)\\\\\\\]\\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 45-Paragraph 25-Subparagraph \\\\\\\(b\\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25\\\\\\\)\\\\\\]\\\\\\(http://www.xbrl.org/2003/role/disclosureRef-Topic 810-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\\\(c\\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3\\\\\\)\\\\\]\\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 825-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 28-Subparagraph \\\\\(f\\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28\\\\\)\\\\]\\\\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 323-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 3-Subparagraph \\\\(c\\\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3\\\\)\\\]\\\(http://www.xbrl.org/2003/role/exampleRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 55-Paragraph 10-Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10\\\)\\]\\(http://www.xbrl.org/2003/role/exampleRef-Topic 280-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 30-Subparagraph \\(d\\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30\\)\]\(http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph \(b\)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7\)](http://www.xbrl.org/2009/role/commonPracticeRef-Topic 852-SubTopic 10-Name Accounting Standards Codification -Section 50-Paragraph 7-Subparagraph (a)-Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7)

URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1> + Details Name: us-gaap RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef>-Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 5: <http://www.xbrl.org/2003/role/exampleRef>-Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 8: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 11: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 12: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 13: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 14: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480418/310-10-S99-2> + Details Name: us-gaap StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAccrued media payments. + ReferencesNo definition available. + Details Name: veri AccruedMediaPayments Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 10.R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Parenthetical) - \$ / shares Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Å Å Common stock, par value \$ 0.001 \$ 0.001 Common stock, shares authorized 75,000,000 75,000,000 Common stock, shares issued 38,209,430 37,186,348 Common stock, shares outstanding 38,209,430 37,186,348 X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1> + Details Name: us-gaap CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3> + Details Name: us-gaap CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 11.R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Operations and Comprehensive Loss - USD (\$) (\$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Å Å Å Revenue 21,993 \$ 27,968 \$ 70,204 \$ 72,883 Operating expenses: Å Å Å Cost of revenue 6,325 7,026 19,614 21,381 Sales and marketing 10,186 10,997 31,230 32,895 Research and development 7,528 10,410 23,388 32,456 General and administrative 14,421 18,264 45,133 48,837 Amortization 6,025 6,454 18,006 17,087 Total operating expenses 44,485 53,151 137,371 152,656 Loss from operations (22,492) (25,183) (67,167) (79,773) Other income (expense), net (2,594) (2,552) (8,618) 1,088 Loss from continuing operations before provision for income taxes (25,086) (27,735) (75,785) (78,685) (Benefit from) provision for income taxes (2,575) (1,003) (3,713) (2,673) Net loss from continuing operations (22,511) (26,732) (72,072) (76,012) Net income from discontinued operations 765 2,191 2,897 5,212 Net loss \$ (21,746) \$ (24,541) \$ (69,175) \$ (70,800) Net (loss) income per share: Å Å Å Basic net loss from continuing operations \$ (0.59) \$ (0.72) \$ (1.91) \$ (2.06) Diluted net loss from continuing operations (0.59) (0.72) (1.91) (2.06) Basic net income from discontinued operations 0.02 0.06 0.08 0.14 Diluted net income from discontinued operations 0.02 0.06 0.08 0.14 Net loss per share, basic (0.57) (0.66) (1.83) (1.92) Net loss per share, diluted \$ (0.57) \$ (0.66) \$ (1.83) \$ (1.92) Weighted average shares outstanding: Å Å Å Weighted average shares outstanding, basic 38,086,765 36,991,650 37,752,562 36,810,878 Weighted average shares outstanding, diluted 38,086,765 36,991,650 37,752,562 36,810,878 Comprehensive loss: Å Å Å Net loss \$ (21,746) \$ (24,541) \$ (69,175) \$ (70,800) Foreign currency translation gain (loss), net of income taxes 11,749 10 (14) Total comprehensive loss \$ (21,735) \$ (22,792) \$ (69,165) \$ (70,814) X - DefinitionThe aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://www.xbrl.org/2003/role/exampleRef>-Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482640/350-30-55-40>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482665/350-30-50-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482686/350-30-45-2> + Details Name: us-gaap AmortizationOfIntangibleAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1B>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef>-Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-5> + Details Name: us-gaap ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap ComprehensiveIncomeNetOfTaxAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate cost of goods produced and sold and services rendered during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef>-Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 12: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B> + Details Name: us-gaap CostOfRevenue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef>-Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2> + Details Name: us-gaap CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef>-Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef>-Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef>-

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https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.6-07\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21): [http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.6-09\(1\)\(d\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22](http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 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26](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(v)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26): [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph \(SX 210.13-01\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27): [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(i\)\) -Publisher FASB -URI 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-Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iii\)\(B\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30): [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31): [http://www.xbrl.org/2003/role/disclosureRef 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<http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34>: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35>: [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36): [http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37):

under employee stock plans, shares \$ 305,202 \$ A Common stock withheld for employee taxes and other (198) \$ (198) \$ A Common stock withheld for employee taxes and other, shares \$ (60,133) \$ A Stock-based compensation expense 2,268 \$ 2,268 \$ A Net loss (21,746) \$ (21,746) \$ Other comprehensive gain (loss) 11 \$ A \$ 11 Ending balance at Sep. 30, 2024 \$ (25,161) \$ 39 \$ 473,871 \$ (499,071) \$ Ending balance, shares at Sep. 30, 2024 \$ 38,209,430 \$ A X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480483/718-10-35-2>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481089/718-20-55-13>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481089/718-20-55-12> + Details Name: us-gaap AdjustmentsToAdditionalPaidInCapitalShareBasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-1>Reference 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 17: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-10>Reference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479105/946-220-45-7>Reference 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 21: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 22: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 23: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 24: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 25: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 26: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 27: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 28: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 29: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 30: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 31: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1>Reference 32: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>Reference 33: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 34: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1>Reference 36: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1>Reference 37: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1> + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of other comprehensive income (loss). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481112/505-10-50-2>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481674/830-30-50-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-17>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 6: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-4>Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482765/220-10-50-5>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 20 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481694/830-30-45-20>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(21)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1>Reference 12: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 55 -Paragraph 15 -SubTopic 10 -Topic 220 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482739/220-10-55-15>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A> + Details Name: us-gaap OtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap SharesOutstanding Namespace Prefix: us-gaap Data Type: xbrli:sharesItem Type Balance Type: na Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479168/946-830-55-12>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-220-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-2>Reference 8: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-3>Reference 11: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 12: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 13: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 14: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480418/310-10-S99-2> + Details Name: us-gaap StockholdersEquity Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCommon stock withheld for employee taxes amount. + ReferencesNo definition available. + Details Name: veri CommonStockWithheldForEmployeeTaxesNamespace Prefix: veri Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCommon stock withheld for employee taxes and other amount. + ReferencesNo definition available. + Details Name: veri CommonStockWithheldForEmployeeTaxesAndOtherShares Namespace Prefix: veri Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - Definition

(2,858) Å Amortization of debt issuance costs and debt discounts 4,636 649 Å Amortization of right-of-use assets 399 1,127 Å Imputed non-cash interest income (263) (108) Å Changes in assets and liabilities: Å Å Å Accounts receivable 2,959 14,052 Å Expenditures billable to clients (17,550) (2,108) Å Prepaid expenses and other assets 407 1,224 Å Other assets 3,425 (1,300) Å Accounts payable (8,346) 2,405 Å Deferred revenue 23 (913) Å Accrued media payments 14,033 (17,718) Å Client advances 19,697 (1,567) Å Other accrued liabilities 2,130 4,714 Å Other liabilities 70 (2,774) Å Net cash used in operating activities (24,223) (48,111) \$ (76,421) Cash flows from investing activities: Å Å Å Proceeds from sale of energy group 1,800 504 Å Capital expenditures (5,134) (4,054) Å Acquisitions, net of cash acquired Å (50,195) Å Net cash used in investing activities (3,334) (53,745) Å Cash flows from financing activities: Å Å Å Payment of debt principal (3,875) Å Å Payment of purchase consideration Å (7,772) Å Taxes paid related to net share settlement of equity awards (653) (1,088) Å Proceeds from issuances of stock under employee stock plans, net 433 1,063 Å Settlement of deferred consideration for acquisitions (1,800) (2,690) Å Net cash used in financing activities (5,895) (10,487) Å Net decrease in cash and cash equivalents and restricted cash (33,452) (112,343) Å Cash and cash equivalents and restricted cash, beginning of period 80,306 185,282 Cash and cash equivalents and restricted cash, end of period 46,854 72,939 \$ 80,306 Less: Cash and cash equivalents and restricted cash included in discontinued operations 34,496 63,964 Å Cash and cash equivalents and restricted cash included in continuing operations 12,358 8,975 Å Non-cash investing and financing activities: Å Å Å Fair value of shares issued for acquisition of businesses and earn-out consideration Å 756 Å Stock-based compensation capitalized for software development \$ 299 289 Å Lease liabilities arising from right-of-use assets Å 1,436 Å Shares received for sale of energy group Å \$ 2,021 Å X - ReferencesNo definition available, + Details Name: us-gaap AdjustmentsNoncashItemsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SAB Topic 14.F\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1)Reference 2: [http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69E](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of amortization expense attributable to debt discount (premium) and debt issuance costs. + ReferencesReference 1: <a href=)Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69F>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1F)Reference 4: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 5: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap AmortizationOfFinancingCostsAndDiscounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in the value of right to a contingent consideration asset. + ReferencesReference 1: <a href=)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-4 + Details Name: us-gaap BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <a href=)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; excluding effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: <a href=)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28)Reference 2: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 3: <http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32)Reference 6: [http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) from sale and disposal of integrated set of activities and assets capable of being conducted and managed for purpose of providing return in form of dividend, lower cost, or other economic benefit to investor, owner, member and participant. + ReferencesReference 1: <a href=)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: <a href=)Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24>Reference 3:

[role/ref/legacyRef -Topic 230 -SubTopic 10-Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X -ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X -ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X -DefinitionAmount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease. +ReferencesReference 1:](#)

40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1Reference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1Reference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap NetIncomeLoss Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 15 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual A Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd Rule10b51ArrAdoptedFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd Rule10b51ArrTrmtdFlag Namespace Prefix: ecd Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration XML 16 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Description of Business 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] A Description of Business NOTE 1. DESCRIPTION OF BUSINESSVeritone, Inc., a Delaware corporation (â€œVeritone,â€ and together with its subsidiaries, collectively, the â€œCompanyâ€), is a provider of artificial intelligence (â€œAIâ€) computing solutions. The Companyâ€™s proprietary AI operating system, aiWARETM, uses machine learning algorithms, or AI models, together with a suite of powerful applications, to reveal valuable insights from vast amounts of structured and unstructured data. The aiWARE platform offers capabilities that mimic human cognitive functions such as perception, prediction and problem solving, enabling users to quickly, efficiently and cost effectively transform unstructured data into structured data, and analyze and optimize data to drive business processes and insights. aiWARE is based on an open architecture that enables new AI models, applications and workflows to be added quickly and efficiently, resulting in a scalable and evolving solution that can be leveraged by organizations across a broad range of business sectors, serving commercial enterprises as well as public sector industries.The Company offers Software Products & Services to Commercial Enterprise and Public Sector customers using the Companyâ€™s aiWARE platform and Veritone Hire solutions, any related support and maintenance services, and any related professional services associated with the deployment and/or implementation of such solutions.The Company also offers Managed Services, which include cloud-native digital content management solutions and content licensing services and representation services, through amongst other things, its VeriAds Network, which is comprised of programs that enable broadcasters, podcasters and social media influencers to generate incremental revenue. These offerings leverage the Companyâ€™s aiWARE technologies, providing customers with unique capabilities to enrich and drive expanded revenue opportunities from their content.Through October 17, 2024 (the â€œDivestiture Closing Dateâ€), the Company operated a full-service advertising agency to provide differentiated Managed Services to its customers. On October 17, 2024, the Company entered into an Equity Purchase Agreement (the â€œPurchase Agreementâ€), by and among the Company, Veritone One, LLC, a wholly-owned subsidiary of the Company (â€œVeritone Oneâ€), and Oxford Buyer, LLC (â€œPurchaserâ€), an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One (such transaction, the â€œDivestitureâ€). Veritone Oneâ€™s services included media planning and strategy, advertisement buying and placement, campaign messaging, clearance verification and attribution, and custom analytics, specializing in host-endorsed and influencer advertising across primarily radio, podcasting, streaming audio, social media and other digital media channels. The Company determined that the Divestiture represents a strategic shift that will have a material effect on the Companyâ€™s operations and financial results. Therefore, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details.On June 13, 2023, the Company acquired Broadbean (as defined in Note 3), a global leader of talent acquisition software-as-a-service technology. For further details on this acquisition, refer to Note 3. X - ReferencesNo definition available. + Details Name: us-gaap AccountingPoliciesAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContentReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 275 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/275/tableOfContentReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap BusinessDescriptionAndBasisOfPresentationTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 17 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Presentation and Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] A Presentation and Summary of Significant Accounting Policies NOTE 2. PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIESBasis of PresentationThe accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (â€œGAAPâ€) for interim financial statements and the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€). Accordingly, they do not contain all information and footnotes required by GAAP for annual financial statements. Such unaudited condensed consolidated financial statements and accompanying notes are based on the representations of the Companyâ€™s management, who is responsible for their integrity and objectivity. The information included in this Form 10-Q should be read in conjunction with the information included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024. Interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results the Company will have for the full year ending December 31, 2024. The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments that are normal, recurring and necessary to fairly state the Companyâ€™s financial position, results of operations and cash flows. All significant intercompany transactions have been eliminated in consolidation. The financial data and the other information disclosed in these notes to the condensed consolidated financial statements reflected in the three and nine month periods presented are unaudited. The December 31, 2023 balance sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.The Company determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details.Â Liquidity, Capital Resources and Going ConcernThese consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles assuming the Company will continue as a going concern over the next twelve months through November 2025. During the year ended December 31, 2023 and nine months ended September 30, 2024, the Company used cash in operations of \$76,421 and \$24,223, respectively, and incurred net losses of \$58,625 and \$69,175, respectively. As of September 30, 2024, the Company had an accumulated deficit of \$499,071 and negative working capital of \$83,872. Based on the Companyâ€™s liquidity position at September 30, 2024 after giving effect to the impact of the Divestiture and the repayment of a portion of our term loan, and the Companyâ€™s current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about the Companyâ€™s ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by the Companyâ€™s current debt service obligations, historical negative cash flows and recurring losses. The Company will require additional liquidity to continue its operations over the next twelve months.On the Divestiture Closing Date, the Company completed the sale of Veritone One for total consideration up to \$104,000, subject to purchase price adjustments and the achievement of certain earnout targets as described below. Net proceeds from the transaction were \$59,053 in cash, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to an earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. The Company may receive the earnout of up to \$18,000 in cash proceeds based on the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (the â€œEarnoutâ€). Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims, in each case subject to the terms and limitations set forth in the Purchase Agreement. Net cash proceeds from the Divestiture were used to repay \$30,512 principal amount of the Companyâ€™s outstanding Term Loan (defined in Note 4), plus accrued interest and a prepayment premium in an aggregate amount of \$3,303, and to pay \$3,875 in debt-related expenses. Immediately following the Divestiture and the repayment of a portion of its Term Loan, the Company reported cash on hand of \$27,289, and the Company improved its negative working capital as compared to September 30, 2024.Potential future consideration from the Divestiture in the form of cash held in escrow and the Earnout is up to \$24,650. With respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date. The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026. While management believes a large portion of this potential future consideration will be earned and paid back to the Company over the next two years, both the escrowed amounts and Earnout are subject to future negotiation and financial performance of Veritone One, a portion of which the Company will have no direct control over. As a result, there is no guarantee that any of the deferred consideration will be earned and/or paid back to the Company. Given the Companyâ€™s forecast over the next twelve months, the Company will require additional liquidity to continue its operations over the next twelve months.In the near term, and to meet its obligations as they come due, the Company is evaluating additional strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from the Companyâ€™s past acquisitions.The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business, including having sufficient liquidity in the future to meet, amongst other things, its covenants under the Term Loan Credit Agreement (as defined in Note 4). The Company may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of its deferred purchase consideration, meeting its minimum liquidity threshold under its Credit Agreement or growing its revenue base. If the Company becomes unable to continue as a going concern, it may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on its condensed consolidated financial statements. These actions may cause the Companyâ€™s stockholders to lose all or part of their investment in the Companyâ€™s common stock. The condensed consolidated financial statements do not include any adjustments that

might result from the Company being unable to continue as a going concern. If the Company cannot continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities and the reported amounts of income and expenses could be required and could be material.Â Use of Accounting EstimatesThe preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the accompanying condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The principal estimates relate to the accounting recognition and presentation of revenue, allowance for credit losses, purchase accounting, impairment of goodwill and long-lived assets, the valuation of senior secured debt, the valuation of non-cash consideration received in barter transactions and the evaluation of its realizability, the valuation of certain assets, liabilities and costs allocated to discontinued operations, the valuation of stock awards and stock warrants and income taxes, where applicable. There has been uncertainty and disruption in the global economy and financial markets due to a number of factors including the wars in Ukraine and Israel, the global inflationary environment and high interest rates. The war in Israel has also adversely impacted the Company's business operations because the Company has an office and personnel based in Herzliya, Israel. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q. These estimates and assumptions may change as new events occur and additional information is obtained. As a result, actual results could differ materially from these estimates and assumptions.Â Significant CustomersDuring the three and nine months ended September 30, 2024, in each case, no individual customer accounted for more than 10% of the Company's revenue. No individual customer accounted for 10% or more of the Company's revenue during the three months ended September 30, 2023 and one individual customer accounted for 10% or more of the Company's revenue for the nine months ended September 30, 2023. As of September 30, 2024 and December 31, 2023, in each case, no individual customer accounted for 10% or more of the Company's accounts receivable.Â Contract BalancesContract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria. The Company recognized \$10,780 of revenue during the nine months ended September 30, 2024 that was included in the deferred revenue balance as of December 31, 2023.Â Remaining Performance ObligationsAs of September 30, 2024, the aggregate amount of the transaction prices under the Company's contracts allocated to the Company's remaining performance obligations was \$36,488, approximately 55% of which the Company expects to recognize as revenue over the next twelve months, and the remainder thereafter to be recognized over the next five years. This aggregate amount excludes amounts allocated to remaining performance obligations under contracts that have an original duration of one year or less and variable consideration that is allocated to remaining performance obligations. Excluded based on this policy are balances related to Veritone Hire solutions representing gross purchase orders to be satisfied in less than one year. Revenues will be recognized net of costs to fulfill these orders.Â Segment InformationThe Company operates as one reportable segment. The Company reports segment information based on the internal reporting used by the chief operating decision maker for making decisions and assessing performance as the source of the Company's reportable segment.Â SeasonalityThe Company experiences seasonal fluctuations in its revenue and operating performance as a result of the utilization of its platform and associated revenues from its Software Products & Services. In particular, certain Commercial Enterprise solutions, including Veritone Hire revenues, have historically been higher in the second half of each fiscal year, consistent with the hiring and spending cycles of the Company's larger customers. The Company also experiences seasonality as a result of factors such as the timing of large projects, the length and complexity of sales cycles, trends impacting the Company's target vertical markets and the Company's revenue recognition policies and any changes to those policies. Within a given quarter, a higher proportion of the Company's agreements are signed toward the end of such quarter. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance.Â Discontinued OperationsDuring the third quarter of 2024, the Company determined that Veritone One (as defined above in Note 1) met the criteria to be classified as held for sale and discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details.Â Significant Accounting Policies There have been no material changes in the Company's significant accounting policies from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023.Â Recently Adopted Accounting PronouncementsIn September 2016, the FASB issued ASU No. 2016-13, Financial Instruments â Credit Losses (Topic 326) which requires measurement and recognition of expected credit losses for financial assets held. This standard was effective for the Company beginning in the first quarter of fiscal year 2023. The Company adopted this guidance on January 1, 2023 and the impact of the adoption was not material to our condensed consolidated financial statements as credit losses are not expected to be significant based on historical collection trends, the financial condition of payment partners, and external market factors. In October 2021, the FASB issued ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC Topic 606, Revenue from Contracts with Customers, in order to align the recognition of a contract liability with the definition of a performance obligation. The Company adopted this guidance on January 1, 2023. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstractNamespace Prefix: us-gaap_Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlockNamespace Prefix: us-gaap_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 18 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations, Business Combinations and Divestiture 9 Months Ended Sep. 30, 2024 Business Combinations [Abstract]Â Discontinued Operations, Business Combinations and Divestiture NOTE 3. DISCONTINUED OPERATIONS, BUSINESS COMBINATIONS AND DIVESTITUREÂ Discontinued OperationsOn August 8, 2024, the Company announced it was undertaking a formal process and had committed to a plan to sell Veritone One (defined in Note 1), which was signed and closed on the Divestiture Closing Date. Veritone One operated the Company's full-service advertising agency business and its disposal represents a strategic shift that would have a major impact on the Company's operations and financial results, as it enables the Company to focus on its core software and applications and reduce its dependency on advertising related services. As a result, Veritone One met both the held for sale and discontinued operations presentation criteria and comprised operations and cash flows that could be distinguished, operationally and for financial reporting purposes, from the rest of the Company. See Note 13 on Subsequent Events for further details on the Divestiture and certain related transactions. In connection with the Divestiture, the Company and the Purchaser entered into a transition services agreement. The transition services agreement outlines the information technology, people, and facility support the Company expects to provide to the Purchaser for a period of six months after the Divestiture Closing Date with options to be extended. The total service fee amount for each service will not exceed the actual costs to provide such service. Veritone One's results of operations for the three and nine months ended September 30, 2024, and 2023 and its balances as of September 30, 2024 and December 31, 2023, are disclosed as discontinued operations and excluded from continuing operations within the Company's condensed consolidated financial statements and notes thereto, with the resulting gain or loss from the sale to be accounted for during the reporting period in which the Divestiture was closed (see Note 13). Since the Company operates as one reporting unit, the Company allocated goodwill to discontinued operations on a relative fair value basis in comparison to the value of the overall company (see Note 7). The carrying amounts of the major classes of assets and liabilities of the Company's discontinued operations as of September 30, 2024 and December 31, 2023 were as follows (unaudited):Â As of September 30, 2024Â As of December 31, 2023Â Assets of discontinued operationsÂ Cash and cash equivalentsÂ \$ 34,496Â \$ 32,830Â Accounts receivable, netÂ \$ 34,167Â \$ 38,415Â Expenditures billable to clientsÂ \$ 37,158Â \$ 19,608Â Prepaid expenses and other current assetsÂ \$ 8,151Â \$ 6,593Â Total current assetsÂ \$ 113,972Â \$ 97,446Â Property, equipment and improvements, netÂ \$ 533Â \$ 577Â GoodwillÂ \$ 26,718Â \$ 26,718Â Other assetsÂ \$ 7,339Â \$ 10,687Â Total assetsÂ \$ 148,562Â \$ 135,428Â Liabilities of discontinued operationsÂ Accounts payableÂ \$ 15,321Â \$ 16,272Â Accrued media paymentsÂ \$ 107,149Â \$ 94,584Â Client advancesÂ \$ 34,937Â \$ 15,240Â Other accrued liabilitiesÂ \$ 1,133Â \$ 797Â Total current liabilitiesÂ \$ 158,540Â \$ 126,893Â Total liabilitiesÂ \$ 158,540Â \$ 126,893Â Net assets (liabilities)Â \$ (9,978)Â \$ 8,535Â Intercompany BalancesAs of September 30, 2024, the Company had an intercompany balance due to the Divestiture of \$29,105, which was eliminated in consolidation as the amount was settled and disposed of in full at the closing of the Divestiture. At the closing, the total amount of intercompany settlement was \$20,297, which was netted against the purchase consideration received. Due to the nature of transactions between Veritone One and our representation services, certain intercompany transactions that are planned to continue and were not settled at the closing date were reinstated in the corresponding financial periods, including certain accounts receivable from continuing operations and accrued media from discontinued operations, which were collectively \$2,588 at September 30, 2024 and \$3,239 at December 31, 2023. The operating results of the Company's discontinued operations for the three and nine months ended September 30, 2024 and 2023 are as follows (unaudited):Â Three Months Ended September 30,Â Nine Months Ended September 30,Â 2024Â 2023Â RevenueÂ \$ 8,615Â \$ 7,165Â \$ 23,032Â \$ 20,480Â Operating expenses:Â Cost of revenueÂ \$ 342Â \$ 161Â \$ 679Â \$ 380Â Sales and marketingÂ \$ 1,744Â \$ 1,895Â \$ 5,178Â \$ 5,811Â Research and developmentÂ \$ 32Â \$ 32Â \$ 32Â \$ 32Â General and administrativeÂ \$ 4,008Â \$ 2,818Â \$ 9,481Â \$ 8,667Â AmortizationÂ \$ 680Â \$ 680Â Total operating expensesÂ \$ 6,126Â \$ 5,044Â \$ 15,370Â \$ 15,538Â Income from operationsÂ \$ 2,489Â \$ 2,121Â \$ 7,662Â \$ 4,942Â Other (expense) income, netÂ \$ (1,698)Â \$ 96Â \$ (4,689)Â \$ 321Â Income from discontinued operations before provision for income taxesÂ \$ 791Â \$ 2,217Â \$ 2,973Â \$ 5,263Â Provision for income taxesÂ \$ 26Â \$ 26Â \$ 76Â \$ 51Â Net income from discontinued operationsÂ \$ 765Â \$ 2,191Â \$ 2,897Â \$ 5,212Â The significant operating and investing cash and noncash items of the discontinued operations included in the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 were as follows (unaudited):Â Nine Months Ended September 30,Â 2024Â 2023Â Net cash flows provided by (used in) operating activitiesÂ \$ 1,868Â \$ (28,614)Â Net cash flows used in investing activitiesÂ \$ (202)Â \$ (330)Â Net cash flows used in financing activitiesÂ \$ 6Â \$ 6Â Depreciation and amortization allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$245 and \$837, respectively. Interest expense (income), net allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$4,689 and (\$321), respectively. Stock based compensation expense from discontinued operations was \$237 and \$443 for the nine months ended September 30, 2024 and 2023, respectively.Â Broadbean AcquisitionOn June 13, 2023, the Company acquired Broadbean (as defined below), a global leader of talent acquisition software-as-a-service technology, pursuant to a securities and asset purchase agreement whereby the Company acquired (i) 100% of the issued and outstanding share capital of (a) Broadbean Technology Pty Ltd, (b) Broadbean Technology Limited, (c) Broadbean, Inc., and (d) CareerBuilder France S.A.R.L., and (ii) certain assets and liabilities related thereto (the foregoing clauses (i) and (ii) together, âBroadbeanâ). The acquisition is intended to strengthen Veritone's AI-driven human resources product suite, building on the Company's previous acquisition of PandoLogic. The total purchase consideration was \$53,301 (the âBroadbean Acquisition Considerationâ), which consisted of cash payments of \$53,301 at closing. During the year ended December 31, 2023, the Company incurred \$4,214 in acquisition-related expenses. The following table summarizes the fair value of the Broadbean Acquisition Consideration:Â Broadbean Acquisition ConsiderationÂ AmountÂ Cash consideration at closingÂ \$ 53,301Â The allocation of the Broadbean Acquisition Consideration to tangible and intangible assets acquired and liabilities assumed is based on estimated fair values and is as follows:Â Allocation of Broadbean Acquisition Consideration**Â AmountÂ Cash and cash equivalentsÂ \$ 3,033Â Accounts receivable, netÂ \$ 7,817Â Prepaid expenses and other current assetsÂ \$ 1,007Â Property, equipment and improvements, netÂ \$ 343Â Intangible assetsÂ \$ 27,500Â Other assetsÂ \$ 3,486Â Total assets acquiredÂ \$ 43,186Â Accounts payableÂ \$ 1,107Â Deferred revenueÂ \$ 10,029Â Other accrued liabilitiesÂ \$ 5,054Â Other non-current liabilitiesÂ \$ 6,618Â Total liabilities assumedÂ \$ 22,808Â Identifiable net assets acquiredÂ \$ 20,378Â GoodwillÂ \$ 32,923Â Total purchase considerationÂ \$ 53,301Â **The excess of the total consideration over the tangible assets, identifiable intangible assets, and assumed liabilities is recorded as goodwill. Goodwill is primarily attributable to opportunities to cross-sell into our Commercial Enterprise customer base and to the assembled workforce. Tax deductible goodwill generated from the acquisition is \$3,728. Identifiable Intangible AssetsThe identifiable intangible assets acquired consisted of the customer relationships and developed technology with estimated useful lives of four to five years. The Company amortizes the fair value of these intangible assets on a straight-line basis over their respective useful lives. Developed technology relates to Broadbean's internally developed software. The Company valued the developed technology using the relief-from-royalty method under the income approach. This method is based on the application of a royalty rate to forecasted revenue that is expected to be generated by the existing developed technology. The economic useful life was determined based on the technology cycle related to the developed technology, as well as the timing of cash flows over the forecast period. Customer relationships relate to the sales of products and services to Broadbean's existing customer base. The Company valued the customer relationships using the multi-period excess earnings method under the income approach. This method reflects the present value of the projected cash flows that are expected to be generated by the existing customer relationships less charges representing the contribution of other assets to those cash flows. The economic useful life was determined based on historical customer turnover rates, as well as the timing of cash flows over the forecast period. The valuation of the intangible assets acquired, along with their estimated useful lives, is as follows:Â Estimated Fair ValueÂ Estimated Useful Lives (in years)Â Customer relationshipsÂ \$ 17,200Â 5Â Developed technologyÂ \$ 10,300Â 4Â Total intangible assetsÂ \$ 27,500Â TaxesIn connection with the acquisition of Broadbean, a net deferred tax liability of \$3,741 was established primarily relating to non-goodwill intangible assets and recorded within other non-current liabilities on the Company's condensed consolidated balance sheets. The amount of tax-deductible goodwill as of the purchase date is \$3,728.Â Unaudited Pro Forma ResultsThe unaudited pro forma financial information in the table below summarizes the combined results of operations for the Company and Broadbean as if the companies were combined for the three and nine months ended September 30, 2024 and 2023. The unaudited pro forma financial information for all periods presented included the business combination accounting effects resulting from this acquisition, including adjustments to reflect recognition of intangible asset amortization. The unaudited pro forma financial information as presented below is for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of January 1, 2023 or the results that may occur in the future. The unaudited pro forma financial information is as follows:Â Three Months Ended September 30,Â Nine Months Ended September 30,Â 2024Â 2023Â Net revenueÂ \$ 21,993Â \$ 27,968Â \$ 70,204Â \$ 87,946Â Loss from continuing operations before provision for income taxesÂ \$ (25,086)Â \$ (27,735)Â \$ (75,785)Â \$ (77,149)Â Net lossÂ \$ (22,511)Â \$ (26,732)Â \$ (72,072)Â \$ (73,855)Â Energy Group SaleOn June 30, 2023, the Company completed the sale of its energy group (the âEnergy Saleâ) to GridBeyond Limited, an Ireland-based privately held company (âGridBeyondâ) that delivers AI-powered energy solutions, pursuant to an asset purchase agreement. The Company received 4,160,644 shares of Series B Preference Shares in GridBeyond valued at approximately \$2,021 as of June 30, 2023, as well as \$549 to be paid in cash. The Energy Sale resulted in a pre-tax gain of \$2,572 in the second quarter of 2023. The energy group did not meet the criteria of discontinued operations because the disposal does not have a major effect on the Company's operations and financial results. In April 2024, the Company sold its interest in GridBeyond for \$1,800 in cash, resulting in a loss on sale of \$172 and a foreign exchange loss of \$49, recorded in other income (expense), net. X - ReferencesNo definition available. + Details Name: us-gaap_BusinessCombinationsAbstractNamespace Prefix: us-gaap_Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionDiscontinued operations business combinations and divestiture. + ReferencesNo definition available. + Details Name: veri_DiscontinuedOperationsBusinessCombinationsAndDivestitureDisclosureTextBlockNamespace Prefix: veri_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 19 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Debt 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract]Â Debt NOTE 4. DEBTÂ Senior Secured Term LoanOn December 13, 2023 (the âTerm Loan Closing Dateâ), the Company and certain of its subsidiaries, as guarantors, entered into a Credit and Guaranty Agreement (the âCredit Agreementâ) with certain funds managed by Highbridge Capital Management, LLC and with certain other lenders (collectively, the âLendersâ) and Wilmington Savings Fund Society, FSB, as administrative agent and

collateral agent. The Credit Agreement provides for a \$77,500 senior secured term loan (the “Term Loan”), which was fully drawn by the Company on the Term Loan Closing Date. On the Term Loan Closing Date, the Company used \$37,500 of the Term Loan proceeds to repurchase \$50,000 principal amount of its Convertible Notes (as defined below). As a result of the collective transactions at the Term Loan Closing Date, the Company recorded the Term Loan at fair value and recognized a one-time gain of \$30,000 on the extinguishment of convertible debt. The initial discount on the Term Loan of \$23,807 along with the capitalized issuance costs of \$3,120 each will be amortized to interest expense over the term of the loan using the effective interest method. During the three and nine months ended September 30, 2024, \$1,465 and \$4,217, respectively, was recognized as the amortization of initial discounts and issuance costs. The Company is the borrower under the Credit Agreement and all indebtedness outstanding under the Credit Agreement is guaranteed by each of the Company’s direct and indirect material subsidiaries (the Company and the guarantors, collectively, the “Credit Parties”). Pursuant to a Pledge and Security Agreement, dated December 13, 2023 (the “Pledge and Security Agreement”), the Term Loan is secured by a first-priority security interest in and lien on substantially all tangible and intangible property of the Credit Parties and a pledge of equity interests held by the Credit Parties. The Credit Agreement has certain customary default provisions, representations and warranties and affirmative and negative covenants, including a covenant to maintain unrestricted cash and cash equivalents of at least \$15,000 at all times. The Company was in compliance with the financial covenants at September 30, 2024. The Term Loan accrues interest at a rate of Term SOFR plus 8.50% per annum, with a 3.00% floor for Term SOFR, payable quarterly. A default interest rate of an additional 3.00% per annum applies on all outstanding obligations after the occurrence and during the continuance of an event of default. The Credit Agreement has a term of four years from the Term Loan Closing Date, with a scheduled maturity date of December 13, 2027, and requires quarterly amortization payments of 2.50% of the principal amount, commencing in June 2024, with the outstanding balance of the Term Loan payable on the scheduled maturity date. The Credit Agreement requires mandatory prepayments from the net cash proceeds received by the Credit Parties for among other things (i) certain asset sales, but only to the extent net cash proceeds therefrom exceed \$10,000 in the aggregate, and (ii) insurance recoveries on loss of property that are not otherwise reinvested in other assets of the Credit Parties at a 10% prepayment premium. The Credit Agreement also requires prepayment of the Term Loan in full if \$30,000 or more of aggregate principal amount of the Convertible Notes are outstanding on August 14, 2026. The Company may elect to prepay the Term Loan, in whole or in part, in cash, subject to a make-whole premium during the first year of the Term Loan, a 14.0% prepayment premium during the second year of the Term Loan, and a 7.0% premium during the third year of the Term Loan. The Term Loan is not repayable with the Company’s common stock, \$0.001 per share (the “Common Stock”) as was initially set forth in the Commitment Letter dated November 7, 2023, by and among the Company, certain funds managed by Highbridge Capital Management, LLC and certain other lenders. On the Term Loan Closing Date, the Company issued warrants (the “Warrants”) to the Lenders (in such capacity, the “Warrant Holders”) to purchase up to 3,008,540 shares of the Company’s Common Stock at an exercise price of \$2.576 per share with a termination date of December 12, 2028. Refer to Note 6 for further details about the Warrants. For the three and nine months ended September 30, 2024, interest expense related to the Term Loan, including amortization of initial discounts and issuance costs, was \$2,443 and \$7,402, respectively. The effective annual interest rate was approximately 31.3%. Interest expense was allocated to discontinued operations based on certain key elements of the underlying debt arrangement and transaction structure. Interest on debt that is required to be repaid as a result of a disposal is allocated to discontinued operations, as is the case under the Credit Agreement. As a result, the Company allocated interest expense and amortization of discounts and issuance costs relating to repayment of the Term Loan, as required by the Divestiture, to discontinued operations. For the three and nine months ended September 30, 2024, the Company allocated \$1,698 and \$4,931, respectively, of interest expense, including amortization of initial discounts and issuance costs, to discontinued operations as a result of the Divestiture. The scheduled principal payments on the Term Loan as of September 30, 2024 are as follows: A Remainder of 2024 \$ 1,938 A 2025 \$ 7,750 A 2026 \$ 7,750 A 2027 \$ 56,188 A Total \$ 73,626 A In October 2024, and in conjunction with the Divestiture, the Company used net proceeds from the sale to pay down \$30,512 in principal and \$3,303 in prepayment premiums and accrued interest on the Term Loan. Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 million of debt paid down through the Divestiture as Term Loan, current portion on the September 30, 2024 balance sheet. As of the Repayment Date, after giving effect to the Term Loan Repayment, \$43,114 aggregate principal amount remained outstanding under the Term Loan and the Company had approximately \$27,289 of cash and cash equivalents (see Note 13). Convertible Notes In November 2021, the Company issued, at par value, \$201,250 aggregate principal amount of 1.75% convertible senior notes due 2026 (the “Convertible Notes”). The issuance included the full exercise of an option granted by the Company to the initial purchasers of the Convertible Notes to purchase an additional \$26,250 aggregate principal amount of Convertible Notes. The Convertible Notes were issued pursuant to and are subject to the terms and conditions of an indenture, which is referred to as the Indenture, between the Company and U.S. Bank National Association, as trustee. The Convertible Notes were offered and sold in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. In December 2022, the Company repurchased \$60,000 aggregate principal amount of the Convertible Notes at approximately 65% of par (the “2022 Repurchase Transaction”). In December 2023, the Company repurchased \$50,000 aggregate principal amount of the Convertible Notes at approximately 75% of par (the “2023 Repurchase Transaction”). The Company has \$91,250 in aggregate principal amount of the Convertible Notes outstanding as of September 30, 2024. The Convertible Notes are senior, unsecured obligations of the Company and bear interest at a rate of 1.75% per year. Interest accrues from November 19, 2021 and is payable semi-annually in arrears on May 15 and November 15 of each year, beginning on May 15, 2022. The Convertible Notes will mature on November 15, 2026, unless earlier converted, redeemed, or repurchased in accordance with the terms of the Convertible Notes. Holders of the Convertible Notes may convert all or any portion of their Convertible Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following conditions: (1) during any calendar quarter commencing after the calendar quarter ending on March 31, 2022 (and only during such calendar quarter), if the last reported sale price of the Company’s common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the “measurement period”) in which the trading price per \$1,000 principal amount of Convertible Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company’s common stock and the conversion rate for the Convertible Notes on each such trading day; (3) if the Company calls such Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the applicable redemption date; or (4) upon the occurrence of specified corporate events. On or after May 15, 2026, holders may convert all or any portion of their Convertible Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date regardless of the foregoing conditions. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company’s election. The conversion rate for the Convertible Notes initially is 27.2068 shares of the Company’s common stock per \$1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately \$36.76 per share of common stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or following the Company’s issuance of a notice of redemption, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such a corporate event or who elects to convert its Convertible Notes called (or deemed called) for redemption during the related redemption period, as the case may be. The Company may not redeem the Convertible Notes prior to November 20, 2024. The Company may redeem for cash all or any portion of the Convertible Notes (subject to certain limitations), at its option, on or after November 20, 2024 if the last reported sale price of the Company’s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the Convertible Notes. If the Company undergoes a fundamental change prior to the maturity date, subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their Convertible Notes. The fundamental change repurchase price will be equal to 100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The Convertible Notes are the Company’s senior unsecured obligations and rank senior in right of payment to all of the Company’s indebtedness that is expressly subordinated in right of payment to the Convertible Notes; equal in right of payment with all existing and future liabilities of the Company that are not so subordinated; effectively junior to any of secured indebtedness of the Company to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) and any preferred equity of the Company’s current or future subsidiaries. The net proceeds from the issuance of the Convertible Notes were approximately \$194,945, after deducting debt issuance costs. The total debt issuance costs incurred and recorded by the Company amounted to \$6,304, which were recorded as a reduction to the face amount of the Convertible Notes and are being amortized to interest expense using the effective interest method over the contractual term of the Convertible Notes. The Convertible Notes are recorded as a liability within convertible senior notes, non-current. For the three and nine months ended September 30, 2024, interest expense related to the Convertible Notes, including amortization of issuance costs, was \$543 and \$1,627, respectively. For the three and nine months ended September 30, 2023, interest expense related to the Convertible Notes, including amortization of issuance costs, was \$836 and \$2,503, respectively. The effective annual interest rate for the three and nine months ended September 30, 2024 and 2023 was approximately 2.42%. As of September 30, 2024, the if-converted value of the Convertible Notes did not exceed the outstanding principal amount. As of September 30, 2024, the total estimated fair value of the Convertible Notes was \$29,890, which was determined based on a market approach using actual bids and offers of the Convertible Notes in an over-the-counter market during the period. The Company considers these assumptions to be Level 2 inputs in accordance with the fair value hierarchy described in Note 6. Capped Calls In connection with the 2022 pricing of the Convertible Notes, with the full exercise by the initial purchasers of their option to purchase additional Convertible Notes in November 2021, the Company used approximately \$18,616 of the net proceeds from the issuance of the Convertible Notes to enter into privately negotiated capped call transactions, which are referred to as the capped calls, with various financial institutions. The capped call transactions cover, subject to anti-dilution adjustments substantially similar to those applicable to the Convertible Notes, the number of shares of the Company’s common stock underlying the Convertible Notes. The capped call transactions are expected generally to reduce the potential dilution to the Company’s common stock upon conversion of the Convertible Notes and/or offset some or all of any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, in the event that the market price per share of the Company’s common stock, as measured under the terms of the capped call transactions, is greater than the strike price of the capped call transactions, which initially corresponds to the conversion price of the Convertible Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Convertible Notes. If, however, the market price per share of the Company’s common stock, as measured under the terms of the capped call transactions, exceeds the cap price of the capped call transactions, there would nevertheless be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the capped call transactions. The initial cap price of the capped calls is \$48.55 per share of common stock, which represents a premium of 75% over the last reported sale price of the Company’s common stock of \$27.74 per share on November 16, 2021, and is subject to certain customary adjustments under the terms of the capped calls; provided that the cap price will not be reduced to an amount less than the strike price of \$35.76 per share. The capped call transactions are separate transactions and are not part of the terms of the Convertible Notes. The capped calls met the criteria for classification as equity and, as such, are not remeasured each reporting period and are included as a reduction to additional paid-in-capital within stockholders’ equity. In connection with the 2022 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. As a result, the Company received \$276 in net proceeds from the proceeds of the unwinding of the capped calls. In connection with the 2023 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. The Company did not receive any proceeds from the unwinding of the capped calls in 2023. Credit Facility In August 2023, the Company entered into a three year credit agreement with Alterna Capital Solutions, LLC (the “ACS”) pursuant to which the Company might have borrowed up to \$30,000 (the “ACS Credit Facility”). Loans under the ACS Credit Facility were secured by certain domestic receivables and other assets as determined by ACS. The ACS Credit Facility bore interest at the greater of Prime rate plus 1.0% or 9.5%, and minimum annual interest of \$250 if no funds are drawn under the ACS Credit Facility in a given year. ACS was a senior secured creditor. On December 12, 2023, in connection with the Company’s entry into the Credit Agreement (as defined above), the ACS Credit Facility and the related Commercial Guarantee, dated August 8, 2023, were terminated. Immediately prior to its termination, no amounts were outstanding under the ACS Credit Facility. The Company did not incur any early termination penalties in connection with the termination of the ACS Credit Facility and related agreements. X - References No definition available. + Details Name: us-gaap-DebtDisclosureAbstract Namespace Prefix: us-gaap- Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Definition The entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + References Reference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 10-Name Accounting Standards Codification-Section 50-Paragraph 6-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (d)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(3)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(2)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)(1)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef-Topic 405-SubTopic 40-Name Accounting Standards Codification-Section 50-Paragraph 1-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef-Topic 235-SubTopic 10-Name Accounting Standards Codification-Section 599-Paragraph 1-Subparagraph (SX 210.4-08(c))-Publisher FASB-URI https://asc.fasb.org/1943274/2147480678/235-10-599-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef-Topic 470-Name Accounting Standards Codification-Publisher FASB-URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef-Topic 835-SubTopic 30-Name Accounting Standards Codification-Section 45-Paragraph 2-Publisher FASB-URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (h)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (g)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1B-Subparagraph (i)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1C-Subparagraph (a)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef-Topic 470-SubTopic 20-Name Accounting Standards Codification-Section 50-Paragraph 1C-Subparagraph (b)-Publisher FASB-URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17:

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Company's customers' willingness and ability to pay, general economic conditions and the ongoing relationship with customers. The Company calculates the expected credit losses on a pool basis for those receivables that have similar risk characteristics aligned with the types of accounts receivable listed in the accounts receivable table above. Allowances have been recorded for receivables believed to be uncollectible, including amounts for the resolution of potential credit and other collection issues. The allowance for expected credit losses is determined by analyzing the Company's historical write-offs and the current aging of receivables. Adjustments to the allowance may be required in future periods depending on how issues considered such as the financial condition of customers and the general economic climate may change or if the financial condition of the Company's customers were to deteriorate resulting in an impairment of their ability to make payments. The Company has not historically had material write-offs due to uncollectible accounts receivable. Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following:

As of September 30, 2024	December 31, 2023
Prepaid assets	\$ 5,092
Other receivables	\$ 327
Other current assets	\$ 743
Prepaid expenses and other current assets	\$ 6,162
Other Assets	\$ 7,864

Other assets consisted of the following:

As of September 30, 2024	December 31, 2023
Investments	\$ 2,990
Other non-current assets	\$ 4,032
Other Assets	\$ 7,022
Property, Equipment and Improvements, Net	\$ 9,164
Internal use software development costs placed in service	\$ 11,518
Leasehold improvements	\$ 1,694
Accumulated depreciation	\$ 19,563
Less: accumulated depreciation	\$ 15,773
Property, equipment and improvements, net	\$ 9,864
Depreciation expense	\$ 1,127 and \$3,448 for the three and nine months ended September 30, 2024, respectively.
Depreciation expense	\$ 1,168 and \$2,230 for the three and nine months ended September 30, 2023, respectively.

Of the \$6,351 in property and equipment as of September 30, 2024, \$2,215 consisted of work in progress not yet placed in service for internal use software development costs. Depreciation of internal use software development costs was \$1,684 and \$3,123 for the three and nine months ended September 30, 2024, respectively. Depreciation of internal use software development costs was \$520 and \$1,144 for the three and nine months ended September 30, 2023, respectively.

Accounts Payable

Accounts payable consisted of the following:

As of September 30, 2024	December 31, 2023
Accounts payable	\$ 9,356
Other Accrued Liabilities	\$ 16,620
Veritone Hire	\$ 4,591
Accounts payable	\$ 9,220
Other	\$ 4,765
Accounts payable	\$ 9,356
Other Accrued Liabilities	\$ 16,620
Veritone Hire	\$ 4,591
Accounts payable	\$ 9,220
Other	\$ 4,765
Accrued compensation	\$ 4,507
Taxes payable	\$ 4,052
Current portion of operating lease liabilities	\$ 1,236
Accrued trade payables	\$ 13,585
Other	\$ 13,504
Other accrued liabilities	\$ 1,040
Contract Liabilities	\$ 26,387
Contract Liabilities	\$ 26,493

Contract liabilities consist of deferred revenue. Deferred revenue represents billings under non-cancelable contracts before the related product or service is transferred to the customer. The portion of deferred revenue that is anticipated to be recognized as revenue during the succeeding twelve-month period is recorded as deferred revenue within the Company's condensed consolidated balance sheets. Deferred revenue was comprised of the following:

Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024	2023
Deferred revenue beginning balance	\$ 13,466	\$ 12,836
Less: revenue recognized	\$ 9,183	\$ 10,780
Additions to deferred revenue	\$ 8,553	\$ 10,803
Ending balance of deferred revenue	\$ 12,836	\$ 12,836

Consolidated Statements of Operations and Comprehensive Loss Details

Revenue for the periods presented were comprised of the following:

Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024	2023
Commercial Enterprise	\$ 20,397	\$ 26,492
Public Sector	\$ 1,596	\$ 1,476
Other	\$ 4,236	\$ 4,472
Total revenue	\$ 21,993	\$ 27,968
Commercial Enterprise	\$ 20,397	\$ 26,492
Public Sector	\$ 1,596	\$ 1,476
Other	\$ 4,236	\$ 4,472
Total revenue	\$ 21,993	\$ 27,968

The Company serves two customer groups: (1) Commercial Enterprise, which consists of customers in the commercial sector; and (2) Public Sector, which consists of customers in the public sector industries, including state, local and federal government, legal, and compliance customers.

Software Products & Services

Consists of revenues generated from the Company's aiWARE platform and talent applications, any related support and maintenance services, and any related professional services associated with the deployment and / or implementation of such solutions.

Managed Services

Consists of revenues generated from content licensing customers and certain representation services customers and related services. The table below illustrates the presentation of our revenues based on the above definitions:

Three Months Ended September 30, 2024	2023	Commercial	Public	Enterprise	Sector	Total
Enterprise	\$ 41,310	\$ 4,236	\$ 45,546	\$ 44,109	\$ 4,472	\$ 48,581
Managed Services	\$ 9,763	\$ 4,236	\$ 14,000	\$ 4,472	\$ 4,472	\$ 23,343
Representation Services	\$ 9,763	\$ 4,236	\$ 14,000	\$ 4,472	\$ 4,472	\$ 23,343
Licensing	\$ 4,569	\$ 4,236	\$ 4,569	\$ 4,779	\$ 4,236	\$ 18,593
Managed Services	\$ 7,299	\$ 4,236	\$ 11,535	\$ 4,236	\$ 4,236	\$ 26,506
Total Revenue	\$ 20,397	\$ 1,596	\$ 21,993	\$ 26,492	\$ 1,476	\$ 27,968
Three Months Ended September 30, 2024	2023	Commercial	Public	Enterprise	Sector	Total
Software Products & Services	\$ 41,310	\$ 4,236	\$ 45,546	\$ 44,109	\$ 4,472	\$ 48,581
Managed Services	\$ 9,763	\$ 4,236	\$ 14,000	\$ 4,472	\$ 4,472	\$ 23,343
Representation Services	\$ 9,763	\$ 4,236	\$ 14,000	\$ 4,472	\$ 4,472	\$ 23,343
Licensing	\$ 4,569	\$ 4,236	\$ 4,569	\$ 4,779	\$ 4,236	\$ 18,593
Managed Services	\$ 7,299	\$ 4,236	\$ 11,535	\$ 4,236	\$ 4,236	\$ 26,506
Total Revenue	\$ 20,397	\$ 1,596	\$ 21,993	\$ 26,492	\$ 1,476	\$ 27,968

The Company's consolidated revenue was from customers outside of the U.S., principally from customers located throughout Western Europe, as compared to 23.5% and 10.8% during the three and nine months ended September 30, 2023, respectively. Other income (expense), Net

Other income (expense), net for the periods presented was comprised of the following:

Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024	2023
Interest expense, net	\$ (2,987)	\$ (3,14)
Gain (loss) on sale	\$ (4,885)	\$ (2,064)
Other	\$ (2,238)	\$ 393
Other income (expense), net	\$ (2,594)	\$ (2,552)
Other	\$ (8,618)	\$ 1,088

Other in the table above consists of foreign exchange gains of \$393 and losses of \$2,294 for the three months ended September 30, 2024 and 2023, respectively. Provision for Income Taxes

In accordance with ASC 740-270, Income Taxes, the provision or benefit from income taxes for interim periods is determined using an estimate of the Company's annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter, the Company updates the estimate of the annual effective tax rate, and if the estimated tax rate changes, the Company records a cumulative adjustment. A separate estimated annual effective tax rate is applied for jurisdictions where an entity anticipates an ordinary loss or has an ordinary loss for the year to date for which no tax benefit can be recognized. The Company's effective tax rate for the three and nine months ended September 30, 2024 was 10.3% and 4.9%, respectively. The difference between the effective tax rate and the U.S. federal statutory rate of 21% is primarily due to a valuation allowance established on the Company's domestic federal and state net deferred tax assets, as well as the impact of foreign operations subject to tax in foreign jurisdictions. The Company's effective tax rate for the three and nine months ended September 30, 2023 was 3.6% and 3.4%, respectively. The change in the effective tax rates for the three and nine months ended September 30, 2024 as compared to the comparable prior year periods is primarily due to the impact of taxes on foreign operations and valuation allowances against domestic net deferred tax assets. As of September 30, 2024 and December 31, 2023, the Company had net deferred tax liabilities of \$4,387 and \$9,504, respectively, which is included in other non-current liabilities in the condensed consolidated balance sheets. As of September 30, 2024, the Company continues to provide a valuation allowance against federal and state deferred tax assets that are not expected to be realizable. The Company continues to evaluate the realizability of deferred tax assets and the related valuation allowance. If the Company's assessment of the deferred tax assets or the corresponding valuation allowance were to change, the Company would record the related adjustment to income during the period in which the determination is made. As a result of the Broadbean acquisition, the Company expects to be subject to taxation in France and Australia, in addition to already being subject to taxation in the United States, Israel, and the United Kingdom. The United States, Israel, and the United Kingdom comprise the majority of the Company's operations. In general, the U.S. federal statute of limitations is three years. However, the Internal Revenue Service may still adjust a tax loss or credit carryover in the year the tax loss or credit carryover is utilized. As such, the Company's U.S. federal tax returns and state tax returns are open for examination since inception. The Israeli statute of limitations period is generally four years commencing at the end of the year in which the return was filed. The UK statute of limitations period is typically twelve months following the date on which the return is filed. The Company's 2022 U.S. federal tax return for Pandologic, Inc. is currently under examination. There are no other ongoing examinations from income tax authorities in the jurisdictions in which the Company does business.

X - Definition

The entire disclosure for condensed financial statements.

+ References

Reference 1: [http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-X \(SX\) -Number 210 -Section 12 -Subsection 4 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph \(SX 210.12-04\(a\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3](http://www.xbrl.org/2003/role/disclosureRef-Name Regulation S-X (SX) -Number 210 -Section 12 -Subsection 4 -Paragraph a -Publisher SECReference 2: http://www.xbrl.org/2003/role/disclosureRef-Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3) + Details Name: srt_CondensedFinancialStatementsTextBlock Namespace Prefix: srt_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 24 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Leases, Commitments and Contingencies 9 Months Ended Sep. 2024 Leases Commitments And Contingencies [Abstract] A Leases, Commitments and Contingencies NOTE 9. LEASES, COMMITMENTS AND CONTINGENCIES

As of September 30, 2024, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,270 recorded within other assets, the current portion of operating lease liabilities of \$1,236 recorded within other accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded within other non-current liabilities. As of December 31, 2023, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,669 recorded within other assets, the current portion of operating lease liabilities of \$2,348 recorded within other accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded within other non-current liabilities. The Company made cash payments for its operating leases of \$736 and \$2,189 for the three and nine months ended September 30, 2024, respectively, and \$820 and \$2,070 for the three and nine months ended September 30, 2023, respectively, all of which were included in cash flows from operating activities within the condensed consolidated statements of cash flows. The Company's operating leases have a weighted average remaining lease term of 1.1 years and weighted average discount rate of 8.3%. The total rent expense for all operating leases was \$542 and \$1,827 for the three and nine months ended September 30, 2024, respectively, and \$612 and \$1,704 for the three and nine months ended September 30, 2023, respectively, with short-term leases making up an immaterial portion of such expenses. For its sublease, the Company recorded sublease income of \$277 and \$831 for the three and nine months ended September 30, 2024, respectively, and \$277 and \$831 for the three and nine months ended September 30, 2023, respectively. Lease Commitments

Future undiscounted lease payments for the Company's operating lease liabilities, a reconciliation of these payments to its operating lease liabilities, and related sublease income at September 30, 2024 are as follows:

Years ended December 31, 2024	2024	2023	2026	2026	2026
Future minimum lease payments	\$ 1,687	\$ 1,544	\$ 1,544	\$ 1,544	\$ 1,544
Less: future minimum lease payments for short-term leases	\$ (9)	\$ (9)	\$ (9)	\$ (9)	\$ (9)
Present value of future minimum lease payments, excluding short-term leases	\$ 1,544	\$ 1,544	\$ 1,544	\$ 1,544	\$ 1,544
Less: current portion of operating lease liabilities	\$ (1,236)	\$ (1,236)	\$ (1,236)	\$ (1,236)	\$ (1,236)
Non-current portion of operating lease liabilities	\$ 308	\$ 308	\$ 308	\$ 308	\$ 308
Sublease Income	\$ 2024	\$ 2024	\$ 2024	\$ 2024	\$ 2024

In connection with the March 2022 Acquisition, the Company committed to make purchase consideration payments of \$1,500 within ten days of the first anniversary of the closing date of the March 2022 Acquisition and an additional \$1,500 within ten days of the second anniversary of the closing date of the March 2022 Acquisition. The first payment of \$1,500 was made during the first quarter of 2023 and the second payment of \$1,500 was made during the first quarter of 2024. On June 10, 2022, the Company acquired VocalID, Inc. (a U.S.-based company that pioneered the creation of personalized synthetic voices. In connection with its acquisition of VocalID, the Company committed to make purchase consideration payments of \$1,000 on the first anniversary of the closing date of the acquisition and an additional \$1,000 on the 18-month anniversary of the closing date of the acquisition. The first payment of \$1,000 was made during the second quarter of 2023 and the second payment of \$1,000 was made during the fourth quarter of 2023. On August 11, 2022, the Company acquired certain assets of Vision Semantics Limited (a U.K.-based company focused on AI-powered video analytics and surveillance software solutions. In connection with its acquisition of VSL in August 2022, the Company committed to make a purchase consideration payment of \$300 on the 18-month anniversary of the closing date of the acquisition, which the Company paid during the first quarter of 2024. Payment of deferred consideration for the nine months ended September 30, 2024 and 2023 are reflected on the Company's statements of cash flows. Other Contingencies

From time to time, the Company may be involved in litigation relating to claims arising out of its operations in the normal course of business. The Company currently is not a party to any legal proceedings, the adverse outcome of which, in management's opinion, individually or in the aggregate, would have a material adverse effect on the Company's results of operations, financial position or cash flows.

X - Definition

Leases, commitments and contingencies.

+ References

No definition available. + Details Name: veri_LeasesCommitmentsAndContingenciesAbstract Namespace Prefix: veri_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Definition

Leases, commitments and contingencies.

+ References

No definition available. + Details Name: veri_LeasesCommitmentsAndContingenciesAbstract Namespace Prefix: veri_Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Stockholders' Equity 9 Months Ended Sep. 30, 2024 Equity [Abstract] A Stockholders' Equity NOTE 10. STOCKHOLDERS' EQUITY

Common Stock Issuances

During the nine months ended September 30, 2024 and 2023, the Company issued an aggregate of 724,972 and 816,690 shares of its common stock, respectively, in connection with the exercise of stock options, issuance of stock awards and vesting of restricted stock units under its stock incentive plans and stock purchases under its Employee Stock Purchase Plan (the ESPP). During the nine months ended September 30, 2024 and 2023, the Company issued a total of 298,110 and 0 shares of its common stock, respectively, in connection with warrant exercises (see Note 6). During the nine months ended September 30, 2023, the Company issued a total of 135,800 shares of its common stock in connection with the contingent consideration arrangement related to the acquisition of PandoLogic. X - References

No definition available. + Details Name: us-gaap_EquityAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Definition

The entire disclosure for equity.

+ References

Reference 1:

[illegible]

Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210-6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events 9 Months Ended Sep. 30, 2024 Subsequent Events [Abstract] A Subsequent Events NOTE 13. SUBSEQUENT EVENTSThe DivestitureOn the Divestiture Closing Date, the Company entered into the Purchase Agreement, by and among the Company, Veritone One and the Purchaser, an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, the Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One for a total purchase price of up to \$104,000, subject to purchase price adjustments and the achievement of the Earnout targets described below. The Divestiture was structured as a simultaneous ædesign and closeæ transaction and closed on the Divestiture Closing Date. On the Divestiture Closing Date, the Company received cash proceeds of \$59,053, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to the Earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims (the æIndemnity Escrowæ), in each case subject to the terms and limitations set forth in the Purchase Agreement. The Company may receive up to an additional \$18,000 in cash proceeds in the Earnout, subject to the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (as further described in the Purchase Agreement).The Purchase Agreement contains customary representations, warranties and covenants of each of the parties to the Agreement. The Purchase Agreement also includes indemnification provisions whereby the Company will indemnify the Purchaser and other related indemnified parties for losses arising out of, among other things, inaccuracies in, or breaches of, the representations, warranties and covenants of the Company or Veritone One. The Purchaser and the other related indemnified parties will be able to make post-closing indemnification claims against the Indemnity Escrow, subject to the terms and limitations set forth in the Purchase Agreement. In addition, under the Purchase Agreement, the Company is subject to non-competition and non-solicitation provisions pursuant to which, among other things, the Company agreed not to engage in certain competitive activities with respect to Veritone Oneæ™s business or solicit Veritone One employees or customers for a period of four years following the Divestiture.Term Loan Repayment On October 22, 2024 (the æRepayment Dateæ), the Company used net cash proceeds from the Divestiture to repay \$30,512 principal amount of its outstanding Term Loan, plus accrued interest and a prepayment premium in of \$3,303 (collectively, the æTerm Loan Repaymentæ). As of the Repayment Date, after giving effect to the Term Loan Repayment, \$43,114 aggregate principal amount remained outstanding under the Term Loan and the Company had approximately \$27,289 of cash and cash equivalents.Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 million of debt paid down through the Divestiture as Term Loan, current portion on the September 30, 2024 balance sheet. X -ReferencesNo definition available. + Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X -DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Presentation and Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Å Basis of Presentation Basis of PresentationThe accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (æGAAPæ) for interim financial statements and the rules and regulations of the Securities and Exchange Commission (the æSECæ). Accordingly, they do not contain all information and footnotes required by GAAP for annual financial statements. Such unaudited condensed consolidated financial statements and accompanying notes are based on the representations of the Companyæ™s management, who is responsible for their integrity and objectivity. The information included in this Form 10-Q should be read in conjunction with the information included in the Companyæ™s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024. Interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results the Company will have for the full year ending December 31, 2024.The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments that are normal, recurring and necessary to fairly state the Companyæ™s financial position, results of operations and cash flows. All significant intercompany transactions have been eliminated in consolidation. The financial data and the other information disclosed in these notes to the condensed consolidated financial statements reflected in the three and nine month periods presented are unaudited. The December 31, 2023 balance sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.The Company determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details. Liquidity, Capital Resources and Going Concern Liquidity, Capital Resources and Going ConcernThese consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles assuming the Company will continue as a going concern over the next twelve months through November 2025. During the year ended December 31, 2023 and nine months ended September 30, 2024, the Company used cash in operations of \$76,421 and \$24,223, respectively, and incurred net losses of \$58,625 and \$69,175, respectively. As of September 30, 2024, the Company had an accumulated deficit of \$499,071 and negative working capital of \$83,872. Based on the Companyæ™s liquidity position at September 30, 2024 after giving effect to the impact of the Divestiture and the repayment of a portion of our term loan, and the Companyæ™s current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about the Companyæ™s ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by the Companyæ™s current debt service obligations, historical negative cash flows and recurring losses. The Company will require additional liquidity to continue its operations over the next twelve months.On the Divestiture Closing Date, the Company completed the sale of Veritone One for total consideration up to \$104,000, subject to purchase price adjustments and the achievement of certain earnout targets as described below. Net proceeds from the transaction were \$59,053 in cash, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to an earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. The Company may receive the earnout of up to \$18,000 in cash proceeds based on the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (the æEarnoutæ). Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims, in each case subject to the terms and limitations set forth in the Purchase Agreement. Net cash proceeds from the Divestiture were used to repay \$30,512 principal amount of the Companyæ™s outstanding Term Loan (defined in Note 4), plus accrued interest and a prepayment premium in an aggregate amount of \$3,303, and to pay \$3,875 in debt-related expenses. Immediately following the Divestiture and the repayment of a portion of its Term Loan, the Company reported cash on hand of \$27,289, and the Company improved its negative working capital as compared to September 30, 2024.Potential future consideration from the Divestiture in the form of cash held in escrow and the Earnout is up to \$24,650. With respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date. The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026. While management believes a large portion of this potential future consideration will be earned and paid back to the Company over the next two years, both the escrowed amounts and Earnout are subject to future negotiation and financial performance of Veritone One, a portion of which the Company will have no direct control over. As a result, there is no guarantee that any of the deferred consideration will be earned and/or paid back to the Company. Given the Companyæ™s forecast over the next twelve months, the Company will require additional liquidity to continue its operations over the next twelve months.In the near term, and to meet its obligations as they come due, the Company is evaluating additional strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from the Companyæ™s past acquisitions.The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business, including having sufficient liquidity in the future to meet, amongst other things, its covenants under the Term Loan Credit Agreement (as defined in Note 4). The Company may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of its deferred purchase consideration, meeting its minimum liquidity threshold under its Credit Agreement or growing its revenue base. If the Company becomes unable to continue as a going concern, it may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on its condensed consolidated financial statements. These actions may cause the Companyæ™s stockholders to lose all or part of their investment in the Companyæ™s common stock. The condensed consolidated financial statements do not include any adjustments that might result from the Company being unable to continue as a going concern. If the Company cannot continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities and the reported amounts of income and expenses could be required and could be material. Use of Accounting Estimates Use of Accounting EstimatesThe preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the accompanying condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The principal estimates relate to the accounting recognition and presentation of revenue, allowance for credit losses, purchase accounting, impairment of goodwill and long-lived assets, the valuation of senior secured debt, the valuation of non-cash consideration received in barter transactions and the evaluation of its realizability, the valuation of certain assets, liabilities and costs allocated to discontinued operations, the valuation of stock awards and stock warrants and income taxes, where applicable. There has been uncertainty and disruption in the global economy and financial markets due to a number of factors including the wars in Ukraine and Israel, the global inflationary environment and high interest rates. The war in Israel has also adversely impacted the Companyæ™s business operations because the Company has an office and personnel based in Herzliya, Israel. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q. These estimates and assumptions may change as new events occur and additional information is obtained. As a result, actual results could differ materially from these estimates and assumptions. Significant Customers Significant CustomersDuring the three and nine months ended September 30, 2024, in each case, no individual customer accounted for more than 10% of the Companyæ™s revenue. No individual customer accounted for 10% or more of the Companyæ™s revenue during the three months ended September 30, 2023 and one individual customer accounted for 10% or more of the Companyæ™s revenue for the nine months ended September 30, 2023. As of September 30, 2024 and December 31, 2023, in each case, no individual customer accounted for 10% or more of the Companyæ™s accounts receivable. Contract Balances Contract BalancesContract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria. The Company recognized \$10,780 of revenue during the nine months ended September 30, 2024 that was included in the deferred revenue balance as of December 31, 2023. Remaining Performance Obligations Remaining Performance ObligationsAs of September 30, 2024, the aggregate amount of the transaction prices under the Companyæ™s contracts allocated to the Companyæ™s remaining performance obligations was \$36,488, approximately 55% of which the Company expects to recognize as revenue over the next twelve months, and the remainder thereafter to be recognized over the next five years. This aggregate amount excludes amounts allocated to remaining performance obligations under contracts that have an original duration of one year or less and variable consideration that is allocated to remaining performance obligations. Excluded based on this policy are balances related to Veritone Hire solutions representing gross purchase orders to be satisfied in less than one year. Revenues will be recognized net of costs to fulfill these orders. Segment Information Segment InformationThe Company operates as one reportable segment. The Company reports segment information based on the internal reporting used by the chief operating decision maker for making decisions and assessing performance as the source of the Companyæ™s reportable segment. Seasonality SeasonalityThe Company experiences seasonal fluctuations in its revenue and operating performance as a result of the utilization of its platform and associated revenues from its Software Products & Services. In particular, certain Commercial Enterprise solutions, including Veritone Hire revenues, have historically been higher in the second half of each fiscal year, consistent with the hiring and spending cycles of the Companyæ™s larger customers. The Company also experiences seasonality as a result of factors such as the timing of large projects, the length and complexity of sales cycles, trends impacting the Companyæ™s target vertical markets and the Companyæ™s revenue recognition policies and any changes to those policies. Within a given quarter, a higher proportion of the Companyæ™s agreements are signed toward the end of such quarter. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance. Discontinued Operations Discontinued OperationsDuring the third quarter of 2024, the Company determined that Veritone One (as defined above in Note 1) met the criteria to be classified as held for sale and discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on Discontinued Operations for further details. Significant Accounting Policies Significant Accounting Policies There have been no material changes in the Companyæ™s significant accounting policies from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023. Recently Adopted Accounting Pronouncements Recently Adopted Accounting PronouncementsIn September 2016, the FASB issued ASU No. 2016-13, Financial Instruments æCredit Losses (Topic 326) which requires measurement and recognition of expected credit losses for financial assets held. This standard was effective for the Company beginning in the first quarter of fiscal year 2023. The Company adopted this guidance on January 1, 2023 and the impact of the adoption was not material to our condensed consolidated financial statements as credit losses are not expected to be significant based on historical collection trends, the financial condition of payment partners, and external market factors.In October 2021, the FASB issued ASU No. 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC Topic 606, Revenue from Contracts with Customers, in order to align the recognition of a contract liability with the definition of a performance obligation. The Company adopted this guidance on January 1, 2023. The adoption of this guidance did not have a material impact on the Companyæ™s condensed consolidated financial statements. Allowance for Credit Losses Accounting Allowance for Credit Losses AccountingThe Company maintains an allowance for expected credit losses to record accounts receivable at their net realizable value. Inherent in the assessment of the allowance for credit losses are certain judgments and estimates relating to, among other things, the Companyæ™s customersæ™ access to capital, customersæ™ willingness and ability to pay, general economic conditions and the ongoing relationship with customers. The Company calculates the expected credit losses on a pool basis for those receivables that have similar risk characteristics aligned with the types of accounts receivable listed in the accounts receivable table above. Allowances have been recorded for

receivables believed to be uncollectible, including amounts due for the resolution of potential credit and other collection issues. The allowance for expected credit losses is determined by analyzing the Company's historical write-offs and the current aging of receivables. Adjustments to the allowance may be required in future periods depending on how issues considered such as the financial condition of customers and the general economic climate may change or if the financial condition of the Company's customers were to deteriorate resulting in an impairment of their ability to make payments. The Company has not historically had material write-offs due to uncollectible accounts receivable. X - ReferencesNo definition available. + Details Name: us-gaap AccountingPoliciesAbstract Namespace Prefix: us-gaap Data Type: xbrl:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap BasisOfAccountingPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for discontinued operations. Includes, but is not limited to, method of interest allocation to a discontinued operation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section S99 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480781/205-20-S99-3>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-1> + Details Name: us-gaap DiscontinuedOperationsPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for major customers. Major customers are those that the loss of such customers would have a material adverse effect on the entity. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-42>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482861/275-10-50-18>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482861/275-10-50-20>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 16 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482861/275-10-50-16> + Details Name: us-gaap MajorCustomersPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue from contract with customer. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-17>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 19 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-19>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-18>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-18>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-20>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-20>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-20>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-20>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 235 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483426/235-10-50-4>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI <https://asc.fasb.org/606/tableOfContent> + Details Name: us-gaap RevenueFromContractWithCustomerPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for revenue. Includes revenue from contract with customer and from other sources. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 2106-07(1)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479134/946-220-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483426/235-10-50-4>Reference 3: <http://www.xbrl.org/2003/role/exampleRef> -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -SubTopic 10 -Topic 235 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483426/235-10-50-4> + Details Name: us-gaap RevenueRecognitionPolicyTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for segment reporting. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-41>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (bb) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-55-47>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (f) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147483499/205-20-50-4BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5AReference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5D -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5DReference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3AReference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1-Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-3 + Details Name: us-gaap ScheduleOfDisposalGroupsIncludingDiscontinuedOperationsIncomeStatementBalanceSheetAndAdditionalDisclosuresTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of finite-lived intangible assets acquired as part of a business combination or through an asset purchase, by major class and in total, including the value of the asset acquired, any significant residual value (the expected value of the asset at the end of its useful life) and the weighted-average amortization period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 350 -SubTopic 30 -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-1 + Details Name: us-gaap ScheduleOfFiniteLivedIntangibleAssetsAcquiredAsPartOfBusinessCombinationTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap BusinessAcquisitionAxis=veri BroadBeanAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 31 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Debt (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Á Schedule of Scheduled Principal Payments on Term Loan The scheduled principal payments on the Term Loan as of September 30, 2024 are as follows: Á Remainder of 2024 Á \$ 1,938 Á Á 2025 Á \$ 7,750 Á Á 2026 Á \$ 7,750 Á Á 2027 Á \$ 56,188 Á Total Á \$ 73,626 Á X - ReferencesNo definition available. + Details Name: us-gaap DebtDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of maturity and sinking fund requirement for long-term debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-1 + Details Name: us-gaap ScheduleOfMaturitiesOfLongTermDebtTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 32 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Á Computation of Basic and Diluted Net Loss Per Common Share The following table presents the computation of basic and diluted net loss per share: Á Three Months EndedSeptember 30, Á Nine Months EndedSeptember 30, Á 2024 Á Á 2023 Á Á 2023 Á Á 2024 Á Á 2023 Á Numerator Á Á Á Á Á Á Á Á Á Á Net loss from continuing operations Á \$ (22,511) Á \$ (26,732) Á \$ (72,072) Á \$ (76,012) Net income from discontinued operations Á Á 765 Á Á Á 2,191 Á Á Á 2,897 Á Á Á 5,212 Á Net loss Á \$ (21,746) Á \$ (24,541) Á \$ (69,175) Á \$ (70,800) Denominator Á Á Á Á Á Á Á Á Á Á Weighted-average common shares outstanding Á Á 38,086,765 Á Á 36,991,650 Á Á 37,752,562 Á Á 36,810,878 Á Less: Weighted-average shares subject to repurchase Á Á á€” Á Á á€” Á Á á€” Á Á á€” Á Á á€” Á Á á€” Á Á á€” Á Denominator for basic and diluted net (loss) income per share Á Á 38,086,765 Á Á 36,991,650 Á Á 37,752,562 Á Á 36,810,878 Á Á Á Á Á Á Á Á Á Á Basic and diluted net loss per share from continuing operations Á \$ (0.59) Á \$ (0.72) Á \$ (1.91) Á \$ (2.06) Basic and diluted net income per share from discontinued operations Á Á 0.02 Á Á 0.06 Á Á 0.08 Á Á 0.14 Á Basic and diluted net loss per share Á \$ (0.57) Á \$ (0.66) Á \$ (1.83) Á \$ (1.92) Effect of Anti-dilutive Securities The table below presents the weighted-average securities (in common equivalent shares) outstanding during the periods presented that have been excluded from the calculation of diluted net loss per share because their effect would be anti-dilutive: Á Three Months EndedSeptember 30, Á Nine Months EndedSeptember 30, Á Á 2024 Á Á 2023 Á Á 2024 Á Á 2023 Á Common stock options, restricted stock units and performance stock units Á 10,555,192 Á Á 11,058,562 Á Á 10,729,798 Á Á 10,909,888 Á Warrants to purchase common stock Á 2,654,628 Á Á 496,612 Á Á 2,820,462 Á Á 496,612 Á Common stock issuable in connection with convertible senior notes Á 2,482,621 Á Á 3,842,961 Á Á 2,482,621 Á Á 3,842,961 Á Á 15,692,441 Á Á 15,398,135 Á Á 16,032,881 Á Á 15,249,461 Á X - ReferencesNo definition available. + Details Name: us-gaap EarningsPerShareAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 33 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Financial Instruments (Tables) 9 Months Ended Sep. 30, 2024 Investments, All Other Investments [Abstract] Á Schedule of Cash and Cash Equivalents The Companyá€”s money market funds are categorized as Level 1 within the fair value hierarchy. As of September 30, 2024, the Companyá€”s cash and cash equivalents were as follows: Á Á Á Á Gross Á Á Á Á Cash and Á Á Á Á Á Á Á Á Unrealized Á Á Fair Á Á Cash Á Á Cost Á Á Losses Á Á Value Á Á Equivalents Á Cash from continuing operations Á \$ 11,422 Á Á á€” Á Á á€” Á Á \$ 11,422 Á Cash from discontinued operations Á Á 34,496 Á Á Á á€” Á Á Á 34,496 Á Á Á 34,496 Á Total Á \$ 45,918 Á Á á€” Á Á Á \$ 45,918 Á Á \$ 45,918 Á As of December 31, 2023, the Companyá€”s cash and cash equivalents balances were as follows: Á Á Á Á Gross Á Á Á Á Cash and Á Á Á Á Á Á Á Á Unrealized Á Á Fair Á Á Cash Á Á Cost Á Á Losses Á Á Value Á Á Equivalents Á Cash from continuing operations Á \$ 46,609 Á Á á€” Á Á á€” Á Á \$ 46,609 Á Cash from discontinued operations Á Á 32,830 Á Á á€” Á Á Á 32,830 Á Total Á \$ 79,439 Á Á á€” Á Á \$ 79,439 Á Á \$ 79,439 Á Schedule of Contingent Consideration Liabilities Current and Non-current Balances As of December 31, 2023, the Companyá€”s contingent consideration liabilities current and non-current balances were as follows: Á Fair Value as of Á Changes in Á Amount Paid Á Fair Value as of Á January 1, 2023 Á Fair Value Á To Date Á December 31, 2023 Á Level 3: Á Á Á Á Á Á Á Á Contingent consideration, current Á \$ 8,067 Á Á \$ 1,651 Á Á \$ (8,718) Á \$ 1,000 Á Contingent consideration, non-current Á Á á€” Á Á á€” Á Á 633 Á Á á€” Á Á 633 Á Total Á \$ 8,067 Á Á \$ 2,284 Á Á \$ (8,718) Á \$ 1,633 Á X - ReferencesNo definition available. + Details Name: us-gaap InvestmentsAllOtherInvestmentsAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments. + ReferencesNo definition available. + Details Name: us-gaap ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of cash and cash equivalents. + ReferencesNo definition available. + Details Name: us-gaap ScheduleOfCashAndCashEquivalentsTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 34 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Goodwill and Intangible Assets, Net (Tables) 9 Months Ended Sep. 30, 2024 Goodwill and Intangible Assets Disclosure [Abstract] Á Schedule of Carrying Amount of Goodwill The carrying amount of goodwill was \$53,110 as of September 30, 2024 and \$53,529 as of December 31, 2023. Á Á Goodwill Á Balance at December 31, 2023 Á \$ 53,529 Á Foreign currency translation Á Á (419) Á Balance at September 30, 2024 Á \$ 53,110 Á Summary of Finite-Lived Intangible Assets Resulting from Business Acquisitions and Other Purchases The following table sets forth the Companyá€”s finite-lived intangible assets resulting from business acquisitions and other purchases, which continue to be amortized: Á Á Á Á September 30, 2024 Á Á December 31, 2023 Á Á WeightedAverageRemaining UsefulLife (in years) Á Á GrossCarryingAmount Á Á AccumulatedAmortization Á Á NetCarryingAmount Á GrossCarryingAmount Á Á AccumulatedAmortization Á Á NetCarryingAmount Á 0.0 Á \$ 3,582 Á Á \$ (3,582) Á á€” Á Á \$ 3,582 Á Á \$ (3,582) Á á€” Á Licensed technology Á Á 0.0 Á Á 500 Á Á (500) Á á€” Á Á 500 Á Á (500) Á á€” Á Developed technology Á Á 1.1 Á Á 44,100 Á Á Á (31,318) Á Á 12,782 Á Á Á 44,100 Á Á (24,601) Á Á 19,499 Á Customer and supplier relationships Á Á 3.3 Á Á 99,000 Á Á Á (47,226) Á Á 51,774 Á Á Á 99,000 Á Á Á (36,323) Á Á 62,677 Á Noncompete agreements Á Á 0.0 Á Á 800 Á Á Á (800) Á Á á€” Á Á 800 Á Á Á (800) Á Á á€” Á Trademarks and trade names Á Á 2.3 Á Á 2,300 Á Á Á (1,368) Á Á 932 Á Á 2,300 Á Á (1,053) Á Á 1,247 Á Total Á 2.8 Á Á 150,282 Á Á \$ (84,794) Á Á 65,488 Á Á 150,282 Á Á \$ (66,859) Á \$ 83,423 Á Summary of Future Amortization of Finite-Lived Intangible Assets The following table presents future amortization of the Companyá€”s finite-lived intangible assets as of September 30, 2024: Á 2024 (three months) Á \$ 6,018 Á Á 2025 Á 21,427 Á Á 2026 Á 16,569 Á Á 2027 Á 13,541 Á Á 2028 Á 7,870 Á Thereafter Á 63 Á Total Á 65,488 Á X - ReferencesNo definition available. + Details Name: us-gaap GoodwillAndIntangibleAssetsDisclosureAbstract Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-1AReference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482573/350-20-50-2 + Details Name: us-gaap ScheduleOfGoodwillTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482640/350-30-55-40Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2 + Details Name: us-gaap ScheduleOfFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock Namespace Prefix: us-gaap Data Type: dtr-types:textBlockItem Type Balance Type: na Period Type: duration XML 35 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details (Tables) 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Á Summary of Accounts Receivable, Net Accounts receivable consisted of the following: Á As of Á September 30, 2024 Á Á December 31, 2023 Á Accounts receivable á€” Managed Services(1) Á \$ 9,018 Á Á \$ 3,436 Á Accounts receivable á€” Software Products & Services(2) Á Á 23,177 Á Á 29,290 Á Accounts receivable á€” Other Á Á 2,750 Á Á 2,349 Á Á 34,945 Á Á 35,075 Á Less: allowance for expected credit losses Á Á (1,086) Á Á (1,180) Accounts receivable, net Á \$ 33,859 Á Á \$ 33,895 Á Á (1)Accounts receivable á€” Managed Services reflects the amounts due from the Companyá€”s representation services and licensing customers.(2)Accounts receivable á€” Software Products & Services reflects the amounts due from the Companyá€”s Veritone Hire solutions customers. Summary of Prepaid Expenses and Other Current Assets Prepaid expenses and other current assets consisted of the following: Á Á As of Á September 30, 2024 Á Á December 31, 2023 Á Prepaid assets Á \$ 5,092 Á Á \$ 5,513 Á Other receivables Á Á 327 Á Á 1,664 Á Other current assets Á Á 743 Á Á 687 Á Prepaid expenses and other current assets Á \$ 6,162 Á Á \$ 7,864 Á Summary of Other Assets Other assets consisted of the following: Á Á As of Á September 30, 2024 Á Á December 31, 2023 Á Investments Á 2,990 Á Á 4,771 Á Other non-current assets Á Á 4,032 Á Á 4,393 Á Other assets Á \$ 7,022 Á Á \$ 9,164 Á Á Summary of Property Equipment and Improvements, Net Property, equipment and improvements, net consisted of the following: Á Á As of Á September 30, 2024 Á Á December 31, 2023 Á Property and equipment Á \$ 6,351 Á Á \$ 6,076 Á Internal use software development costs placed in service Á 11,518 Á Á 8,058 Á Leasehold improvements Á Á 1,694 Á Á 1,639 Á Á 19,563 Á Á 15,773 Á Less: accumulated depreciation Á Á (9,699) Á Á (7,694) Property, equipment and improvements, net Á \$ 9,864 Á Á \$ 8,079 Á Summary of Accounts Payable Accounts payable consisted of the following: Á Á As of Á September 30, 2024 Á Á December 31, 2023 Á Accounts payable á€” Veritone Hire Á \$ 4,591 Á Á \$ 9,220 Á Accounts payable á€” Other Á Á 4,765 Á Á 7,400 Á Accounts payable Á \$ 9,356 Á Á \$ 16,260 Á Summary of Other Accrued Liabilities Other accrued liabilities consisted of the following: Á Á As of Á September 30, 2024 Á Á December 31, 2023 Á Accrued compensation Á \$ 4,507 Á Á \$ 4,052 Á Taxes payable Á 6,019 Á Á 5,540 Á Current portion of operating lease liabilities Á 1,236 Á Á 2,348 Á Accrued trade payables Á 13,585 Á Á 13,504 Á Other Á 1,040 Á Á 1,139 Á Other accrued liabilities Á 26,387 Á Á \$ 26,493 Á Summary of Deferred Revenue Deferred revenue was comprised of the following: Á Three Months EndedSeptember 30, Á Nine Months EndedSeptember 30, Á Á 2024 Á Á 2024

[illegible]

780,000 \$ A Transaction price remaining performance obligations \$ 36,488,000 \$ 36,488,000 \$ A Transaction price remaining performance obligations percentage 55.00% A 55.00% A A Number of reportable segment | Segment A A A A A Veritone One [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Settlement and release period description A A A With respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date. A A Earnout payment description A A The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026. A A Subsequent Event [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Repayment of term loan \$ 30,512,000 A A A A Accrued interest and prepayment premiums 3,303,000 A A A A Subsequent Event [Member] | Veritone One [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Total consideration 104,000,000 A A A A Earnout payments 18,000,000 A A A A Proceeds from transaction 59,053,000 A A A A Cash held in escrow 6,650,000 A A A A Purchase price adjustments 20,297,000 A A A A Amount placed in escrow account for potential purchase price adjustments 1,500,000 A A A A Amount placed in escrow accounts for potential satisfaction of post-closing indemnification claims 5,150,000 A A A A Repayment of term loan 30,512,000 A A A A Accrued interest and prepayment premiums 3,303,000 A A A A Deal related expense 3,875,000 A A A A Cash on hand 27,289,000 A A A A Escrow amounts expected to be settled and released within 90 to 120 days after divestiture closing date 1,500,000 A A A A Escrow amounts expected to be settled and released 12 months after divestiture closing date 3,650,000 A A A A Escrow amounts expected to be settled and released 24 months after divestiture closing date 1,500,000 A A A A Purchase consideration period 2 years A A A Maximum [Member] | Subsequent Event [Member] | Veritone One [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Total consideration \$ 104,000,000 A A A A Expected additional cash proceeds receivable as earnout on achievement of net revenue targets 18,000,000 A A A A Expected consideration from divestiture in form of cash held in escrow and earnout \$ 24,650,000 A A A A Sales Revenue [Member] | Customer Concentration Risk [Member] | Significant Customer [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Number of major customers | Customer A 0 0 0 1 A Concentration risk percentage A 10.00% 10.00% 10.00% 10.00% A Accounts Receivable [Member] | Customer Concentration Risk [Member] | Significant Customer [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Number of major customers | Customer A A 0 0 0 Accounts Receivable [Member] | Customer Concentration Risk [Member] | Advertising Customers [Member] | Significant Customer [Member] A A A A A Significant Accounting Policies [Line Items] A A A A A Concentration risk percentage A A 10.00% A 10.00% X - DefinitionAmount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionTotal remaining unamortized or unaccrued amounts of premiums, discounts, and intangible assets, in years subsequent to the year of acquisition, when the total amounts of remaining discounts, premiums, and intangible assets exceed 30 percent of stockholders' equity. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionsPurchasePriceAllocationSubsequentYearsRemainingAdjustments Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8-SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7+ Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section 45 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-21Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 210 -Topic 946 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477796/946-210-45-20+ Details Name: us-gaap_Cash Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20+ Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_Data Type: dt-types:percentItemBalance Type: na Period Type: duration X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8+ Details Name: us-gaap_ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionEscrow deposits related to property sales in noncash investing and financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5+ Details Name: us-gaap_EscrowDepositsRelatedToPropertySales Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24+ Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24+ Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -

<http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>Reference 35: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1A>Reference 36: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482790/220-10-45-1B>Reference 37: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1> + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of segments reported by the entity. A reportable segment is a component of an entity for which there is an accounting requirement to report separate financial information on that component in the entity's financial statements. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-47>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-54>Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-18> + Details Name: us-gaap_NumberOfReportableSegments Namespace Prefix: us-gaap_ Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionThis element represents the cash inflow during the period from the sale of a component of the entity. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-12> + Details Name: us-gaap_ProceedsFromDivestitureOfBusinessesNetOfCashDivested Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15> + Details Name: us-gaap_RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480016/944-40-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480990/946-20-50-11>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479170/946-210-S99-1>Reference 8: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480008/505-10-S99-1> + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of transaction price allocated to performance obligation that has not been recognized as revenue. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -SubTopic 10 -Topic 606 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-13> + Details Name: us-gaap_RevenueRemainingPerformanceObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionPercentage of remaining performance obligation to total remaining performance obligation not recognized as revenue. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) (1) -SubTopic 10 -Topic 606 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-13> + Details Name: us-gaap_RevenueRemainingPerformanceObligationPercentage Namespace Prefix: us-gaap_ Data Type: dt:types:percentItem Type Balance Type: na Period Type: instant X - DefinitionAccrued interest and prepayment premiums. + ReferencesNo definition available. + Details Name: veri_AccruedInterestAndPrepaymentPremiums Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAmount placed in escrow account for potential purchase price adjustments. + ReferencesNo definition available. + Details Name: veri_AmountPlacedInEscrowAccountForPotentialPurchasePriceAdjustments Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount placed in escrow accounts for potential satisfaction of post-closing indemnification claims. + ReferencesNo definition available. + Details Name: veri_AmountPlacedInEscrowAccountsForPotentialSatisfactionOfPostClosingIndemnificationClaims Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionConcentration risk number of customers. + ReferencesNo definition available. + Details Name: veri_ConcentrationRiskNumberOfCustomers Namespace Prefix: veri_ Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionDeal related expenses. + ReferencesNo definition available. + Details Name: veri_DealRelatedExpenses Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionEarnings payment description + ReferencesNo definition available. + Details Name: veri_EarnoutPaymentDescription Namespace Prefix: veri_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionEscrow amounts expected to be settled and released twelve months after divestiture closing date. + ReferencesNo definition available. + Details Name: veri_EscrowAmountsExpectedToBeSettledAndReleasedTwelveMonthsAfterDivestitureClosingDate Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionEscrow amounts expected to be settled and released twenty four months after divestiture closing date. + ReferencesNo definition available. + Details Name: veri_EscrowAmountsExpectedToBeSettledAndReleasedTwentyFourMonthsAfterDivestitureClosingDate Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionEscrow amounts expected to be settled and released within ninety to one hundred and twenty days after divestiture closing date. + ReferencesNo definition available. + Details Name: veri_EscrowAmountsExpectedToBeSettledAndReleasedWithinNinetyToOneHundredAndTwentyDaysAfterDivestitureClosingDate Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionExpected additional cash proceeds receivable as earnout on achievement of net revenue targets. + ReferencesNo definition available. + Details Name: veri_ExpectedAdditionalCashProceedsReceivableAsEarnoutOnAchievementOfNetRevenueTargets Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionExpected consideration from divestiture in form of cash held in escrow and earnout. + ReferencesNo definition available. + Details Name: veri_ExpectedConsiderationFromDivestitureInFormOfCashHeldInEscrowAndEarnout Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionPurchase consideration period. + ReferencesNo definition available. + Details Name: veri_PurchaseConsiderationPeriod Namespace Prefix: veri_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionSettlement and release period description. + ReferencesNo definition available. + Details Name: veri_SettlementAndReleasePeriodDescription Namespace Prefix: veri_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionSignificant accounting policies. + ReferencesNo definition available. + Details Name: veri_SignificantAccountingPoliciesLineItems Namespace Prefix: veri_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionWorking capital deficit. + ReferencesNo definition available. + Details Name: veri_WorkingCapitalDeficit Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=veri_VeritoneOneLlcMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_SalesRevenueNetMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_CustomerConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_MajorCustomersAxis=veri_SignificantCustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_AccountsReceivableMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=veri_AdvertisingCustomersMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 39 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Presentation and Summary of Significant Accounting Policies - Additional Information (Details 1) Sep. 30, 2024 Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2024-10-01 Á Significant Accounting Policies [Line Items] Á Expected Recognition of revenue over remaining contract terms 12 months Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2025-10-01 Á Significant Accounting Policies [Line Items] Á Expected Recognition of revenue over remaining contract terms 1 year Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2026-10-01 Á Significant Accounting Policies [Line Items] Á Expected Recognition of revenue over remaining contract terms 1 year Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2027-10-01 Á Significant Accounting Policies [Line Items] Á Expected Recognition of revenue over remaining contract terms 1 year Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date: 2028-10-01 Á Significant Accounting Policies [Line Items] Á Expected Recognition of revenue over remaining contract terms 1 year X - DefinitionPeriod in which remaining performance obligation is expected to be recognized as revenue, in 'PnYmNdTnHmNs' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(1) -SubTopic 10 -Topic 606 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-13> + Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: instant X - DefinitionSignificant accounting policies. + ReferencesNo definition available. + Details Name: veri_SignificantAccountingPoliciesLineItems Namespace Prefix: veri_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2024-10-01 Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2025-10-01 Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2026-10-01 Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2027-10-01 Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis=2028-10-01 Namespace Prefix: Data Type: na Balance Type: Period Type: XML 40 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations, Business Combinations and Divestiture - Schedule of Major Classes of Assets and Liabilities of Discontinued Operations (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Assets of discontinued operations Á Cash and cash equivalents \$ 34,496 \$ 32,830 Accounts receivable, net 34,167 38,415 Expenditures billable to clients 37,158 19,688 Prepaid expenses and other current assets 8,151 6,593 Total current assets 113,972 97,446 Property, equipment and improvements, net 533 577 Goodwill 26,718 26,718 Other assets 7,339 10,687 Total assets 148,562 135,428 Liabilities of discontinued operations Á Accounts payable 15,321 16,272 Accrued media payments 107,149 94,584 Client advances 34,937 15,240 Other accrued liabilities 1,133 797 Total current liabilities 158,540 126,893 Total liabilities 158,540 126,893 Net assets (liabilities) \$ (9,978) \$ 8,535 X - DefinitionAmount of net assets (liabilities). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 30 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479910/205-30-50-1> + Details Name: us-gaap_AssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5C>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482130/360-10-45-9>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount classified as assets attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (a)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5C>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482130/360-10-45-9>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as accounts, notes and loans receivable attributable to disposal group held for sale or disposed of. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as accounts, notes and loans receivable attributable to disposal group held for sale or disposed of. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as accounts, notes and loans receivable attributable to disposal group held for sale or disposed of. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_AssetsOfDisposalGroupIncludingDiscontinuedOperationCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as accounts, notes and loans receivable attributable to disposal group held for sale or disposed of. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 5: [http://fasb](http://fasb.org/us-gaap/role/ref/legacyRef)

us-gaap_DisposalGroupIncludingDiscontinuedOperationAccountsNotesAndLoansReceivableNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as accounts payable attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482130/360-10-45-9>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationAccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount classified as accrued liabilities attributable to disposal group held for sale or disposed of, expected to be disposed of within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482130/360-10-45-9>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as cash and cash equivalents attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationCashAndCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as goodwill attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationGoodwillNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount classified as other assets attributable to disposal group held for sale or disposed of, expected to be disposed of after one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-10>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-3>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-11> + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationOtherNoncurrentAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period

SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479328/805-10-50-2 + Details Name: us-gaap_BusinessAcquisitionPercentageOfVotingInterestsAcquired Namespace Prefix: us-gaap_Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThe amount of goodwill arising from a business combination that is expected to be deductible for tax purposes. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1 + Details Name: us-gaap_BusinessAcquisitionPurchasePriceAllocationGoodwillExpectedTaxDeductibleAmount Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThis element represents acquisition-related costs incurred to effect a business combination which costs have been expensed during the period. Such costs include finder's fees; advisory, legal, accounting, valuation, and other professional or consulting fees; general administrative costs, including the costs of maintaining an internal acquisitions department; and may include costs of registering and issuing debt and equity securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 25 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479405/805-10-25-23 + Details Name: us-gaap_BusinessCombinationAcquisitionRelatedCosts Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of deferred tax liability attributable to taxable temporary differences assumed at the acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDeferredTaxLiabilities Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount classified as accounts, notes and loans receivable attributable to disposal group held for sale or disposed of. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 10 -SubTopic 20 -Topic 205 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-11 + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationAccountsNotesAndLoansReceivableNet Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of consideration received or receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of depreciation and amortization expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationDepreciationAndAmortization Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of foreign currency translation gain (loss) in the disposal group, including discontinued operation, recognized in the statement of income as a result of the sale or complete or substantially complete liquidation of an investment in a foreign entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 830 -SubTopic 30 -Section 45 -Paragraph 20 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481694/830-30-45-20 + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationForeignCurrencyTranslationGainsLosses Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount before tax of gain (loss) recognized on the sale or disposal of a disposal group. Excludes discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482130/360-10-45-5 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposal Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIndicates line item in statement of income that includes gain (loss) recognized on sale or disposal of disposal group. Excludes discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3 + Details Name: us-gaap_DisposalGroupNotDiscontinuedOperationGainLossOnDisposalStatementOfIncomeExtensibleList Namespace Prefix: us-gaap_Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: duration X - DefinitionAmount of gain (loss) on sale or disposal of an equity method investment. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(7)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_EquityMethodInvestmentRealizedGainLossOnDisposal Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionUseful life of finite-lived intangible assets, in 'PnYnMnDtnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_FiniteLivedIntangibleAssetUsefulLife Namespace Prefix: us-gaap_Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash inflow associated with the sale of equity method investments, which are investments in joint ventures and entities in which the entity has an equity ownership interest normally of 20 to 50 percent and exercises significant influence. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfEquityMethodInvestments Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAccounts receivable from continuing operations and accrued media from discontinued operations. + ReferencesNo definition available. + Details Name: veri_AccountsReceivableFromContinuingOperationsAndAccruedMediaFromDiscontinuedOperations Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionBusiness acquisition purchase price allocation goodwill deductible for tax purposes. + ReferencesNo definition available. + Details Name: veri_BusinessAcquisitionPurchasePriceAllocationGoodwillDeductibleForTaxPurposes Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDisposal group including discontinued operation interest expense (income). + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationInterestExpenseIncome Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDisposal group, including discontinued operation, stock based compensation expense. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationStockBasedCompensationExpense Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIntercompany settlement amount. + ReferencesNo definition available. + Details Name: veri_IntercompanySettlementAmount Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares received from divestiture of business. + ReferencesNo definition available. + Details Name: veri_NumberOfSharesReceivedFromDivestitureOfBusiness Namespace Prefix: veri_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionPayable to the divestiture + ReferencesNo definition available. + Details Name: veri_PayableToTheDivestiture Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis=veri_GridbeyondLimitedMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=veri_BroadbeanAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=veri_EnergyDivestitureMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementOfClassOfStockAxis=us-gaap_SeriesBPreferredStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=veri_StockPurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations, Business Combinations and Divestiture - Schedule of Discontinued Operations (Details) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2023 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2024 Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items] A A A Revenue \$ 8,615 \$ 7,165 \$ 23,032 \$ 20,480 Operating expenses: A A A Cost of revenue 342 161 679 380 Sales and marketing 1,744 1,895 5,178 5,811 Research and development 32 32 A General and administrative 4,008 2,818 9,481 8,667 Amortization A 170 A 680 Total operating expenses 6,126 5,044 15,370 15,538 Income from operations 2,489 2,121 7,662 4,942 Other (expense) income, net (1,698) 96 (4,689) 321 Income from discontinued operations before provision for income taxes 791 2,217 2,973 5,263 Provision for income taxes 26 26 76 51 Net income from discontinued operations \$ 765 \$ 2,191 \$ 2,897 \$ 5,212 X - DefinitionAmount of depreciation and amortization expense attributable to property, plant and equipment and intangible assets of discontinued operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DepreciationAndAmortizationDiscontinuedOperations Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before tax of (gain) loss recognized for the (reversal of write-down) write-down to fair value, less cost to sell, of a discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_DiscontinuedOperationProvisionForLossGainOnDisposalBeforeIncomeTax Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of (gain) loss recognized for the (reversal of write-down) write-down to fair value, less cost to sell, of a discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5CReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3BReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_DiscontinuedOperationProvisionForLossGainOnDisposalNetOfTax Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of costs of goods sold attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationCostsOfGoodsSold Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of general and administrative expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationOperatingIncomeLoss Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of revenue attributable to disposal group, including, but not

limited to, discontinued operation. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.7-04\(12\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationRevenue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of income (loss) from a discontinued operation including the portion attributable to the noncontrolling interest. Includes, but is not limited to, the income (loss) from operations during the phase-out period, gain (loss) on disposal, gain (loss) for reversal of write-down (write-down) to fair value, less cost to sell, and adjustments to a prior period gain (loss) on disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef-Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1)Reference 2: <http://www.xbrl.org/2003/role/disclosureRef-Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477349/740-270-45-3>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7>Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3A -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3A>Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5C](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5C -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5C)Reference 6: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3B -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3B>Reference 7: <http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-4>Reference 8: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1)Reference 9: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483475/205-20-45-3 + Details Name: us-gaap_IncomeLossFromDiscontinuedOperationsNetOfTax Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisposal group including discontinued operating expenses. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperatingExpensesAbstract Namespace Prefix: veri_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisposal group including discontinued operation other expense income. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationOtherExpenseIncome Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDisposal group including discontinued operation research and development. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationResearchAndDevelopment Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDisposal group including discontinued operation sales and marketing. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationSalesAndMarketing Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDisposal group including discontinued operation total expense. + ReferencesNo definition available. + Details Name: veri_DisposalGroupIncludingDiscontinuedOperationTotalExpense Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 43 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations, Business Combinations and Divestiture - Schedule of Operating and Investing Cash and Noncash Items of the Discontinued Operations (Details) - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Discontinued Operation, Alternative Cash Flow Information [Abstract] Å Å Net cash flows provided by (used in) operating activities 1,868 $ (28,614) Net cash flows used in investing activities $ (202) $ (330) X - DefinitionAmount of cash inflow (outflow) of investing activities of discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: <a href=)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInInvestingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow (outflow) of operating activities of discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: <a href=)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef-Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1](http://fasb.org/us-gaap/role/ref/legacyRef-Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-5B + Details Name: us-gaap_CashProvidedByUsedInOperatingActivitiesDiscontinuedOperations Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DiscontinuedOperationAlternativeCashFlowInformationAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 44 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Discontinued Operations, Business Combinations and Divestiture - Summary of Fair Value of Acquisition Consideration (Details) $ in Thousands Jun. 13, 2023 USD ($) Broadbean Acquisition [Member] Å Business Acquisition [Line Items] Å Cash consideration at closing $ 53,301 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <a href=)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibleAssetsOtherThanGoodwill Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities assumed at the acquisition date. + ReferencesReference 1: <a href=)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 805 -SubTopic 10 -Section 55 -Paragraph 37 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479303/805-10-55-37](http://fasb.org/us-gaap/role/ref/legacyRef-Name Accounting Standards Codification -Topic 805 -SubTopic 20 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479907/805-20-50-1 + Details Name: us-gaap_BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedOtherNoncurrentAssets Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionThe amount of property, plant, and equipment recognized as of the acquisition date. + ReferencesReference 1: <a href=)Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49>Reference 2: <http://www.xbrl.org/2003/role/exampleRef-Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482548/350-20-55-24>Reference 3: <http://www.xbrl.org/2003/role/exampleRef-Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 ->

Paragraph 100 - Publisher FASB - URI https://asc.fasb.org/1943274/2147482078/820-10-55-10Reference 5:

Subparagraph (SX 210.5-02(1)) - Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionDate debt instrument can be converted into equity, in YYYY-MM-DD format. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1B + Details Name: us-gaap_DebtInstrumentConvertibleConversionDate Namespace Prefix: us-gaap Data Type: xbrli:dateItem Type Balance Type: na Period Type: instant X - DefinitionThe price per share of the conversion feature embedded in the debt instrument. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleConversionPrice1 Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionRatio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-7Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-6 + Details Name: us-gaap_DebtInstrumentConvertibleConversionRatio1 Namespace Prefix: us-gaap Data Type: xbrli:pureItem Type Balance Type: na Period Type: duration X - DefinitionThe amount by which the convertible debt's if-converted value exceeds its principle amount at the balance sheet date, regardless of whether the instrument is currently convertible. This element applies to public companies only. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 470 -SubTopic 20 -Section 50 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-5 + Details Name: us-gaap_DebtInstrumentConvertibleIfConvertedValueInExcessOfPrincipal Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThreshold period of specified consecutive trading days within which common stock price to conversion price of convertible debt instrument must exceed threshold percentage for specified number of trading days to trigger conversion feature. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdConsecutiveTradingDays1 Namespace Prefix: us-gaap Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionMinimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger Namespace Prefix: us-gaap Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionThreshold number of specified trading days that common stock price to conversion price of convertible debt instruments must exceed threshold percentage within a specified consecutive trading period to trigger conversion feature. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentConvertibleThresholdTradingDays Namespace Prefix: us-gaap Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionDate the debt agreement requires the first payment to be made, in YYYY-MM-DD format. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 942 -SubTopic 20 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentDateOfFirstRequiredPayment1 Namespace Prefix: us-gaap Data Type: xbrli:dateItem Type Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionFair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2E -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2EReference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 7: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-1 + Details Name: us-gaap_DebtInstrumentFairValue Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionDescription of the frequency of periodic payments (monthly, quarterly, annual). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477734/942-470-50-3 + Details Name: us-gaap_DebtInstrumentFrequencyOfPeriodicPayment Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionEffective interest rate for the funds borrowed under the debt agreement considering interest compounding and original issue discount or premium. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-50-1Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_DebtInstrumentInterestRateEffectivePercentage Namespace Prefix: us-gaap Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - DefinitionContractual interest rate for funds borrowed, under the debt agreement. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50

-Paragraph 11 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1>-Reference 26: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-2>-Reference 27: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482900/835-30-50-1> + Details Name: us-gaap DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDate when the debt instrument is scheduled to be fully repaid, in YYYY-MM-DD format. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>-Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>-Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1B> + Details Name: us-gaap DebtInstrumentMaturityDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItem Type Balance Type: na Period Type: duration X - DefinitionDescription of the maturity date of the debt instrument including whether the debt matures serially and, if so, a brief description of the serial maturities. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap DebtInstrumentMaturityDateDescription Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDescription of the payment terms of the debt instrument (for example, whether periodic payments include principal and frequency of payments) and discussion about any contingencies associated with the payment. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(a)(3)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 942 -SubTopic 470 -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477734/942-470-50-3> + Details Name: us-gaap DebtInstrumentPaymentTerms Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionStart date of debt instrument redemption period, in YYYY-MM-DD format. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 470 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (e) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477734/942-470-50-3> + Details Name: us-gaap DebtInstrumentRedemptionPeriodStartDate Namespace Prefix: us-gaap_ Data Type: xbrli:dateItem Type Balance Type: na Period Type: duration X - DefinitionPercentage of principal amount of debt redeemed. + ReferencesNo definition available. + Details Name: us-gaap DebtInstrumentRedemptionPricePercentageOfPrincipalAmountRedeemed Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionFair value amount of debt instrument that was repurchased. + ReferencesNo definition available. + Details Name: us-gaap DebtInstrumentRepurchaseAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionFace (par) amount of the original debt instrument that was repurchased. + ReferencesNo definition available. + Details Name: us-gaap DebtInstrumentRepurchasedFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount paid into a fund, which is used to retire the debt instrument. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/214748112/505-10-50-3>-Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481544/470-10-50-1> + Details Name: us-gaap DebtInstrumentSinkingFundPayment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PhYnMndTnHmNs' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization, of debt issuance costs. Includes, but is not limited to, legal, accounting, underwriting, printing, and registration costs. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-1A>-Reference 2: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482925/835-30-45-2>-Reference 3: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482900/835-30-50-1>-Reference 4: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1D> + Details Name: us-gaap DeferredFinanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionAmount of interest expense attributable to disposal group, including, but not limited to, discontinued operation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5B -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483499/205-20-50-5B>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section S99 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480781/205-20-S99-3>-Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 45 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-6>-Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 205 -SubTopic 20 -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483475/205-20-45-7> + Details Name: us-gaap DisposalGroupIncludingDiscontinuedOperationInterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionDifference between the fair value of payments made and the carrying amount of debt which is extinguished prior to maturity. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481303/470-50-40-2>-Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 470 -SubTopic 50 -Section 40 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481303/470-50-40-4> + Details Name: us-gaap GainsLossesOnExtinguishmentOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionDiscussion of whether the borrowings under the credit facility are secured or unsecured and, if secured, a description of collateral (for example, accounts receivable less than 120 days old, finished goods inventory). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>-Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(13)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>-Reference 4: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 5: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1> + Details Name: us-gaap LineOfCreditFacilityCollateral Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionDescription of interest rate for borrowing under credit facility. Includes, but is not limited to, terms and method for determining interest rate. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap LineOfCreditFacilityInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>-Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionThe cash outflow for cost incurred directly with the issuance of a derivative security. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15> + Details Name: us-gaap PaymentsOfDerivativeIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionThe cash inflow from additional borrowings, net of cash paid to third parties in connection with debt origination. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-14> + Details Name: us-gaap ProceedsFromDebtNetOfIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-15> + Details Name: us-gaap RepaymentsOfDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionPer share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction. + ReferencesNo definition available. + Details Name: us-gaap SaleOfStockPricePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionAccrued interest and prepayment premiums. + ReferencesNo definition available. + Details Name: veri AccruedInterestAndPrepaymentPremiums Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionAdjustments to additional paid in capital unwinding of capped calls related to convertible notes repurchase. + ReferencesNo definition available. + Details Name: veri AdjustmentsToAdditionalPaidInCapitalUnwindingOfCappedCallsRelatedToConvertibleNotesRepurchase Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionCapitalized issuance costs. + ReferencesNo definition available. + Details Name: veri CapitalizedIssuanceCosts Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionCredit agreement term. + ReferencesNo definition available. + Details Name: veri CreditAgreementTerm Namespace Prefix: veri_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument additional aggregate principal amount. + ReferencesNo definition available. + Details Name: veri DebtInstrumentAdditionalAggregatePrincipalAmount Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionDebt instrument convertible measurement period percentage. + ReferencesNo definition available. + Details Name: veri DebtInstrumentConvertibleMeasurementPeriodPercentage Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - DefinitionDebt instrument convertible principal amount. + ReferencesNo definition available. + Details Name: veri DebtInstrumentConvertiblePrincipalAmount Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionDebt instrument floor interest rate. + ReferencesNo definition available. + Details Name: veri DebtInstrumentFloorInterestRate Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: instant X - DefinitionDebt instrument, minimum convertible principal amount required to make prepayment. + ReferencesNo definition available. + Details Name: veri DebtInstrumentMinimumConvertiblePrincipalAmountRequiredToMakePrepayment Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionDebt instrument, minimum net cash proceeds required to make prepayments. + ReferencesNo definition available. + Details Name: veri DebtInstrumentMinimumNetCashProceedsRequiredToMakePrepayments Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionDebt instrument, percentage of principal amount amortized. + ReferencesNo definition available. + Details Name: veri DebtInstrumentPercentageOfPrincipalAmountAmortized Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument, redeemable, threshold consecutive trading days. + ReferencesNo definition available. + Details Name: veri DebtInstrumentRedeemableThresholdConsecutiveTradingDays Namespace Prefix: veri_ Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument, redeemable, threshold trading days. + ReferencesNo definition available. + Details Name: veri DebtInstrumentRedeemableThresholdTradingDays Namespace Prefix: veri_ Data Type: xbrli:integerItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument, redemption, threshold percentage of stock price trigger. + ReferencesNo definition available. + Details Name: veri DebtInstrumentRedemptionThresholdPercentageOfStockPriceTrigger Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionDebt instrument repurchase price due to fundamental change. + ReferencesNo definition available. + Details Name: veri DebtInstrumentRepurchasePriceDueToFundamentalChange Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionDerivative strike price. + ReferencesNo definition available. + Details Name: veri DerivativeStrikePrice Namespace Prefix: veri_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionDerivatives initial cap price. + ReferencesNo definition available. + Details Name: veri DerivativesInitialCapPrice Namespace Prefix: veri_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: instant X - DefinitionEarly termination penalties. + ReferencesNo definition available. + Details Name: veri EarlyTerminationPenalties Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionInterest expense including amortization of debt discount (premium) and financing costs. + ReferencesNo definition available. + Details Name: veri InterestExpenseDebtIncludingAmortization Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionMinimum annual interest amount on line of credit. + ReferencesNo definition available. + Details Name: veri MinimumAnnualInterestAmountOnLineOfCredit Namespace Prefix: veri_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionPercentage of prepayment premium during second year. + ReferencesNo definition available. + Details Name: veri PercentageOfPrepaymentPremiumDuringSecondYear Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionPercentage of prepayment premium during third year. + ReferencesNo definition available. + Details Name: veri PercentageOfPrepaymentPremiumDuringThirdYear Namespace Prefix: veri_ Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionPercentage of prepayment premium in shares of common stock. + ReferencesNo definition available. + Details

Name: veri_PercentageOfPrepaymentPremiumInSharesOfCommonStock Namespace Prefix: veri_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionSale of stock premium over last reported sale price percentage. + ReferencesNo definition available. + Details Name: veri_SaleOfStockPremiumOverLastReportedSalePricePercentage Namespace Prefix: veri_Data Type: dtr-types:percentItem Type Balance Type: na Period Type: duration X - DefinitionShares of common stock purchased for issuance of warrants. + ReferencesNo definition available. + Details Name: veri_SharesOfCommonStockPurchasedForIssuanceOfWarrants Namespace Prefix: veri_Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionUnrestricted cash and cash equivalents required to maintain under covenant. + ReferencesNo definition available. + Details Name: veri_UnrestrictedCashAndCashEquivalentsRequiredToMaintainUnderCovenant Namespace Prefix: veri_Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - Details Name: us-gaap_SubsequentEventTypesAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=veri_SeniorSecuredTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=veri_OnePointSevenFivePercentageConvertibleSeniorNotesDueTwoThousandAndTwentySixMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=veri_AcsCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_CreditFacilityAxis=veri_TermLoanFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PledgingPurposeAxis=veri_CommitmentLetterMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=veri_CreditPartiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_TitleOfIndividualAxis=veri_LendersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_SecuredOvernightFinancingRateSoftOvernightIndexSwapRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LineOfCreditFacilityAxis=veri_AlternaCapitalSolutionsLlcMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=veri_CreditAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_PrimeRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=veri_TwoThousandAndTwentyTwoRepurchaseTransactionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=veri_SixtyFivePercentageConvertibleNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=veri_TwoThousandAndTwentyThreeRepurchaseTransactionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=veri_SeventyFivePercentageConvertibleNotesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: XSL 49 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Debt - Schedule of Scheduled Principal Payments on Term Loan (Details) \$ in Thousands Sep. 30, 2024 USD (\$) Long-Term Debt, Fiscal Year Maturity [Abstract] A Remainder of 2024 \$ 1,938 2025 7,750 2026 7,750 2027 56,188 Total \$ 73,626 X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482949/835-30-55-8>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478546/942-210-S99-1>Reference 4: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69B>Reference 5: <http://www.xbrl.org/2003/role/exampleRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481568/470-20-55-69C>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1D>Reference 7: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-4> + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LongTermDebtByMaturityAbstract Namespace Prefix: us-gaap_Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-3>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1E>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481544/470-10-50-1> + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in third fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-3>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1E>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481544/470-10-50-1> + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearThree Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-3>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481139/470-20-50-1E>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 470 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481544/470-10-50-1> + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-3> + Details Name: us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant XSL 50 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share - Computation of Basic and Diluted Net Loss Per Common Share (Detail) - USD (\$) \$ / shares in Units, \$ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Numerator A A A A Net (loss) from continuing operations \$ (22,511) \$ (26,732) \$ (72,072) \$ (76,012) A Net income from discontinued operations 765 2,191 2,897 5,212 A Net loss \$ (21,746) \$ (24,541) \$ (69,175) \$ (70,800) \$ (58,625) Denominator A A A A Weighted-average common shares outstanding 38,086,765 36,991,650 37,752,562 36,810,878 A Denominator for basic net (loss) income per share 38,086,765 36,991,650 37,752,562 36,810,878 A Denominator for diluted net (loss) income per share 38,086,765 36,991,650 37,752,562 36,810,878 A Basic net loss per share from continuing operations (0.59) \$ (0.72) \$ (1.91) \$ (2.06) A Diluted net loss per share from continuing operations (0.59) \$ (0.72) \$ (1.91) \$ (2.06) A Basic net income per share from discontinued operations 0.02 0.06 0.08 0.14 A Diluted net income per share from discontinued operations 0.02 0.06 0.08 0.14 A Net loss per share, basic (0.57) (0.66) (1.83) (1.92) A Net loss per share, diluted (0.57) (0.66) (1.83) (1.92) A X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-7> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-7>Reference 12: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-2>Reference 13: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-60B>Reference 14: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-4>Reference 15: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482662/260-10-50-1>Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-10>Reference 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483621/220-10-S99-2>Reference 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478524/942-220-S99-1>Reference 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147477250/944-220-S99-1>Reference 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482689/260-10-45-7> + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/exampleRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-52>Reference 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147476176/805-60-65-1>Reference 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478666/740-323-65-2>Reference 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482635/260-10-55-15>Reference 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480175/815-40-65-1>Reference 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483443/250-10-50-11>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 250 -SubTopic 10 -Name

220-SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18:

us-gaap IncomeLossFromDiscontinuedOperationsNetOfTaxPerBasicShare Namespace Prefix: us-gaap Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionPer diluted share amount, after tax, of income (loss) from the day-to-day business activities of the discontinued operation and gain (loss) from the disposal of the discontinued operation. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B](http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B)Reference 3: <http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7>Reference 4: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph \(SAB Topic 5.6\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479836/810-10-S99-5](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 5.6) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479836/810-10-S99-5) + Details Name: us-gaap IncomeLossFromDiscontinuedOperationsNetOfTaxPerDilutedShare Namespace Prefix: us-gaap Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(g\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1)Reference 4: [http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2)Reference 5: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph \(SX 210.5-03\(20\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(g\)\(1\)\(ii\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3](http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28](http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28)Reference 9: <http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6>Reference 10: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3>Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(2\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph \(f\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1)Reference 13: <http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8>Reference 14: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11](http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11)Reference 16:

[illegible]

Reference 22:

-Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482665/350-30-50-2Reference 4:

R52.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Additional Information (Detail) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Condensed Financial Statements, Captions [Line Items] $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ Cash and cash equivalents $\$11,422\text{\AA}$ $\$11,422\text{\AA}$ $\$46,609$ Depreciation Expense $1,127\text{\AA}$ $1,168\text{\AA}$ $3,448\text{\AA}$ $2,230\text{\AA}$ Property and equipment $6,351\text{\AA}$ $6,351\text{\AA}$ $6,351\text{\AA}$ $6,076$ Property and equipment, work in progress not yet placed in service $2,215\text{\AA}$ $2,215\text{\AA}$ $\text{\AA}$ Depreciation of internal use software development cost $\$1,684\text{\AA}$ $\$520\text{\AA}$ $\$3,123\text{\AA}$ $\$1,144$ Effective tax rate 10.30% 0.60% 4.90% 3.40% Percentage of consolidated revenue 28.90% 23.50% 10.80% Deferred tax liabilities net $\$4,387\text{\AA}$ $\$4,387\text{\AA}$ $\$9,504$ Foreign exchange gains (loss) $\$393\text{\AA}$ $\$(2,294)\text{\AA}$ $\$29\text{\AA}$ $\$526\text{\AA}$ Maximum [Member] $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ Condensed Financial Statements, Captions [Line Items] $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ Percentage of consolidated revenue $\text{\AA}$ 28.40% $\text{\AA}$ X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: [\text{\AA} \$\text{\AA}\$ Prepaid assets \$\\$5,092\text{\AA}\$ \$\\$5,513\$ Other receivables \$327\text{\AA}\$ \$1,664\$ Other current assets \$743\text{\AA}\$ \$687\$ Prepaid expenses and other current assets \$\\$6,162\text{\AA}\$ \$\\$7,864\text{\AA}\$ X - DefinitionAmount of current assets classified as other. + ReferencesReference 1: \[\text{\AA} \\$\text{\AA}\\$ \\$\text{\AA}\\$ Property and equipment \\$\\\$6,351\text{\AA}\\$ \\$\\\$6,076\text{\AA}\\$ \\$\\\$6,351\\$ Internal use software development costs placed in service \\$11,518\text{\AA}\\$ \\$8,058\text{\AA}\\$ Leasehold improvements \\$1,694\text{\AA}\\$ \\$1,639\text{\AA}\\$ Property, equipment and improvements, gross \\$19,563\text{\AA}\\$ \\$15,773\text{\AA}\\$ Less: accumulated depreciation \\$\\(9,699\\)\\$ \\$\\(7,694\\)\\$ Property, equipment and improvements, net \\$\\\$9,864\text{\AA}\\$ \\$\\\$8,079\text{\AA}\\$ X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1:\]\(http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(9\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PrepaidExpenseAndOtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: <a href=\)](http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: <a href=)

(b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap LeaseholdImprovementsGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1> + Details Name: us-gaap PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482099/360-10-50-1>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478964/842-20-50-7A>Reference 3: <http://www.xbrli.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10>Reference 4: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478777/944-210-S99-1>Reference 5: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147478451/942-360-50-1> + Details Name: us-gaap PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionInternal use software development costs. + ReferencesNo definition available. + Details Name: veri InternalUseSoftwareDevelopmentCosts Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionProperty and Equipment, Gross + ReferencesNo definition available. + Details Name: veri PropertyAndEquipmentGross Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 64 R57.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Accounts Payable (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] A Accounts payable Veritone Hire \$ 13,585 \$ 13,504 Accounts payable 9,356 16,620 Accounts payable - Veritone Hire [Member] A Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] A Accounts payable Veritone Hire 4,591 9,220 Accounts Payable - Other [Member] A Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] A Accounts payable æ” Other \$ 4,765 \$ 7,400 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity’s business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://www.xbrli.org/2003/role/exampleRef> -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481372/852-10-55-10> + Details Name: us-gaap AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligations incurred classified as other, payable within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap AccountsPayableOtherCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity’s business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section 45 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-8> + Details Name: us-gaap AccountsPayableTradeCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 3: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 4: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 5: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2>Reference 6: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482106/820-10-50-2> + Details Name: us-gaap FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap FairValueByLiabilityClassAxis=veri AccountsPayableVeritoneHireMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap FairValueByLiabilityClassAxis=veri AccountsPayableOtherMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 65 R58.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Summary of Other Accrued Liabilities (Details) - USD (\$) \$ in Thousands Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] A Accrued compensation \$ 4,507 \$ 4,052 Taxes payable 6,019 5,450 Current portion of operating lease liabilities 1,236 2,348 Operating Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Other accrued liabilities Other accrued liabilities Accrued trade payables \$ 13,585 \$ 13,504 Other 1,040 1,139 Other accrued liabilities \$ 26,387 \$ 26,493 X - DefinitionCarrying value as of the balance sheet date of obligations incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity’s business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section 45 -Paragraph 8 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147483467/210-10-45-8> + Details Name: us-gaap AccountsPayableTradeCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee’s discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-1> + Details Name: us-gaap OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes current operating lease liability. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap OperatingLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItem Type Balance Type: na Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable for statutory income, sales, use, payroll, excise, real, property and other taxes. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 2: <http://fasb.org/us-gaap/role/ref/legacyRef> -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1>Reference 3: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480566/210-10-S99-1> + Details Name: us-gaap TaxesPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAccrued compensation. + ReferencesNo definition available. + Details Name: veri AccruedCompensation Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionOther miscellaneous accrued liabilities current. + ReferencesNo definition available. + Details Name: veri OtherMiscellaneousAccruedLiabilitiesCurrent Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 66 R59.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Summary of Deferred Revenue (Details) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2024 Contract with Customer, Liability [Abstract] A Deferred revenue beginning balance \$ 13,466 \$ 12,813 Less: revenue recognized 9,183 10,780 Additions to deferred revenue 8,553 10,803 Ending balance of deferred revenue \$ 12,836 \$ 12,836 X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479837/606-10-45-1>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-8>Reference 3: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479837/606-10-45-2> + Details Name: us-gaap ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap ContractWithCustomerLiabilityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of revenue recognized that was previously included in balance of obligation to transfer good or service to customer for which consideration from customer has been received or is due. + ReferencesReference 1: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147479806/606-10-50-8> + Details Name: us-gaap ContractWithCustomerLiabilityRevenueRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionContract with customer liability additions to deferred revenue. + ReferencesNo definition available. + Details Name: veri ContractWithCustomerLiabilityAdditionsToDeferredRevenue Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 67 R60.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Summary of Revenue (Detail) - USD (\$) \$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Segment Reporting Revenue Reconciling Item [Line Items] A Total revenue \$ 21,993 \$ 27,968 \$ 70,204 \$ 72,883 Commercial Enterprise [Member] A Segment Reporting Revenue Reconciling Item [Line Items] A Total revenue 20,397 26,492 65,968 68,411 Public Sector [Member] A Segment Reporting Revenue Reconciling Item [Line Items] A Total revenue 1,596 1,476 4,236 4,472 X - DefinitionAmount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss). + ReferencesReference 1: <http://www.xbrli.org/2003/role/exampleRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482785/280-10-55-48>Reference 2: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-41>Reference 3: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482964/270-10-50-1>Reference 4: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 5: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 6: <http://fasb.org/us-gaap/role/ref/otherTransitionRef> -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482810/280-10-50-32>Reference 7: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(iii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480678/235-10-S99-1>Reference 8: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147481687/323-10-50-3>Reference 9: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482907/825-10-50-28>Reference 10: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 11: <http://www.xbrli.org/2009/role/commonPracticeRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 12: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 13: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 14: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1A>Reference 15: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 16: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480097/470-10-S99-1B>Reference 17: <http://www.xbrli.org/2003/role/disclosureRef> -Topic 470 -SubTopic 10 -Name Accounting Standards

disclosureRef -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(4\)\(iv\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19): [http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph \(SX 210.13-02\(a\)\(5\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20](http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20): [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 21): <http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 22>: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 23): <http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 24>: [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 25): [http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.9-05\(b\)\(2\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26](http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477314/942-235-S99-1Reference 26): [http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2](http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap Revenues Namespace Prefix: us-gaap Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap SegmentReportingRevenueReconcilingItemLineItems Namespace Prefix: us-gaap Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - Details Name: srt ProductOrServiceAxis=veri CommercialEnterpriseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt ProductOrServiceAxis=veri PublicSectorMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 68 R61.htm IDEA: XBRL DOCUMENT v3.24.3 Consolidated Financial Statements Details - Summary of Presentation of Revenues (Detail) - USD ($) in Thousands 3 Months Ended Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Revenue Presentation Á Á Á Revenue 21,993 $ 27,968 $ 70,204 $ 72,883 Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 20,397 26,492 65,968 68,411 Public Sector [Member] Á Á Á Revenue Presentation Á Á Á Revenue 1,596 1,476 4,236 4,472 Software Products & Services [Member] Á Á Á Revenue Presentation Á Á Á Revenue 14,694 20,361 45,546 48,581 Software Products & Services [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 13,098 18,885 41,310 44,109 Software Products & Services [Member] | Public Sector [Member] Á Á Á Revenue Presentation Á Á Á Revenue 1,596 1,476 4,236 4,472 Advertising [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue Á Á Á 8,465 Representation Services [Member] Á Á Á Revenue Presentation Á Á Á Revenue 2,730 2,828 9,763 8,465 Representation Services [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 2,730 2,828 9,763 8,465 Licensing [Member] Á Á Á Revenue Presentation Á Á Á Revenue 4,569 4,779 14,895 15,837 Licensing [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 4,569 4,779 14,895 15,837 Total Managed Services [Member] Á Á Á Revenue Presentation Á Á Á Revenue 7,299 7,607 24,658 24,302 Total Managed Services [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 7,299 7,607 24,658 24,302 Total Managed Services [Member] | Commercial Enterprise [Member] Á Á Á Revenue Presentation Á Á Á Revenue 7,299 7,607 24,658 24,302 X - DefinitionAmount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss). + ReferencesReference 1: <a href=): [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 3): [http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4](http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4): [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(ee\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5): [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6): [http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7](http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7):

current. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseLiabilityCurrentNamespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes current operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap OperatingLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes noncurrent operating lease liability. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap OperatingLeaseLiabilityNoncurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseRightOfUseAssetNamespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes operating lease right-of-use asset. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-2> + Details Name: us-gaap OperatingLeaseRightOfUseAssetStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(g\)\(3\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of business during the period. The cash portion only of the acquisition price. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1)Reference 2: [http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13](http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13) + Details Name: us-gaap PaymentsToAcquireBusinessesGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of sublease income excluding finance and operating lease expense. + ReferencesReference 1: <http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53>Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4) + Details Name: us-gaap SubleaseIncome Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionPurchase consideration payment within ten days of first anniversary of acquisition. + ReferencesNo definition available. + Details Name: veri PurchaseConsiderationPaymentWithinTenDaysOfFirstAnniversaryOfAcquisition Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPurchase consideration payment within ten days of second anniversary of acquisition. + ReferencesNo definition available. + Details Name: veri PurchaseConsiderationPaymentWithinTenDaysOfSecondAnniversaryOfAcquisition Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPurchase consideration payments on 18-month anniversary of acquisition. + ReferencesNo definition available. + Details Name: veri PurchaseConsiderationPaymentsOnEighteenMonthAnniversaryOfAcquisition Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPurchase consideration payments on first anniversary of acquisition. + ReferencesNo definition available. + Details Name: veri PurchaseConsiderationPaymentsOnFirstAnniversaryOfAcquisition Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap BusinessAcquisitionAxis=veri_March2022AcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap BusinessAcquisitionAxis=veri_VocalDIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap BusinessAcquisitionAxis=veri_VslAcquisitionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap LossContingenciesByNatureOfContingencyAxis=veri_OfficeSubleaseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 71 R64.htm IDEA: XBRL DOCUMENT v3.24.3 Leases, Commitments and Contingencies - Summary of Future Minimum Lease Payments (Detail) - USD (\$) in Thousands Sep. 30, 2024 Dec. 31, 2023 Other Commitments [Line Items] Å Less: current portion of operating lease liabilities \$ (1,236) (2,348) Non-current portion of operating lease liabilities Å \$ 308 Building Lease Agreement [Member] Å Other Commitments [Line Items] Å 2024 (three months) 728 Å 2025 753 Å 2026 206 Å Total future minimum lease payments, including short-term leases 1,687 Å Less: future minimum lease payments for short-term leases (9) Å Less: imputed interest (134) Å Present value of future minimum lease payments, excluding short-term leases 1,544 Å Less: current portion of operating lease liabilities (1,236) Å Non-current portion of operating lease liabilities 308 Å 2024 (three months) 310 Å Total sublease income \$ 310 Å X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease to be paid in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap LesseeOperatingLeaseLiabilityPaymentsDueYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year. + ReferencesReference 1: <http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6> + Details Name: us-gaap LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseLiabilityCurrentNamespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1) + Details Name: us-gaap OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLessee operating lease liability payments due short-term leases. + ReferencesNo definition available. + Details Name: veri LesseeOperatingLeaseLiabilityPaymentsDueShortTermLeases Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLessee operating leases future minimum payments, sublease income, due. + ReferencesNo definition available. + Details Name: veri LesseeOperatingLeasesFutureMinimumPaymentsSubleaseIncomeDue Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLessee operating leases future minimum payments, sublease income, remainder of fiscal year. + ReferencesNo definition available. + Details Name: veri LesseeOperatingLeasesFutureMinimumPaymentsSubleaseIncomeRemainderOfFiscalYear Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap LeaseContractualTermAxis=veri_LeaseArrangementOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 72 R65.htm IDEA: XBRL DOCUMENT v3.24.3 Stockholders' Equity - Additional Information (Detail) - shares 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Class of Stock [Line Items] Å Common stock issued in connection with warrant exercises 298,110 0 Common Stock [Member] | Pandologic Ltd [Member] Å Å Class of Stock [Line Items] Å Å Business acquisition, shares issued or issuable Å 135,800 Common Stock and Employee Stock Purchase Plan [Member] Å Å Class of Stock [Line Items] Å Å Shares issued in connection with stock option exercise 724,972 816,690 X - DefinitionNumber of shares of equity interests issued or issuable to acquire entity. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph \(b\)\(4\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1) + Details Name: us-gaap BusinessAcquisitionEquityInterestsIssuedOrIssuableNumberOfSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: [http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(d\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 2: <http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1-Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.4-08\(d\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1-Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1)Reference 5: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(a\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 6: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 7: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(e\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 8: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph \(h\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13)Reference 9: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph \(b\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14)Reference 10: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph \(c\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18)Reference 11: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(27\)\(b\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 12: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(28\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 13: [http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2-Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2-Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)Reference 15: [http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph \(SX 210.5-02\(29\)\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1](http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1)

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DefinitionNumber of shares issued during the period as a result of the conversion of convertible securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_StockIssuedDuringPeriodSharesConversionOfConvertibleSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BusinessAcquisitionAxis=veri_PandologicLtdMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=veri_CommonStockAndEmployeeStockPurchasePlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 73 R66.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Plans - Additional Information (Detail) - USD (\$) 1 Months Ended 3 Months Ended 9 Months Ended Apr. 08, 2024 Nov. 15, 2023 Apr. 22, 2023 Jan. 11, 2023 Jan. 31, 2024 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Class of Stock [Line Items] Á Á Á Á Á Á Á Á Amount capitalized to internal-use software Á Á Á Á Á \$ 87,000 \$ 75,000 \$ 299,000 \$ 289,000 Á Employee Stock Purchase Plan [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock were purchased under ESPP Á Á Á Á Á Á Á Á 227,773 Á Á Accrued employee contributions Á Á Á Á Á 107,000 Á 107,000 Á 357,000 Timebased Stock Option [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Options granted Á Á Á Á Á Á 288,893 Á Restricted Stock Units [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Unrecognized cost of share-based compensation awards Á Á Á Á Á 6,260,000 Á 6,260,000 Á Cost of share-based compensation awards, recognition period Á Á Á Á Á 1 year 8 months 12 days Á Á Common stock vesting Á Á Á Á Á 647,373 Á Á Performance-based Stock Options [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Total grant date fair value of stock options granted Á Á Á Á Á Á Á Á \$ 0 \$ 0 Á Total grant date fair value of stock options vested Á Á Á Á Á Á Á Á 0 Á Aggregate intrinsic value of the options exercised Á Á Á Á Á Á Á Á \$ 0 \$ 5,000 Á Performance Stock Units [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock granted Á Á Á Á Á Á Á Á Performance Stock Units [Member] | Steel Holdings Consulting Agreement [Member] | Board of Directors Chairman [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock granted Á Á 118,460 Á Á Á Á Á Common stock vesting Á 39,486 19,743 Á Á Á Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock granted Á Á Á Á Á Á Á Á 170,402 Á Shareholder return performance period 3 years Á Á Á Á Á 3 years Á Á Performance period ending date Dec. 31, 2026 Á Á Á Á Á Dec. 31, 2025 Á Á Description of performance period within 90 days of the end of the performance period ending December 31, 2026 Á Á Á Á Á Á Á Á within 90 days of the end of the performance period ending December 31, 2025 Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] | Maximum [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Percentage of revenue and net income targets increase (decrease) 20.00% Á Á Á Á Á 20.00% Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] | Executive Officer [Member] | Minimum [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Earning percentage of number of shares 0.00% Á Á Á Á Á 0.00% Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] | Executive Officer [Member] | Maximum [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Earning percentage of number of shares 200.00% Á Á Á Á Á 200.00% Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] | Ryan Steelberg [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock granted 200,000 Á Á Á Á Á Á Á Á Performance Stock Units [Member] | Senior Executive PSUs [Member] | Michael Zemetra [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Common stock granted 48,000 Á Á Á Á Á Á Á Á Stock Options [Member] Á Á Á Á Á Á Á Á Class of Stock [Line Items] Á Á Á Á Á Á Á Á Options granted Á Á Á Á Á Á Á Á 0 Á Á Cost of share-based compensation awards, recognition period Á Á Á Á Á 1 year 8 months 12 days Á Á Total grant date fair value of stock options vested Á Á Á Á Á Á Á Á \$ 2,891,000 4,524,000 Á Unrecognized compensation expense related to stock options Á Á Á Á Á \$ 2,087,000 Á 2,087,000 Á Aggregate intrinsic value of the options exercised Á Á Á Á Á \$ 80,000 \$ 12,000 Á Weighted Average Grant Date Fair Value, Granted Á Á Á Á Á Á Á Á \$ 3.99 Á X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 2: http://www.xbrl.org/2003/role/recommendedDisclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483014/272-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 272 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482987/272-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479886/946-10-S99-3 + Details Name: us-gaap_ClassOfStockLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItem Type Balance Type: na Period Type: duration X - DefinitionTotal of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(00)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: credit Period Type: instant X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionAmount of accumulated difference between fair value of underlying shares on dates of exercise and exercise price on options exercised (or share units converted) into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisesInPeriodTotalIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionNumber of shares purchased for issuance under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesPurchasedForAward Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionFair value of options vested. Excludes equity instruments other than options, for example,

not limited to, share units, stock appreciation rights, restricted stock, + ReferencesReference 1:

2Reference 16: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 17: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 18: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 19: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 20: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 21: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 22: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 23: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 24: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 25: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 26: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 27: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 28: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 76 R69.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Plans - Schedule of Stock-based Compensation Expense (Detail) - USD (\$ (\$ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense \$ 2,181 \$ 2,032 \$ 5,928 \$ 8,646 Discontinued Operations [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 82 79 237 443 Continuing Operations [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 2,099 1,953 5,691 8,203 Cost of Revenue [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense Á (5) (1) 32 Sales and Marketing [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 271 208 753 913 Research and Development [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 439 953 1,067 3,622 General and Administrative [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 1,471 876 4,109 4,079 Restricted Stock Units [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 1,415 1,084 3,989 4,476 Performance-based Stock Units [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense Á 112 (352) 582 Stock Options [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense 464 759 1,592 2,811 Employee Stock Purchase Plan [Member] Á Á Á Share-based Compensation Arrangement by Share-based Payment Award, Compensation Cost [Line Items] Á Á Á Stock-based compensation expense \$ 302 \$ 77 \$ 699 \$ 777 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef> -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI <https://asc.fasb.org/1943274/2147482740/230-10-45-28> + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_StatementOperatingActivitiesSegmentAxis=us-gaap_SegmentDiscontinuedOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_StatementOperatingActivitiesSegmentAxis=us-gaap_SegmentContinuingOperationsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=veri_CostOfRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_ResearchAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=veri_PerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsidiarySaleOfStockAxis=us-gaap_EmployeeStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 77 R70.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Plans - Schedule of Performance Stock Unit Activity (Details) - Performance Stock Units [Member] 9 Months Ended Sep. 30, 2024 \$ / shares shares Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Á Shares, Unvested, Beginning Balance | shares 229,633 Shares, Granted | shares 248,000 Shares, Forfeited | shares (229,633) Shares, Unvested, Ending Balance | shares 248,000 Weighted Average Grant Date Fair Value, Unvested, Beginning Balance | \$ / shares \$ 5.86 Weighted Average Grant Date Fair Value, Granted | \$ / shares 6.97 Weighted Average Grant Date Fair Value, Forfeited | \$ / shares 5.86 Weighted Average Grant Date Fair Value, Unvested, Ending Balance | \$ / shares \$ 6.97 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 2: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 3: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 4: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 5: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 6: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 7: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 8: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i)(02) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 9: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 10: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI <https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference> 11: <http://www.xbrl.org/2003/role/disclosureRef> -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI 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DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriodNamespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMndTnHnMns' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableWeightedAverageRemainingContractualTerm Namespace Prefix: us-gaap_Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - DefinitionNumber of non-vested options outstanding. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsNonvestedNumberOfShares Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionWeighted average grant-date fair value of non-vested options outstanding. + ReferencesNo definition available. + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMndTnHnMns' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: [http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph \(e\)\(1\) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_Data Type: xbrli:durationItemBalance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis-us-gaap_PerformanceSharesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 80 R73.htm IDEA: XBRL DOCUMENT v3.24.3 Stock Plans - Schedule of Stock Option Activity (Detail) - Stock Options [Member] \$ / shares in Units, \$ in Thousands 9 Months Ended Sep. 30, 2024 USD (\$) \$ / shares shares Share-based Compensation Arrangement by Share-based Payment Award [Line Items] A Options, Outstanding, Beginning Balance | shares 5,506,374 Options Exercised | shares (53,521) Options Forfeited | shares (229,210) Options Expired | shares (292,720) Options, Outstanding, Ending Balance | shares 4,930,923 Options Exercisable at June 30, 2024 | shares 4,667,656 Weighted-Average Exercise Price, Outstanding, Beginning Balance | \$ / shares 13.81 Weighted-Average Exercise Price, Options Exercised | \$ / shares 2.07 Weighted-Average Exercise Price, Options Forfeited | \$ / shares 11.63 Weighted-Average Exercise Price, Options Expired | \$ / shares 14.39 Weighted-Average Exercise Price, Outstanding, Ending Balance | \$ / shares 14 Weighted-Average Exercise Price, Exercisable | \$ / shares 14.13 Weighted-Average Remaining Contractual Term, Outstanding 3 years 6 months Weighted-Average Remaining Exercisable 3 years 3 months 18 days Weighted-Average Aggregate Intrinsic Value | \$ \$ 338 Weighted-Average Aggregate Intrinsic Value, Exercisable | \$ \$ 338 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1D>Reference 2: <http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3>Reference 3: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(a\)\(1\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher 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https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 24: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 25: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI 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https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 28: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(f\)\(2\)\(v\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemBalance Type: na Period Type: duration X - DefinitionThe number of shares into which fully or partially vested stock options outstanding as of the balance sheet date can be currently converted under the option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber Namespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: instant X - DefinitionThe weighted-average price as of the balance sheet date at which grantees can acquire the shares reserved for issuance on vested portions of options outstanding and currently exercisable under the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(04\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriodNamespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(03\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriodNamespace Prefix: us-gaap_Data Type: xbrli:sharesItemBalance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: <http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2> + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemBalance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(i\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)Reference 2: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(ii\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2) + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_Data Type: dtr-types:perShareItemBalance Type: na Period Type: instant X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: [http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph \(c\)\(1\)\(iv\)\(02\) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50](http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2)

Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItem Type Balance Type: na Period Type: duration X - DefinitionAmount of difference between fair value of the underlying shares reserved for issuance and exercise price of vested portions of options outstanding and currently exercisable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItem Type Balance Type: debit Period Type: instant X - DefinitionWeighted average remaining contractual term for vested portions of options outstanding and currently exercisable or convertible, in 'PnYnMnDnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItem Type Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 81 R74.htm IDEA: XBRL DOCUMENT v3.24.3 Related Party Transactions - Additional Information (Detail) - USD (\$) 1 Months Ended 3 Months Ended 9 Months Ended Jul. 01, 2024 Jan. 24, 2024 Jan. 31, 2024 Sep. 30, 2024 Sep. 30, 2024 Jun. 30, 2024 Performance Stock Units [Member] A A A A A Related Party Transaction [Line Items] A A A A A Performance stock units issued A A 0 A A A Maximum [Member] A A A A A Related Party Transaction [Line Items] A A A A A Total consideration paid A A A A A \$ 100,000 Steel Holdings, LLC [Member] A A A A A Related Party Transaction [Line Items] A A A A A Consideration for technical advisory services \$ 1,000,000 A A A A A Monthly payment for technical advisory services A \$ 50,000 A A A A Acceleration charge related to technical advisory services A A A \$ 0 \$ 1,484,000 A X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_RelatedPartyTransactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItem Type Balance Type: na Period Type: duration X - DefinitionAcceleration charge related to technical advisory services. + ReferencesNo definition available. + Details Name: veri_AccelerationChargeRelatedToTechnicalAdvisoryServices Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionConsideration for technical advisory services. + ReferencesNo definition available. + Details Name: veri_ConsiderationForTechnicalAdvisoryServices Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionMonthly payment for technical advisory services. + ReferencesNo definition available. + Details Name: veri_MonthlyPaymentForTechnicalAdvisoryServices Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionRelated party rent receivable. + ReferencesNo definition available. + Details Name: veri_RelatedPartyRentReceivable Namespace Prefix: veri_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_AwardTypeAxis=veri_PerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=veri_SteelHoldingsLLCMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 82 R75.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events - Additional Information (Details) - USD (\$) 9 Months Ended Oct. 22, 2024 Oct. 17, 2024 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Subsequent Event [Line Items] A A A A A Divestiture description A A On the Divestiture Closing Date, the Company entered into the Purchase Agreement, by and among the Company, Veritone One and the Purchaser, an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, the Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One for a total purchase price of up to \$104,000, subject to purchase price adjustments and the achievement of the Earnout targets described below. The Divestiture was structured as a simultaneous æcession and closeæ transaction and closed on the Divestiture Closing Date. On the Divestiture Closing Date, the Company received cash proceeds of \$59,053, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to the Earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims (the æIndemnity Escrowæ), in each case subject to the terms and limitations set forth in the Purchase Agreement. The Company may receive up to an additional \$18,000 in cash proceeds in the Earnout, subject to the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (as further described in the Purchase Agreement).The Purchase Agreement contains customary representations, warranties and covenants of each of the parties to the Agreement. The Purchase Agreement also includes indemnification provisions whereby the Company will indemnify the Purchaser and other related indemnified parties for losses arising out of, among other things, inaccuracies in, or breaches of, the representations, warranties and covenants of the Company or Veritone One. The Purchaser and the other related indemnified parties will be able to make post-closing indemnification claims against the Indemnity Escrow, subject to the terms and limitations set forth in the Purchase Agreement. In addition, under the Purchase Agreement, the Company is subject to non-competition and non-solicitation provisions pursuant to which, among other things, the Company agreed not to engage in certain competitive activities with respect to Veritone Oneæ™s business or solicit Veritone One employees or customers for a period of four years following the Divestiture. A A Cash proceeds received A A \$ 1,800,000 \$ 504,000 A Repayment of term loan A A 3,875,000 A A Cash and cash equivalents A A \$ 11,422,000 A \$ 46,609,000 Term Loan [Member] A A A A A Subsequent Event [Line Items] A A A A A Aggregate principal amount outstanding \$ 43,114,000 A A A A Cash and cash equivalents 27,289,000 A A A A Subsequent Event [Member] A A A A A Subsequent Event [Line Items] A A A A A Repayment of term loan A \$ 30,512,000 A A Accrued interest and prepayment premiums A 3,303,000 A A Subsequent Event [Member] | Term Loan [Member] A A A A A Subsequent Event [Line Items] A A A A A Repayment of term loan 30,512,000 30,512,000 A A Accrued interest and prepayment premiums 3,303,000 A A A A Aggregate principal amount outstanding 43,114,000 A A A A Cash and cash equivalents \$ 27,289,000 A A A A Subsequent Event [Member] | Veritone One, LLC [Member] A A A A A Subsequent Event [Line Items] A A A A A Total consideration A 104,000,000 A A A A Earnout payments A 18,000,000 A A A A Purchase price adjustments A 20,297,000 A A A A Cash held in escrow A 6,650,000 A A A A Amount placed in escrow account for potential purchase price adjustments A 1,500,000 A A A A Repayment of term loan A 30,512,000 A A A A Accrued interest and prepayment premiums A 3,303,000 A A A A Subsequent Event [Member] | Veritone One, LLC [Member] | Maximum [Member] A A A A A Subsequent Event [Line Items] A A A A A Total consideration A 104,000,000 A A A A Expected additional cash proceeds receivable as earnout on achievement of net revenue targets A 18,000,000 A A A A Subsequent Event [Member] | Veritone One, LLC [Member] | Purchase Agreement [Member] A A A A A Subsequent Event [Line Items] A A A A A Total consideration A 104,000,000 A A A A Earnout payments A 18,000,000 A A A A Purchase price adjustments A 20,297,000 A A A A Cash held in escrow A 6,650,000 A A A A Cash proceeds received A 59,053,000 A A A A Amount placed in escrow account for potential purchase price adjustments A 1,500,000 A A A A Amount placed in specified escrow accounts for potential satisfaction of post-closing indemnification claims A 5,150,000 A A A A Subsequent Event [Member] | Veritone One, LLC [Member] | Purchase Agreement [Member] | Maximum [Member] A A A A A Subsequent Event [Line Items] A A A A A Total purchase price A 104,000,000 A A A A Expected additional cash proceeds receivable as earnout on achievement of net revenue targets A \$ 18,000,000 A A X - DefinitionAmount of direct costs of the business combination including legal, accounting, and other costs incurred to consummate the business acquisition. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionCostOfAcquiredEntityTransactionCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionTotal remaining unamortized or unaccrued amounts of premiums, discounts, and intangible assets, in years subsequent to the year of acquisition, when the total amounts of remaining discounts, premiums, and intangible assets exceed 30 percent of stockholders' equity. + ReferencesNo definition available. + Details Name: us-gaap_BusinessAcquisitionsPurchasePriceAllocationSubsequentYearsRemainingAdjustments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of consideration transferred, consisting of acquisition-date fair value of assets transferred by the acquirer, liabilities incurred by the acquirer, and equity interest issued by the acquirer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 8 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479581/805-30-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 30 -Paragraph 7 -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479637/805-30-30-7 + Details Name: us-gaap_BusinessCombinationConsiderationTransferred1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt, and other types of debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_DebtInstrumentCarryingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of consideration received or receivable for the disposal of assets and liabilities, including discontinued operation. + ReferencesNo definition available. + Details Name: us-gaap_DisposalGroupIncludingDiscontinuedOperationConsideration Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionDescription of the facts and circumstances leading to the completed or expected disposal, and the manner and timing of that disposal. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.Z.5.Q2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480781/205-20-S99-2 + Details Name: us-

us-gaap_DisposalGroupIncludingDiscontinuedOperationAndTimingOfDisposalNamespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Periode Type: duration X - DefinitionEscrow deposits related to property sales in noncash investing and financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-5 + Details Name: us-gaap_EscrowDepositsRelatedToPropertySales Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow associated with the amount received from the sale of a portion of the company's business, for example a segment, division, branch or other business, during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromDivestitureOfBusinesses Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for short-term and long-term debt. Excludes payment of lease obligation. + ReferencesReference 1: http://www.xbrli.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_RepaymentsOfDebt Namespace Prefix: us-gaap_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionDetailed information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event. + ReferencesReference 1: http://www.xbrli.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-2Reference 2: http://www.xbrli.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventLineItems Namespace Prefix: us-gaap_Data Type: xbrli:stringItemType Balance Type: na Periode Type: duration X - DefinitionAccrued interest and prepayment premiums. + ReferencesNo definition available. + Details Name: veri_AccruedInterestAndPrepaymentPremiums Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount placed in escrow account for potential purchase price adjustments. + ReferencesNo definition available. + Details Name: veri_AmountPlacedInEscrowAccountForPotentialPurchasePriceAdjustments Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount placed in specified escrow accounts for potential satisfaction of post-closing indemnification claims. + ReferencesNo definition available. + Details Name: veri_AmountPlacedInSpecifiedEscrowAccountsForPotentialSatisfactionOfPostClosingIndemnificationClaims Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionExpected additional cash proceeds receivable as earnout on achievement of net revenue targets. + ReferencesNo definition available. + Details Name: veri_ExpectedAdditionalCashProceedsReceivableAsEarnoutOnAchievementOfNetRevenueTargets Namespace Prefix: veri_Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DebtInstrumentAxis=veri_SeniorSecuredTermLoanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementBalanceSheetAndAdditionalDisclosuresByDisposalGroupsIncludingDiscontinuedOperationsAxis=veri_VeritoneOneLlcMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_TypeOfArrangementAxis=veri_PurchaseAgreementMember Namespace Prefix: Data Type: na Balance Type: Period Type: XCEL 83 Financial Report.xlsx IDEA: XBRL Document begin 644 Financial Report.xlsx M4\$1.0! (12%;G'D04UB@0 + 5 0 9%;JCA'JO< ,087P1+GAM M;SV./OL/1.1\$ I/QO;=IP4)BO-12L+(/>QLOD&1#LD/)'OCGICVX>;QA&WPIG M'DE'XBNL C(CI//I47BK9.7'>N=HIG?>OGDK7KAYVIG&4GPZ4A4U=J0UJRU;UEA 6%MI7E1+ P04 M +4&Q9U&>+>'T K + 5 0 108U1RU;WIS+V-O&ULS9+1 M2LP0S(95?17)OITE% (71543PI"=HNDW(RNQMFLF,M)ONIG6WB>@>#S.GV'~ M Q&E'8D7\$XAB8B'6KR '9'EB1MUW(H2/L)H>1WKDAA'2U02>0J1P7' M1Q1-25M&F9&9&1&@PM@AA\$FGI/<?%B40T3NW2 G9)3=FMJ'>=Z;)=C18?F4GZ1AQPZ37JN[<^T^#4Z(1UQ7G%1=;P64KI+AJGUU '^%V\$?;IN Y ZQ M5E0=?#K+M074\$!>#!!0 (12%;F97)PC\$ 8 JPG 3 >6PO=&AE M;640=&AE64Q+GAM;U-6W1;1[<Z O>-V7;00&H&VM1-S;7;M]F\$14Q7 MA1'68C6QY9)&J'1-A+&EWMDW2ZFSP&+GJSD5'Y@X~>N/+F+HAHB4GA+ MV2 'UKNW+& [55]DS&464Q>O> ,14Q=5M1'>X2+&17116F1)/+3E'X/S'X/F7/23H=,H%N,IM8'>.Z2D3E)(X53'Q,IJ95J6;121 MTDB @LEJE 622Z?CTQ4?>CTI.U8S9GZ1J3MGXS+VGOT;1K&G %X,+>+THMP M' 3<4;N>PIWT;+>D00TFHVG09-CVJ3J1J-4T 3JWW?ZYMHXJ-6T 3:UW= MTXZJQJW0>V^4 'PZZJQJ00= MJ67)KFNKDZ19H0D;CZW2H2;7E0- '0'&P M=M;T,@.67BGZ=90;V1V[W4% <%(CN.8D1;1'>9ITA6F-59RG9 #@ WQ-M;M'00;X'>2TERTER000)'(K)(?5'&B'>J]9>[R:OS>J1U.LYKEJ] MJPG&H;N;SVA<^>CDGZ>3UTU'>SG +>QO'>R:88C'JNWV6'W3T=N@>IP+>BUN1&?>6R'VZ'VYXIM4D-A.'>JV&F6'>D'3&6H8;XM.L;12 3?>+>';C'>C8C&WJY+>5-A M6G;A@>01AKBG/F<1%L'>P>E1M'V5;SC MFED)O8J6;1'JASO'>J1XR'>J0Y1X'>Y7IX'>C-6QKQKHJ? 1 1VC'1'>B'P#E M-GW/L;1'>J'>VATK1>WZV2\$KWIY+2.6DSNLT'DNR/R+>JQ GH9%LE' MOAMN25/U2177'>Y'+>@6^3KZ%TBS/'>3QYI3-'>S'+>MWV+>ZK.4OK4F.\$KT ML@>37JIEUVY'.E.%70[<0KX#;J=W+HXGIB1N0K3 M4!OP_GIQ7@>XCG9!+E]F%=MYJ1C1? XG&S&PH<^EAW'B/B>>ZAAC/PT.'>M>7M?>5QE T&U&L'>0L1K<@>N>?Q+13&9&M'>X'>#>KUS'>E58%>Q;Q;K'D'>M3(Q'>G4EU? XJ&2XJN9F.5NKREW&6T64K@>@.9392V'W6PQ54=SUS;'K'>M:CVT94I/ EFMR);4X6'Q(8Y07JDJBEQ3ON>G'Y'ZG;ZEW? M8!+<J'E'>#4YU_T74.N?>=>X_INDSM(3)QYQ1\$!=\$4' (Y4U'>M'>VTS&A&L2.9XIZSAW.>>K'C1'S: 6-8>+>3.7?>#;MX?7N83 M+D.2%L1B%J'S:MBOKJQ3 DEC'>NAT'>+>@J(O)UMNDJMW@>'S4J]UEP'1/LT/L' M'>21F; 6 OTX4JHJVLW&VCS>818PRAAC&AT6;&C/5BZPVCO10=5 MYJ 3 UJH/TT')\$%7G&9MC:CY\$X'>S'>[PVPPL2.X>V+>OPO2P.\$% @M%(161TV5 KJ]P1!@ !C'>JW;JWKM5'>V7W1N]-8J8>B\$2 M1L02R&CIN4KGII(CG53'>Y&I,(Cv7)(TBRF M=S<1%-OKCMW97W@>F.SFNE+> OF5PE;057?R9S'6>JRL4J(AZG&8)WJ,OKSM1'>MZS)Q1N1W? 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(K)S0ZMD:U1<=>60Y-MNZ<=>+>2<=>N&XW5<=>V6P<=>F25DKD14<=>62P7Y<=>ENOBRMX4<=>X1<=>M2<=>A6<=>K-M<=>2W-DIOW<=>ITP<=>5N1<=>9<=>=>DVK<=>X:GE:GB<=>X7:9HED<=>X5BC4:E6
E9UJF+ER10<=>95H6A<=>F79-T92JL,FUP<=>4KRY1-M157L,FU<=>F2,Q2KFLKEV<=>D7IWMZ<=>WQ<=>1<=>@<=>NFHM7<=>V<=>E<=>(P<=>=M1\$*=<=>S8)7M/M<=>0DIEP1<=>\$.W0:P<=>(>#>1<=>V<=>
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M6Q)8J34E-IR<=>V1FHES<=>3#H<=>GH:T6<=>=>5EMEI:IS13<=>Z00X<=>EY5S0<=>M516YAF9826<=>1<=>NEL2.620F<=>=>KS:12M<=>P1THRTB5391<=>EHQ16HN19<=>?2<=>K<=>T<=>3<=>SR**M4L:A&A1:
72S<=>=>6P4-M<=>52T2P3<=>SZ<=>HJ<=>D1<=>Q<=>Z16<=>=>J<=>0<=>69<=>J<=>A2Y7K<=>S=V1<=>L*66<=>F<=>MYLUM<=>ZNDP<=>=>E&W.R71&K7Y3Q1R8X<=>TF05<=>0A7N<=>V6E8YDFK<=>C<=>+C<=>G<=>A\$B
MPK9<=>67D<=>4109<=>=>Q<=>=>Y<=>1<=>SH<=>=>Q<=>V1XE1V<=>P0<=>1<=>A1<=>MV72TC<=>C<=>0<=>=>9<=>QVYPA<=>=>D89<=>=>1<=>DZKX1<=>=>0<=>D1D2<=>T81<=>QJ09JF7<=>M61<=>1<=>B2
=>D1J19(O<=>C<=>TMH&A<=>GLH<=>TUS1Z6RATG<=>QYKE<=>C<=>4ZS<=>=>6<=>M417D<=>N<=>9YAWD<=>S\$#<=>0Q2<=>P\$=<=>35V<=>(<=>2?<=>6)<=>NNNT(O)Q3J,WGI<=>=>N<=>V&R<=>0<=>XS<=>RMV01<=>9P<=>=>V7<=>+)<=>#IF<=>9N83N6<=>
L<=>1<=>3WV:E<=>X<=>7L81<=>Q30I24<=>M1B<=>=>W6<=>0WH159<=>8%<=>MG6<=>Q<=>RB21<=>1%<=>G&Z<=>J1<=>YV<=>M<=>L7B7<=>VRU<=>L<=>F12<=>92S<=>82<=>5=<=>5E<=>E<=>C2F1F<=>4V1<=>=<=>V<=>T<=>FYRGYV<=>213Q
MGRO<=>=<=>0HMZ<=>Z5<=>P<=>3D)<=>E<=>V2AP98B<=>H3P<=>KX8<=>=>Y9<=>AM1<=>L4Y<=>ANIBU1U<=>G2<=>JW<=>G&BNB<=>M&W<=>T2<=>=>X1<=>1<=>8<=>76IDOM<=>=<=>D&S9D<=>APV<=>+20<=>H<=>V<=>+<=>L<=>R6<=>AC<=>
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#N0#<=>2<=>3E2<=>5<=>701<=>1<=>6<=>=<=>1<=>B<=>C<=>J<=>4Y1<=>MDMC<=>S<=>UVY9D<=>=<=>YSU<=>Y02<=>1<=>77WA7<=>9<=>Y1<=>F7M8<=>=<=>=<=>KN0<=>+1<=>32<=>CRPI<=>MU<=>V<=>T<=>Z<=>N<=>H1C3<=>C<=>M<=>N<=>(<=>1<=>0<=>QCN<=>OECF<=>1P<=>W<=>=<=>V<=>
FR.O<=>=>I<=>VABX7<=>M1<=>ST1N<=>1<=>1U22<=>Z<=>YR<=>Y1<=>=<=>M04<=>191<=>MAF<=>S<=>=<=>VQI08<=>H7<=>B<=>0AX<=>7Y2<=>F<=>5<=>8<=>CG31A<=>Z3<=>V<=>=<=>S1<=>HF<=>MTA8EGC<=>HC9P0<=>B6M<=>B<=>=<=>7<=>(KK<=>+<=>H01<=>+6<=>S<=>
1<=>L<=>V<=>70<=>7<=>=<=>NK<=>U<=>M7<=>S16<=>(<=>F1<=>G<=>C<=>Y<=>6<=>BHX<=>K1N<=>+2<=>JH<=>K<=>A<=>(<=>3<=>)N1HYV7<=>P2<=>9<=>J<=>2W<=>M<=>G7<=>Y<=>NPW9<=>=<=>BZ<=>J<=>H<=>F<=>N<=>S<=>30<=>O<=>36N<=>+1<=>6R0<=>C<=>5U<=>=<=>1<=>L6F<=>
?M2UX<=>6X01<=>=<=>11<=>5Q<=>M4KR<=>MBWVWV3M<=>GHRO<=>5<=>0<=>B<=>C<=>3<=>R<=>N1<=>5<=>4<=>P<=>G<=>=<=>#1<=>EO<=>=<=>2<=>TBYG<=>4<=>30<=>(M<=>21<=>CBZ9<=>FMWZSR3<=>E<=>1<=>10<=>Y<=>=<=>=<=>6BAK2<=>=<=>X1<=>X<=>=<=>8F2
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H:~7R:~27S MI~5EV2:~3MEI2ZU2NI/A2~17N:~%N'UY~1 HAT H~2 F1X98R#R: M9V\$2DYONK~8WH6G6CHN DN30XHT10QH(145T18.10/CL MWPNIH2M506U %-#JIN<~%#N7Z>Z46XVY/GZ-WR>J XQ3?7F UF S*G*W S MRKIDKO-M Z-L A\$66?F70-K2-2+(B>1>5N6\$4QM5 WO~\$H LK>H? M2M< M0Y0BP.FIP)<==09:~Q~MI=4W1(BL+L+G+MDE)~%#G-699K&K-05255%RUK~5+L&~U&U*U*MI~7%N&N~%E2~%E~IVUO~W~ RN61FVIVENI M#HNECISU~H?~E33N9>6P58NP1R/HIS: (&S~\$J8C80B29DA)A(FV~\$SN8B181QNFUEM F7K2\$2 M-F-4H8&DDY1~0~%#Y~%F&K~2C~B=1B45B5KD-R-DK~R1-01+T#UJW5N6K9A1445:4B8 D&K5W09(&W~+Y+M&K~1GGVW\$06-Y~@1-R01JJC~1/5WYQUUOZIT C9DJSIM (~)MJA;HGP~MJD7~"1.S18Y*8.9I(A~829AU6U DOGH.F~HPMS~Z45Y~KYW.MNRDC1M.MMI~3RPU-UNE2GIX+5T~1#~7V&2%~2TL(ZTIRMYC2-VG0B3M17~%~J71M~5213-ZHG0~91.5=7S(A~<M~<1B0~LRH30+2K&A~=>DV3Y9VJ70FS~21-0~U832+~C~MAM~<~WMV~U~1~BNO0~5H~14X.FJ1HAPS&H~%0F1%0.D:5~7M.XPY7I M~%>1R0FE&5M+1H V0H2~<~6>A~*P~P~T MAY&K~1~ZM~YK3S1M038B)096M3<~Z74H1H9E0F~6EV5~.Z6Y4~J~MHO1~2~0WS91B3G.F~6Q04V.HEE.~#>V7EB MYI~0Q4~&~9.10~U~\$H&T2FU3~RIY~\$&GHD0CP~49P~14F3QENHHR M4~FHY~23~C~1Y~%GL8N~0OTRR5>~1~0IU T~1&12F212 KU~<~0~1&1HFOVD.E.9V MZBLI.FE.7&~4D~6NG:N~A~MTHG(X)N~K3J3~AG~+97~%FF~&~Y~M~M&A PE~1~0~H~R~>A1A0F~FE65~%~4YD~H~17DH&J BOD(CBFTTWY~7X6~M~HNU~8~16E0F~ZE&5~%~594)H~1BEOF~NE~2~>Z~R~ON~C2~&K&N&K&R~E.F.M.S~%~1494D~HJ5E0F~VE.5~%~Z5Y~H&OWL6HX&M~1~<C~K~>~T5ZMEIF60H.MS0&2S(K&G&BL9+L~K~\$~#NAD5REMP~%~6I~2 MW7&AV3U0&P~49D~D1H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~VW44)MIE~J71~>TC44+MOU~1~794H~1~F~1~1~1~Y~>1~V~B~+~\$~M~MD~NCUHF~T~UEAG&V~EZ~%~694H~1~E~E0F~EN5~AZ~OLFW.0H\$Z~>D6 MZON~T0C0H3B~2~#~C~A~1~L~V&TAPH\$R272~2~V~C(U~&B~1~425QENVSH~(M~#KJ~1~2~<C~>~1~Y~VTFPHS~27~C~0~%K3~>47LU G&LUFHBO~E~TZ~T~M~4HS&K~*Y1R&T106VE5~.Z6Y4~1~HO~7~Q~R~>~2~>EDLP~21~>RA2~1~M4~1~2~H~1~D~H1F06DVE~9~Z4Y~1~HO~(I~Y\$BMAJ~Z~D~+W~D~1N<~MXJRH10VU(T~1~>D~T~X~<1~YK3A~(L~V&TAPH\$~W45OXD~Z~ICDZD~7~1701MSTXK~V

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MY.Z.9U8I5RSBDZQ2>1M^P^PKNO^Q^JF^MYTVN^B9>9Q6^25/RJUDX^S^MM8U7Q^HC(=)J^#^I^L5&I^T^C^KNL(NSE^YQ&Z^8JFE^MU=LN2^E3I^J^K^E^7
%Blh^VX.^P^+OXQD4^X^V12^L^K^&I&Z^L^PDQ2^G&D7^MS4HX4R^5XF2FZPK^%98N8^R=EN7^OUKK4N^&I^K^FKHJ^5_2F^Z<^40^JQ^>L^O^XAXI0%1100RU42/MJ=
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0#6C@>ST<1^QOAK73#^1^$6EPE36I3T^SNI=J^}0%0F^SN:P=W8B_23ZOV^H0V^3G(SZ^Z5P^3^J^76WYJ^JQO98ZY^ML(R08,^?+9?
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U^H<3^XSCJ^Y^O^A^I^=JR^>5Z40=>A^SU7I^>^H^T^V^H^M^S^HBP^I^68L(BD)^BAZL^>U^M^I^X^M50+^,O^e63BBK^I^R^YB^I2G^=0TVQ4^Q^K^%."9K+1^0)5%1(2HMP^I^98K^N^CAX^M4V^:
^J^K^TPV^S^I^E^R^7G^:B^M^J^L^H^M^I^A^I^42E15^I^T4^C^&^7^6R^M^J^E^<2^M0^2$1+<^B^F^H^W^I^C^=Y&S^+7G^W^&^T^M=W^:V^2G^P^Z^P^<^>ND=8^,8QCIRK^I^%S^I^V^C^%Z^?+2
V^@SN91A.^$2HMP^I^9^L^M^Y^V^T^I^J^R^B^&M^S^G^H^A79^"4#^%1.2$1+<^B^F6V^I^Z^I^Z^5K^Q^H^I^M8^U^0Q2^46H^1^,5K0^>^W^I^T^B6^2V^Y^H^R^M^W^M^I^%K^3V^C^H^8L>5%J^>2^M1:1$6
MS0R^QD4R8D^T^J5^0J4^J+00E19AT4R^&R^&M^I^M^Q^4^I^N^G^>2^YB^@AZIDIM^M&^R^N^W^Y^F^7^W^W^I^G^Y^B^Y^I^O^B^S^J^+L^B^F^=(V^Y^I^M^I^V^N^O^5R^M^W^H^I^6+W^Y^5^=^=^M^T^Y^S^:
U2^I^458^,^VQBI9R^I^H^W^=^H^D^G^L^I^6^W^&^H^I^4O^5^C^T^C^J^Z^2B^R^M^6^P^C^<^@G^W^>T^B4G^K^I^O^>Y5^#^=G1K65FX^<^G^7U^@%0C^I^Y468^=^%X^H^C^O^4^,3^?5^M^V>2^O6^M^?^
Q^@5V4^N^X^O^E19AT4^S^I^&F^L^E^W^M^M^M^X^=M16I^O^Q^W^N^<^9^U^26S^U^8^>^M^F^+I^G^S^U^204^&^Z^O^Y^Z^Y3^O^U^N^I^F^F^<^M^2H^N^P^&8^,^395>9^2G^C^I^G^G^U^3^J^+H^O^I^5^>
I^E^B^T^B^L^E^A^D^>C^9G^E^S^9^G<^50^M^Y46H^>^%J5^J13^U^C^P^O^S^>Y^G^G^I^J^H^W^>7^M^2^S^C^I^H^J^+I^>Q^B^V^U^<^U^A^G^M^W^U^M^N^4R^I^T^O6^+<^I^>K^Q^I^Z^2^B^R^>5^M^C^7^W^E^V^<^Y^K^890^<^+^>
^700K^Q^T^4^U^Q^M^%J5^J13^2D^M^S6^I^>=PCKO^H^S^=E^O^Y^O^M^6I5^Q^T^V1^5^I^Z^K^>D^M^B^X^<^E^M^C^R^808^U^Z^S^R^<N^8^S^G^I^M^H^I^O^U^I^A^$45Q6M^L^=^I^X^O^O^9C^S^W^P^W^Z^U^W^A^O
M^L^P^U^I^1$6S52L^9^=NIG445N^I^J9Z^U^#^2^I^M^<Z15^=O1&^I^Z^E^K^Y7^=J^Y00^W^J^B^>^M^%2HMP^I^9^$^=Z^,7^L^H^5^I^6^>^R^+^I^L^<^#^B^T^>46H^M^B^+^H^9^8^W^#^Y^<^I^P^+0P^?
M^U^I^I^66H^M^I^<^F^I^3^T^J^R^W^W^U^?N^=M^I^+W^R^H^C^I^4^O^>^I^V^>+I^P^K^&^<2HMP^I^9^>M^V^C^7^V^D^>^W^G^I^O5R^+L^Y^I^D^A^=50^#28Z^<^W^H^>2H6>^5L^#Z^H^I^E^=J^
@^S^I^6^I^66P^Z^V^Z^>V4$^L^H^0^<M^I6$^%6^P^9^8^,^84^>+^>P^O^O^#^@M^J8^I^C^M^<^Z^Q^24^<^I^B^N^I^>^%Q^A^O^I^>^%K^F^O^U^8^M^M^X^A^F^S^U^F^<^5E^=R^U^I^D^+E^3^I^N^F^H^95^M^H^A^:
M^#^E^R^N^T^G^X^84R^D^L^>U^0^5^N^J^V^25^>4^D^X^3^M^S^M^2^S^H^@P^B^:1^S^Y^N^1^L^M^O^X^N^W^O^<^>^K^V^?^#N9Q^_S^E^I^E^J^>H^O^L^7^>O^W^I^S^@A^5^J^4^>X^B^O^X^>^J^H^I^&
M^I^O^T^G^<N^I^>R^>O^>3B^U^8^N^D^8^>3^L^418^I^S^I^Z^>S^W^Y^+>5^<3^>6^G^G^Y^I^5^>G^H^I^2^H^8^H^%R^>B^5^_B^6^<^O^>+K^5^I^Z^>P^#^>2^H^T^<^L^F^V^I^O^>K^U^N^Z^3^I^5^I^P^M^K^I^E^?
G^I^>2^>6^E^<^K^M^6I^E^P^9^F^E^>+9M^P^Z^I^S^>2^N^V^4^M^+^U^I^L^N^Q^O^>7^G^Z^N^I^3^C^X^Z^G^>W^5^X^89^+I^7^S^3^I^2^Z^P^>+Q^4^N^W^A^R^U^C^W^85^>5^O^I^C^4^X^I^L^F^4^O^>@<Q^W^>D^:5^@<50^8I^@<90W^>.<C^I^>C^I^%
M^D^D^I^00^8^,63^>F^S^F3^<+^I^B^Y^E^<+>I^S^G^?F5^9W^S^I^?<^<+<^M^>+F^I^+I43^W^Y^L^P^R^H^3^R^J^3^Q^C^T^G^A^N^<^>^7^I^5^S^P^N^E^U^5^R^I^4G^O^J^0^>4I^@#^M^>^_L^Y^<5^8E^<^>W^=2W^=4TK
M^%X^K^=(N^C^<I^>2^H^D^>5^T^H^2^%K^H^<U^>K^W^70^=^%Q^H^U^G^>@P^O^R^>H^I^T^3^F^C^2^V^N^518^M^Q^O^>B^I^O^Q^A^C^I^N^R^I^2^C^Y^Y^S^<4^>@C^R^D^I^5^2^N^N^I^+0H^E^A^7^_F^>W^>Z^=1^M^E^&I^O^H^B^9?
3^E^O^>U^I^J^O^S^Y^S^A^S^2^>2^T^C^S^G^>O^A^W^S^I^>19C^E^7^I^Q^>O^F^B^F^E^_M^T^O^E^6^7^A^I^<^7^A^G^Q^>2^>2^F^L^B^O^X^M^*B^P^L^I^M^C^J^>W^4^B^Y^Q^I^S^R^>H^D^>D^C^Y^A^9
M^%O^>V^H^I^D^S^D^9C^9^<I^>O^>T^S^D^E^I^C^9^I^4^W^Y^O^D^<I^R^2^>L^M^%I^>X^T^9^T^>08Y^>=B^E^E^<Q^M^R^4^>Z^>M^>^I^H^B^<A^9^Y^S^Y^3^H^8^Z^B^R^>P^L^W^D^P^D^X^O^H^7^H^2^905^<S^G^>1^D^M^F^6^#^>D^&D^%I^>9^>
M^%O^>2^I^R^<I^>E^>M^%T^
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[25>falsefalseR26.htm995625](http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureNetLossPerShareTablesNetLossPerShare) - Disclosure - Financial Instruments

[26>falsefalseR27.htm995635](http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsTablesFinancialInstruments) - Disclosure - Goodwill and Intangible Assets, Net (Tables)Sheethhttp://www.veritone.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndIntangibleAssetsNetTablesGoodwill and Intangible Assets, Net

[29>falsefalseR30.htm995665](http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndIntangibleAssetsNet27>falsefalseR28.htm995645 - Disclosure - Consolidated Financial Statements Details (Tables)Sheethhttp://www.veritone.com/20240930/taxonomy/role/Role_DisclosureConsolidatedFinancialStatementsDetailsTablesConsolidated Financial Statements Details (Tables)Sheethhttp://www.veritone.com/20240930/taxonomy/role/Role_DisclosureConsolidatedFinancialStatementsDetails28>falsefalseR29.htm995655 - Disclosure - Leases, Commitments and Contingencies</p><p><a href=) - Disclosure - Stock Plans

[30>falsefalseR31.htm995675](http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureStockPlansTablesStockPlans) - Disclosure - Presentation and Summary of Significant Accounting Policies - Additional Information

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Disclosure - Discontinued Operations, Business Combinations and Divestiture - Schedule of Major Classes of Assets and Liabilities of Discontinued Operations (Details)", "shortName": "Discontinued Operations, Business Combinations and Divestiture - Schedule of Major Classes of Assets and Liabilities of Discontinued Operations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "33", "firstAnchor": f "contextRef": "C b33caba2-a054-42b9-b794-03e109c4db25", "name": "us-gaap:DisposalGroupIncludingDiscontinuedOperationCashAndCashEquivalents", "unitRef": "U USD", "xsiNil": "false", "lang": null, "decimals": "3", "ancestors": f "span": "p", "ix:continuation": "div", "body": "html" }, "reportCount": 1, "baseRef": "veri-20240930.htm", "first": true, "unique": true }, "R34": f "role": "http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureAdditionalInformationDetail", "longName": "995705 - 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Goodwill, and Liabilities

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"Accounting", "documentation": "Amount recognized for assets, including goodwill, in excess of (less than) the aggregate liabilities assumed." } } }, "auth ref": { "r75" }, "us-gaap BusinessCombinationsAbstract", { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessCombinationsAbstract", "lang": { "en-us": { "role": { "label": "Business Combinations [Abstract]" } } }, "auth ref": { "r76" }, "veri BusinessCombinationsFairValueOfEarningsWithinContingentConsideration", { "xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "BusinessCombinationsFairValueOfEarningsWithinContingentConsideration", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role DisclosureFinancialInstrumentsAdditionalInformationDetail", "lang": { "en-us": { "role": { "verboseLabel": "Contingent consideration", "terseLabel": "Contingent earnout", "label": "Business Combinations Fair Value Of Earnings Within Contingent Consideration", "documentation": "Business combination fair value of earnout within contingent consideration." } } }, "auth ref": { "r77" }, "us-gaap BusinessDescriptionAndBasisOfPresentationTextBlock", { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "BusinessDescriptionAndBasisOfPresentationTextBlock", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDescriptionOfBusiness", "lang": { "en-us": { "role": { "terseLabel": "Description of Business", "label": "Business Description and Basis of Presentation [Text Block]", "documentation": "The entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth ref": { "r92", "r154", "r156" } }, "us-gaap CapitalizedComputerSoftwareAmortization1", { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedComputerSoftwareAmortization1", "crdr": "debit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role DisclosureConsolidatedFinancialStatementsDetailsAdditionalInformationDetail", "lang": { "en-us": { "role": { "label": "Capitalized Computer Software Amortization", "terseLabel": "Depreciation of internal use software development cost", "documentation": "Amount of expense for amortization of capitalized computer software costs." } } }, "auth ref": { "r864", "r865" } }, "veri CapitalizedIssuanceCosts", { "xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "CapitalizedIssuanceCosts", "crdr": "debit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role DisclosureDebtAdditionalInformationDetail", "lang": { "en-us": { "role": { "terseLabel": "Capitalized issuance costs", "label": "Capitalized Issuance Costs", "documentation": "Capitalized issuance costs." } } }, "auth ref": { "r866" } }, "us-gaap Cash", { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Cash", "crdr": "debit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role DisclosureConsolidatedFinancialStatementsDetailsAdditionalInformationDetail", "lang": { "en-us": { "role": { "verboseLabel": "Cash on hand", "terseLabel": "Cash received", "label": "Cash", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. 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common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } }, "auth_ref": "r131" } }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParentetical", "lang": "en-us", "role": "role", "periodEndLabel": "Common Stock, Shares, Outstanding, Ending Balance", "periodStartLabel": "Common Stock, Shares, Outstanding, Beginning Balance", "terseLabel": "Common stock, shares outstanding", "label": "Common Stock, Shares, Outstanding", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } }, "auth_ref": "r19", "r131", "r775", "r795", "r1241", "r1242" } }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets", "lang": "en-us", "role": "role", "label": "Common stock, par value \$0.001 per share; 75,000,000 shares authorized; 38,209,430 and 37,186,348 shares issued and outstanding at September 30, 2024 and December 31, 202

"http://www.veritone.com/20240930/taxonomy/role/Role-StatementCondensedConsolidatedStatementsOfStockholdersEquity", "lang": "en-us", "role": "negatedLabel", "Common stock withheld for employee taxes, shares", "label": "Common Stock Withheld For Employee Taxes Shares", "documentation": "Common stock withheld for employee taxes shares." } }, "auth ref": "I", "ecd CompActuallyPaidVsCoSelectedMeasureTextBlock", "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": "en-us", "role": "label", "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } }, "auth ref": "r989", "ecd CompActuallyPaidVsNetIncomeTextBlock", "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": "en-us", "role": "label", "Compensation Actually Paid vs. Net Income [Text Block]", "terseLabel": "Compensation Actually Paid vs. Net Income" } }, "auth ref": "r988", "ecd CompActuallyPaidVsOtherMeasureTextBlock", "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": "en-us", "role": "label", "Compensation Actually Paid vs. Other Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Other Measure" } }, "auth ref": "r990", "ecd CompActuallyPaidVsTotalShareholderRtnTextBlock", "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": "http://xbrl.sec.gov/ecd/role/PvpDisclosure", "lang": "en-us", "role": "label", "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return" } }, "auth ref": "r987", "us-gaap ComprehensiveIncomeNetOfTax", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss", "lang": "en-us", "role": "totalLabel", "Total comprehensive loss", "terseLabel": "Total comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } }, "auth ref": "r33", "r263", "r265", "r271", "r673", "r694", "r695", "us-gaap ComprehensiveIncomeNetOfTaxAbstract", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTaxAbstract", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss", "lang": "en-us", "role": "terseLabel", "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract]", "auth ref": "I", "us-gaap ConcentrationRiskBenchmarkDomain", "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskBenchmarkDomain", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Concentration Risk Benchmark", "label": "Concentration Risk Benchmark [Domain]", "documentation": "The denominator in a calculation of a disclosed concentration risk percentage." } }, "auth ref": "r43", "r44", "r85", "r86", "r358", "r861", "us-gaap ConcentrationRiskByBenchmarkAxis", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByBenchmarkAxis", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Concentration Risk Benchmark", "label": "Concentration Risk Benchmark [Axis]", "documentation": "Information by benchmark of concentration risk." } }, "auth ref": "r43", "r44", "r85", "r86", "r358", "r861", "us-gaap ConcentrationRiskByTypeAxis", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskByTypeAxis", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Concentration Risk Type", "label": "Concentration Risk Type [Axis]", "documentation": "Information by type of concentration risk, for example, but not limited to, asset, liability, net assets, geographic, customer, employees, supplier, lender." } }, "auth ref": "r43", "r44", "r85", "r86", "r358", "r861", "r1038", "veri ConcentrationRiskNumberOfCustomers", "xbrltype": "integerItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "ConcentrationRiskNumberOfCustomers", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Number of major customers", "label": "Concentration Risk Number Of Customers", "documentation": "Concentration risk number of customers." } }, "auth ref": "I", "us-gaap ConcentrationRiskPercentage", "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskPercentage", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Concentration risk percentage", "label": "Concentration Risk, Percentage", "documentation": "For an entity that discloses a concentration risk in relation to quantitative amount, which serves as the \"benchmark\" (or denominator) in the equation, this concept represents the concentration percentage derived from the division." } }, "auth ref": "r43", "r44", "r85", "r86", "r358", "us-gaap ConcentrationRiskTypeDomain", "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConcentrationRiskTypeDomain", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": "en-us", "role": "terseLabel", "Concentration Risk Type", "label": "Concentration Risk Type [Domain]", "documentation": "For an entity that discloses a concentration risk as a percentage of some financial balance or benchmark, identifies the type (for example, asset, liability, net assets, geographic, customer, employees, supplier, lender) of the concentration." } }, "auth ref": "r43", "r44", "r85", "r86", "r358", "r861", "srt CondensedFinancialInformationOfParentCompanyOnlyDisclosureAbstract", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CondensedFinancialInformationOfParentCompanyOnlyDisclosureAbstract", "lang": "en-us", "role": "label", "Condensed Financial Information Disclosure [Abstract]", "auth ref": "I", "srt CondensedFinancialStatementsCaptionsLineItems", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CondensedFinancialStatementsCaptionsLineItems", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetailsAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Condensed Financial Statements, Captions [Line Items]", "label": "Condensed Financial Statements, Captions [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } }, "auth ref": "r214", "r226", "r227", "r228", "r286", "r1028", "srt CondensedFinancialStatementsTextBlock", "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CondensedFinancialStatementsTextBlock", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetails", "lang": "en-us", "role": "terseLabel", "Consolidated Financial Statements Details", "label": "Condensed Financial Statements [Text Block]", "documentation": "The entire disclosure for condensed financial statements." } }, "auth ref": "r214", "r286", "veri ConsiderationForTechnicalAdvisoryServices", "xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "ConsiderationForTechnicalAdvisoryServices", "crdr": "debit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureRelatedPartyTransactionsAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Consideration for technical advisory services", "label": "Consideration For Technical Advisory Services", "documentation": "Consideration for technical advisory services." } }, "auth ref": "I", "us-gaap ConstructionInProgressGross", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConstructionInProgressGross", "crdr": "debit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetailsAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Property and equipment, work in progress not yet placed in service", "label": "Construction in Progress, Gross", "documentation": "Amount of structure or a modification to a structure under construction. Includes recently completed structures or modifications to structures that have not been placed into service." } }, "auth ref": "r161", "us-gaap ContingentConsiderationByTypeAxis", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationByTypeAxis", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Contingent Consideration Classified As Equity Fair Value Disclosure", "label": "Contingent Consideration Classified as Equity, Fair Value Disclosure", "periodStartLabel": "Fair Value beginning balance", "periodEndLabel": "Fair Value ending balance", "documentation": "Fair value of contingent consideration in a business combination that is classified in shareholders' equity." } }, "auth ref": "r1172", "r1173", "r1177", "veri ContingentConsiderationLiabilitiesAbstract", "xbrltype": "stringItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "ContingentConsiderationLiabilitiesAbstract", "lang": "en-us", "role": "label", "Contingent Consideration Liabilities [Abstract]", "documentation": "Contingent consideration liabilities." } }, "auth ref": "I", "veri ContingentConsiderationLiabilitiesLineItems", "xbrltype": "stringItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "ContingentConsiderationLiabilitiesLineItems", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsScheduleOfContingentConsiderationLiabilitiesCurrentAndNonCurrentBalancesDetails", "lang": "en-us", "role": "terseLabel", "Contingent Consideration Liabilities [Line Items]", "label": "Contingent Consideration Liabilities [Line Items]", "documentation": "Contingent consideration liabilities." } }, "auth ref": "I", "veri ContingentConsiderationLiabilitiesTable", "xbrltype": "stringItemType", "nsuri": "http://www.veritone.com/20240930", "localname": 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"documentation": "Contingent consideration, liability, noncurrent." } }, "auth ref": "I", "veri ContingentConsiderationMember", "xbrltype": "domainItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "ContingentConsiderationMember", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsTables", "lang": "en-us", "role": "terseLabel", "Contingent Consideration", "label": "Contingent Consideration [Member]", "documentation": "Contingent consideration." } }, "auth ref": "I", "us-gaap ContingentConsiderationTypeDomain", "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationTypeDomain", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Contingent Consideration Type", "label": "Contingent Consideration Type [Domain]", "documentation": "Description of contingent payment arrangement." } }, "auth ref": "I", "us-gaap ContractWithCustomerLiability", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiability", "crdr": "credit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/DisclosureConsolidatedFinancialStatementsDetailsSummaryOfDeferredRevenueDetails", "lang": "en-us", "role": "totalLabel", "Contract with Customer, Liability, Total", "label": "Contract with Customer, Liability", "periodStartLabel": "Deferred revenue beginning balance", "periodEndLabel": "Ending balance of deferred revenue", "documentation": "Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable." } }, "auth ref": "r489", "r490", "r499", "us-gaap ContractWithCustomerLiabilityAbstract", "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerLiabilityAbstract", "lang": "en-us", "role": "label", "Contract with Customer, Liability [Abstract]", "auth ref": "I", "veri ContractWithCustomerLiabilityAdditionsToDeferredRevenue", "xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930",

[illegible]

"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "verboseLabel", "Aggregate principal amount outstanding", "label": "Long-Term Debt, Gross", "documentation": "Amount, before unamortized (discount) premium and debt issuance costs, of long-term debt. Includes, but is not limited to, notes payable, bonds payable, commercial loans, mortgage loans, convertible debt, subordinated debt and other types of debt." }, "auth_ref": "r25", "r188", "r467", "veri DebtInstrumentConvertibleBusinessPeriod", "xbrltype": "durationItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "DebtInstrumentConvertibleBusinessPeriod", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Debt instrument convertible business period", "label": "Debt Instrument Convertible Business Period", "documentation": "Debt instrument convertible business period." }, "auth_ref": "us-gaap DebtInstrumentConvertibleConversionDate", "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionDate", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Debt instrument, convertible, Date", "label": "Debt Instrument, Convertible, Conversion Date", "documentation": "Date debt instrument can be converted into equity, in YYYY-MM-DD format." }, "auth_ref": "887", "us-gaap DebtInstrumentConvertibleConversionPrice1", "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionPrice1", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Initial conversion price", "label": "Debt Instrument, Convertible, Conversion Price", "documentation": "The price per share of the conversion feature embedded in the debt instrument." }, "auth_ref": "r167", "r443", "us-gaap DebtInstrumentConvertibleConversionRatio1", "xbrltype": "pureItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleConversionRatio1", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Initial conversion rate", "label": "Debt Instrument, Convertible, Conversion Ratio", "documentation": "Ratio applied to the conversion of debt instrument into equity with equity shares divided by debt principal amount." }, "auth_ref": "r61", "r124", "r171", "r172", "r443", "us-gaap DebtInstrumentConvertibleIfConvertedValueInExcessOfPrincipal", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleIfConvertedValueInExcessOfPrincipal", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Convertible debt, if converted value in excess of principal", "label": "Debt Instrument, Convertible, If-converted Value in Excess of Principal", "documentation": "The amount by which the convertible debt's if-converted value exceeds its principle amount at the balance sheet date, regardless of whether the instrument is currently convertible. This element applies to public companies only." }, "auth_ref": "r56", "veri DebtInstrumentConvertibleMeasurementPeriod", "xbrltype": "durationItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "DebtInstrumentConvertibleMeasurementPeriod", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Debt instrument convertible measurement period", "label": "Debt Instrument Convertible Measurement Period", "documentation": "Debt instrument convertible measurement period." }, "auth_ref": "veri DebtInstrumentConvertibleMeasurementPeriodPercentage", "xbrltype": "percentItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "DebtInstrumentConvertibleMeasurementPeriodPercentage", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Debt instrument convertible measurement period percentage", "label": "Debt Instrument Convertible Measurement Period Percentage", "documentation": "Debt instrument convertible measurement period percentage." }, "auth_ref": "veri DebtInstrumentConvertiblePrincipalAmount", "xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "DebtInstrumentConvertiblePrincipalAmount", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Debt instrument convertible principal amount", "label": "Debt Instrument Convertible Principal Amount", "documentation": "Debt instrument convertible principal amount." }, "auth_ref": "us-gaap DebtInstrumentConvertibleThresholdConsecutiveTradingDays1", "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdConsecutiveTradingDays1", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Number of consecutive trading days", "label": "Debt Instrument, Convertible, Threshold Consecutive Trading Days", "documentation": "Threshold period of specified consecutive trading days within which common stock price to conversion price of convertible debt instrument must exceed threshold percentage for specified number of trading days to trigger conversion feature." }, "auth_ref": "us-gaap DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger", "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdPercentageOfStockPriceTrigger", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Percentage of conversion price", "label": "Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger", "documentation": "Minimum percentage of common stock price to conversion price of convertible debt instruments to determine eligibility of conversion." }, "auth_ref": "us-gaap DebtInstrumentConvertibleThresholdTradingDays", "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentConvertibleThresholdTradingDays", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Number of trading days (whether or not consecutive)", "label": "Debt Instrument, Convertible, Threshold Trading Days", "documentation": "Threshold number of specified trading days that common stock price to conversion price of convertible debt instruments must exceed threshold percentage within a specified consecutive trading period to trigger conversion feature." }, "auth_ref": "us-gaap DebtInstrumentDateOfFirstRequiredPayment1", "xbrltype": "dateItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentDateOfFirstRequiredPayment1", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "label", "Debt Instrument, Date of First Required Payment", "terseLabel": "Debt instrument, date of first required payment", "documentation": "Date the debt agreement requires the first payment to be made, in YYYY-MM-DD format." }, "auth_ref": "r25", "r91", "us-gaap DebtInstrumentFaceAmount", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFaceAmount", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "terseLabel", "Aggregate principal amount", "label": "Debt Instrument, Face Amount", "documentation": "Face (par) amount of debt instrument at time of issuance." }, "auth_ref": "r441", "r627", "r628", "r888", "r889", "r913", "us-gaap DebtInstrumentFairValue", "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DebtInstrumentFairValue", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": "totalLabel", "Debt Instrument, Fair Value Disclosure, Total", "terseLabel": "Estimated fair value of convertible notes", "label": "Debt Instrument, Fair Value Disclosure", "documentation": "Fair value portion of debt instrument payable, including, but not limited to, notes payable and loans payable." }, "auth_ref": "r454", "r612", "r888", "r889", "r1173", "r1174", "r1175", "r1176", "r1177", "veri DebtInstrumentFloorInterestRate", "xbrltype": "percentItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "DebtInstrumentFloorInterestRate", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail", "lang": "en-us", "role": 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument."}}}}, "auth_ref": [{"dei_EntityCurrentReportingStatus": {"xbrltype": "yesNoItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role-DocumentsDocumentAndEntityInformation"}, "lang": {"en-us": {"role": {"label": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate Yes or No whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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This information should be based on the registrant's current or most recent filing containing the related disclosure."}}}}, "auth_ref": [{"r937": {"dei_EntityIncorporationStateCountryCode": {"xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role-DocumentsDocumentAndEntityInformation"}, "lang": {"en-us": {"role": {"label": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation."}}}}, "auth_ref": [{"dei_EntityInteractiveDataCurrent": {"xbrltype": "yesNoItemtype", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role-DocumentsDocumentAndEntityInformation"}, "lang": {"en-us": {"role": {"label": "Entity 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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)" } } }, "auth ref": { "r642" } }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsRemainderOfFiscalYear", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesSummaryOfFutureMinimumLeasePaymentsDetail" }, "lang": { "en-us": { "role": { "verboseLabel": "2024 (three months)", "terseLabel": "2022 (three months)", "label": "Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease having initial or remaining lease term in excess of one year to be paid in remainder of current fiscal year" } } }, "auth ref": { "r186" } }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesSummaryOfFutureMinimumLeasePaymentsDetail" }, "lang": { "en-us": { "role": { "negatedLabel": "Less: imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease" } } }, "auth ref": { "r642" } }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesAdditionalInformationDetail" }, "lang": { "en-us": {

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Intangible asset includes, but is not limited to, patent, copyright, technology, manufacturing process, software or trademark. } } }, "auth ref": { "r1132" } }, "veri_LicensedTechnologyMember": { "xbrltype": "domainItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "LicensedTechnologyMember", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndIntangibleAssetsNetSummaryOfFiniteLivedIntangibleAssetsResultingFromBusinessAcquisitions", "lang": { "en-us": { "role": { "terseLabel": "Licensed Technology [Member]", "label": "Licensed Technology [Member]", "documentation": "Licensed technology. } } }, "auth ref": { "r1185" } }, "us-gaap_LineOfCreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityAxis", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Lender Name [Axis]", "documentation": "Information by name of lender, which may be a single entity (for example, but not limited to, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit. } } }, "auth ref": { "r117", "r125", "r1065", "r1124", "r1125" } }, "us-gaap_LineOfCreditFacilityCollateral": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityCollateral", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Collateral", "terseLabel": "Line of credit facility collateral", "documentation": "Discussion of whether the borrowings under the credit facility are secured or unsecured and, if secured, a description of collateral (for example, accounts receivable less than 120 days old, finished goods inventory). } } }, "auth ref": { "r25", "r117", "r155", "r186", "r188" } }, "us-gaap_LineOfCreditFacilityInterestRateDescription": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityInterestRateDescription", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Interest Rate Description", "terseLabel": "Credit facility interest rate description", "documentation": "Description of interest rate for borrowing under credit facility. Includes, but is not limited to, terms and method for determining interest rate. } } }, "auth ref": { "r117", "r125" } }, "us-gaap_LineOfCreditFacilityInterestRateDuringPeriod": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityInterestRateDuringPeriod", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Interest Rate During Period", "terseLabel": "Interest rate", "documentation": "The effective interest rate during the reporting period. } } }, "auth ref": { "r117", "r125" } }, "us-gaap_LineOfCreditFacilityLenderDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityLenderDomain", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Lender [Domain]", "documentation": "Identification of the lender, which may be a single entity (for example, a bank, pension fund, venture capital firm) or a group of entities that participate in the line of credit, including a letter of credit facility. } } }, "auth ref": { "r117", "r125", "r1065", "r1124" } }, "us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityMaximumBorrowingCapacity", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureDebtAdditionalInformationDetail" }, "lang": { "en-us": { "role": { "label": "Line of Credit Facility, Maximum Borrowing Capacity", "terseLabel": "Maximum borrowing capacity", "documentation": "Maximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. } } }, "auth ref": { "r117", "r125" } }, "veri_LiquidityAndCapitalResourcesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "LiquidityAndCapitalResourcesPolicyTextBlock", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesPolicies", "lang": { "en-us": { "role": { "terseLabel": "Liquidity and Capital Resources", "label": "Liquidity And Capital Resources Policy [Text Block]", "documentation": "Liquidity and capital resources. } } }, "auth ref": { "r1185" } }, "veri_LiquidityCapitalResourcesAndGoingConcernPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "LiquidityCapitalResourcesAndGoingConcernPolicyTextBlock", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesPolicies", "lang": { "en-us": { "role": { "label": "Liquidity, Capital Resources and Going Concern Policy [Text Block]", "terseLabel": "Liquidity, Capital Resources and Going Concern", "documentation": "Liquidity, capital resources and going concern. } } }, "auth ref": { "r1185" } }, "us-gaap_LoansPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LoansPayableCurrent", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" }, "lang": { "en-us": { "role": { "verboseLabel": "Term Loan, current portion (Note 4)", "totalLabel": "Loans Payable, Current, Total", "label": "Loans Payable, Current", "documentation": "Carrying value as of the balance sheet date of portion of long-term loans payable due within one year or the operating cycle if longer. } } }, "auth ref": { "r119" } }, "dei_LocalPhoneNumber": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "LocalPhoneNumber", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation", "lang": { "en-us": { "role": { "terseLabel": "Local Phone Number", "label": "Local Phone Number", "documentation": "Local phone number for entity. } } }, "auth ref": { "r1185" } }, "us-gaap_LongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebt", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDebtScheduleOfScheduledPrincipalPaymentsOnTermLoanDetails", "lang": { "en-us": { "role": { "totalLabel": "Total", "label": "Long Term Debt", "documentation": "Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. } } }, "auth ref": { "r25", "r188", "r453", "r468", "r888", "r889", "r913", "r1201" } }, "us-gaap_LongTermDebtByMaturityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtByMaturityAbstract", "lang": { "en-us": { "role": { "label": "Long Term Debt, Fiscal Year Maturity [Abstract]" } } }, "auth ref": { "r1185" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOffPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOffPrincipalInNextTwelveMonths", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDebtScheduleOfScheduledPrincipalPaymentsOnTermLoanDetails", "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach). } } }, "auth ref": { "r14", "r286", "r458" } }, "us-gaap_LongTermDebtMaturitiesRepaymentsOffPrincipalInYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOffPrincipalInYearThree", "crdr": "credit", "presentation": {

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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth ref": { "r14", "r286", "r458" } }, "us-gaap-LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo": { "xbrltype": "monetaryItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearTwo", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDebtScheduleOfScheduledPrincipalPaymentsOnTermLoanDetails", "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Long-Term Debt, Maturity, Year Two", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in second fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth ref": { "r14", "r286", "r458" } }, "us-gaap-LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear": { "xbrltype": "monetaryItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalRemainderOfFiscalYear", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDebtScheduleOfScheduledPrincipalPaymentsOnTermLoanDetails", "lang": { "en-us": { "role": { "label": "Long-Term Debt, Maturity, Remainder of Fiscal Year", "terseLabel": "Remainder of 2024", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in remainder of current fiscal year." } } }, "auth ref": { "r1067" } }, "us-gaap-LongTermLoansPayable": { "xbrltype": "monetaryItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermLoansPayable", "crdr": "credit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-StatementCondensedConsolidatedBalanceSheets", "lang": { "en-us": { "role": { "verboseLabel": "Term Loan, non-current (Note 4)", "totalLabel": "Loans Payable, Noncurrent, Total", "label": "Loans Payable, Noncurrent", "documentation": "Carrying value as of the balance sheet date of loans payable (with maturities initially due after one year or beyond the operating cycle if longer), excluding current portion." } } }, "auth ref": { "r25" } }, "us-gaap-LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureDebtAdditionalInformationDetail", "lang": { "en-us": { "role": { "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth ref": { "r25", "r115", "r116", "r117" } }, "us-gaap-LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureDebtAdditionalInformationDetail", "lang": { "en-us": { "role": { "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. 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Resolution of the uncertainty may confirm the incurrence of a loss or impairment of an asset or the incurrence of a liability." } } }, "auth ref": { "r423", "r424", "r425", "r428", "r549", "r730", "r886", "r1119", "r1120" } }, "veri-LossOnSublease": { "xbrltype": "monetaryItem", "nsuri": "http://www.veritone.com/20240930", "localname": "LossOnSublease", "crdr": "debit", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureLeasesCommitmentsAndContingenciesAdditionalInformationDetail", "lang": { "en-us": { "role": { "role": { "terseLabel": "Loss on sublease", "label": "Loss On Sublease", "documentation": "Loss on sublease." } } }, "auth ref": { " " }, "srt-MajorCustomersAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "MajorCustomersAxis", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": { "en-us": { "role": { "role": { "label": "Customer [Axis]", "documentation": "Information by name or description of a single external customer or a group of external customers." } } }, "auth ref": { "r358", "r894", "r918", "r922", "r1131", "r1205", "r1209", "r1210", "r1212", "r1213", "r1214", "r1215", "r1216", "r1217", "r1218", "r1219", "r1220", "r1221", "r1222", "r1223", "r1224", "r1225", "r1226", "r1227", "r1228", "r1229", "r1230", "r1231", "r1232", "r1233", "r1234", "r1235", "r1236" } }, "us-gaap-MajorCustomersPolicyPolicyTextBlock": { "xbrltype": "textBlockItem", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "MajorCustomersPolicyPolicyTextBlock", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesPolicies", "lang": { "en-us": { "role": { "terseLabel": "Significant Customers", "label": "Major Customers, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for major customers. 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Excludes interim and annual periods when interim periods are reported on a rolling approach, from latest balance sheet date." } } }, {"auth_ref": "r199", "r200" } }, {"us-gaap-OperatingLeasesFutureMinimumPaymentsDueInTwoYears": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasesFutureMinimumPaymentsDueInTwoYears", "crdr": "credit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesSummaryOfFutureMinimumLeasePaymentsUnderPreviousLeaseAccountingSi" }, {"lang": "en-us", "role": "terseLabel", "2023": "label", "Operating Leases, Future Minimum Payments, Due in Two Years", "documentation": "Amount of required minimum rental payments for operating leases having an initial or remaining non-cancelable lease term in excess of one year due in the second fiscal year following the latest fiscal year. Excludes interim and annual periods when interim periods are reported on a rolling approach, from latest balance sheet date." } } }, {"auth_ref": "r199", "r200" } }, {"us-gaap-OperatingLeasesIncomeStatementInitialDirectCosts": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasesIncomeStatementInitialDirectCosts", "crdr": "debit", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesAdditionalInformationDetail" }, {"lang": "en-us", "role": "terseLabel", "Initial direct costs", "label": "Operating Lease, Initial Direct Cost", "documentation": "Amount of incremental cost of lease that would not have been incurred if lease had not been obtained." } } }, {"auth_ref": "r1184" }, {"us-gaap-OperatingLeasesRentExpenseSubleaseRentals": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeasesRentExpenseSubleaseRentals", "crdr": "credit", 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, {"auth_ref": " " }, {"us-gaap-OtherCommitmentsTable": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OtherCommitmentsTable", "presentation": "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureLeasesCommitmentsAndContingenciesSummaryOfFutureMinimumLeasePaymentsUnderPreviousLeaseAccountingSi" }, {"lang": "en-us", "role": "terseLabel", "Other Commitments [Table]", "label": "Other Commitments [Table]", "documentation": "Disclosure of information about obligations resulting from other commitments." } } }, {"auth_ref": " " }, {"veri-OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationGainLossNetOfTax": {"xbrltype": "monetaryItemType", "nsuri": "http://www.veritone.com/20240930", "localname": "OtherComprehensiveIncomeLossForeignCurrencyTransactionAndTranslationGainLossNetOfTax", "crdr": 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from pursuing separate interests because of control, significant influence, or ownership interest." } } } , "auth_ref": { "r359", "r508", "r651", "r652", "r679", "r686", "r768",
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investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be
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Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity."}}}, "auth ref": {"r550", "r865", "r879", "r1199"}, "us-gaap-ResearchAndDevelopmentExpenseMember": {"xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureStockPlansScheduleOfStockBasedCompensationExpenseDetail", "lang": {"en-us": {"role": {"terseLabel": "Research and Development [Member]", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included."}}}, "auth ref": {"srt-RestatementAdjustmentMember": {"xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RestatementAdjustmentMember", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureSummaryOfAllocationOfAcquisitionConsiderationDe", "lang": {"en-us": {"role": {"terseLabel": "Measurement Period Adjustment", "label": "Revision of Prior Period, Adjustment [Member]", "documentation": "Cumulative increase (decrease) for adjustment to previously issued financial statements. 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Includes revenue from contract with customer and from other sources."}}}, "auth ref": {"r799", "r867", "r872"}, "us-gaap-RevenueRemainingPerformanceObligation": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": {"en-us": {"role": {"terseLabel": "Transaction price remaining performance obligations", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue."}}}, "auth ref": {"r209"}, "us-gaap-RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1": {"xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": {"en-us": {"role": {"terseLabel": "Expected Recognition of revenue over remaining contract terms", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period", "documentation": "Period in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDnFnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days."}}}, "auth ref": {"r210"}, "us-gaap-RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": {"en-us": {"role": {"terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]", "documentation": "Start date of time band for expected timing of satisfaction of remaining performance obligation, in 'YYYY-MM-DD' format."}}}, "auth ref": {"r210"}, "us-gaap-RevenueRemainingPerformanceObligationPercentage": {"xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationPercentage", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosurePresentationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "lang": {"en-us": {"role": {"terseLabel": "Transaction price remaining performance obligations percentage", "label": "Revenue, Remaining Performance Obligation, Percentage", "documentation": "Percentage of remaining performance obligation to total remaining performance obligation not recognized as revenue."}}}, "auth ref": {"r1036"}, "us-gaap-Revenues": {"xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureConsolidatedFinancialStatementsDetailsSummaryOfPresentationOfRevenuesDetail", "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureConsolidatedFinancialStatementsDetailsSummaryOfRevenueDetail", "http://www.veritone.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss", "lang": {"en-us": {"role": {"totalLabel": "Revenues, Total", "verboseLabel": "Total revenue", "terseLabel": "Revenue", "label": "Revenues", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss).", "auth ref": {"r195", "r196", "r269", "r282", "r320", "r326", "r327", "r347", "r352", "r356", "r357", "r358", "r377", "r431", "r432", "r433", "r434", "r435", "r436", "r437", "r438", "r439", "r613", "r675", "r879", "r1126"}, "us-gaap-RevenuesAbstract": {"xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenuesAbstract", "presentation": {"http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureConsolidatedFinancialStatementsDetailsSummaryOfPresentationOfRevenuesDetail", "lang": {"en-us": {"role": {"terseLabel": "Revenue Presentation", "label": "Revenues [Abstract]", "auth ref": {"ecd-Rule10b51ArrAdoptedFlag": {"xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": {"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "lang": {"en-us": {"role": {"label": "Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Adopted", "auth ref": {"r1011"}, "ecd-Rule10b51ArrTrmndtFlag": {"xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmndtFlag", "presentation": {"http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements", "lang": {"en-us": {"role": {"label": "Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Rule 10b5-1 Arrangement Terminated", "auth ref": {"r1011"}, "veri-RyanSeelbergMember": {"xbrltype": "domainItemType", "nsuri": "http://www.veritone.com/20240930",

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Includes, but is not limited to, pro forma and forecast. Excludes actual facts."}}, "auth ref": [{"r230", "r304", "r510", "r1024", "r1072"}], "us-gaap ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAccountsNotesLoansAndFinancingReceivableTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetailsTables"}], "lang": {"en-us": {"role": {"terseLabel": "Summary of Accounts Receivable, Net", "label": "Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block]", "documentation": "Tabular disclosure of the various types of trade accounts and notes receivable and for each the gross carrying value, allowance, and net carrying value as of the balance sheet date. Presentation is categorized by current, noncurrent and unclassified receivables."}}, "auth ref": [{"r132", "r138"}], "us-gaap ScheduleOfAccruedLiabilitiesTableTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetailsTables"}], "lang": {"en-us": {"role": {"label": "Schedule of Accrued Liabilities [Table Text Block]", "terseLabel": "Summary of Other Accrued Liabilities", "documentation": "Tabular disclosure of the components of accrued liabilities."}}, "auth ref": [{"us-gaap ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable"}], "xbrlType": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureNetLossPerShareEffectOfAntidilutiveSecuritiesDetail"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS."}}, "auth ref": [{"r411}], "us-gaap ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTableTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTableTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureNetLossPerShareTables"}], "lang": {"en-us": {"role": {"terseLabel": "Effect of Antidilutive Securities", "label": "Schedule of Antidilutive Securities Excluded From Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities."}}, "auth ref": [{"r411}], "us-gaap ScheduleOfAvailableForSaleSecuritiesLineItems"}], "xbrlType": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfAvailableForSaleSecuritiesLineItems", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsAdditionalInformationDetail"}], "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsScheduleOfCashAndCashEquivalentsDetail"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule Of Available For Sale Securities [Line Items]", "label": "Debt Securities, Available for Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table."}}, "auth ref": [{"r362", "r363", "r364", "r365", "r366", "r367", "r368", "r369", "r370", "r371", "r372", "r373"}], "us-gaap ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Contingent Consideration Liabilities Current and Non-current Balances", "label": "Schedule of Business Acquisitions By Acquisition, Contingent Consideration [Table Text Block]", "documentation": "Tabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments."}}, "auth ref": [{"us-gaap ScheduleOfBusinessAcquisitionsByAcquisitionTable"}], "xbrlType": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureAdditionalInformationDetail"}], "http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureSummaryOfAllocationOfAcquisitionConsiderationDetails"}], "http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureSummaryOfFairValueOfAcquisitionConsiderationDetails"}], "http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureSummaryOfValuationOfIntangibleAssetsDetails"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule Of Business Acquisitions By Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability."}}, "auth ref": [{"r70", "r73", "r567"}], "us-gaap ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureTables"}], "lang": {"en-us": {"role": {"label": "Schedule of Business Acquisitions, by Acquisition [Table Text Block]", "terseLabel": "Summary of Allocation of Acquisition & Merger Consideration", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. This table does not include leveraged buyouts."}}, "auth ref": [{"r70", "r73"}], "us-gaap ScheduleOfCashAndCashEquivalentsTableTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfCashAndCashEquivalentsTableTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureFinancialInstrumentsTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Cash and Cash Equivalents", "label": "Schedule of Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of the components of cash and cash equivalents."}}, "auth ref": [{"us-gaap ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localName": "ScheduleOfCompensationCostForShareBasedPaymentArrangementsAllocationOfShareBasedCompensationCostsByPlanTableTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureStockPlansTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Stock-based Compensation Expense", "label": "Share-Based Payment Arrangement, Cost by Plan [Table Text Block]", "documentation": "Tabular disclosure of cost recognized for award under share-based payment arrangement by plan. Includes, but is not limited to, related tax benefit."}}, "auth ref": [{"r66}], "srt ScheduleOfCondensedFinancialStatementsTable"}], "xbrlType": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localName": "ScheduleOfCondensedFinancialStatementsTable", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/DisclosureConsolidatedFinancialStatementsDetailsAccountsPayableDetails"}], "http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureConsolidatedFinancialStatementsDetailsAdditionalInformationDetail"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule Of Condensed Financial Statements [Table]", "label": "Condensed Financial Statements [Table]", "documentation": "Disclosure of information about condensed financial statements, including, but not limited to, the balance sheet, income statement, and statement of cash flows."}}, "auth ref": [{"r214", "r228", "r286", "r1028"}], "veri ScheduleOfCumulativeEffectsOfChangesMadeToCompanyTextBlock"}], "xbrlType": "textBlockItemType", "nsuri": "http://www.veritone.com/20240930", "localName": "ScheduleOfCumulativeEffectsOfChangesMadeToCompanyTextBlock", "presentation": [{"http://www.veritone.com/20240930/taxonomy/role/Role-DisclosureLeasesCommitmentsAndContingenciesTables"}], "lang": {"en-us": {"role": {"terseLabel": "Schedule of Cumulative Effects of Changes Made to the Company", "label": "

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Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": { "r66": { "srt ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScheduleOfEquityMethodInvestmentEquityMethodInvesteeNameAxis", "presentation": { "http://www.veritone.com/20240930/taxonomy/role/DisclosureDiscontinuedOperationsBusinessCombinationsAndDivestitureAdditionalInformationDetail": { "http://www.veritone.com/20240930/taxonomy/role/Role_DisclosureFinancialInstrumentsAdditionalInformationDetail": { "lang": { "en-us": { "role": { "label": "Investment, Name [Axis]", "documentation": "Information by name of investment including named security. 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G1#D^H9J1\$S\$D01;+A)AD3A^QCG2FX1L M7Y1MGLB=EXY:CVE=>2%>5>)X9GF94-2N,E15H@HT(7^222, %Y2AV1^M HI0L1U@ RVHDI@D N0^Y+P&Y3@N6-
Q\$8>=9Z0KFD2490V,4^BNC3.#- M1^J<^<3RCN^1U,#Y+D N0^YX^N9+&2^@,2,D2=VYX1\$8JB@B3KB^N<Z1 M^B1KA5Q1F159>T<@%R 7(I-) MLP?IW-Y
7H^1G^1BINZKM&+G;Q^Y=U\$1@+^+FIELK^*W+5^ MY1HT^/LA^Y3Z0^%7^=6:34SA^1^#%HIF=,NW\$ ^4=7MA^JT,U-OC^4^AB M^1XZ1^#MCH>^1<2D1^1D
3BS@ODL NPR,HD,M^115#D6412PM#F1L,2W> MGL^Q/POAM,Q^>M1Y IX+NG2^D5H6 MJ804(RX^>A=HPBQ^QUO,9C24 MD-29&>30%IUW-#M2XCC-,16NK=^X4^>1^I
MNY6:E-\$IG/7&Q\$135\$A00\$5H>@G:=&N16XU064HPZY485UB8A^A^UFB,O @ MD+9<(>5)D-0DGV^#I>V5JG=67D,ELH U-UNH RV6H1EY18656+^1GZ-,VN0 M5<CEA3&10Y-
^<LGNZ1^5HT+1HJ5F+1^&Q1\$5="X3C0 M0^%U6+>1^,6,24R6&8%Q(A,REID^1Z2-R=J,K(1#<^2F4\$G>^<4PH^1SG^44V\$5H^E\$EH^K^A4+@19,7XRGY,H8\$H2RB^<4^,
MH(2T)^%IXR1?H6UID+06Z%,%11^0LR1K%1^LT@HG(46P6^F(E 20AN8 MFA200AITS&@AT\$*@A=^EAI^1^7^1,F)^YXSH^#X(M\$#1DT/9&2K,^@B>T M4-
I,^VR10^>^12%BLBYO#7R7A@G;J^+4;,&1^1^",PE82S=^Z3,1%A+7 MFX1-, 3IU SX2\$5,0^H3^4-E,BOT^0 2NIU^
M^2H=0IUNX,1^@8N#B^5K6/2,JN+BSRIHJ^1W^XKDFKQ,CD MVM,PI\$<^>B,6W69N15^ZI^43 D-2^UKIEJ3AN\$5^12&JZH4XTEKB^TL5< M@6^GTDKTOVL942)NULIYWS\$-
+10\$& @FBV2K^77^I^>49\$ MP1F3\$3EVISE0BSEU^<0D4>7ITZ1^0661IT(NX,MI^&^N^X&^<2,0D^T PA&@UNJ\$10@I^O:06B^,UIA:5\$ ^"TF8^DS>^1WS,
M6>RNEJB12^,HM^#VYQIUSI2,80W=^%GWC\$S@XE9N2Z1^USYF5I2X,8DULCKDHB=U6I;1,0 M^Y,XY2^R\$6,9^0)(8LCMFY(HF3TP=BE4X15XI#6^X^)(A=|^+G
@NU: M4P^#1C8=^OCZOA^Y(JD0CT^F,^O:D8PIR6/EE>^>O-I,IL%02EZ60%#\$00+ % M:PH@N^D0)^%#80^2M^1WU0PCYSU^))MI3K^0XA-O^L%005IFA5 ^YYP6F
MX1X1P^1^GGGZ93#_DHQ 0&XC^U, 68V^MC JU1UZL^VYVZ1+^%LGSU^Y1 MJKHU,U=C^RY^1+>A^1U4C^V1H>^>OAC,==U,^WKLGPI,X^#^#)VFH^ZR M\$C^2VZR^1JW017=
^11+1@AT=5\$55,H\$1H^I@^>^WN2598H^1W^YH^I@NU0188K+3,IE&5^E2H4720U+ MA#1,8U\$U,8A@,@9+XIT#8&V53<9QAS>,1M23C>-LXA0+ W3^Q:Q5/9K
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F^FHA^X(M^ZIF^>P^>Z1Z+PNHFI MOIQO^U,8WGH1=+RY-2=6&5-,3^1^R,8A^XD&4UEH1^?K\$R98YPIG:MWW^259>2D1A,R& MT<=&MF0W=+Y20Y5&6V00I,1+^(-
MSL^D^2D SV,D^2^L3E6^0\$N>=O\$;"MUA MK&7U59ZKR7C=>B+GKVAE7Y1P6%#;7BZ<1A6>Z^YK/C0^P%,7 S^Y/1N)LN M^V^L1F60^UY?#\$=^N^#6 X&O10LR-^1V)@OLX-
IXL1P\$^#R&M,1^%F10,5NHZIDIN-OANOPI^MYU&,V^1LQX/7^>^T3K^N^W1Z+&3INV5^M17VUEZ/7/ SYBB5F3YZ08BU@H(N<@,R,C,I;N^IU57Z ZC<^Y VPM,7Z>K
MY@,IT,0< /WHP, "D="G>KX,90,^1,6,BMHRR0 +0@I^N^H1^&O @S@; M,6=03MZ,7/L>02VR1,31X-OSWAFAX 9C^1^N^MN0ZQGCT,N-I=2)+MC) ME ZSY-WX1^G^Z2?1,4I,
25T7 _POSQSGNCAI>F1^1^Q^YI,H8=HXK^M1#^S0^T^UJXCZ3+&R 6EOY^>WOIV\$+^>PR2E4A=POQ-76^%U1^;7,G2G,I,B M# /OR^4HFTIR#2,9NMJB>#UI^<X^/H2D-
>PvZi&,57HYC^HQH\$FHHJ#3 M9 JP,KTG2W4=^U>=WSY,GI^>^SWTI^NNK1<#\$91ZARTCEFM MS#7=14K162>,"SDTIMIG^SH15=0ZN^<76,955,CI/5\$&^M^1HGH^HH
MIH^=9HMYUA,YU0=,R1^5^~^9X2+^T^TIG^RM^ 381-CV,1JTXO,MW1-IX18-M8,#VK>E>\$0LW+XU16)WF^A@;2^V9<3N^\$LWN4\$1^YR/NF5TU@/A+FC=I78
ME890\$@,"NP91G=^FK8H&IV1^>F^T4L^/NFD=1^0^01X^,1^<W2FNAU4& M8EO&FDT>5T^5^A@1XC=^8:50^7TG,ZMYL^3\$2,I^AN IRIV XC=6Y^1=1DG90V?
Y&S2@A,TC=1<8^U89 M0,3^,NPJE1=^1HJ37R1^,01^<E,RSFIE6M7A 2D1^0\$1\$=VW9BU^9\$12D M\$3^9#2^XIT=1G+V1^N1H0% M\$^T&A:M6GRZL22,2315>4@81^1@(&^#6,QI M
\$ALIV,3^7^4S10A+Q,2UC 4\$<^Y\$Y1K=,04R-1R>36AL^278 X1K+&W4YZ1B^0Y2P^G1H^MTM&5%18Z10, D651ZES8S-K3>,>C5DM2CFK3<4X40YXMM+1DW\$2#1, MC74D2L1,
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OH1+^427(9U11^6FH5E6)&2,8^>6L%1; M@+^#B E^2M-GBZOV1LE,23Y2+ /36+ATJH& 2LN-XL,X\$T MSL,BT^0DG>U-K-HR-IE^L@1& \$8#QY8#10)@H1,16,Q0FV(&.>U1D@E1
MG7>^GT&@&@D0HL4-(V,Z4&N2L,9^1,(PM)=5\$50,CZ\$B\$QF,S6RLT^1;I M^2^H13P69R^K,1K1SE^WZZZH\$D&ALREF6>K>11U&M\$10HFF7HC29G@-U MB1C=,
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IG>YV^#C,17@^T^P^1^U1>2^OMBNN1L M^<^%F,1PR1HH9+VBJ3>(&BN)386^YVEG,5Z5K^&FE1,AG1=1&6V\$ MU(U13F=91W39,XOUBIDADV^YX& AHN^UH^%MAD-
QM(I2D-KNL&4EMSH^0^&B&^D\$M1A-M9&O8Y^Y1BG=^@U@QV1PL7>8D^F20C1^1G^FR5BPPY-MB3^5Q>=>816&T2Y;NH3N170FU^GDI>=>76 Q11C1F43W1H1V
M+B^<^Q/I^*U10Y7,C?S^19%Y1+N 3,20-VP,ME""WL=^@MRU:RIV7VWM,E7A@4C1P1L,1>03,1+HO^431\$96G;+V;=^X(D-MA^%)H/Q>1^PZ,/@,(1N&8/M-6;
IX@,^YE6QV4=0^,13X0 S71^0^A)I^&MX9>NCI/(S@ 1#5IWZZ4409X1>9HAI^V1>2V3\$ MJNF^V1^B@RBW>75!
ME^H14&4V1RZ>,11^X91(1F55SD20DM\$SH2,6%#1+1&Y8(4W+@JN2G1,0 MR#1,2,1>QW^5&XR@=F^H6-7U0=8@B^WVT,NR^W(1<@M+^7(2SVMBBPVB^\$,M5W?
K0W^<^<SDKX0^1\$2&NKM4>6L1+^>(HG2^0D+1^5)BOAK^ZES^92VMB0^Z17^ MJW<60^?QM^Z1^,384V<48%E F+VYW&5,74
MU9E+P/W<6^Z^NEUAI^MM^16;1>0B72M+1GM^<%(=7\$ST0^>1^,AU05521S^KH<^>1WVE,U,31^<^439\$1US#; #X/^@ ^#X-,NXCX,@R#)Y MA&6Y@R\$,@R-
IRC8:0U0EF,M<51800TAP,0A)3D0I5^*F0B18B9C1-,3 ME,1^ADO,1+2KPNBHOB,1 I ZZ1BV16680710#W<7R2/MIO397R(NOSA-,M,H,4 \$X^3FX8)O-/P9G-D&;
(RY81,YPC^PT1CM^HY/^GX1+F=^<@O,PI^ M42^VVKI/Y<(<N>N>?P^K8V>QJF1Q^K3>^&YRX^X81^<64@WNP&5&C13(M6AA,7^ NH4JZF 26^J5@A^C^1F2R,D<4XU<^
3YH@>0^3P1Y+5D0,,Y85 MF8PFS R&9(7,2,5,22)12MET6RE,YV=3,CL>V^O,SLYN=^VAY^0XPY02 M0,
<88I>T\$^#A#B/AT1^9 AT@L1\$17610C^RC(3,10V+&16L0<1G0BB4<NE M+>Z5(1^%>S1+^&DIE +ONRRID1 1\$1\$0\$1&P(63^5PE#14%(B(Z^R
M^GD2+2+1,4<1Y8N&XF&,9FD1YX359K4),2Y,^@H1U5(Q,H,X,(7+&5AMS M5NPC+&X^ZP-2 E^V^,7\$21^S12B00Q(CSEFH6D\$,BS8A^Y09K,R^1,24

Z&,FT1 ME(U!P@""+*SUAPVGBAB(B+6Z=(N@R C1R>EO95&DR2MOFW-.9:WU1Y29%I
MJDZ=04X9CK(51 +S>^!TJ<7&^JTY*CI\$@C^W1^*3B^Q.)|^*VIP8\$M-EQV4K; M1MJ77_IR
WA83JW V@WMJQ1B0YP<2N7=<(!2YNY+;N&;G Q:UT#N14_I(-!)KW\$-
UA9=1QJHJA2;U>NL59;,(>2-7D!J8I MLC>W?WD,-;ZKSE(K&.)IMQ^K7_?9Z/JJ!IB6*%
(S.JUB+9A-@&TMIU1QRT MGF|H+H,109KO1#;,\$!AXE|=TKX@%|F1?
F@*Q.TPLL#00VS)B=XJEF1P5^7H_M.9_T|^@&X(21(W:GV!Y6&?
Q)6X2.V)WB>EAE(+9E+-TDD-=LH^|H[8G6)X6&5P-FT19NZWLTE^P.6M
MF7LS.#1?1^NZW^"0\$5H);8+>4:Y.2)OM!M3M1|WRW3|B1Y;EX&'OB-TIQH=5!O_!%F'G?
OL/(&'S1LO-FX*#YP^!R E#VRTSK.V&8.4 M@)2 E#RP+L,7W?
&J43D@)CO)/R1:US&MMS%U?1S^XGVW/IGV1|^@:1.IM1+,"9*0N0,8:l,S1 A.UA!_,
(2,L**##H|H@R.B\$3"&541DJ57L*HF&BD MJ"(14"+3Q,1LXZ=\$OM
1T#';4!%'JRP,3I\$O^R6 MHM T;TH)02IQ1^16@2NA(X9B)SW\$DG,9+8NA4/.)XF\H=X%+*/
C5J^3T-^ M@@\$86R Q (P C^L F6?>>&TUBD;40"8SD#F#5"!1.)%(T.XVD"7K">.1(6><
M1=R9O&&642+A;+Y^!4V=V^!;KD.X:A6&;>)4>9Y.LQ>GRH|45A@5WJRZH|\$D
MALR4F46K>^11US&./OMHF?ICV90@\$|TBIC=,Z1XWH!;Y;,\$A0I%_)6'H?_MS1Z;-
K>1^NC?Z5CSA(^\$2BY|D5SSXW@2!H?G3L614H;.1Y/CEK)MD& 1@.2
MZ%1_LZH!\$"1(BB)!" 3*51Z!6+HJC*?W#,ELDQ%(*,!,<08EA3<\$TP202I M44HAP61
(129YA93BA 27--%I(1=@,1M>*>PM?/=Z-FE')^_AW7^HX1QOYBQ8
MOO0^,^"CP1V&X@%A^Z7PUCA.Q:R^*63UF,2:U M1LJM0Y:+1+@D> X(NY1B-
:0#V=@O,*Q1C-CX=+Z17^1OET^X%C M _EOFA);# OY^9EY7T^WAJ^1(=1/9)*
M4F25M,A*HZ)-TC.>^NV21WFZR)B_SCGZU_%D(7L^978^&H4RBNCC/&KXR\$ B M,6)
Q^X5A^T_9|PW3^H<;TS6HW9\$MKO%^V=^T1J!A9;,+J-L_XL^LKI^/I
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M",1S@CCW\$G%M*7>8\$1)HHA\$R(S3UL+^>>_1HW<_X+CX1@4;,'9,1Z710
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\$;3Z,A")/*N&1/X15G7,4RL8G8R V M\$^N(CT)Q,; &%6 T7L:0^HR-PI^"(^CA/AIRDDQ1R-
MPQI7\$G0Q=,;XHU11KIM,7,<^H;/^"*/EX<:7^0>F5^6,>J^*3" _++&)"SL!
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<0|>W1H)NXD,TLX/8_#;ML_@V1,:*>A3_+<8<2/'LD&>!#99V9->\$!CF8Z%
/'4YXD:1JN122% M 0.SW+4)9X%'?-O+" MRR,RN,:%VD0IUFM]*?V\26W M&T9YW(X;3?
^@52=*)WG\$AIG"8EH#+3,|BA^XOJIG>3 M?
WIO|O_\$KVA1PO>|P<@X(VA(Q:3AV1E;UC>ZY(TI*2>EGJ
M!7Y@^|09@^K9D^A|BR*\$830)@_YHP@KN'7J<03GN1EK__E_?,WIW7QOTE#
MRX8TO"YR8|4;JWWGH8!^|#+/|HC-(TK\(\$Q)&F>4."RUTYBG-F5K0P%?F'6. M(-
#@F#X1AI.>1"0B2S+7C|.(,>,E0+|R4I*D<4Y9>P/?7,^81D8CM
M_&%;),)YEDB\$=Z21B&,GU;&Q9Z/T[%'I 5.1@P*3D2"D'F979"0%AD5\F2^ M%T4T77;\$?
IC8,53@F50&\$L0KXC%N^@6>SXKH'D%A(43)X_ID_#3SO^|?; M80SAGWN\$9RE
8U'47/^,URX M:(LI?ZZKIKFGPT5H!4 U&'MJ>/G=GW^MMM++/3G6/0YPV^G VZKL-
ZN2T%I? M>? |: 'H*T-=V0 M)|D=1RF)(B<)7:5H'@<>"\ 4")PT(|Z;AR3)PHSP
M*\$UI"\$SWR**GI>@515_|^!8PYB= F T1_:?Q|GC39'O|H 00W/SEW@T\$)EBJ
M)&EZ<5'S"R3@0NLN'14CH0XIF>N1: >D9=^B)1-\$_8*;_I4^GJCW/U7/!0LI
MHI0D**%!K_4(12>?31,:QWX0)L%:5.1E6L.L3)|Z4BWH|\$ER<^+M"<(O@#6(
MN*/#&H_3C+IYA@0VH !#B-)S#EA#LN=-/:8F|EC\$ 7/B#6..R*LF5B@L\XY
M+...SVXDJUT@Z+NJ3->|6=&87@X8P|!0:E C\$G.O)0\$KA\3/XE#DH;4Q|3+
MF"9I0GFPEG#Y\$|J9OPN\$TV3:*F?|F&XDSC9/F#5L'6)+'8.^!|ZG#AV_,@2 MN>CR
A;-8C^..0,3V N|OC:V/%UG\28!YDZ-!EE5N?
KYX06Z\XFWO|N:SZH;SC_S^KK(^&9MZ|>JE-J H,!&:%#|W|H4S>+7
M:0%_':B#Z\$_)GMO'-R.M|^!?!2\$.7C0"PS*%6BDB6HN(U340"5WW6LT%UT*=
MZY%X|H V6NC"@29|I*4ES/P!!"T8DYFY,|MP+4L;:N1WNI9G=DV&/8NM5K;| " MZ_89B-
W#Z303:++|OVWU@I(CL300!BU%\$(9X'^EN|20U\(:P8\$;-I+)H"<0*M
MP@(:N%W|Q(H|YS4O,PYTO/C*N;Q#6\$D |6|,?1,(1;3|N8_Y_8=:+7#'\$F@!=IFI?BIO5?
67/,0|(GX99?<@)W|ALME";6U7*V*.:S KA&>B.= M7"(55!AJR^QR*,0V'_GV\W7+,%H/Y+
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!EH9VZ+M)NF8|/I>9>|&8SGS5!GY| M*)|)E|PRJNSCQYL: ^Z_&80G@7;B#|5Y9*J?
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M<|NA.I:+.?)67R+E
R+B96)G6^&5QIL: +F'2SPHJK7!8|M|Y|X|E20/T!5I7Q>FK|K14*.X|/)>:
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M9@J\$=,/@O| MVX"9*9P|ROK^JD& @U99S<6L;W'OT.(?YY_>67-@5KAH^IF
M>|H1+VJWMY:_G|^)=7BS=@:T17UG*.;A+48=4'998GJZ1=EUT50
8XM'O0#2)NQHJGP!ZB&?M)|L"HH3G\$&& M\$ZHE&N+CX9 NX+&
J@L.'R@^ ^=|+F6VA7'VKS|Z&|DO@\$+,U'TX@CP0. HY0 M!L%\$MH="Z|LV9VK!Z2+IP6;
((3/('Y3#46W\$|, %KQ2:,JLN32,HX)1D&9@K/|@|MG*6 M8R|K|O T9A|>
(|4;8#+%V9O^7H(%|44CV+G"+Q4ZV5>,S)G8MW2W? %-00!| MHLTE"J|+_6
1)_49|0.6\$1JD\$8">+;#03 ,AGCQ"|H,9C?*"W'P&Q A&A17 |Z77 ML4/9#/(5U1H-
^KJX&8@1_K:GEQV7\$|Y'0RK|TWS(L.;UY6O\$ 5|L M|VI&,7XDKMPH)K"G" I5P/|XQ
KT"D*|VI69 5OIM8Y)" =4_D:Z'LI N MI#U^11D(&5CA;-
FN8JE"K*OB|N6.N),N+XAF'S_#QDBM0M|,!9P+C@1<2C|"3)F508@-
WNFF4_+*:@'2"M3|@8G; M/:6YFX>A")76.XI1JQ)O!!PK-
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;*>F':"+9|K6Q|BNX.X#THND73AVIF00+V MSG@NL% EC+BV\$ZET@OA=
#TU;)|18X.X@^ ^-=)\$1|!|YME MBEQT 52'SD&!&B7@-KR&T|H<")+.Y2G=-
*@;Q9|HP=>S!DHIXUP" S| B@ MSM&@UDR%I&DM^@ %,GY0I'3
M>L1UHOQ(2(FQ=BQVD58)9|HT8&JL.%(+_1V:%^|C+NV")|
M,>KXKL|IE|EAM&:|H2F%%M49\$D\$=FB:@QWJY"1WPR2(\$DYXX@WLT//>9KP1
M>Z&,"5^J1UJD|=!=1V61CC*AQ'7#S\$XB,,DP===\$5 <<9V3Z)8R>-.V*:TH|3"BP@|?
*C|=49H%<|P)X9\$V5-MX&5P92%>|>(:U:U|R4)G5%|H MZ6I^S5IW(YUKDLUH
P#.Z04G906*AWH('5WP2: ^G1'O=3|CWX@,4P.,
M9P#/JH|S8IF/J,W9_CKZSEE:\$#VAA\$6SVO9 CX3*BR0#VOT^H;|@|@|I*QM4?
QMQZ93CTF5|YJA/?|9>O;@\$5+JQ;H M+MLA&VKU13D#J4! 9M6+;

II<5*^/A"Rj_%2#E7FZ'IJGB8=DH7T&<8V!^'+Q#J5G8W+.=,Z9-I4^_W'S^_^^K=W
MOWZQWOT= K\YU6QO7!01^5DUP-TKC-"K\I9 5WJ!'HW1:<:/3_L,@++\6/((
MV(N,^*YG\$YK90'5Q%&9):G8E7^ORJ1"">PM"OVKH|.>Z6LI?ZW@F)GU6(IN7
MLP|SI8J^!0JL"U'K=EXR@,N_)#K!\C%B#O.%IM"\\$ _GI7(5%T,,LM[,0/2! MF8\$|R>
I(IFKKV7I1'K @A*T*%MU%_Z)I7F=|64L%Q8W^BLE#3. MDPB;YH<^_L|C*0/R|G)?<+
;#|CMK,68TURQW8Y1F/I') X#R*2^DY(CO, MX\$_ "*,9E'TO2@|RD_9DQ_L@2D"9HAO|+K
WAT1|B"V5H0TA7=%NNFX'E?:#O:%T"8EH+|(TMT(^/S"A%XYW/JJ|R|Z5/T&@R-Z
KB,0_)O-9F^)*I+/R M:ME8::|IFND-O%BS'+GXDQGM1-L|JR&0>
(3D,\$>WA,0&OGPSRP+N,LX:*)|>-B0X1_5&NBVP
MB|F'_%SI.^|S\$4:OE@E_WEO4)!X9.O1%;%|@K@C*R?@0QDZSS,%&.4X(L9W
MLI0D=IZ0("3).2AGZQSC3TA3%M8*@82G<|F52882.>&^#|LYM*.)3GOE)5|
M|5.R)VXRI@IO%"S;5;3).&.T?NI3Y"V@T+N 0IZ7 #HP2F(;=/H""W6 03 M/T3PO-
:JKZ^Y<)/VK0AVH|JG/09\$&!?B!%.PI&EBV,|D\$C(XF(71*;ULMRD
MBW^0.CN8IN+WU3M'R(AT/&3/.5828)!_B C-+53 08B!<4%N,VZ?_,^""2# M_&
(_/HK=>%|*7#J7F_A357^L<(4%G0UYTMXYCC,)QB6XT%+K4(2NXI=P-LSU
MYMQE/J(HI569QZ@CYU|JY780\$-?S N(SQR&QSV.2@?0#E G#(%J+E3X2TS|/ MX>SS
C2B/LHU?9S|&*&OR>5"/^0?05%29NO|DO&K\$NZ6@O'-C!97>S/!)LZX M6-P0\$U?
97%L=T^)/BT|LU(3=AWTBF|/UBN',8I86MLU|A(Y3O06WNXL:2)Z.| M#S|,Q.LI&
(.98OJ*9H<)/C!+99|55L:"R-U/#!:7:(H-;LIAH0|F+BL/A/+8 M(>TP5JCTA?
%1CFO|W'5#XM'0P6Y..8EC/R")9T=Y\$CB'40V==*81!'# M;LL<|S0;LP"SV;
|!|7|0>4|T|UD3QO-^(-;2ZU6Z++3AOE(+|H3SOO%4? M|E^Q@^(U+Y?B_14|
M8XKA7AJ8R:K>+OBU=,I,R7'?%>Q9:UW M+|T9^IMU)|!A@7^PL7M:
(/+NY)RK9ML)8L?NDR+S3TD,:RD(Z/I)B?W"-6(M0,B-6*\$CI9
MMR&:!\$E7|KUVKP|/*Q/8<-JUM/_U0Z;(HD04O6CS|QG<2A/0",4\$61:T* MPC7>|0B9|
|Z3:I->LONF*%Y_@XJFOP;@"D24>RR*-B: WS6B6G2QAD+W"-2M
M%/&7E;B)EQ=4%J%H/MF^'MN=8\$YHH?
9<:GS1/'&-JFVF8RIE@C==;IYGV7&|5\$#6:H
M";61|GX@\$(BSQD>.3|..XI3'S&:H%DU&?NBP>+W'F*XZ^I" _Y>G>6F3:DV!48@,VY|
JW"t%OTL@Z=405;|S0/EX5RRL4'F/T;:&0Y M3WCB!.*'>QGQ X>2Q.\$V23V:ADX|*;>/:8
L36*WC/3)>#2#ZD6-4&":YE2@55,K?D*!.2H+)P|9%(J4 MR6)8K7|M>.(W;:VDSB.CY-
R>)(3/^*,Q&#Q\$|H2^"MC#E^?;FLSN#9T,N+Z MOD-|QEPTUSCAS/'S) [RG*ZU34|F|
|S=|+@8|H@-\$C0|KZFW7@3 &5. MZ-9+/5AE9YN:!/1TZPYM|W15:@ "3YN#G/Q68#Z;
(3"T(YSQW%SX%LQ Y;\$ M64Z2+..\$.E'(P|AQG/760P_!*>0K ?O"O|H|>UE< |Z 8#QOL6N?
4_'<.:+& MHQ|H|B@X@5)F\$D8H?>+<TUOIQC7|%24|G7'BGZQ.
M"U?/%"XR@%,6)K+J:|EV!5LU>&C35W)5BU1K7M42IN=L,Z4P1U!&9QCRN-
MK1QL0QGP M6LN=6K^TRVV=K6_50MY?*Y6_JBV WM>/?
#PGXH2F"Q&L=|4)>N|VI|CQ9A M,K9E"LU*F> .&/%""MB>|^FGJL;F=^005?4:FCB?
=3N)K3MR/%KJ_ :KONG M&Z*)ES1|6!96WF+=|D|^H.|ZH6|T %J)8S)B+E2H^3 2|5-
8EE%>5W-<)Y>T?PFU|XL5?!H(1J: ?EAB,=@ " MMJO=;4P"D1/WVN9PL&
|EOJX:K%A;%&CZ+|H(>L-O6ZFHL Y%/QZ.|G6!Q3:Y MZ.|?#%NFXO/51K1|L+3O'6"P?
E(WZ:.*<0;@/^T!8|IR>68,3.N4:O|D)\$^-9W
M_G_:_!V,7ZF>*VN3UR:/7L"MH^N0;H^HG!K_KI4WAJZY5| UH:IM#4-|:O0#VPQ@O
&KQQ.U^=JO?<7^(OX#9M@,Z,#W!5H|3,!Q|7F^)O8C4_<8^\$|GF:|D#G|:U?>V3 M-
%KQ%3%N2M??UV|S%|4?H4THKY>=BP!IX3HR06B(|\$Y6+=Y(20)!BG-9KX0
MXD>3TOE|34D8B5^JM(UY|544&8/\$0N"P/Q\$ MD#2.7^O!2)RVIL&"&6BQF"
MTAYXKW"|ICDLP("OQJ0LYK 0>A-
::)86W|L,|!#5(Z3@)%=;Z#JU#>&T_!1+U3>K'N5P,:NJ:A,WT4 M.1=L%96,=C!*TU19;|
::F;&.1E#|ZK^\$RR|N)K|!'|LW8%R&H1>F|Q,:8NP
M/6S>IJU2!&K!CH+^))HXRCDA002D'OB=E"C*?+9\$&JBMSK@;Z%:=PC>2#JDG
MOG&_*?>JH=X@B00#T>T3L(I;72V#:-T2V
M5VM9|6H|A'ZC7U\$Z(K(KZ\$(S5+:TKKK7X^E)O7#<3!'MSA0(U,T7.9)BL_
M2L'4+|*M|YWYXO<2WJ- MJ<4|(K-H|B|K2W1K18"L:3#<4-;KB MC+XB8Q7+9-
/3936|H|W;88)--T+YTQCHDPKCNV_"\$J\$^,|*FKOQEV13' MCZF45*DN?
W#CM;O=:=)^PQZX8&|U5.Y.ZHX&"RM1_N#XTVCI.N|8KW4X|:G? M/DW;H0V|:L>|
+)= \$#W;<|U<9PFWK?'(WQ!|3EO?LB,:! M)|P4ZV8R/B,<)_ T(@SN,_!V
::3Y^Y20)!|31BH<|@J|!"_;")UP>8OUM<;U)Z|: M7_4G^+R 7=WG|7E1 Z|>: ^-
JATOJ5#Y=;E+U0--Q8CA0I-CD+/_ M5T>*Q0'P@U38?G0";|QXAUS1-UU3
|)UF4E13D5|0R&IA:9*OK%*"U _O^X/44:'QV MR&U-<+Q2^B3EWEZ

XHLNWSTJ5./47>6D7 US; L0GKKPV&[=#]PQ%%9^(M\$ "S6=" +A%P+KU7B\ M7G?
MZJ56C/1U/H?T%5J6.?J?4SOYP--)"^TM#30/)V M;?"75%=5?' O)WZJ7KV'Y?
C\ C2I%3*9B\$692I.4FC/>07&.6K< M(D'B_3"DQ91N06N 5+C7KJ]#
ISE>2=6;%OY<%_1\$0^&?X(O;*QZGL&6;+NDW M5Q637? \0)% .G+W6Q(N
!_3#%+HV"\$U2\JB3DEV3E'S42PYX#>VO]*F'CHE%B@JH:1\$12I5>\UB)(M)C(JY\IS-
00:Q(@/I#Q;(Y8>5\WMV+YZPJ=1;)-WMJJ1I*/6ZEX"1I74Q+G&. M*V8WXW1&M
&K+6Q=#\R^'WT=>-C=HUN7F-C;50!(2'00?177PL^ZJ3E<=2FB
MROBFZ\6+'F!&'B0Y#\(<1;UA=MU7OC:3=H#I5UP:1D#C(C\7\3#E_?*H?'N M@<-+!NL?
%XQ7<9*=0_\$J,>(-O*62%P5::H>WCZF!BW\T1&JHHP7##7@SHM@ M7U'*L:'D?
2QI.R*5\$ L^Q2YJ&\N 2EY>:RJC&30!F/47*:N2:IQ=+AM%3H
M'IER+69S(CO3V@C(^BME)ZM,M^U9M&V&VIJ1/1GBZ!T^X M-
JA@W;A@5((+8*F;PG\$KCSY0P\ZC-5MB^N%\@#J'%-9TO1(Z_M+_+A=
(RKW&^NVZ4+;R;W<@:4<'3^P(\$+9U:_JU*<\$0E'<I0Z\$IE0L2JCK:Z
M;=OR9<2:^B#@ "X2:6HK*('S
;1Q1^QIV!;J29^=&'>F<&^HMJSK3VW_!;Ezs))1Y5K1K#Q;^K?/*Q5V R;?
H@HHRL4@@>TIS;+-X?L5@& ",.I5V= H\10;M MAZ!4?3\$IE#?
U,ECLG0E=NI9I%=NP&X9PR!2:B%!%Q"B1?
WK69I//LHBUO4"TW99X\8F=;W+O"2NPVO"! (7BI-"G!.\$DH1YI
<^+20'\$&15J)GV\VG!;&IOQ6X5D*JBG MN=?
= \N2\BJ6UF@&2Q8RW#NF.!I%S_%A7E*4&^_\$(^IHJ-
K#AM";GMQ5;Z@W275#C\$^#%7^MZAf;*"Y^47>5
M)R(!P(\$G*O;/N>8US7\KQ&;3%3%I^=QFLE.1EX 6'OJLT;\.(AJY74D>IZ >_&=:J#&40%
<(+.\$6IZ;9LPX\X M0%'UB@H68>JEI(_B6))N*Y=4ON3E!O?8RI=K0L+?
84(SVPZGZ%1\$;G-"UF MA:K\$O589 #,Q+U)(++U6>"6P"!;\$;)O0"+OYM6L5P\ M"YD
,>VH7Q3(T*;<"%YK,#\(<#_O ;7TA.O\K=!U0H-WDCY8DWM,F:E%7S
MOIZRPMHJY6*.\$8,D+679875S2-77IB_33I/K;<<I0WM5OL?C-;HK!
(,A(O,O;=J':*1Q);*OI73IWR? M_6>^Y3EZ:D!G!.WT&M/^KMJ)ID(;
(#/4YS;=T+;2N4Q0DRPT*RBRR*6A=+BCVL.5>%;HC\$IRP! ?U:X M.N!52LW9H8)2TQH*
J1+T9,H'8 J5TEO\>YH8Q+W5L4K(93I_O'YJW+IF68 M=R%20U2N.I.*Y QMJHX^WI<
MUO? N@^%SF_HK_KF9XZT!;-I+=@=SIR5@'. M_LL;M'FIQ\-"NFNL8)>9ZZ(5%846.I:?
R)I\N\ "20*5N^KIO(ZWV\H\H:I M?D-\3I?_YFR\%5L^T2Q\$?W'.N\ M#\L?AGBG3/-;TE2EY
_A,INEH)1I M9+E"2FAM7%Y>%W4E38>,A5\7A87EZ(ETH)J?ZM0D^(L8W\ \$G8?%-VK?
O&Q M=<&K>373#(,J;*E>\$PIN?<)&)I3I; <:>X+BX><@.A:M).2PN6^;VK*9Q.@
MLBO>(DHK5V2*+=M@=3=S+J-H\IR5Z\-.GFYFLZXI=[?1I(IK&7%)9/'!SDG86
M,%C+F\UD&*L")=E-G\$DO-9>V4@/?&4Z3\5<) 2Z#A=L"9IXT&JHG88"Y?3V^
M17B_T%&%\K 2T1^5;ES35:&57'C4C%_0I,9Z Z_F\8_+K,)>T\="BTS!5OF
MW,J&3C65H&E9()Q*=%#D2+^23KQ:#\I=IF:*2(W?E\+ %5>=H\$4I!CFUA< M1
MK1U0EI3ZPGN">W/=+%A\X5_!ZU MD)Y?;S!O ^\B:>UK!W\I>\F6PRRI6-
H>#3J\091_%\LO?%A'L@1GM M>-?DE/\N1"JH\;4+G@KN\ CZ/6M9C-%U21@D>&-
Z0'U!2^5_F\05W5O)\$=0V MKB9329_R?M+V-1*W4W':EzS6(;1<=/'..A6V *KPXXETF?
2I4:??>2;HJC3-M\PY3(JJE%.N*,KYBI/7KL=;JRSK)+%QP#/LS-3@;\+;\N-9TJ."O%3)L#4)
MK!1 \$B4ZEWZGU4M_BDQ;1&V\I\ M?O\$QV,4+GGO#V:HU\ S6VZ06\$#T2);
MOUD+6,NU5EY>6Y?:Y.1KC_1;>Y\$OF?V\IR4I6M2J>CLG\XC3(QH*J4U;@>\&1 M7:
(9,D8(" ^?*-ANXE@%5A'10*-X\$C^5F7>^5R+V%6L;8L+J4/\$11N>B801F
MBEW^X%T4G=0"\HP#EU,9(AQ-0BAX_*WV&M\A5_-GKL0NOX%!MR.' &FX#I
MIBO10Y3%#D42HXL;-I-U: ^>O1\84^ ^9_4Q\$@1(=0U#EL\$E3P1%9364@2#,_8?
+IUGTJF*0P4/%=E?8A^U\Q5H0 MEE6+SIQ"L_ ^*."8&-W?5I@N>79;
<"YN1)8VK5M;H1XON_:+W UMDW3\7C@\$ M&SDD.EMYNN3>
KO6HD6M^="C;4&2%0@0S ?'Q;J84;O404="##%-1\$@6>D1K\$2*
MG\$;%;VJ3(&0#8\7:D9DN,\$ -HD1X\;2=+=T)@P&6F\)&P)Y&CZ?(4!(%W-
UA*6\30/GXN*X=JW\$1117\$9(,.)K@>R"K+I&WN>@?H-/B^AR5MWJ."M1AFF';&0^1
MD5Z+WMJ8FX*"?-&+H&IQ+AXA\I?!\+5)38B=7HY=%\Q?0S EEX I*(PZ9;U\I
M7U>S=B9I;KX89-F*(BW2-B\ BA!8QMhZ9"2U MRQ_1:IY4\$V'KT=X&G-Z0-
PFR@!'DC7DF@EH-C74.-;H\I>*UCI7^T>C" \<\$
M_6'2Q,K1PGOK&\E+!!;4+&P;7)!5G.I3N0W?M-I69N+T_";&+W_9.>;\$E.
MQ6MZZ9U5*W'Z":.2A2BS0#&?2A0D"B/MT8F\;I E\FI\$JT1.6GXN+(ZNE* \5QN^
!P+UR#ZKMX;?V_Q3 ME:EYH;W)MHP./4 GS!!_4@&L^ \82I.*;8=JV1+@29MZY@ \9K;?
VTD%\$TW6F ML>PQZ\$VC\2:#.N-O+#"U;:&IR\$1VEW1\Q;JRVc>ZQsX&W;5J M'Y-

IO.H+6.GG8(.#9LH>S7&,"N/MMFEE5)?CX_XBL4[@*D-*L5\4,I7+
M7G2LU@77\)\MRA/RJ;^S&*OT"B(,1D*D-VN=>.;I7@-R\$FZ4T0T:LU^2F-
*UKY*KXUFLPOU-BES)K M-
N\VT70%&;UH^NQ&9T^I% ^YDO&BVO;4#*SIDRAOE051I9RD7R3.WW[BXF2M/
MD\c.5DEJ.LB^&321=+73NML*BPW\))5PZU7335K9'?VPJF;65#TS5DP5VJ8Y
M:&AAZX?JV\;X\5\0RFS A1UU/(% "%,M70(FIDG7\))JJ-P\6.&,EHVHFJJS7%" MR:ZSB&?
5D@EL6^KT;3&&HS/DT%>(K_JE0-?;+IU_KMH3-/JD=G<3?
7!RO&J.!:UJ0LZ/L\HU&/"OLR7WQ-M+&N@"NRM3_K^=DE3*
I;Y3@3.XE4*PUGXGC)W5NT\|@|9AVKB.XYZ4#B)/6\ _MV\/_=K
4":MLZ=_U17&J1)NA*!+5#J52)"I (EVXB?-LR;GED.&I9@>|I9
MMCIA(5Q4\!SPEJ?7:\AM^EX"/"F\^_11.H\;K"U=C
M7_U='3TZB#\$9!S&VS/1Y:*9JMV7\|C<(#;(IN;8#5T JG(U7Q\$>8L _JZ8"K
M^02*+_9\|RWW%3YR!&||H0Z3337J;"K?9%.9;*K1:3S T3B\0IP:>IREL\|C
M)\@NZ!IW6U5(9:\V T@,% ' ^5SD?J1\$J0\+5MWB' ^05&*O>|X_O"!%E+Y^J796*#
M"=\$HHN>/W=3-?CD>;(EC"0,JJ\$0780FZ>(2J!M^P=F" >55)2\ MA&
MW9NZ (I\AVMDNO470HR8;Y\4/_1\Z,+|KDQPSA)\ M*Y1EP<3V40!>8*CEGKG*5%-
1662ZJBS6\$-T; _ ^WNT^7HG% _@4YCW4.RP7= M5,VJ\+>* &XP_Z%L2HFW^L,H%/0%B-
N7,6LX!\$|1P:M'.?-XRXZ:-EE>K8;8' M="!+CZ*#V'M5*91;;Y0A\K.L6WFGK8\W;?N:\$ ^ _ :E
:DPS1MM,ID.9EMF ? M83%?LC<(_69U00FP@G);R>,\$5
102W\$>/3SG0@:V546E+J%L" _NO)A;:!\@C. MP07@
%4'!+J,FA2"|@*F:Z:T%\$TV0.. ^K,JVRP,"45>S?N4F\#|9TPJGSZ*I M?
EGD"S\.).39>7L\PFVFZF7\U\ESBUUFFW7HF&AIN!+(C4;0Q\@,F*Q*JI M O_-
Z\HG00U%CHB,4?!_T4Y"<%OLIM8F"PD\IG 8*E _EMC3?-E&P+: ^ _ :PC
M8S)9&S!0(8(52,ZMYDHTBAPVQ9(_J_Q-6??*V\F\5KGLS0PH:DOBJAHET/1\ M5:
(8%2U8N%)\KT3\|3PG*2EDT:)(NVX+>HN6Y"5/U-EO:E=6Q\ITU8.1%+O5
MIA@|9S\$7(Y\6U&X=*M>>X)XZK\3AKL@," ^+SFEYQU5A*>J9Q>2HWH'>>7>>K
ME9K'GL\G.M9I5-MB\BL'HU1\,L*L:(|H\|2\AFZB5!M;|LIRW2N;:RQNW?
2(^F9I!4=LNIU0I&+ M3A\I^ \Q+3F?2JZ;=92KHVVVRJLYU7^T+ #|+KY!=5R"RI72B=
10\V41MW&*S. MC)OW/9S\$W,JU*5#IPRH8L.E C\ _ :|VG\2
MOX>UO.TVH(14D@Z:ZCW<(7 H25-MBHH6QE8@-QLJ\$R2HJJ%R6Y0\|
%H78/5Z@DER\.)U/0;2^0U0\VC\$4)&A0;8- M:W+!K!;2F-(I0D6\$%2#+6WB :VB%:-
*ERO5/4K2P+H107UQ1Y)VE->#GTLNS MRFTG.V(YHIM0J&3V<9?
9"+A\|T:E2Z;:R3,QNEMLL>@JU0L'Z"1&W36 _JW(0
MV#HKKHK%G9EVJCW/"E5L3IP' _:2\Z10! _ ,Q\$U.H\3>1TBU""V5'3.IQY4IZ MW^:D _)\NH-
RN)\R>WTJM4=0U4CT _:"U)\LMUA?2I#;V%53Y#J2;Z4Y+W2,+W7-MJJ"G.@-
#+F9M2T^=%J,!'%+4 1K58K!":@ +7K4UM-F>VTX)(BBB*%3\::W-MBJ&BDO5ZO1%16?
5*\$XJ\0J*R _JF&6@K&-4XN5(P/51H\0(VK?;V\757U4JC M,&'0Z%#9@+HV;RLR
_PUOVQDK:GU\$3.9WD^L\YCVZYQ;K\ ?M_63U+9 _:*O/
MY\$B03R)ZC'3U\$U:).#;YWS;:2N0024ZY.F""DZ)5ONK6=RU \$EA_E;FE@"OK
M\ _OKZ3I!;DEB\$MO\OSC>K5=?!\YH\$)0\V-K3Y6:@?G#167K1)F;AV(T<*6-M\ _?
M1CG\H\NYHK>^N_Q*;7W?Q0085P)1:9? _IDFG'6Q+D-J8"3<9)D\|&|I MU"MD)C\|
(6MK^_P(BD^)\O';:LBC\|VJ,<|59=H:1W\$|T^T5P18NDUJN7"^:K M _;&7VZ\ _?
B^Z:9'=ACU9;<64V\Z/T++J=\$&Q4>T&+CM%^059TH _W#;:16\Z
M.PBNDXM"H'ZLJM\!:_/H'U/9^X\$,HGK4LIM&K9@LXU\4T%T03"!H"TN _? MK?
2KUZ5?UU&P6:U*Z3\T..YX9;Y _)!@|57(GD\|S>J=%@MW)5EB8%1E00L M1LC
XBWQ,#D^!I47L&Q\$|@ _KVHMMW;ZA6)U*Y0J7;K6.TN+LWM=7K\9.'10"&
MZT\$W:BBIYZA 7ZV,MFY8J>1RNG1:V&LF \2@3Y+D0&MW+E4MV 5/4YEDRU M\T7\5-
2M8)=44"N\|L2ZHKF^3WJV)^ _;%;.IWHCO-A7N4N:"\|_4Y(2.QV76A MN _KY#
|Y!"6<*QG7P)5W*8W""Y\|<0<0TMOUM _UR6?R4@,WC81'5.\$KBKB-S _;
M8AH8G6E5+IO>QF+.NVS)(DK _3(L&IY@9ZQ""*=3-HEF576(-6T=+?NEU8<6E
MW6K1U\IRGC0JQ _+#"Q6Y(FUR E/C#89'287NK2Z,7,@%|#;D;J\X*;7R@BMSF
MIM"ZN4AG4J^7J\&S:67P%R#OC6S\$F\H* @BY+PS+Q&;:0))_YTL<8"&17^DP
M\YV\9'6\|MJU\$|HA.PFK7K.%%N%;JUMHX@<|4FFQ4&R=R4*;U2EWV0TM&L\^3
MED1@D;F03=R)739M+KF.F*I-D3T* @%%= !U Y= 7WF.I M;& 3'Y%?*.ADCELBC'J#2S
MNV8K*BS3M97Z\8 _/\^/3\$4\$#AJ^@#V)N"E\N.W; _JW2P.&5R\$?^G _|VT\|JRW
T MOO\$F4BDTBRQ\$PO#0@L0V"> _-/\\$L\$WR\|%;% %G;2\D_8?Q@AG*BM4MK3:P(T\|
MZA\|R-)'S<:/V=<.J86NV+1@Y9;UY:U#>L!<1# _-F%&^U'M&>00"1RC#;
MW/H@5M.=WJMARI.QHL _\;BI'6\ W:S M-W1?O#M2-K+^I%|Y0G%Z%20:-^

MRY2UP&M5ZW0E=4<7Q6O;>:GP|_L6K7M|J|5(N)F!M|!-414L%:K63O:CL:) MSL4"4|+ \$V&1!4T6;6=&&BYNN@G(+ #CX@0'68VOD3 (&EC*FL/H43C#S +RE,MPVI_ ,V^ ;9J1N<- /VMPZA4P);W;M=@:|>SO\VP@-8 [KK#GNG|U45P%6N1 M3+S.C::Q%WW?MTS5_DC3|\$:|G.F3NP|X+;|WQ)/8_ |A"S0P&9@,3 :FQ|SI MO_ZTJ%>YJ_+Q"3&\$H84+D>|E%# +Q9_-0NTK|3L:#R3|D;|8@-G%B,U0>52-M(E0*UI? P\$CY<4_|B?5)) (Z9:J|F#|0H|#H|U*;\$SZV;W< ,=V@<-|A= ^7^ M<|_|'T68,ZCW2^L\$1_*TL? MR*&BR-9> R)WZA>9,05N/67J8? ARRSY*ZK6|4>RD86%CP4_#PG9C88YM6-C* MUF%2IV%3QE0P1'(|D7B&2(PL?TD- HP<_Z^ MB8W!U,/DR?6JL:T)% ,X#LR9.C&,: "CYE"l:%2*.C7=?0KJ%=0|NW>?ZP1XTA M\$D,DADB,BFHHV%#PT5*P45\$-|1K:/4#:-2KJ'KS66RJLMB"/-090|UQG2M; M#|NS90|'5T:UM8.PJDV^" ^EVV8Z7*RO|_L|?V19C00<(0)L@_ ,/>SS3C63| ME&" +>00'(/YVP|&> ^'Y|_* =^IXYE*E\$X|I?@ E.Q,W,91L*'E4X|I*OC|E MN|XD|L/C/W5#R<=WIH:25|3K,\$Z_ |0-)1_?F1I*'E"R-XF#.J|/+#_ 4#24? MWYD:2AYHU_XD|_ ,@3_ |4|H(R0_OM'82|8'MP_'N;&,O&IG+/ORZ=;EAI0=\$ M5/N# |. @Y:;!0&AWS21A\$RU'NZU" L&CKGFL W=C@%<0| =&ZAJI>ZAG;JAW=Z_# MQ\$F<0SYK0|^&?D^7?HW6;:AV/ :NC5R|TF<_ 2=5#+ 59W|D)8>OA+O_AULF MJAN>>4!T9'CF/7AF\$|E?@Z'?48%KZ-?8*L96,4=YO'1KY*ZAW_&=J:?'G>G7 MFS@FV= _0|C_-?2|ZUF|0+X'775GM&9#M2='M: ^Y.M>='=D_ ,41NJ/::C/'BJ-;DNAF|' ZZA M6R-M360^ _?KJ/R^J|H#>2TH;CB(RK,2;|Z;?GW_ S-PSRJ*GF5!DD1C6-\$|0 M|1C -51|H#ZL-(G/4AF|_*ZAVMT3_ ^SDH/-V# =4.JCTYJG4F7FADK;':,8|K MJ';7LPY,BKVAV5& :VAV=TF;:;99;Q+K|:4C|LZNZ0-M^"KIF"J_ZJJWH MRQ 6XD_#..G_ ">:WC6\$7&Q).H_F|AJY|HHKQN"GX5)FUR8@P=#L>< W=|GK6 MQIEA:'8=>R8P(&AV3& :VC6T*S) M|=|GGKQ'Y;-0@<*Q"Q=PO_/FE1.E2<: ^\0|7C -72|>Y)P\$AMOGZ';,8|K MJ-90K.%: ^E\$>/,FZ3FP.VM#L", U+MS^HKCG|9:FZS^ M!^')3U4-FU1;V;*N>9G=6,45W&@<|,=-+?*%8V#WM#M>, U=+OK6;_RDH,N M4C3#|PSU&NH|U).VU&NH|W2IUYUXQO|G|'84X|JJW5GFN@?M_S,BUQ#OZ1*O M.W&3@R9?DUW_3_||^S?RT(VOA'#;MF26ZR-_ \$RPTX|S:(94V<>WW#LXR;C M4^78)K!@Z'8|X|JZW;W+AW%M&)H= |B&9@W-&IHU1WF<-&OT8T.WXP'7T.W. MLG;B1*;&SE#M&, U5&NHUJ3_|S=^'|=: %S2=R;: ^R|F"E@MKSNN|JF\$=&?2 MJEPV8^SQ'YI(PG\$3|*GR;F,I&;H=#|B&;@W=&KHU1VGHUARVH=LC.LJ#IULO M.3\$/AZ'94S_*@Z=9(VL-W8X'7\$.W1M:::H1|XLEG#B"(N '6(O!O/%NB%|H: MP)>J2&%0DF#8Y'VD)P5TXG6|U&DP7UA--2N8I0_L(.CK@8=|_0'SVJ=B1T>-,(8|&.YP3- PAV%_FLV\$-AC48UG |K,&9^'9BN(/A#H8|&.ZP MMF>1MS\CN\$-AC<8WG |O,\$)#&LPK,&P|L:UM6&P#6|P92:W N7Q-N^ROU(MJQG;BER_5B7Y^?S| (PZ\$MF95TUAY75UA)6%56D)^XJ6,U=E'TG53V=R51NI2=| MH|ORK=^?D C9S%"DPL7+O/H?0\$KRTD)%T91(L ^MNFf)"X'YWP>; =.VQ9 M(TO"%22%/!:F0S&N- R_|YZ.HO:"&+PNG|37J|?ZXR*, WY_>6%?S2-^?Q&\$*9^59|B+|BX6|5409LN(/5S*;Z^6+ C" M^/K)/&980=EJ"M 0X2(^ ^4^1Y>|8? W\$|MH+'@=7RZ0Z1NKF)O/N:X65: ^|ILMXL>66|RP_LR_5WEC|KW3=S69;=?7V81R% ML7B-G*7Y)2ORY.KY%Z)9AC\$RWJTO\$%A%;)GQRPXPO6"RPR_Q1|H3Y_5A\$VR"3;#I M+4|JGK.UK>J|F|C5FZYXD|2MZM7D|9=A+FX|V|W|'F.2WR1%ON(@VSMH<4BA-M^ ,9GA#E*|_Y|W,+>|T1+.WM_"/, "X#8Q' "OI4*V,1P.KY5"MC\$<#J M^50K8Q' ZOE4*V,1P.KY5"%C7QD\$|D||J10J>HC" MTX: EP9VYO=4EG&' ,MR6? QGS<9^3D.>\$" ^|F7.%U.>\$MN@S<*ESD+A/A0D5*DOX5E_J)IHK6"F 05| MN<>|8>W=|@TR!4ATAV1O=B4@05T.Z3GNP(- ^RO,I23GYUW?'" .Q^G+3GPAZ- M79D8>TCK49:+.|(l<=GWR9Z|E|DU3'?03!=|L,X\$+Q.9|-H|=BVP"W;|BOL M? DMR%@\$20)(T\$0%P2!868+11_6|8'>|*)>KOMJ|4ZZ;1^S@-VJW|C_AJ= M!|I- EX9_J8JCDG'7GMGB_76Z|AF23V?@N1GW8BQQB>|@^1!^Q0D|L?<4+- ML:N^UT&R>CX%R4|)MGWJH'4-DOME+DAN0+)%|1?|&2KI=9"LGDI|!K-MA WJ M&^UM|HY;K|^Z0_#A6Z1L,3^PJRS_\$<^2!2?S-%F0(SD%V%<|(-DFY006IYP MF0T@%!=; (SA8>OH!;U)^,A^QI-(?"K+|_|FW3 O.!K=|,!?< MHMY%O3M0Q74E,YDGGZ9(2?8X' D#B"9M;|=Z!CL|W#5CN"WT5)*L3 MO^BK@-O^F MN4>^BWA VN3|0_? 6TU/%T32X\$OSWU*?BMZVN3COU!3|&CU0QJ MM:VW*+>6- =6,U+Z&|7,W|CXR2PLD_<)BP/'%HDPZ8_R ^CD@-B!3M;UM652 MTT3S!MCVP5Q@6|? 7M@UFP6P?S_6S!U2UCCOHG3^ +;#5#EO3I^YDT+F"PI;8 M:H?M>/_YKG TF%7)E8- GUIQ0VQSTCEK8GO|\$8_5?|V3V^|6495P>D|8|CBK MQNWOY? R;0R&5ID97A;2HZVLF D*!6=U<.GEJ;FL:@-^|&M:|6.VI=ZDT&??@& MJ_6U&E)K>9@;| !5L;?4UN_73H:|E3ZH!;7:4>M3RQATCOTIANN16B_N|Z5(M9S?I_|O*UP|C+

O%&X^5!1Z;6,>H M-L&ZBC7V_P"W_3\$7W-9??VRY2#\M7TP%J2"6E
+5ZI*+=K(X+8_YH+;^K6M M@TD_4-L+"V?C*\$ MXR/)I3VP5Q0"VI!+5RI*K6V/>@-I
<\$LF-6.69.;6S) VKI8"ZHK;IPO_T
MHQ8I HTBY>I)*@HI)K,B37D\>R#A0ER(47JU8=%5%S%*#VH8RZXK>OK%UKT)MKG?
0H M7"3=A?%V\$VQG<IL=<<MNP2U<"6Z5
ML#@@<%)\$(HG\7@FM^#AJQ/6^XIZ".JC;&NFFU3RQUTV@1:6J!6.VJU;&F!
M6JU=.7AN4=N"VKZ8"VI1VX);N%)=;GU1VTVJB>HU=V5H'9XKL8*@\$;1LID MR\CY-
00C\W(A0,8B#DU4&A1=-1\$!\$#;'W/!;5U?FV,KK\?Q<*/B2JH>#H.:'G!%>"6S@;
MW"KD2G"KD;I!K3*N'#RW)AWI@SX;-2"6NVH16T+;OMC+KA%;8LU.U.)?R;
MI2&;1G++H#@KHIS%.5GR=)ZDXCUFG\$R3N,@(OU_R..05C(*&06U@=95N\F M
K?I,1?<@EMP"U>"6S@;W"KDRL%S:U+#&03A(J 6U&I'+6I;<-L?<I\$M:EN<M3-
#NC,)7+DPHYPI\DN03\GL*.9)//I^0F.D MY&%@%LTXDYZ%6W M !@:PRP;5+3!L N%?F
N#Z-?"\$.H8W9<#8 "L,I\!CZECMS4(8 ,@\$: MA:H;P_ZI.FA'VC1WJF
6H/_83Q+%KP; @ ";#4#P-, &":%M.T^E0ET/ MTI10!Z@#U.'X:^^A#I'Z(Z^H#6
I0!Z@!UV)\$>3FT3Z@!U@#I'="W@#Y M'Z /:#U@ 4D_%Y! BMMARQI9\$JX@*>0A,1V*
<;UYV3!2396W%I3@=?E\3+VC M#?J!*,NI1EY.9-R\$90%IM-Z;T T=.,RJ3N&;D
WH!00CSRQF MU_+'ZP_S&U8NR(J*@\$*O*9I.(O&U>%I75Z7!3)?U>7B9_R^Z5XN/AV
MGJ35IR@14?;IS;O;D!=1)/SR+-A?I>:I B&<5'5DQ
MNY%AM#F.BI)Y&,M3JBB)^#6+*%GR9!GQ9_\$Y#^_ERD-
1G#>HK04E4HX6W\I#@E18NSIR2^_0M=I W%KGD2Y'. M;EBVBMQ@%6)K_ZY%-
GOQ=9*AN*3#AC O1%VL=X"X'7+^2?R9AM.B
MI+3PX;00S23A1'+#HV#38EDY,ELU+Y\I>KN*+U\$881)D9-6PXM6EL@GVLZCL
M1(7R2YH4RZI6N.,KWW,95ZFL N0M,BY>*R#_+5@J^E_R740HVG!AM=A9/R;
MI:'L)I427T0Y\$XU285G97) B,\$WB(MM4")LV=58ZL_IRR1X6Y4=+%I8B\#D=
MD4\WHF7R-><I\$D\$+=LX3%PMGR!I?A.*_YI=A*(E7#:#Q4>K^H\^#IAD;AE
MD6:%?"=O6WG1ZBW+)O6U\$+ORZKLPOR'%H\IR7SLBU\7=7_3"W?'9KJI:#")M,VNI%Y4I
A# M4N2794/IJGJ4:1@CX\WZ A&6\$5MF_#+C2R;I#NLR*\$>,JGN?O-
1X\IEL^IEZ4B7VYEJ"CF^ZNS#SNN,T>F;S;X\I/+_)O M-'E!V 2;8!-
L>LN3FF^M:WJJ;OHH3<35DV6.%2O)J^_#'-OZIGN\FP8B\9< M4F2B_Y?
MG=H\I%#\@4SBB?5W_QX9IV\;N:6=SJBV8\57D>>082QRAF+D(:Q
MBAF+D(:QBAF+D(:QBAF+D(:QBAF+D%;&E_P3CR\UH52/.IQ\$!YAVJ_-
(N7.G0H*\$D(6%IB4I(6#T),PU(V,MS MI0W+@4RUTJP\$) I#LGE6CH' M4 *0'EE3"O)601(
D@0>,+N 7-+X "D!!XZM?D."H^9;.#<&1I?=-J_S
M^#C%EGB#W^YNI+E#ICA.90.I^L+;IM&+ !@ V#40H 7\ +>?4ZWJ#DQA^QS MX MI
<47C6< W\IS 3#JWV,,FMU;/BN OV2)G)COR0N-I=C?J76ZY#(Y7F
M15MI;.^I\7I#&25<>7@D45W!-SVQUQP BZH6R,*50%9?/P-995PY>&31.@:W
M_3\$7W**J179^BV'R-WGHV2QDFV,2V4(>&OQ'^0&D46ED=)5&?PP_ID>F MD
MT0L!MW"ENMRBJ@6R03-7R-8>."O,;I L%<,(OF;B%*I7E5KNZ%FGTC>+D M:YI,?
K^8LHS+O:P62QYGU8@JOY=_I\WD#/+8(W,ACI5'#RSX&4652V0I86Y0+;V%E83^!G(I L!
<(%O7UP;<#&)I8"Z(126+/-H6P^0? M,K9YEJ\Y"F)>0Y)5!H57271I-
Y\$,U4\$M;JW/;'7'" +VA;4PI6J M4GL^&?3R^WH(K\O /R*>!%4QF5+ERI+K?
Z5KI(JV4,IIG_RW"+-SL?1,4 MG 2A>!*/9YS,DBS?;%. _^XG2H
MGY/F3I_G"HNWOLMCJ7BCL?C1,JE>X#+E
M\$'\$T\VKCMQE3K(D"@.R=M@^&KH\W6#UYN;?L4L5*IE6\$K'2V0
M!DB#2M+0=DL,^@!I@#ZHHP\H.D :(-V0!D@#I'2 &E KP+Z 'V /J#IT/WT
MD%;+3,JGW57E,4VB8&=L_9K\$%I_/A%;A)%PGB6+#B9IF"!&\$F?Q7&I0I(
MLN1I>I2J.LMI?KST1I>T\$,7/IQ'=. \$SO#\$FZ(M!<0"8G'*#B#D G(IN5!(+M"V@%A+"
6M8+'HH\G0RP@%A +B 4Z(I +R 7D M FV+T\Q.B7^9>/WRS\U;ET\XT#\$MF M\$(Y)?
KUIKC\T\B\O*MYQ.\O@C#ELW(C,A&Q2*^
M"L)L&;&'2_GMU9(%01A?/YG##*LW6TW_&2)PO"?_*;(AG#^LGUA>>I'C8,LN M9I/D7A:
N.GE)@;O:P;::>TKL\TN>H2^R>S>VUQFCY_%K?#&ZG^EZVXV4ZJK MMP_C*
(S%:^0LS2I9D2=7S\I0Y5H7JZFE=EG10J2HO?"1?K7+"JCCD&G2\$0;(GU\(@I)"@!#>
MA^"J>J\I&"/CW?H"\$7D16V;\N-+EK*J>Y^IG'2_#;-P&D9A_G"Y
MOGL;:'KY.&L\NWQNZ>N6YE;^>[#CNO,D>F;#2XI_!)_Y#M-7A VP2;8!)O>
M\J3F*IZW54!U\YQZTVUMDM5409J\ C+,Q:UGNW>L#6.2WR1%QN(@V\MYI2&%
MX@^D*R_*5W\SXYEUIKJ96\IB&9O;P0?80P#QBIG+\$(QBIF+\$(QBIF+\$(
MQBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(QBIF+\$(
M<_)9_=-1GZ. QZ0KWR9\64I\0V;+-PJ;::MP\%"07K2WA"P>HIF&E P5XF

M>QG6WD4GD"E HCLD>S?K "2HRX19@WK7W.AZO"RY3TG*R;JH^">0(NFN.R
M3&3V*T!*!E-RC?DIO% @ 20!(TOH +<\$'C"Z % #2^ ^ @4)#DL:08;&P0K M=P;OZ??
%4&#/"WR'K+/L?4-477RW/T@; /74E \$;J"WP'ZTK@>S"^+A75
MIY!I#GR!KHXHOD,@/MC+@!& 7N,"0"MC@K<5:!?TD3N[9C\$9)ZDZY' G-US
M#/&KS8NNTCCVX&<@VP-S@2RZ(^ 6KE276U2U0+87Y@+9V@,)OP,9'M@+I!%
MZQC\74Y9QN:/58LGCK!JSY ?R/HU;G4\$>>V0NY+'V\(%N\@AF M=7?EX)E%5P3<JL=
<<(NZ%LS"E6HRZSA[3PJ#H\&L2JXM%61JT+5ZK+K<:U+E+L&T7,QJE MBS +-SOA!
4G02B>Q.,9)I.DRS>;UN\^HC3HPAF)?MK3_W.%Q5O?Y;%4O-%8 M_&B95"IPF?*
(Y>\$MWQW?)EI<0^(9REW7UR:U/8QR@-H^F MJT4"MW"ENMRB MM@6U?
3\$7U**V!;=P);B%L\&M0JX\$MT-T-O+ FVW5PX4)3,X9R%D\$?LJGA1S) M)[GX<#6I\&PR
5)Y*#U3\$4X\W;SJR%WF)\$NB,"!KAPV"KX;.WF_JX.76:6\G M@E=*JU(KPU8Z6B-D
:5I*"MEACT ?H ?5!"!T@#1 &B -V_9:JB\$-D 9(M Z0:00KH_0!^H"F TYR.-
:T4/FTNZH\IDD4[(RM7Y/XXI>/I_(::)(& ^2 M!2?S-%F0(.SDK*XX %)ECPM3WS
O%%+Z%DC2[(7),4TXET*=;VE7G\^FF)O M+XC!; :\$NIYQFM@9EG!#+" 6\$(M3=@ A%Y
+R(5" M-5WVE\$TY^9JLG^ LCV\DOD-' [W]"7Y#1?_G_)J'50ZJRTKK MQ;:F/H=HSVQJR
-I;^_0E\ 4B*\$E\$1)EE4SP(^3OB3@LY2SK KJ/UO6R"7B M/;)J->%B*:!8?
>..K,TW85P^>Y:D(MB721R\$;7)130I;!92L3MPR08D?5+ MUH&T\BMZXR"*1\|D7\$?
0)Y&%0@_RK3/4J!>KPZR\4' M"W%-
)BTZ4#C+'XH_I%'_,#NIK)1QL6DT5"J7^J2%7FR;Mf(=Q%!)%I=_ OPB
M8@)D8O;W_/@JGJ4:1@CXJWZ J\$4\$5MF_# +C(HJ%GI9E4+;FJGN?04R%N16U
MSE2\$3OYPN;Y^6XY+ ^3AG/)J,Y>/N9:'(=UO9*4KY_NKLPX\+S :7"+M, S2/ M&MD6;()-
QI?IE4PT_15I"K9)4\WLM\$,&&_P>-&.>IJ)5;R:OOPQS<>O9IEY\$ M(+4KS:IZ.BDR4=-
DNW<>%B\CO_GOS#M\O9P.RAE=FWW\$DGWL_1KS>I;6:- MKBKRGV5%_C_3I,-?
GU7F^SKRS3-*^U":1Q@54W+\$#Q#MSI65C6\$P\8XTIK& M/
JK%EA\47*R8PH86ZG05#;6U+Q&S=YCYD\$-A; &4'-@IH%U*!F.7'GZ'0+ M6IL;RGA#-
LH_MTP+ #GG/W-,G+0T^(>GV-J>NUME=E;KZO(-D@&R8\DCR=T/-:UEC\Z
M\$25AR;+.S;4BZ>YB.5JGM\8Z%*'Y339A,N)5YIN*9O_,\C*^"',X^JBN MXTU#I (A^!H-
A!Z8"VP/P'8R&70#7SML=>JS ^2Z(-LFM>SVEOB\J.N^@ QI
M@:UM47_BZN7KHT^ ^\L%O/.,LG=U4*IKY+8^2I5P\JE>Z;HM8^I:J6U(
MK*KT2)0QI6#IU;TR)T6\^I1V==J P18I\>-:SV,G>4.>|=K0VH |1J/(CMC=@ '7H MASIT-
J@_O5!<+TR?&D9\TXX0C'X(!N0!\M"/(RIX;EAP5JH;9:6 :=..UM_0FU
MZ(M:J&1T\JAMGZX\G4G.,U=6A<#BGHK4VO,YH,V=/ZTHOE'.!Y" _6:-"+*?7E&?
2"WK\$Q M&O2:CC?0N^Y\BW_9-.+EGYO7?
H^PAFYMOWN5(LH=E>|C\I^17%U8U_6UJ^ MH>;)(A)6Y,EZH\$6^2QA?
RU>7/I^ (V\$-2Y.+V\SRXJAYE&L;(>+>^0#@E8LN, M7V9\R5*6\W49E-%;W?
OLY;#';9B%TS *X?+I?7;QC/*QIG>:&+)Q\W+0I'O
MMK)3E/+JU=F"9>9HIG\$&CF6\>3_3O2F(I>!?:"OCGW/S#..@<4K YO^JSEA
MV\2O\F\G7PX7;W(6WGN^1RB0\IAF)(Q)?L4&8N#;._I67TI MFS9;HILCI#T<(?VBY+
I=DR3S^*_;S+RLVC"!AS33_1J2M?YGPQY2FO#8HC MI@_L&(-AK1CZ-8R!4
MQUJ.V@\$*EJHTP61"FH(WK;WK6J\$18\$1S1O;N,05& MP(CFC* >2-@!;/7(47MYIUL&+
(JG^UG(@PKT-W\+X^* @K<>17C"(2> M0\0EK>T'X0^@M^>NA+!MX&G>3>?+?
L'O"?EM>9-W\ M^P>I^6UWV_5! M\N#WK\Y%/1B^WC0.U2?@EYL%@JZA^I3T(O-
XM^V
M67R77+YX\JN\JOHTK@@O"6SB&79CV=+=LTOXB3@ZVO\$>\FO5Z_U1IE/_OWE
MA7TUC_C\11"F?);'22SW<2\6\5409LN(/5S*;Z^6+ C"^/D)*DM8O=EJE,88 M6?
*3_Q19' LX?UD\LK\W@<7"U3+*PO'G*(Y:'M_ SI1M2;-)G\FN%E600*;+>+ MWK;WS-
M<9C^?%A?>6/VO=-W-9N1KJ\9A'(6Q>
(V;"N\$ L6W;&';+6IHU.GK\U8!GGIPR=A\+TIV_7;.*EZ=)!NITSTS:4OH?_+
M)W&O:1K^A68LSBXRGH9S7<[1]*QQDL_*3G<4@W.JXQ=@\$DPZNDG8" MH_41
MK7=NQ;/J. +C!,Y8\$@KAG \$QM\$W1\6QVH#\$3""K"\$EV6[2I\ 7;+!M@=YJD78!?
L@MUAGGC1+W8;SQ+K/YPZN,N5-7\$IEO2 M\@NASG>DI:N<|N6L"R7"!-"B7B!-\$:
ME)&&WIQOT:IX009(@UCJYG +585W")AH.J1\ID@,ME/ TD%7\$D4-'B1G6"CA
M:2"KB".CNO)CJU0PM- 5A%'#A\94YQ4T2\IVA'@\$\$_%A"IM_G9MSJM%TIP
MLB6'>EF+\$%;0J7I9BQ!6T*EZ68L05M"i*EF+.<@&W8IR_G&&5')M^M^:CK2T
MFP:NL*-'K*.'"#JQ\9G^*QH\$*N(X=.,MITPH&L@JXLBA(JMR.O,0/'WL
MQ>;E"Z_.MK+D:4\O@U6I5 >I53>Y.E=C.O3E.T;XNIKGLQ^OYBRC,NAM\62 MQQF3YZ
1?B_QA_#EI6^Z0EV"^80,*D-M+CX+'T2?
Z7AM"@ "9(YF199&/L(S<|L@|2#644<"6:U<3685<210V?VW/\$Q\H'\$BZ,E7G!A((MGO-

P@ M@M_ S62%'(\$@N/JQ&)-F+Z/DT8PZ02%@\$+L&K,W5#^C M# H!A8!"O*\$-04V00;04:
0T AJAFD9XD_8VVU%.(8Z=(M-D9*CW0S^,\$PJQ
M02B&U'4:4H0WQCRF#HFP4"L7L2:O4&O5@.R)909"U)M3%\$:-MGMK@6Q-M3JLF-
2R|N-IG&.RK5QQ7F\$/C6Q3ZW#,\$*Q%"*OH5+VL10@KZ%2IK\$4(*^A4
ME:S%E&2#;D4Y'9GRC+-T=E/.2-|ED?)OM2UVDLD5|C1
M(%811PZ=6-,@CHD#T(|LY|8"V;ISDC:U6URNI;"G@:PBCAPZLK9%'5>O WVP
M|OT\$(PTXLU 3FC35S?.Q-^3SU+%;#.3J2JYM#WEQ L@%N;J2:U'3Q/\$"8+<=
MUH+=NNSZKJ:U+HX7.,%P\XWA*1J)ZF.C<80R.V/M2"W+KF302^V|KD@5U=R
M36IX0YXN!;M@5U=V;>I9UH Jc;W^^ST(@3,.H>Y0=YR|U'=7@UE%'EFM7\$U
MF%7\$D6!6&U>#644<.71FY0\$8H;IRDB_.\$7Z!4XYQ.DC1Y-?#4X?F5CM32HI M=_H(%
(*H;U"X!O4*04 @KQVNH8N!6C|*\$1T AHA&H:X7MH1726)--D9*CW
M0S^;4PZQK2A&UK4;67>I/IER.C#FPD"L7L3Z=&*|<#2(|=I:\$%O3T^:8^H/> M|@/(
EF|D+5<.IGH5 MUB*\$%72J2M9B6K)!MZ*!K)=6PMDZR+K4|L:|@;)0!;
(ZH6LXU+3'O(VGD_6R&J&K\$H>|CKX\$|X
M+8GE|_7C"H<=:D*3IKIY|@PZ_PJ+QD"NKN3Z_I' D\$NR-657).ZAC%@3X=-ML
MVA^G|'B^BOH#%#%8X|A*Aj*.J.,>3!6S2(P*ZN|/KFD'=)+D@5U=R;3JQ M4.N"W?
Y8"W;KLSNVAIO4B&W_^ST,|5(9S+#+;2X^"W0/F#75M,2,9
MXP2C(/|F: ^E1D(O:%K4M*DDL^=!(4' 2A.)) M7"9_S)(LSSH?|'
QZ#\$0/4V%'>3VTJ,@MS:YU!PC^0/L|L=:L%N? M7;BP|48 M23DB G%MB-Q4!!|/-
Z|ZDG\$8<.V^F MRX(W"G@:RBCA2_61|<|@;Y-9(*L7LK9#|?&0LSZ!+)|#5#%EY<*->
M#>/&N2;;RK7NJ\$)?BNL-H5(6W>MOTAR%!!Q!YF\$M M0EA)I^IE+4)80:?
J92U"6\$&GJF0MYB8;|"O*>4FV2(05?Y1G5&*<1>'>MZ;C M+.<>-
:PAC|@JPOLZLNXPYY)A+L@EU=V35|:A@XV17P|L=:P%L;WC\$U?\$VW ML|
T):8L;J(T46\$L.9.U+V=\$PO^4V3Y M0GS7_3EF)B2|*>?8TD_I+?
U,DIK*;QV.O3,@#9"&@Z7!H6.SO?142 .D=*@ MAC38BO@|H0%Y+ "
|&TV1H'MD+>"M"Z|M4M,Q|^QJP MXM877HSX6XV,Q/A;C8PT= MUM
AA+5TJE|6(H05=*I>UB*\$%72J2M9BTK)!OZ*|'1CK,(_8/B!A3%)8A+P:4|/\$4|+XN@BS&
|D.'RJJ M,%R:JN@/?_(MTX*KP6SGUH)9, MFX4@EF3T?
P)_180JQ>QY|9DP&Y&50MP=077;?' B4&1BW2&
M\$PPW_\$,BP3.Y9*+,"#YSQ|;/:VEQMTU5COB ,D_9=%<&VVQO. 2Z M %V
+JBA"SYU?)PR#&6 ,D_9708E# |MAE.GF#09XNG|&_|FN,|JITV,Y QR MI!0CXXK4|C31W,-
L+:|%L34^|0Y|#\$J|
52|%,^3U*^/OX09_<|PWB+PCUQ3<=:SBV7&OZ09S2PG@|P:@0OF(|M|G(R 2_@
M!;RG@G?LTG&+"=6 % _"WI!/ZU-/5WB/O9A=R9&%;TG.(A*OTYM9)|BR^6) M?
MEF)G/WDZ0A%_9H|%JHE08_VN^.;\$ _|:IED81XF(O1YO/+PEN^_91,2C84M
M#5RM_L(6TZ83O|W-AE19V0)I@#1H+PUC:EM8| 9I@#1 &IX7F>-0SVEO2@72 M &F-
"@B#2;UW?96I*|@B#>2K8.!=FX%WTZ3&I+V-"|LF'K-F@% WJF.: 70UX :^N|-HF-6V+/-D-
LS")";S M),4\$YC"[YQB)J10|%G7'FBX< KN|]"C8K3U_20U#TT%4L-M+CX+=VC,@=&R"
M7;#;'VO!;OTVLS?6E%U,7F+R\$F..&-'\$&ON5+VL10@KZ%2IK\$4(*^A4E:S% MY&6#?
D6YXC+F>;7J4LY@\$OEE&!=A?\$V2)4^9W'8+A E|JRN|8XL:8| +>/MC+>"M#:|'#5-
3>+%9>.(MP6;A*DHT|O93>F|_TZ2.B1V!(0V0!DC#"VGPJ&VU-VX*:8 T0!K4D;'H),6 M-
^!:-\$:-(UJ2C|H>88IP|A:;6%6-IL%H|4%8S!ZS@&CWW# 6_//IX:|+ M?<|;
|H|"GCKPHM|PP%OSSP*>&O#BWW#D;K2>*!AM9E?.=00A-EJM(\$'&&S MX"|&?U|?
_*43|DD4_8H Y3A>9%9U/%|*_.4 @:4 :%_0Z:P.';:QF
M9B^4XPA5#*Q%"O|5+VL10@KZ%2IK\$4(*^A4E:S%7'.#CL77&Y:*1Q<9#T@8
M"TP6RR*7FQ5LML:_VVQPL.2BH.4-R+FX5CS|+QG&B(:S M<=KM&IZVO:IX0|Y9P.D|
%9S9#UZ&0RY W!@2R0U0S9,1V|0UX(#62!K&:(
M>M0?|*Y!)QAEp)8%9W_||J3F8ULA|VC4NLI|E1|
M,3*!W16AHKIJ3%J<4^3(8SN@MQ>.A+D'DZN@80ED-NYM2#W<'(M=|..!|D@
M5UMR3;WJ7.1"-(B27P|96 &|' P^T,L&,RFX,A_<'^L!<--,A^&G *AL\$P
M&!ZY0^ZX@&\$P#(9'_I#73K60^2#^9=(.EW|N>7O3Z'8|X\$5)9X7HY%|JOIX|
MLCWQ@J^^T|ZLE_>;S>\$.*?GGSFWR|(_! ?XHL7XC_R(C,E9 |2*2AW\$XBF9A MAA/VY
=Y0LJACUF2Y?+|E-_RN."49"P23Y-C(:+@?^?E#A3! ?LGCC&=4_"SC
M+)W=5(.EXIHH6)|PRR721JW_/GO\$O%6Z3K)XWSU MU7M:CKZYL!-?D#^8\$HC#
,K*4(15+ MO|IODB(E/XO@N7X@OZ1)L10_93FYXR00P5-Z/RA2&9+_9Q'+L&R|P|#N, R^
M%\$(&6"9E)L|'8)6\$M>9;0AT5@;C3Z^KJ AD5+#+9?XLP"|O4K9=N%-XFLXAE
MV8|G2W;-+^(DX.MG"P_(KU>V_G\$1Q@&_O|RPK^81O|(|PI3/Y#TO12D4B_@J M"+-
EQ!XNY;=72Q8\$(GJ>;,:5A:NQLKEC)_X1.ID.'|8/|&|H+'P=4RJ5|X MLK1#A.35-

+F7Y2AN>KG9(O9^1ZW\A)-:U_9\PI&QZ918\^7K\\$/\\$12\N\!>M6/VO=-W-9OYA\?9A'
E\N,AREN:7K,B3J^=?B'*M/BX\7\7CM^9Z(%%VWI=ZP=I)=\$.AU*Y+|9&LJ6
M2ZF!190ST4X2EHEZ3EPUXV2:Q\$6V4A^_.932@:9V7+;-7X>_K@ZX1%XI9%
MFA7RG<1MY46KMY2U*[M.>77U79C?D.(f@=8KB-P.@^COJ_92?B-<4K::8Z&:
M9"%^<".1ZB>B_6^S/E"!_Q#2K;10Y\6KU6C?5"-J)\$T7_9;+9OZ67L\$R3
MN6C*B6M\$ZWW.Q0ONJ+!7DZ6R31;FA0@^U.!#JL\$=S6XTC6XN5=N6M??FEW
ME=NF212T40A?"\'+|+RLBH4=#V-1>X7BKW_\$954F(V)7O53:(R-*P.^,7-M^
M_)IGI36WHKA.(7UMK+Y?|S4;R'9MZ%DJ:PEYDD4)7?ROXJ8%4\$HI3M\6HCS
M32&&CX4H5/Z:I>5-9?!.S+|/^\2\OZ1)4,Q\$1?#\$6RRO1#63WH8S.78C6QQ1
MDOPN\XJJ>B,4U=0#9VG9X1=-FHB%<7DS(>:R'2\$:&'F2ROJYK#KD3R\2465?MR+^>-
DY&;ZYI&YMY/'W\8#CN>A^,&W1#YS\UT_B6H\6?T*R\3UWV,XT)<^!N?
%6DY+O3DMK?K_MVTKK?Q+1*KX7%\KP*__)97C4:L+Q+^R)(2-5.Z^RT4+FLSD\(:
(I8"+PJAV_MY:T82_(X>3*V50YVDRD7Y"%Z.XG>?U2>6:(LIW*T\(:=KI6QG@"NX_HSBT4:
MDG@9QV6?2*B5^(Y.PRB2D52F\K)9.:K\W66S*!2/JX)M-;0^C_Q&2NR+;^^M\$|?<-
_2%M&8+%D7B\LLD78^RRI?;C+26C:O2XK\|-L%+P^-\$Z')\+;XM\HJ_M_O%3T;|
f5@Q/C\!)W*1\KZ+YY2UE_S0-9;\A(+>);'Y%8?X@85@95BW*W%IZ
MLM,A>PXD+LKNB3\;D+HHLDO!O2K;2B!*D<%'607,2"Y='(M)\$_V2%_&.-+NJ_M-*,
<3A: 7?|!"E.--0F8W258^5/2G(Q%GY8MECR4MNK\RYJN2\$1<)RZ"\$L^6\E5VE"K1>"':1%
<M\WQ3/F&6%>N7JWZ_S\$LO&1+09'BOBZ&\$U45-.JH!;7!\.Q1=RE.)YX#US-
!;=PSNR8/^1#WJ\|M\|<=>=,2G+99;7B\91\$NMUO:M6Q+H\|^NP4#\$P-
K"U4_EHRY#06HXV\TZWE==M\K+Y+|=BTKCV\|V^O
MLFRJGO6JCRL+02JFB%'Y\XN(/21%+NRZY%59:-I&"/CW?H"49(16V;\N+
M)DE?.Z/,>JCN??9RX<"M\$*EI2=OE^OIM2P*JQWFCB>.|>|H?7Y5PU2'_L,Z_M8S293
Z_S#S\|A&^IG.2)\\$FV_2;8!-L@DVP23V;)J9C/Y?@UOLO:3QUE';
MFLC;UW9^W_1^>:Y=*)NGPP\0JJUFL9MSM1S\AVJU_7YYV^;|7S:I=Y55/I7_ML%0.1?
PLI::A4/WAWT?-61.H#)U567+0,"@@Z_AT>|!*(=AJ^>|)=XO)I_M&OZ%9BS.+C*>AO-
3'@*J1(\9BFQ3:I8F_RO3N\C*;*!/C_%K';0D.(#|MX\,VUPF6R+"\$>'|FF;\$?
XW/D;:|0>+Y^B\$8X_1X"C\$=YR@*MFK+8ACV:Y_MML9J&-HJ.MJK+8ACZ:
fKL9J&-)HS*.WVCN?MMQT1X_C+P-Y&0/*R\B?1|:'MLFLSA"S#LFIL_R.MN+!'8UJ=/5-
^CMCD9L,O;B^4\GAYV_MPZ?_C@2\|#=CU7&/+@>
f8%=7=GWJ&7O'OWOL\8%=3=LT)|??G_M!O38Y6
7\K*KDLM\|<'XVG@#)SWX.S9&'I&5=RYM6#W8'8=ZDWT:D8?G"H\MF\^-^4SO5-
EO21J*HP&QNKY\6\5K8\('U6\GUH+8VL1:\$\V6_MS"|#G4\|S:"W7C@2\|#=@U-
%MS""9\Z4BP>RB\8Y..74Q%@-W.K06\A\|+KC:GE(4
M\9N+=@|F%V#6I9>|PY@MY>.!+L'SOF:U'4PWPIV.|<6!\ZV\99!)QYVM_|
MG5L+=@|EU*I:V*IV5_|#9R!\VLN-WTZQ\IOJN+NK06\|/K4L\4BUUL,|L@
M3KXE.8O*)_4)+^|\776HQ39RM?G'A)EH=[#<_);U-NC'@8PT?+JWEJP>_@_MB\$4-
Q.'8+=S:|N@P',\03U+MCMW%JP>S"|K61;=VN|<6\#9H,X\G2'('C'
MNYU;"W8/7EQ&;1;N@/=SJT%N@TF"5U,\(/=|JT%NP>S.Z:.BSQ9L-NYM6#W
M8'8M.L'VLH/Q-'&SJ_B\|%##056.JKAS:|N@TPK9ZQ7%\CQ\K+;RK5N\NS0
MAV1_29,LV^PI^ON7'X=)W(|\$V?'>|F^1.ON_EC=_R^?Q,73-/P+S5B<760|M#>=-
f5HX0G\SXYEU\GHY#%W\$?KC.KR;&NV9:T_OCCU!-ISKD\$=&(:\$0T(AH1
MC8A&1".B\$=&(:\$0T(AH1W5E\$*V\|N\!|^B+*MLF(I0NJ\|(LF)7\NUMD1;4_Y^PT?
C&*2#(G^0TGPJ1EQ!B1BS>|!*MO\XGJ0+)C-'B/A+#3,B#^3
(B_TIY)OD*B/B>D2\H00XN?T^F+!-?A_\$L
M*K+PELNG_)0F+)|AR%H\ZLY=H'6E6AY\VPY\|RS*N'@/D:S+|/UC*U^E/YO_,
M*QE4C,1)?/'+QX\?R(*SK!_RF\83E*^"K?L\6IQPZ"8B4\^8(OE%?G*T\MP
M)MXH7255;0O+D=918'_MW+V\XY\|@S!Q1Q9EB?RX>C\$6/SQY\HSE_#D)18D%9/I
BO)ME3JH\#291@E_MN2A^EA?9B/PC%F(:RH\|</BD^0V#,35JX+|.0\|D*?0;|S:(ZIA_=
(\$2JJE"?EJ?W!YR9<7^\$YY%(K2;7"|^)5X\KR(9+R%|2T7W\A"YS,F/B>A+&'Q&S;_M%
<)&'CT(-|PC+F^:%,+@|H&/=DHFY.<';&>HN65;?3?=7Y,8X+X=K?N'!\M*H-
YG3U^_I6QK^_7U<"3H*4R/*BLAH2\3,KHJH\|+QQ;\$E=&S_I^ZX934)3_
MN9WH)\JZAEN&&!/=B9JOO@DT6E86LIZ9"479WEZK5SE^%)X7V))-\$96&O*@9
M\UBV*O-QJ:R\I3W7URF_%I^4!FY5I=HMSB"LWFI5;f'56\7%8BJ*2=S_D3'1
MS*CJHHPMUK740?7DSFC86F\|M+Z\5Y+QRL^H'CY5_\$HN(R8H-DO#I8RDBZHR
MD#|;P=-O|+*?E'4HARO-V+|3'I+D64O8_-/f\3>\$L\73YW*^Y6MM##.L??
Z_BAQ'TOL+W%D\|VJF!O!)1D0I3"N8_GSD4IBC)-11>'5|*|".^E_M(7N*MFRG59X5WXC'?
4KBK%B4/W_R&_'^96@)4G/Q'B*8>55!YW>))#6YJV)?M/%^VL,1|

F%KS"4%ZY\+\$0G"63GL\,0=+UY&/*BLC&X3Z;N(·WT?02L.M\|5 MQQ-W;:L_RI!Y+HE595
V\J7DR\|Z8W2LVNZSQ\NN8GA-|JF6\$G\VRH.BA\JC
MG1KC61@<4G_40^>S^N.PH!EB=;*-JJJURDMOH')!Y;*C*^F\ZY#!4NF
_6XPWK#LCY8P=_MV_W+(006SW@456-"25K&4#F&)RJ4+
+7*SD771L>"Z*VY2##00V0.:1T/"B
M_E:A.4;OJ>K88KU0VY9&I9/*" ^OA\JGDCS=VG?/1\8A67\|+T1/0EC(FZB)".-
TI=_7Y;W6M5JZOI<< >)/OG17K04YM"M:&EDNL)\$Q6XWG MEEJ\I^ER>*(P:K-
\$^QUPW""0%9M4">^LW5-J:H*L\$)%900R5(W=?RE_I?)7_M_I?ZU:9H?
DU(^H*T3S)!CN+5Y)UW7U,RV-24NYND"N+\$Q*)YH6XZ\;! M<5E5R6; 8X&6=GQ:??
RE^GC7*/\$6X\KV7V\F1<7KD%G\$LNS'LZ50H(LX"?CZ MYP)C^?7J\?ZX"(6\W5\>V%?SB-
I?!&\$)U62^%*!>+&(KX)0M\!#8PZ7\|FK) M_EDB&XT8N6^U4JM\|
(HR1)3_YCRBGVFZN.GE-\$F% MT(HW^_(I^@I9_M3%G8KVF.*26-
GE:_3Q%O.\WU%A#=#6_RM=#\|9>V/U\F\$L M6UT7)>R7K,B3J^=??
B*M/BX\|76VVP>;"N\$16W;&'I.KLPR8F5G=>N\&L\$TH? M/@F#
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_9VUG\|ZSVZZKV^V;KND\|#*WFO9%7Q2(NO)..5! MK;XRBB3\$0F^=D6O;
|UYRT%PY92NMS2AMC.4WV<-(9-^T\&^LVLOQYMIKUKYI MXN>S_I?C!IL(E
TQ\$F9#/\X@+ #J\K\|HH#W^<#.&\&+HX:4C5B_S3+IE057: MO%))62)2-7T\N<7HF)-
"E\$ _AO<\N*H,-@UC9+Q;7S"3D"PS?IEQ.8J3\|5G MRFS%ZMYG+S=MN@VS<"I*
(^X7%_M>78TNIQWFCB>.^>*OJJN"M)_| #C.F.T MF4P.O\PI!(1S*9SDB?!)M@\$FV 3;()-
L\$D\|FR:F8SS^7X-;|+VD\5'S\;?0_M_+X=WHK!3;;091UHHY^Q:++;09BUD-SRYQD210&
M9.V H8? >DCA9\|'+#9J%PRN%5*%HV\$..F1/H3UV\|V3)>..C@:Z@_?2B&WF^N MJT2 ?
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M\+_Q&=HH"/!\^12-<0X AR-<0X AR-<\$1X'WV*1GC'>YDJ8:RV(8\|FN:|&
M:AOR:*BC&=,|G\|<4\$> (^<"-67O,BOV9X+UH>S:U""+L*SC)83UH;10&X,1 M,) &P @8
2-@!(R \$3#28T9L,)&P @8 2-@!(R \$3 "1GK.B&K&@IK7J'% M#:@!-: &|3\$P
D:&DSA4,T>HS\|HG0Z(/\$-1\KOW;)W<_Q*&!-Q=|D;OSF^ MRM\O"\DZI?
5\A3_XD^EW%4&W%\AY/ M#\|LETG\|@MT&\-
KCR8!=#G;|KJ;L6@;US;T).CUV.=@%N\JR.Z:690S8Y6 7 M\&K*KNE0TT)_%^QV;BW8;
<"N,=F;Q-%CEX=L*LINZ*_:WOF@%T.=L&NINR: M\$^JCSL83P-GX/PJSBZ&KP;D:>
_G/?@|F824++NG-KP6Z#\$2UOLC<-MLX\|5-VR2WKHJ!&EP>8^G\|UP57Y^37W\|\$Q9;
MN;C7KBS7S2F%NY\H#;JP1V/7VE6(C^7@CFQ/_&J99&\$>.)@(3'K\$|O.4\W_#<
M1*+MH*5>KR;X&UCTJ&7H)?!HG.GMR.\$3.QF#6!#;N;4@MJ:GQ\|2SD08/8CNW
M%L36\|+1/+1LS\$""V#HT%LU\:"V-K\$VNC'@MCNK06QM8D=HQ\|+
M8KNW%L36)M;SD'HS%\$<#8G5\^R:(71,K0H?B:\$"LKF_?5A-/,*MG/GUH+8
M^B/*GEZ\|W5=27TVCC:U4F.=)& V&WZK'#)Z=-D@#Y 'R/D ?(>8 \0!X@ M#Y 'R/D ?(
>8 \0!\Z*_|FF?H7\WZ.N5T;M*QV=XJAN::T/TN/&W:: \$ C MH!'J:\$2\|6=C0"&@&\$-
\$(C6@S\|QL:@XSC\|#,ZMQ:L'LPNRZU71PC"W8\|MQ;L'LRN3QT7\|2\|8\|=Q:L'LHN\|8K
MV,4>'6"WQV;RW8;<"N\|8%=L-NY MM6#WX,.)\2WT-
+=BJ>!,W!\^6>76L\Y,)X&SL\Y#\Z>C,;T++NW%JP>S" \ M#O4F>IUM=G
"ZX%;1RN9P\|J9Q>R:|!C>&2L-L-*@+>WUJ.6HOAH);2M(Z2A M09?*,_&0:\$@#I
'2H(@T>-3VV^N001H@#9 &9:3\&Z-# 6F-\$:OI,&TT:' M M(:8 TO) &F_IC="@@#9 &2,-
WL\CL>JLT:(V0A@;28(15WX\$5>9Y0 M"ZA%.\|CO+'Q4 MH!90BW:R'VPAQCH=D :(\
W/BVQ,K8GJFS.?(4=>S*? M_?5;DK.(/L.C(SV4ZNS-;(D<4%23"/>H3Z??
ME0G7+H1;"\|@2_'H\|9WH8; MKQ;9H-0:\3@H!93BJ5*8U#*.U;J#4D IH!2J*(5#?=N%4D
IH!10BM="Q\|6H MV>(>0U ** 640DFEL'WJF.A\|0"F@%%""UY7"H9Z%W@>4
DH\|7A=*5QJ\|VNT=M\|@&E@%) * =14"H>:DV/ET6NH%+V(!X@'Q.,DXF%2\|VBK^B\$>\$
^(\A\|+B8=#) MY%B+>S44#_11H!1J*H5E"J7 .;WYJ_S\|L6_3+Q\|^>>6ES: 4XO BV>_ ^KBZ
M5DOC2C,WY56J'R\|2U;DR=JQ\|EW""^%J^NOSY1<0>DB(7M\|_GP57U*_,P1L:\| M\|04B-
.VS/AEQI?>R5.3+K0P5Q7Q=?9AQW7&.*#9"Z9>?@ESL@UG9,\|3;!)M@\$FV 3 M;()-
ZMDT,1WC\|?;W&+O)8T/4-K64MV^!\|7\|N_+=^VB#_|8>3MR+UQ-XT0T MR&\|^'.LL\|>I
VP/^WB(EM(1 MX#WR:9L\|_I6+UB B'!>*Y^V&>% XS.T41#@_?(I&N\$(<0X&N\$(<
0X&N&(M\|#\|Z%(WP+@)<-6.U#7DTRW4U5MN01T,=S9C>^,3EACH""#D7R+D84,
|%04>? M*!%"EF'M7;W9/%6L#Z6%>A\|@!\$P D; "!\|@!(V \$C("1'C.R=X\|(.)&P @8 M 2-@!
(R \$3 "1I"6 &L.1HT#;D -J \$U:(^!\\$3 RG)2BFME#=#7;N%:73 8EO MV'_W:S+/\UC*R9-
UUQ)QB,^M>./D-H(PM.FGQ,)W3NQR;U8-=3=GU73J>M'>6
M#=@%NV#W1.Q.QM3US0&\|'R"74W9\|1WJCOT\|NQSL@EU=V36H:X=-L-NYM6#W
MX+\$JCUIN>\|S-O>FORX\$S<%:,R6\|H6904L-L\|EQAG-

&R!KO!8M=SJ>WIE<%Q<#KK;#XW MYK/:Z:SE"X=Q(-[CTA4W;)+>NBH\$:7!YCZ?W7!5?
GY-??TH3%DRYN->N+-?- M7GJHGR@-NK!'8!?:58B/Y>";,\$-;IED81XFA,>L3R|Y3O?|-
Q\$HNV@I5ZO M)O@;6+0FU)U,X&FTSKJV%LC6]+1M4,/0JU\$&9/5VI +
(FC:0!;*=6PMDZS>, M#0<+SX!LY|8"V?JU| 1|62#;O;5 MBZR%K6!+)#MWEH@6Q=9FSI
%LAV;RV0 MK8_LQ\$:"|/%|#8K5|>U;*.H-<'RLJ%X&A2KZ|NW4>P96."-YG/GU@+9^L@:
MFNW)\\$H6K&FTL:LKTF"WL,&&|2PJ AZ(/PAVB.V!*. _?|GH@92,|(?FANX_M:-
/O5P.DM?)H6|H+;JR3!,QF|V^50T:O-AOD ?(>8|0!X@#Y'R/D ?(M>8|0!X@#Y'R\$,?
Y:%?|PR=JT-?YYS.33HVVULQV%P;NM^0|T9#6@\\$-(A MC3"HX|H0"8@\$1
(BL4LD)M0TVUO(#)% ;@1T0P/=L;4L|O;AAFZ =V ;FB@
M&RTGN\$,WT"F!2"@H\$FVFU"LG\$!>A;|DNGWO\$^J_I GY>Y(NV&/R)+D55RY
MA(W|#T7#-"SJ3K #)1L:G5L+> ^&UY2'4V+E/^#MW%K>S"|UIB.6YQ_ ;R
M%_">K.;UJ6>UEV\$!> \$OX#T9O"9U;=2|@+=S:P'OX0-6'fW8J'D!;^?6 MY# MX9WXU'?
+MCMW%JP>RB|ODTM\$^P.Q=/&3B_YO*Q1TT74T=#|31P!LZOXFQ2
MP|8'|*TK,&NINQZ+K4|O5*P#DYC/7 7:2736#^SF%WS #L|8|\$!%ARTQ)3K_M4|=L|H"Z?
JXW0-L*T@!I.+A99E#747VG)4@#I '2<+ TV-0Q(V0!D@#I.&| MP1S3-2-D 9(
Z3AI308Z%!&B-D(:O.Q2&I_J>:I &2 .DX6!L,*G38J(6 MI '2 &E00QK<"35=3%XBU0%J
;6HHO;.#;6-6D MH!9ULA|F+6YPHKE;H-L! M:5!&&EP;
(Q+8FKF=6/J6Y"PBCQLT(Z7|U/)LC2Q)7) 4TXAW*-"G7S=4IQQZ
M\$2QOV2|';ZG1XK+|5|ML4'*-EARD E+Q5"K&'K6=8YV|:F 5\$ J5)&*B4E- MJ|WM!B-5D
I(A9I2,?;I>(P."*0"4@&IV-L!<7VT*B-5D I(Q9YAS0F=3(Z5 MS *I@%1 *I21"H-
:D_9.^X!40"H@%6I*A6-1>WRL97@:2D4O @+J ?4XB7K8 M+G4G)M0#Z@'U@'HV\$;
<.T#?%)V_IL&^(3M079-L0G;NS M;8A/V-9GVQ"?L*W/MB\$^85N?;4-
|PK8^VX;XA&U|M@WQ"=OZ;!OB<|'V|>' M|(:09#%DW|Z!|)MZ
MX_6)BOL:+T2|Q1VY|/)"';>8):>PHT&L(HY4@%B_O96Z"CL:Q"KBR.\$3ZUOM M+9A5V-
\$@5A%#I_8.?JQ(+9|:T%L?6*-|C;05-C1(%811PZ?6-?VX&@0V|6U
M(+8VL4Z+)RG#T9BBA6|@-CV,1@U%\$<#8G5|^-|:V,8<\$-K.G5L+8FL3:|6X M|>\$0'-
V'HWZ'G4WZ,8X+%I'?^*Q(TS"^WGGP+UF7_ ^Y7D!9>V*.Q:PFKM|H/
M8|&X(JL3OUHF69B'B6"!1RP/;_ G.5SZW#NW%O >#*|UH88)> %OY|8"WB;,,AN&-6"? UI
JRV| M%O4FR+(#O)U;"W@/AM<8TXF#|!W V|FU@/=0>/T)M5H|R1GL@EVP>RIV#6KX
M8'WZ680OL.PKGW-PDFQ|X M3L^=VN391*;<6L;58X|NUV2>W|&4KW-
SRQ^85R2,9U\$1B)O>A%F>I+(H'G|K M+@^*69Z1|AB>46^|00VG(G?KO-|YVFR(D-
)TN6Y81|F-R;IKOR3S,Y)W^ M6|!4|)K)/68YFIW(?_ _TS!;/8D|)/^+9B+
X(#^E"0NF7!22_ "1|1#IDP(R-9 M(:Y(5|)*Q)=DEBRF8W\$D^|D|^=/KQ|9B:L MYN1_62Q>
|X&8E%B&98V>Q"-<#UU*O81@|6J|DYQ|H&C|+EAW)92O@S;EFQ@I M8T;^6KQ_0\$39S
J9!"ZB182;#.V%>,Q-|""N6=|L'5%A7/X@DK\$K"C).@04U
MZ|N(.ZXBF#Z&WEV8WY2_RE,61O*&^1V|;E=|>O8*(D)BR(2)_ '%X_-%C^|0
M7PC|LV*Q+^|H@EC<>?UBZ|O83&:SD|EZ<^:7\$1J\$MV0F7C_ |!6S)KOE%G_1|
M7:PBN.37*S?^<1'&;^ _O+"OYA&_OPA"|3IESKOP<+&(KX(P6T;LX5)^>|5D
M02!>=!.Y(S>LG+=:%F&,+/G)?|1A?.'|1|+:R|X'&Q)R)\F|S)\$Q\$TO-P=4
MW^^HR%Y"9EK-*X7'YD+CH"Y?ITE4.|^S1X0W5O|K77>S66JR>OLP%J\$D7B,7
MX7;)BCRY>OZ%*-?JX|+3U8(3-A?&Z;+HCCUD5V_6N|0J@?-
I=Y;9I\$@5M%),O/"NBO*RB_R5D ML%2N|"UU0>MMQG^|D=5!%"5W
M944CV|*B7<1S64>(RB8I4E%K;/R7;/Q7UB%E)763#!+L_)#T9IBLI:4BBH4J'Q:~?#'*BN-
M23*^JDFS\$9&O7OV'<.#%JH(5M>B2I6\$F7W%UBR<-S|4|LNT9)SF)N6AM9N+W
MHOX6CA;_*2O\$52V|_G5^PW*R8 |DR@F_7XJ*3=BVJMSG15ZD_&7%69;C"P&6
M/JX4=J5UTIE2^@2W|N<7HGL"E'+A?<|N*I91K&R'BWOF FBVN9|=;XW5-
=7D5*)R|_9'*VW,BU:8AONZ:+7.2)5\$8D,T* MZN_?^H@%|H8>UM.PV=T\$DBV8SU7#Y6?
9,)&7F5D|QD/M8-2;X(ZA\$P D90CQRUEU=.Y)WD@%'1/%U,M;AS7&5I/T5-
|3IQITFLM| M0G?W*9FW-;/:SN:U3#J9'/O0M;ZO>-4?/+?KOD=TPGWK&/\$@>_X!?'F=A
M|T\$MX|@KX<O^_6_OUJ8|ON:M9V'U%8'S+1XL3Q|\$845OGH|769UQMG/+ML
MU"S'^)PLJ%JSG M),OE&L,4|YD:=,UU'8;QJ&T=>XM|-5P-
:I5QY>"I'5/#.O:14FJX&M0JX|K! M4VM.J&=BRA+8|L%<8'M
H_MFWKYN0E,I=9C!E^9W)A);I0DGOD|EW.6\$6E
M0=%5%\$V#FCZZ(. "V#^8"VP.PG4S&|#6P|8&YP+;NKVV36O:QCPY0P|?5AE7
M#A|B_I'/X"Z9|Y&MD'#5=,99^GLIAP"/@MCY+E0GP%952:%EV5<4Q="XLO M06T?S
6U!XP>."Z(<"V#^8"V|H3F#;U?=2VP+8/Y@+; T8/'%>S*3;D'30*
ME5|XS%,654)789:GY2E)T\$:E>=%5&TV'.I9F.5G 5G=7#A|GUH>J"! M;1_!;9U?
>VXU+0UVZL)V.KNRN%CZU/?UBS9#^D'C4+EXR(1%OQ1GAH--6Q* MR|/|) ;!4\$-

G'W24QC 5U:-&B|LEU#E/0^6 @3I '=12!|=M;W #Z@!U@#JH MHPZF3PVC0>E&W-
UBCC#P@ (Z11.'U+),;@CMJY;;KF,9Y;%G4FUI"= M7>^ X/<>\$ ^!<#U 7:I.>S#G@\$P
-888&|,36_02PD, #6&.#QA(|'NM;
MR"%I%#3_RFI|X2L)XEBPX.5|ED+RG).;8EA0#O1CHW=79H>Y\$^64 :\$Y!)Z 3
M;|4)MIU!3>@ \$= (ZH.).^ -0SV|N|%3H!G8!.*@3)C5:W.2YIS*!|))3H=;
M^3Q).5FFR6V8A4E,Q'^NQX-R=H_51(:.0,5H^2'SU<:P3|= %>PH ZPSPF(|M M09^!|X
!L,8 CUTZ;G\$Q+@ &P #XI #|U,.68"2<- N:GWC,Q4?ENI;W&'?
M,#"&@9M,*X^5W|4\$C2OH!"3B33IA4L-H+R\$8.@&=@\$ZHJ!,V'900">@\$=-(Z
M|7J_PVMQ@9%Z.H%\$E\$9Q|2O/2;39ZT1^!L:%W-\$6VYX,'=O8MP@ |H< %Q_\$MNBQA@
^!>F0N_ZP/L4 M<5@EFY1C#D&8K88=>(!1!XP%8RQX7|R./>434+ //K0!VM!
&RQJ3G!|*!M0!_MZ@!UV*8._@2'H\$(=H
Y0ARU"!%&KQ<\$<9=0!F25ORBR!X+9#D#6R\$)!4DPC MWJ7DUALR_?/1M'={00Q>?
<|MDXZ=8YU@|J+0!IKD!|V;D W7NJ&0UWG6&.^ MT WH!G1#2=WP)M0|VE)FZ 9T
|JAI&Z,#>H;!G2C1FJ0^<).|H_-Z|?/C; M W'|H3-R;?O=59+9KSZNKIY(>TO+-Z-
NU80*E|HD19ZLO2|?)8ROY:O+ MGU|\$|" \$IQY<58\R#6-DO%M?
()P2L67&+S.^9"G+^;H,RC"O|GWV|-RUQJZI>;Q6Y+IQS; D5MS MA|14VS+NV
U5\$0ORFO_/O+/7S3QH|XSK|=HE)7/NZO-F"91L+/DOMVDG)// MXK|O,O*S:&P\$_S-
/_SU*U_F?#E*;\$-VBQDZLSK|:\$TP1 8>AM#OX8Q\$&HA
MSE"Y'RU\$B=:294&R7B;X&=;>LU&A26!\$0E-9Y8'L;I U|U#RFG=(NZ7GK.^ |O)\ "7^+?
?K M4^+?('O8'T*?('O?GR;|O7XG3R|\$83_E7MK!=?\$WZ_Y"&L|LVQS,'HX.U
M!S3|(1(G&Z;6S%Q\$|L9)NU5M,?^? TH.V!N8"V-K3N:_"_P%:0*L?M./1!)X&M#TP%|#6
MAG8R:N_D|D%X&D>#-0J4KRP23V9Q0,0S?^=RMA*2J#0HNDJBX^DFB8!6=U<.
M'EL;NW8,H-7=E8.'UG%&|9VIH+*G :TRKAP^M.YHT*>*(|_@9&ND,|2V4TY
M:|#P6QXERX7X"KJH-"VZZJ+MZ*:+@%9W5PX?VC&@!;2|,!?0UH;6QE@?H.V% MN8
68WU(-&AUV. 7'O.41>6H 00\$K|(LEZNC;|%"06U>=%5&S|5-&0&M|JY4 M
5KT00!M|P%M+6A=0 MH.V%N8"V-K3C86^GAGR#\$PT,%B /\$ M->*@D#BT.5\$!<8
X0!P4\$@<;W0KD@+043-^2G\$4D^6Y;?.@O|!?ZN^O\$TQ8G MMY018*#@#U
|J|=STN:A1% 'J /4025U<\$=CJ /4 >H ==C2LYB,7*#@#LG1: MB:9_)EE&YFFR6
O)#&&==3.9|,U<<;'5,IG/.=|GY'OP.R*?@MS:_K0Z: M_%_@"WQ/BF^;HOK
%_@"W|.VGML<=Q@6O|@;:10S_!IO>\$K">)8L.#E?98V| MIR3FV'44 |P8X-VEM&:+9Z3V=
(7C2G(!&3B;?VI%O=*A4I): 2*JJ\$;4\$F M(!.0"8A|XS_8ORW2IA(N4\$Z@\$5
(JL:|!|6)CW2&T=H;=A29FTFD; MH W0!G6TP5\$ PP3: &V-C1J-^#@3:23M)M.
KEMAR!K9\$F\$@J281EQ#P=UN M_ ^ E|WSB'ZVSJ+(!I#.|PYJ;6 6NQ6"W|M-1?J 74
FJAE%J(ML6Q)HF@ M%E +J(5::C%N_ ^KBZT\$CC@O"6S"*693^>
M+=DUOXB3@*^O\$>|EOUZ|UA|781SP^|L+^VH>|?N+(\$SY3;P7(H"+Q;Q51!F
MRX@|7,IOKY8L",+X^LGH8%B|V6I@S1#Q(C|Y3Y'EX?QA_<3RV@L>!U?+) O+
MFZ<|8GEXRT6|W|W(3>?Z M|F8S6+EZ^S".PEB|1L|2_)(5>7+U_
M1KM7'I:>K\$4LV%|9=LNb./6179Q|V M;,&Z|J-99"7/GP2!M^|LUVO#9.J1P=M3"Q?
31;:B'!GY-KVNY=|LKJ05P< MHB4U7.HUY|#AZ'7YM+LJ2J=)%!SB|^JG|E&782|>8K:S/+
|=-D)P3%@?D5T\$: M^2R^N,G(S|+E ?G*ESE?3'E*;(2R|
<|BE9+%DJOKL+|QMRT,4V"GU=Z+_Q M6QX7/_/"&::P2./*5LD+V9GZ2F'ENTC!%:|N?
WX4*N6D\$'5K>,^#J^H MIF&C'?
K"X1'(|, ^&7&15BRG*_+H&R!50<^>SE#)C>2FX91F#| ^T^0%81-L@DVPZ2U/>B7_
MP|U_6!;S5,W)^&082|_6*->*IHf/"^_?;LLYVV+D(@R#BAV4OK5_|B"7S
MMO|STT;DZXWOW&=ZF_S|EBP5/ M9R&+\$ BZM&!UB_\$OQ30*9XAOQ+>&/M7*6 3P(
4:C1#\$>|HBD8(XEOE^\$8C M!&-1/9)(C\$4=)B'ZC9C_+!^P3,..-PL5S<;-4=EJ2|I7/LN3%)2
\$E#R2094 MDC<=

EHMDQ5?6V,_DSSJMZ+ S3IL;\$'|+3L<\$Y^-68 M7^I.!GW<*_
%OAKCZU!O,NC3UL\$O^-687Y_Z?GO;RH)?\ M^3|H=L9H/@/? M/I@+?
&US*H|;6W3,@^,4AZXU"Y3.+V76YW1%&|7'L82M|WZMY|"&U)C@P M&;TFJ
/485N9^99IG21@H_0!|6 M!U?5HTS#&!GOUA>((S8,N.7&5^RE.5|709E,%?
W/GLYN7<;9N\$TC,+|X7)|
M_,99N_)OUGCDVV/YO'M9*O+E5H:*8KZ_.ONPXSIS9/IF@|L.O|0?^4Z3%X1-MI
DVP::W/*E'A_-LK_B'LGVMPIJ8|HLR|;4^D_S6..?DL_O,F(S_'0;FZ
M>IGSQ92GQ#8H#JM_6_H6- @:|!R#3 :|!%TJDK5W_SP(3:T"4X(|ZU|:E6QB*!RG0:(0@
MQOOH4S1"\$-|JQS<:(1B+ZI%\$8BSJ, G1;|3|YQCGFJ.R|2DXUQR4@)*W4X)S MS0\$)
(\$&C"Z2_%#2Z0 DH0:.K1Y!@6|!%&JX:_)OACJ6N;P|9Z:<8Y9_

MY9\IODH_V<6L^MRNR.,ZN/(QE9VT57RR\$;+H9Y\K#UT!WQFX_?WKLVMXT<M#:/?
SZ\^;6?>.N%8*12TFJM+9WXR?>M6,IR:GSO04"0Q\$Q"#80!+WUY_N
MGAE@0)\$B)5\$208QKUY9(8"Y\YZ>;F,V&?%@Q/(I^&SD@Y\$/1CX8\|&(!R,>
MC'BXAWCH=AZK^9<1#T8\ '#&R6R>C'=AY(.1#T8^&///W/S8XYG0SG>-OK!+
MEA1;+ZX>.#0.1_R:9HNWJ+OLGC0-T6C;%FI(61%D\ 3\4("R,LC+X6F\$Q_M_
A>9VN+*",MC+0PTL)(B\ (KG\2P(VTL)("R,MCE9://?&CQ\$61E@887&T
MPF+HV:/1UJ::;906ZL0)_O5A^?3C#JMV/?C\F0\ 5E9WZVHV*7J0&2M+7=:
M@P9M(4I">/6TY_2\W5>K2\ -'@>^#P".*QM==6L3)RV62\$+,N9S%EHO^H(
M@JGC*\$UL*166\,I@E6U%B97/&/R?,6;-4^I>SVYVK\>PL\05L/,%3!M:>4IO
M!6F6;;Y(DS!*+BQ8&XR\9'YF+1C\ '%I^\$NI+!%:6,"ZU0J2*-G\ FAPY@
3,%#06>D8082GP\WC=&MP\SF=O\,M#4C'Z16,5X-R#.M.,+Z0_6\=J"@Z\4,>
T#GSB\$PRYW/G.\$*J&!0CU:A\RMG?YC4^9S0FB3/#UZ\2)Z?UDWR@.W3*04P+"I-
JDQC%MCF)'C/K\$RZ3A>;07\ MQU.Y/6;X4ZH2! MW0J"JF1PQ_H_U_DLX"?
M\9/<3R==26H^+J_K" ?R"G(5*GOZ_1_"\WY.<196#Z. D8+!(04<5@"&30B<\$TT!>,_R6!H
(*D_M#<"%^.GH)9MX%*0)KUW,WQ\$XCQ\;(-RJ=,+%07-2I7^2I.QMJ?
0UWH/5X9.N\PF/9S_M?+1W;/LY9EYZ_+T=4'O6\6'?QVQ@-AINE\?-0;-YL\ULT:DFH
M9HVE&C\ \$71BL8++=|LX:DCWRS!Q17.P2H\|M.0L%IM6)K^R#=J_MXG2\K55H>*3E/+
(UB\ _P2&/4J>&.)^&:E\;;F9\<;"V'93C:')&3PR?&\$_%|(CA\$>.I'J\-'MF#=<83\5H%|,GOE-
Y\|C,L4U1\,T#?ICS' MVY79_FJIM\4T+.CW;0@WZ7ZH-
WU^DW&N:D49MBWO>P\|M#O>_NJ2'S\I'@:J_M#4<;CKX=Z: ^'G?T5
SY8E&^|2&D4\ P%MMV5"^B'W1(M-6I8_X8\|M@?N_GIX'+/0-OOK^/?@^_
=S\>ZHT89TRXPNI* &L;?9U09P,#Q^ MI'O?N\$DX;9F8?@C_CISH:(X7.Y=ZQK?_3
^F\$X\TZ#EA_%?RXX_PC;-6Q\|!8=COOMD\0,UX:3COF\#_).IMB\$ MHFM;!---
S;*NX=.HT^K#/'|H9\6\R^7=?VNHW.FS'>KV';JK&M9X_&Y09(M)T@5V)C81L\$-
+8";G\3=F^-S*H-EQ\ -LU7'N\|_6>;P*#S<&UX>1CQNY# M\|3/'HV\N\;1!@,_I:9?
X=.HO/=S!&|X=|6\Z_7M;LCXP;MCV\$|1JVO<,1
M>Z\O\H4T\!|>&DX\9NP\QH,=V9\|H!6P<8,,+>9?<(#'34:UN;_ ^Y&?LO*\$
M97Y,1^Q^" \$|%/,_V+HT=>6;Q#E&2.Y\7M>S>UZC,Y%,E,&P;?08=F1\|@T9?
MH&L9K@TG'S-V'^*E=.U1KPUEMHPE;A!.#?_N'F5P30%YP\|AE3#O\OBNM>W
MW6ZC\;JQ@_W;MH\|M1_:HV^CTM\;AVG#R,6\W80\PL-/H4)9Q@_W_MIA_ATZC
MT\W,3?8G/V4_GZ>P@S_V\ \$H3(Q7ORRL3(!F6E4MU^HOV\ M;
IQD'=B=/:9ZOP5@0BAUND=-,\$8Z&.EP7-*AU\^?V\1VZ7_8Y&\$AA\$8C^>H_M\;S\H4,?
J+PPH1@3BFFX#G@ (AP_;&XHQ\&N40%'RF!CO\/'|RHFC=!R,>
MC'BXCW@8VIW1_M(FVBX>#H,>C,0P\$N\1);8/?J@@;\$F3*R@F9+_7S=;T/_
M/5,:87\ \$|RW_- =A*0PSK(207%KM>L(0S;N3C?M2AYWBH#\TF,3L.:VGW5CK
MY,:94>L\T7B\ V^O9O=%CI7.LP,Q84T9:&&G19&G1\|HN?W\U68RT. R*,+ \$M")
G.@L>V8\!8QT\$'9_1D?)HK3<*7PH#;P_Z?1E\=-RH=1^T;M\ _&MSNT
MNT/C;!A08<2%\$1?;Q47?LP=|;%=AQ,5AD(21(\$:"/)4'TK>|IQKF\$"#30T
M7"L\B,T\|2USJ3)&X%\?Y!\#|>|"/>TY_6\W_MU=GF_0ZV+6'ON2HTVY7(W9FD<;BZN-
M6(Q\|J4ZC%'81; 31VY3G5CJUOK!+ MEA3,L12T\K\;W1:W;2F96(H5LB\C\F>A-
5E;+SO.T(+AXBA-J()2\<9E1\ \$MB97/&/R?,4;?)E'"K#D,/>,6_Q2'UE>VR-
E\PC*KV\ \$MK^/U;)B)+UB '5#B MI6T%Z7SA9_!HGM)H09KA
VD28DK0(HO2S%HR\,6#X.N8W3,C^860<L8G_M@_I@QU8(JY>#P"9B7_L*O<%
H&TD1_#HW+E,T_S+\$U0D?4UG>97L\3K(;H\=1@'CCO6NR'!1^.IN6\TV)*Q>?NX'05H
3D)K"AL>|)SQ_M*PTKO :FP<9OE)\N
\$AQUI!*0P._ ^&WJ"C\ "Z:C.TH4NF%(@;^2,7EG3+)U; M7M\Q7ST?
55HKXB,;+JT@|CG_RXL%|. D24.F@M(|F\,L_M^B2,,B2V%-1D&A?SY"R,^"+VEZ?
X\=G"#Y'.M_3B2"Q*IN\UP%J\$3_Y3\#R: M+M6,|X)H\ULD?*(|L\83\$U\|P-
JQKW#H*>EX7F\HWK;+G(WR\O*"AZ;:/7J_MB9^#?
DWHFY6ID3*U4<)\B8(2C_+3_TB3\ _J7P!;\$:9\$7Z4\AKJC
M5O(UB>N7.I%DY!!%LY"18Z=;RN\$=%\$+7V8M1\! I<=!6T5<_1F4%AL1O?O:#
M84\PO830/=>|:77.,VK#"(C)S!9DR6_J&Q39:M=B&!VZQ!6BOP(%Z6EX&H0S
MB67<<@)F40"3R:5/HPP>_F\|N@.6"(8,KM""|>3"LDNG4\YRA\$1EV?@A^8Q<
M@QIMGF^&JC"98%M%3*843NT'_RTBH3CPHY^SU\GS">H_F\!<"06MAXW&EOV
M;3/RNBG6&Z\L(3'3)3\$35K;GCA(-IZEH\?L.0,Y9J_O>+4Q\|R2^GM\>-)*S_M\IXOC/#
8,U9RRK9_A("B';X25\QR_M\+BKWXU?
V7L69U=1/KNO0\$N":\$'R1XJT:FOP#D^3A,4G9&S")RCNN)0M. \$Q
MY"5(Q+3@M\A">YN4TTJ@5C"FP:N' G\|H\1'N0YT-R-T'1(_M@J0?%SYK_C0

M/3F.I6/H401:J3>67=Q=>XN\19*V)*(8&6@Y6D"0B8H,@R,4(Z M99S#E["W*8--Q\$
V0*1@U_TB\$@.E;-7*VS.H)D;|++N1>DAS5(#Y%9=->V M|@OGM=%\$X?Z%C=9-
\$%A.TDOV7J)[%L)=*!\$;MUNG?GQM#1:5^WH&|NOP@S MD|3%O)3:"'9J13 Z[%HA-
*M0DDO&VZ|V3XG.+H?(T.U|CB\$:2,I+2;/AEX M3'Z\$)S|R46\$9^4@.AB0WH01WQ=
(I=+FT)<69>&*>1851EQ%PH *P^M9&..# MRH!99RA92K|!|VF1:6RUR?K9R%DM9*-
/.1ZC?.\$@ 6R-CENMAU,.QQ:PXY5Q.V-VZJ-&:1>TDI.Z(F9'3?S!FU"8B8KHJ;+?R
ME.^RARUP%:@58AMC6"HDAC;=Q="+VA:+&W@E2^|F2C0ZT<"@>|2;X.95>S/2
MMO(TOPMS\$V4OT4D8W#2^Q\$Y#|I>&BC?F|I"TRE/ 6I DE TO"AA5|I |N,() M\$!?
MT31";X=O(BH9|A|^H"V3*GB>9IBAI>U-/ \$"BN#8WQIDR-HU9D O#\$&&"
ML\$+.#PE#6,V+4%2-QG/X.-'W (9"/;H+2M\$^-Y'B^"F0T>&.!|PA@)I+A
M84APE;|B*+5W48("IE7@#W#!.*.L#91OL/(12U4\$R)KX/)|%TG,4.F@>+Z*
M,*"&JPT=\$+K,^CW-F=7%MO_?RJA=@KS30?>IVO|S>4((>##3T7V&'^=^S9=M
MZ0%#(X7GCMJ%Y&/M\%NQBUB%FTJC_D>Q C.,+5>1S^5Z4HK9HN-P0KB6S"
MQ.AJCY+!|=+/<%#W9O^W8%!X0,9T5LPR50"#WO|;MS-C"7U*#@&X;HV6_K#AAK
M<%_.\$(&9/S=M Y;WV3|W;4 M.6 'ZR^FR?K5|SC(Y|SE+XOKT&SB?
0#HD"R06!9\$\$\$@L2)N@1<3%"(R M#"H#%8E2<|+
(V^EKO_J=L^N)|7TH#Q(AZ%@>4\$41|X*.Z|?("@|'G")|%!E M\$U1NRCT|J@>N'Z'&9^E5
EX6N,C|.8#;V\$|F<#|'!%,%GQ5U@ (L2|EY*7EP+ M"F)8.CY^
LHZ+4#G1MB/T%9Z<<+!V,2B@8T#4M,?:+
MU9JTEQ&/)D!6^?)407^VIM@L3>=Y3G*5K";E1H2;>:'C/?9)7!LY@/#|4
MQ9G|P'X|=S36_ASJ0N_ORM!QA|>TG^.C06;/SS'STN/O|9;J|*.UQ=E%38#U
M:N>N%=00QV9*KO"U<=6P;-Y|JULT:DF|J9HVEHFE<=|N&F|G-;)-+)O?P<|S|-
|8.WZLFQ:4QX=3P|DU3N|;|FBK"|Y| MK.^3DP|#ZX:Y#7/?CG3/'HS=)|N|R7H*&|U|-*AL/-
=B>^AADU'|D;|0AG|; MC52C?G5&'@QM=|&5CXZK!OF-LR|A;F'8WLX-(YS |%NF-
LP|^U(=|%S|@R: MC'3C.1+
_QK/>7?/N>^,FHSJAWC.=S^ ^#Z;3SC1H^?'|F@;S1CHVB&6,=-S9 MJ.G8|L@8-89M#V&
|AFWOP+;C<:;#B"W#M>'D8|;N0|R3D=OHTWB3,F>XM|7<
M.W2VWN|9\$R;4WG#OBUFWZYK>|V.P75C<&TX^9BQ^Q!.|NS1N&|PW1A<&TX^
M9NP^Z+S.'@P:S|@N69PN ML/NND9-XALC(7?%)|=#N>XW.2#)|H9K6|>U;L?
NN296V!Q<&TX^9NP^J+R%
M/1J9.C5&\$Q_4=@W_|LZ_0W,7WO#O@2'5|..%6BZ=G=D'.#FX-IP|C%C|V&G
MKV^N3W2'0%P;3CYF|#\$|S|A|;G4&C=;+QB0W_MIA_P2<>-QG5Y|;|DQ^|_|H2
MEODQG;K|(3P5|1QKU5|N;8U@A.0!;=<(R9VA'IVSVMT3=LVSZV'=G> MH-
'7|J&:|)QXS=AW@I7704,^4QC28^J.T;_MT|RN_ZC4Z!;R?OAG|;S+^|
MONUV&ZU_6X9KP|G'C-V'-<\$8Z6"DPW%)AUY_?VY3VZ7#89"#<;*.
M&;L/<:)Z7ANRFVZ;Q!..#??NS+V#|H9(#/L::|U8ZYC#V|EC|UQCKA"/1B)
M823&XTE,H=T9|2_#P4B,0Z 'XR(<,W8?P.UCM|^08GB&YYM'<_VV|#[SA0<
MV!_!)XF)|^>GW^V #;:<6XLLA>^<#PZGGEH*3FQ_3M0;K*QGCCO0|O>_G7
MZ|CC7J.KA;?;HC4L;5AZ6XLRVQNV'Z3J-/GTQ|@N<^IQ<3&_'8(*8QXG%77_=-
H02322Q23@UW+LS M|_::T/5HG|Q|&"C?)T,##/&;O|SP7AAX&)|HIU8S3&"8H/5,T
_"%WS)R?HAI MYSF;-M5F'#/ #O2WFWH|3Z.KTQC\$S-NGSVV,&|HW7;H8)#!.L.9&\$?
_U)S.C' MAA|&?%H\$51OCQ5|Z|Y;7I/_I#@^Z30#)P M|N/QH2|_|?
VX|FCL?;G4!|=ZCU>&CCL|HOT<'^T=VWZ.F9<>?V^WI\$6-;LV* M6F5\$TVY4 R"2-0VD)X?
NG40Y#!YNS|4(T(S)N18F5S|*" M^TG(MZ:6'@IL'L7Q&;RX?9MWJF6H5OV(@*F2S2;(?
9MEC%F_P>|S;KT' M>S_|R1|/|>O;)&S^81E5K=CWX|D=JER> C0? 2/!2;71-:;?&S6:/
M=;.&I%N_66/I*FE|WN4&\$/'R NC%0R6S68-21_Y9@|HKG9\$4&V-^;A-++3/
M?/0ZW M8R?<8^_#S2ZNS*E,K<#-O|)(EQ582 M:|HUS5#-O-
NORD!KAOJKCT>;S75#QGIYKZZX=|6|^_0'ILFM W"M6%IP|);
MFUB.A_WC1|KIR|\$DG+9,3#^HB;7KM*\$'K:EP>'Q(-8JX5NK0|CJ-YN26"6W#
MTH;EM|4>MDY23AMF9A^"/|VVU!0?%)M M+(/IM#;-6GXV_S;EN95.KO |GK|.TK8)7/J
MF G&2 N/O+1S#V^B'0@Y\$81F(YNV>|FA_5K^1&(= M#|9'.&;L/LA'L(>#-
IRE&A^A03@U_+LS_XZ<1JARD;P_ G6?#OP>Q7<_ =X|*=.QQSVLRTE MF MTQJ6-
BR|M6;:-VST54D3>C@^1FZ9F|0);J^TVB;-(+CI!_C2*^,R/W.W9_MW.A\$H98);VOVVB&-
L|R|;%QRX3T@_)L MG\$;?/IF*!<|H3B|F-N*Q04QCQ./MXK=-H02322Q23@UW+LS|_:
<%A13VR?W M'@;.*|G0:UJ/M1H>!|@8MU&J&"0P3M)X)&J#P6T;.#RI^|;2@ HQQS)J\$4|.I
M.W-OIPUU2|*|_B1G|6.Z%UA E(0ORVG/Z MW>ZKL|W;&|"O3WM,T2^=6NF"9 MGT=I
K^GF97#L_DL8|SRD|!*HH19Q^L! ML|T7?@;?Y2F|OL@B&&C)_R"L;TY%;&>!'G|
A!R""Q8O) ZS2#J|6 :X M%A;E\$2SF\$K8%BY6KR?

PHCI(+BXZ0&4OD@FPKG4XYRZW)DIX+60"/P9NP/5GU MG?80I!E,OTB3\$
>13^%#:R!&.J:W:BO|*EEW++L"JITA=!7E,WJOQJ@:\$.N M?[*!H2M2.!J*YL!/&
6N:*WZ7S.LB#R8^L|BN|S9D"A W!/W%!DZ4).!F! M
3O,K6-8*M!)>S!>\$CHG/8V|=9?1#G_POC:9\$%\#I"!-<4 MH?XV30*6)9O =/Q"Z-.,FOF7!%
<\$%)2APD\$A\$"4^P"6T %|6L.#(OOR9*BTN M!*-P/V:8QX\$!E/E
31DD|SB+"@RD!.,.J8G>!G/(0FB!4!P1Y>BA5N+"1S MG"/P^4S0.?Z
@U|"!\$D.T@0V#A2=IX!!6-!+UW5Z%NPP1D|P.;B;G&VOLC: ^ MO7D2'.1E; ^
.5@9^QP(YKDOC=DLIE#'|@063V6Q> <7WX17V%-Z9: +VIHA@+9 M'^<6* @*HV
CU)4)!H"B..U!.:!K IUK88+[0]/53"X5|V/6>D/K%1/RT8|HW%RXVB M|AY|\$-2P5W_\$HJ!:
1?:2\$*1\$B+R8<^ HHA@'C /U<%'|F)|#7!"M9BT0X M0\$>^|19^CG(A"<532^O|
K0FF2*O\$.G_ |W|&GMF&11>,%*2?X;?8N+L.V/|_2^|1& MY:0YJN 8B1QTXFM
4ZSH2!"LW-M'83:.\$@WT|R@&1%SD0))?_40XB5N_P|JL MKVD0,=0GOWS|F7;@A_
FV&Z@"D=4!*L5B@K'|H=GI.1R'4@940R@/&0FGC2S,ZX;ZP MLZ^ 0:V7_-;'CEF0
M(RB5.\$U8U.D9+DB_P)HZ0(6N&8-|=EMX 70X"-=4?49
MLN1_8#!EPK|WLR0M@K(*T@&<="VR/N; ^ \$304,&4A?A 9%?V,4|876B)Z_N:|
(G!@0WCE#XQ"D M6WJE; H.S@|?E:M ;SK46:Y9)R4!-HN|BB9^%K)BT&>&J&HY
5.Z06UE|H M|+,B< 1=93@00(P34/U|K:DV|8JP+J)+,Z>4|C(.@!="/^ R0#K BXX
01+2+FEQ0 XG9_ F%7C\$N%*T!+FE<' MD722LDL2TQ,@+F\$.VYH#!M+C0I@4%;@(>AD:
V3-8YR("0EZ!1P"WP!A(K# MD,@!"JEH18<#KD4WPA4,\$J#U.B!*B^#I:=YJ+
|M_2"0Z_(OL/L%D@,\$Y8X*Z M-:)|JH:GE^A+,G01:|P#Y,K
\$2T\$%Y*9RB|01831TDEI: ^.:7:,Y,"Q("7&0 MU0I*7GL3M;6(6,%4\$V W|_ ^3-
=BFT=DE:2V")L\$CP@.B&@"?& +|H<=O:\$) M,V)|U%Q9\$>3"3ZU\$!VX0EGJ!-H-
4WUP&&J3_70FJS1Q&EV!/?^YS_ MY<4"D'"2I'"%3J_5BP|E+?U!1'Q|>M(I
WON^B0\$WJ4EG0*5%?/D#)QFL)N6 MI_CMV0*Y.KG0BG='@H#D|9V.X^\$G:
(1%TZ6:D=X| ?_F3.F*TXS%)%?).NDU MTBD,>EH6!K_>|23A(?!"ZLCBZ3FK5V^7!MB0?
R/J9N6-*+GZ*,%P|@GHF"P_ M|8L|V:M_7 5'Q.FQ;4H4KJG?GSE+_G9BSS'4C8P9R
M?);&X.H4&%.IVXHW@A^E|X?:8X(3Q.0.@4N#CJIFQT@E(@;%KQ>Y>!C&EOZF M-@XO:
(!H\$5NDW^HZS8_KV@;#8N!P4@.@5S5!AX89LRC(NI1^+H8"HE .8A,(M2%?!P|=
0@/\$Z09M4FMJ#.6)T.H3A": M)" +;TP_!KN/HK_EKGX6.|6&*|M:\$D:U0) K@MUC(Y)_AX'1
^B5DH%HOB+ M';:@%:8TVINC)).T"4@!AHJF8-HF.2R)
(A%HF*#"|PM"i%\Y.C.RW(|6#1H7 M@0|&; ^4 P,J0PP<4BE#FBR|U/6XD| LR:~+@!R((
M8X.PK1CW!'##|2S|3/E&408DA-Z1.IP5"YC/,72"0X@3CCLL"3P5HE-EG5"H MM
J>"!="'@0Z=ILKXF#|\$S\$YH4Z@&<.-DMR*X-KOP#Q'B2WQ(X03=-K1J"(Z
M)ZCA6YYVG>|=7|O'*QY8^H/AN/HS?)HCVN# MMY2U&-W:?
6(="^U:ZN(NV9FCYZUKL4'J*)37I/|@2PL.(I)O+0ET*#!YE(35 MP8O;MWFGCG1JU8|
(F(=%6G1RV5@?|9-)?A,Q|_>83/+G2?;FK|6SB/M1S"ZM MZ@X|F'M.@CT ^74(4-
TGB5JM%EF>\$5DWNE=X6PO=&YED>*3E/+*UDYWAD7N5 MTS-
M|U2Z/HU1<|/D%A(E7W:WS%\EJH(U&'XF:-(J|8S/L'M0U M?B.M|)-
|GN,A| ^'H|H|H|Q^ ^L.!70#1?-='=J|_OXZ;MT*M(8*;R.WC-PP M5'K7-
Z5>TME|T>Y;K*/N^_/BI MS",|7Q=:-DUR\$^U.^+:A4:*Q(HZ6ZM50E5!@!TJA-
I4C+0J38KE9&!&+'E&
MY:MQ|,&X&EO=,A;5'%|ZHWIY.RSD+)R*LH9+57O@I>=JH>3@Z9 !I)(W\$.6
MQ2=!HOTA: ^: _|#MC_7&ZIWTBBL1AP5680+PJ)Q/EZGI:Y5>LH2"&9+*D;<1Y
M@=5PJ3_K ZOB(MK|E6A:YBW*E(GRIZJ(@*Y?XV5FK:F/=X%!(X)IU^(0& M<%-
_T#5062ZS*OGUTAWH|577EK+.H|DLQ*/JRU'M-TL6!1,(=K7B@O**>\$35
MO,) +A)5|:%PA;SW/6!_8HK|W3+' +T886V-I>OW(W; M>RMLMR.I=7?
A|F%')ZHZMP_J_+N%VSMUD70KMPO>'6F|NP/#4^'6*Q;'LG;6
M6GZI"DPAX/0JFC<81CU*|L;OPRWL<+J2*)F@JB-2>00V31NKRVL?<
#3@JN+KRT&J5:747%KKJV6,J;-ZNPJOKU M*:U6ED|%QOLUB|*?
V3(%T?)1U+3#\$D/6!RS"E812L(4N!2U4&@Q(VD8
|U;PD6PG4BL60>KN:'X45O\N*U,1ELAI75=Z->,BM MK\$!AO\$D/J%8|30Q
-0VKUD2P1_6TIH&WP^2I:XFC&R!#R&JR7K7T;XP'+D M)4Z8+,>.ER7-+6"-
_|+)B)*EX7A5=-.*S|+;_VJ:L/K0EN6J|K MZAE\$=|_?S9B'R=Z_-I36(^E?5_VRL%
MOLUJU;UPM|43X>*-(HJF S;A|A2_|^01Z050=#Y?UO*%RHE2NL55\$334Q\$
MRPN|O0&V,"%??VT0XM860!C% I:K-
_U=5)HJ|P|J8ZB0(2Y0UAK4ZPT68H.U26')M?:68D6(=M;/&VJ|= '1>ZB M-
|8"|>9V#B<*8>IO'W3H|7J*FJF_W8#JCVOJ;Q^9GEV1Q5Y-\$|Q%B_2K\$-5Z M9;"S6M%=*6
M9=DG>;W|'37KF%-

'W?!&>Z*RD+KK#/NOT,:EW!NQM[I!)=/)#G\Y|&L6V,U^7D6.W8M"4=/[9K5\40C<%^>?
M4:W\XU PH|@FK*I&<+=-)4%T8V?Z?*(#|V4YW6!SIS/L\$Q6%_0NNX\$76S:H
MHE,%9;LIVWK9ZVH.^ (VA@\$-|Z@6U!7Y|*A5^9#RD:#-)9?5^F%9TX%)="3A6 MP,
<*|Y\$L"4|!;ZD#J#L#:\$I5C|T6K|-[1S :)F?!+(\$=4P|=|!-0MODJ|B3 M#C&HNT2."|P#-
%H>CQ6=\$\$757A%Z41O.K.R7L;8=B\$STR\$)*+R-AZU=0E>HOABDO6(+A+&S"S7
MJ8)X_TRH|JK7G((TLH,&UJO 8_P:2DNT53HG 0KKEIW=,|E5
M.@5)4LW:G/D@1RB000YQ"UV':=CA2B#M#QTF;-VDL/7(A*V|.FS|<\$O=BL*_
MO("MS;IWO_^WP*,4.4\$>?XG5S|JL>5J|?F/**JS6ZAZ"2W4 P/B'AC,2_^0 M>#N@-
>+2WI66,;?.R6;_S<|^L-SZ\$O\$?|?6VSK&O(9^#>T3-I*E=/?4XI),= M"DBH-
M5EAT%,1*I"S<"'.4SDZ4EV*331QOG"[LH8O'(UY._AM91R5H>MIQ
M_UD:|^4HO0B41R0;.D9T5(=P&6#FA)).\$^ET1S=SI^)^B'QZ)&MIR(H(%V:
M2MA:"HD|0N|X)2XZOY5/6^7%BW-O/+1V|2^G45L:KVG'L:HOCY-IU& O9P! MFN*
|7TK/3GYGEQ\$:D8|%*!":%SV0_E,%3JY?RU\18R910FGW\$47'BGD1EZF\$>#Y4)-
@*6.R1KA!#=#;IP;^1CI^(% M@&D!CGO;.&J!+3L? X7&=%W!(UX>G-@",9SCCZ)9 M+%
|TM65\4L8WD9Y5SU>84)Y2< O/P;)I5\$5?,Z(H:B +: X.(!I%W*E(^O
M|I)*2M%"LKB:BP0F5H&J9+D#(=DRG(\$|H/T2@1/2|*BTVY*2<'M!'Y2TEF: M4!K?78G-
5LF0>".L1SM15KUCCOX%6%G;.&RBI'CLJ,|?+L2L!2G3W3V!|.S
M4BS;|Z4H\$1&"!HK&L6@" M7P:IKIC_0YZA4JX/?(R=U>4*K/2295HM7Y^DPY) 9_#?"(
F.TP&FH R8 :.7ER^|C<9|I|=|*U1>A8 M!96%J/%U_A\$GS.(A6 C+:I7SB)>A8'7V(Q/ZRD"
|+X*UJ;SF&'%J)W18PO!U/UL*JXH4G#Q^ M+?,NX!U|\$2L%O.N|K;/-#9\$3LF:6
H^HFE)D;FZE"I1K0UOF\$1|#9R#M(A# M=8*%IYAB/9LD@52O\$M)_XB7GW^7 FN!|11/?
4RP8WESAS1W.S:9@=<\$CMQV? M;6+0_5I4IYL/Z3=Q)/#|AXDHA@0\,W!E4_F5LQ%-
:>P-\$1 MTADA|1GY*>86("2#=#07V\$#R6KXZKEHH><,^Z!T1X/>V.L.>T.O_THOH?N#
ML06L*BYA(<\$""2WP />\$:>-RA/>+3#;3&QV^F!6AGU>>C_M|=1'>(H#QDK M53?
WI/32-8)P8?& ?V/"D71@ THE6HCL0&W<5=M).A,\$A=@-;5L+)6=_#2-UN;:/W|
IT0&8+SW3/MBNH6D_4Q%)>P"K)LJOJK'WD;06@\$X4\$(0MW.+)/-ERI5LD)8K^5|C@_??
GU;MWN%0_3P?/4T4<&#CDB!3@E2(K!/-U*!%*5&T8?)JKG(BON1(M((M>;\$0MD^Q M?
G|J."D06Z!|H5A7XG| @B_C,S"8@M|YV728,@PP9XV(;=-ICB|1D_1@2P_ MYBC;8;HLRIC?
<("Z"#|RUU_4<)5GX(4.\$H-\$0N%PMIY;P,FM5B_W(B)9,W M@EVW|\$J0U!'PX9N"K&-
MD%1M,KR_U I?<-)?Z(WQFK5GSY4G=PY-4HF95-,*2RRA+\$!%F&5Y/C# |E@|Q*|M#
MJK%*B6U1X3LD#W|5|"%;0FX-P>9Y%DT*"=_7T4| PK&/%3^FF'E03,4+N944
M!#CXF#)_2.8!K9,C+K;_I0;Y<:U*YQ(_:^C""63-F(6|1_2K2?H\$)M7X-'?
MYW7&2J0R)RM""RY(:1R4GMD-Z8MS2H"C>5RE\$H5U1Z^_-O;DXL-
YMWAN|&.HW9X|**(@ MLNYCJ(-%|84UCLIFQP))^QQK6|_
TZ#@(K2'N9Y:E;MX35BH2J8I@5HUO"5X:3#Y*3+AC%2" 2+/Y9^
M\$:6"QLN*C43T:9Z"C?C2;|B%JKS0|RW3H5)|@*1XFB0L%CDH14)FC;KF:TCU
M(\$FU:93JTTE#+76;#MCH%L:*F3D8)4-\$9=59RI"-JL3|TH(*TDKSX)4HORM MQT%G-
*&AZ\$.DZ"98,62WB-K.TZDE6CABG,\$%,%=A%&1C=MKI(TY#R M=^FR!ZB5Y""2J?=LI?
+!H/HH',F6G^\$HI2).!8"T.!!%CK19*I>I^"C*AM3
M<;U8*5_K6ILC22R"E()2SJB*33U@QZYE\X\$UR0!5K@ F@T>)+4-|534CYL|U MW-
/1Y'WN&,DD'4!ZE,WE_3KLGLT70"/4_\$|2,AB=5GFA@=JE|8\LD*A7L2 M96N#|(<O-(<
?.^6DBBRR?.4RJ6UKHY4R?V|Y6T:7A8"*E/G5RB13:=TTRMC MJLI?5;D6-I5AA4?
*SBA+KMQ8X^\$\$1-O\$-O^6F1BB;@Y5JY&(\$Z%O-#|LZC4Q MAWE\$M9ID)BAT@QFQX?
X2\$.\$,+P&69"/,E,MF I3AH5M#2*,@+R|N";WK+"RK
M1^(%/;+HE8+0%,E**B,ND,PG=1B_:@;JHD8@VXW00;L4,B\$=?L*L7;*+VL6H@+
RX\$R|T;7,&6>!6XC2XN+F5(; MMN)7O-BVN@+XK*KWKIV4,|>|M OULHK3?
6YT/>*_-0065CW)HC_9'&C|A_) M3.^PJ_T(O\$8>|
D95\$|2(G'R|J%&RCB|)U=5;H^=4Z2|Y)5/<^H|(&@&J
MBBF;_>V4;/C:Y_)V&M85CC9?)9_6KI+#+;|**U6|2_Z1G6|6O'ZTIP\$Y"@L20
M\$H!8JDTF|8D|>)EVRW0)IO\$)/H\$WGC!OMNVC;#1#YUGH@8BM8)4Q?X3Z_UJ
M.8(G+/-A),T>D2O4J1DEF; M42;K#O6SS+O6((E4KP8;|R(Z:=QQ
(!42BA'E0H9|>QI1"SBA=|2&S^+L,8 M42(K%-#UFLPOZ#X%R|(TJT185H:SNFBA\$J(W;(
_Q2KH0;F&.&4%O\$^=*N,\$?
AK#"|2L1.4XRVE!G<(EV5#JQ;\$JV!6<Q\$,R%K0%LHFK*RFLDJIM)\$D8
R(*:0IT|U24R^!4:|Q|I*9Q7' 5VKE*
M17YOA@^E"^00^VR7#V1RHB9:OP@4^(UPD^6BN1U!)/S!%0K.O5B#S_0M>+\$
M0.6.WZQ|+J.@PJ-9JDP|6O5D/52&!(>-|MA4'*T6!UY*& Z8.|4>19%=E MKJ \$Y-
"Z2&&I6A&,18IR"G6QG#LH"^V>"6V-|H:&&2SD"ZA%B(.:#X%+T2_3

MD*U9/M58!'\$A0K#LOX =D\$14U: N2Z&*>[V*4ZEP,-[BE(4?;MS*"T294A
MO"IKZIG;LD!&2: ""TW!R0!F7S[CLFF >HLWGO045%E53G M\$.7V|RCZGF;?
M=M6AU'CV/YEV_6AP^.]>G;WJY_..3B?AJ^_^73EJ_.OWWX
MJ/MS.)5A4KW>|PN_/B[;*&+=Y\$. W=4G|)UK(^XO\$-"W><*4NUUTGZAE@08 M5T5_@
R>*R9-'>Q|E!;7PJ;*12!;5!FL;H6"VH_F6',OXN)D06Q I?7KDY<_
M\$Q0J;:H7F;:BU/U*.IX!6P.M&8RCR#)?/MF22|4(B>C;TNC;EG7QZ0!1=<3!
M<:FW#15&6M,)(%U\$"9VO5N:TNK8EQE.J06QYJWNUBKZ:4!A8JHB^:O> NR|W
M;FL1'Z76J.>3UN7W"P7L8QG9([15L06NZ|@KET&|%,G3W>E>X3G"+J=!:Q(-"
M&K"0+3LW)V#8B\$T M6ZT1"H7B;X&B+-R^N?K7/61&,XWUY|C8MQ|626Y
+G4*^_COK2U,1#R B^)(M-B;|D&!L,/*MM|+MY;J96BR|C\YGH(=JDA=U@Q9E4"A_
;6!OL0:^2DY_RZB MMM(8>+3KY!1QD;LJB@21ATX==ZWS#V5V7|Y35\$W&IS@L05C
37HJO KH&L@D^(5:D78FHNP*KY;I5RB\$|J*B!7M#Z
MS5(;8DHY)U::K8SH6!J49B#V4(N"@G|JDI4|PQX5L9DATS@4HSL"NNZMD_< MAGR"
LF<XF6!%8V=IF#2+L;|N>J(ETCZ, \$LMDN#4.Q'YDB%&KC5.KG^K;
M4>:D4=D1T0I1WF22U8;PH-S&UT'(6;KK9J_DJ=6IKDJ_DK52D,641D9" 3O M?
V1B'!;\$\6%)F"T%HZ3S*% %4Q24|/;% ,167'TWP*4,Y|J&>3P|W6:4ME.,M9#&8J!SW--Z%'5
M,2\$)B8#*2(F-Y|>B MIH|0PT+)6V!;DZG;>H4 374PDEUW+.9
M#V"N632RPT;AW:40|_P ?LA%4D;I,8D&YA0.2"?Z!N5-%948 *NIE1A>;|FI
M)%Q,9,'FZ&HH|9"D2.TNB""?3 #O"FQ=A: ^2+G#E|J7O-I&!O=Z46A\$G+?;. M/LAP/(:_D
I)?9HS)B!*(-)Y6?&MOK4BJ4E+0*1! "0|D3MAR;&+9%>JR2U?A#4VH|L+ # \$60BVS0
M.D7 4B^R|S|Y-*KW;H 994S/#;|>8#B=5V0ILH@"?R"7;
2P_"Z"!;4'+X4OPIVC+Y"PBU&D /X M4CY-4G)(I2J=ZU'C?EDV%9'=6|2/#F929^G
MZ/PNB@S<(4X7WL7E&O"%8?|OW4|/Z5A /S',XP#UY.J(A9?|JFLW""CE|V5_ M|+C|+4IX
;J|CF4#"=75)ZGK%E#?79;^)|Y4|B@=)&K!5#:&V4W
M5WT"V!;5:HO%I#C&|NRD.F%AWEL;67LE-&;>U=5|E4-'>IC-%S'UR|9N;RIX
MBVN8XNP/N13R;AXK5.VG(C8CH>R6EA\$&26JO\$6EOJ4@EJEU\4B%P|#TB6W
MK0^OD(ZHZP5*C=Y2BLF=,W>K|GYRFG2;&|&=R^9LLHUF\$<&0;T, M2?
UJPHZP0)PTAK?R>@L4"J#"R"P6 M1:5C Y+Z:\$LP<9:%9\$F_
OPAP!E'SUFYSS.:HI\$+!5\$8;X6D MH#* KJP-
:K)H3;:BNF5=;JQQ(I5(#565J3Q4*^"I/Q5U:PC-=Q9/FC Q@ M3K0>AL+
|D9|J^CGTFZG|)XM|/O.FCS":W*"#SIWV#6YPTWC|JMK5 MYCEI;W MO4C
UX@XNB;A=SQ-Y|^%PN&3^:HOSO+3V9_D, +|?0794=CNS)D*6K9J5H;>||&K?
4W:5#272A1B(5E0220 M)V;MC8RU""^23E*"70;:S&CBTZ&XE MN\$ _1#SW*XCG|X:
C+G15&|3WH8!;:|77*J9-4RJG\$F_"G1^D+F"<,:,"4)(T9I7&M9%, =6.1XP;:T
M^AOD^%B|>BSVKYXYC;?|/61TA9) 1P""4DBB-/M>K?& U\$/7L=|)Q5K_7*0' MI!" &
EN&@FT5P7|GB;LF:FZ|QW/F|D"4 M#/"RWE7P:C,5YYKH?F9Z|A_D%4
BX|I,>3|@&K8^5) Z1 *^PQ;AS>CZ-\$F3 MWXLY ^_12.*7|Z-!O|
<;#P8G;:"-3GJ>.SCOPZYWXO?|B3<=L|FTY|0IO+7 M^1YP#X;Q;"XF/-BS5|XZGXV#4
M/W'#;O^D%W;"D_\$XZ)X\$(?;GDUY_T_T'|I4T#C|6NV\$=<*^SSICKN|\$UA"
M|0/^B|IR@;:#WJL|^T5L-^R>9+?:Z7#82?THYWXHW="4U2-
WC|^<*JM^TF\$P0|J"#L)X)PAYU\$/:!6ZQ, MM%W=CV+)E%^2+|H"K/?
!+>B|!:=!G;%M%U5W.V'(9\$+I1D9|D@.1(7 LR M*"P='S!:(9X64M^>E?75GB3R&4_6^?
B>"NOEW(>O=,\$A|R@DQYL-K|AW?V7L;7OGSV_R;'4?I<0; M
J+6(E,K=R^\$+'ZP9|H|IRWP8TDL@H#.2C\$I%>>PO|@MRF^P%,NL%Y^C SC^
MUEEV"Q_J(K!N_D|=6K"/P^WX1FV&/'@JYK=_H-&E2#5JZDD#W|E09!-OZD-2.5KGA
MGW^W/N8A?/+6AS&SGXL(C|IE,8?:9ZKM@\$PIQC-U/-K_V?F7(QK.U!|^112(
ME4_1>-9K3'W-%JDHSS#;!@M%3+)P:4 JSU,D6|(W*P_TB|Q:THF%O97;VRB7.
M\$583BF*1CHQP4.6#?JK,0?_I%?UNQUOW!F SN|^F<|_
HLR4/5SD2N)*O4+DR73WR),Z>Z)K*BD MJ*B6AU8IRQT5;7Z_JYP2C.5 MKM?
S>FZOWWT3CMS^8#AZ4D?|O;@RO&?E|%_Q1_@ M^7K&|S7*!|C\$10/V993I(RA3=
|AQYJ=/L6RZ.H451"<8'O|^9+YJ%06F>|Q% MQ@O4>:.)|+Z&;K=>^W_A'>0Q2?
8F%M|4Y|O|U^NN9|K;JPKQG MK|J8I2W&YW7|J#>CWEJV-7WV|V%ER=9
MI">;^PG'|H31|, #U7UOBCF|=3|_06@5<0!L=%SU#>W'@&-9WU_ |Y2.V MY|SIKL;|_
"BHH#J=A+EGHN&B^C94WX8I+ #H1=;*P<8UL7T"W0WRJD6F|AW/?
M^B6*J>|ZE',Q4>Y?<-&N9CYA82B;9):O5RM24ZV|R6M4X"\$1N%&!1@6VSP5\$ M+?
CU|=|:HRE,%MRJ|;YU|AW<DN&GS+T1|/|&LS8W+?^C96!WRN5|3%*?F"|
MFU);|Z3G#'OC5V7E2"I39AKKW=Z9H@K9 MBQ#LFK"(L8LJME43_2%YU7^!>LI-
&\$NL=!X1T>FA;E%)L.-BQX@^!;:_L(M" MMD3X>O)WK>/T:AL)|'KQ-

FTOJ#|"WK.AAF03(DLB/K-XL5C\$=/5&-,H#NEXL MJ8TB|G^3*V%K-
Z*2>5>J9I31=FP=\$7\$RZJA?!'998SR_1WE00|^'1M|X|.|&
M63.|L:4(5Q&W/|IL|%+2EI|VY.|\$#9V;A3="|'G2#GEZ^BGLF^R:N!'9/DZ
MDM|0NYSE@HFN@&7Q|K*-2KDE@/G,"@H.@/>S*)8WSX*|(\$|P?S)J30T(HLN MJ<<
K3""6YWC?0\$'I3"?W_\$HT'|2-(*3J%65!>;L#K@MC>1M!./HNX|8_"MSX"@5A6+C6XG9-
_U% A.Y L)EP[D|2I>::HL5Y|0QU('|<#=-) -L*|JJ)E&D
MM6"D"Y:PS(^U27&M,2R00*NN9KCA|R1 Q%2M8EE3|?R@JYYW3=7SIG'5TU0|
M5U1)=<^OE;2?"TZ|H:|??OW|(|#JG7_|YY?W7S=)|3LUIGF((D^" ^:S9C,(M6YPZ_(G&VS=
|Z=7T.'SMCKL|6|Y8F@-HZX,*-N'A|+8\$4VWL;Y'JA17-M%K MG#"P/*;*KB!E+A|@|H=
\$X#& PDU2S/8;WCHBMC4IY^=|OK.Z\$E*U&^M4+^7
M67L|V|FVT^LYHX<4W7^L,^1#TS-|QF*W_SE1??%P>WS_6SNT01VRR&KN%:UFR??
TTO,%LXLUQ.5ZUK)"6909F|/U03H M
::U5=M9JF"1^PH|80T7!S&>Q|=&Q_C|V9WGFMU>I-5L
MF+V909F|F;T=MLH0ZJ8=)&+V909F|F;V|LSJYOTU"PI*W_M7%##K<|8X)=#:
MUMM9Q*;6+U'B)P%F|7Z:3N&)C-(+OX'ZX\$7&J.;CI&>S-|,WLS>S-Z>-,|. M'S^J:=-^NO-
%P /);3-)YNU) M.J^?|(#U)DOF?WTS2'| M,P(-D8B !\$!V97)I+3(P,C0P.3,P+GAS9.R|>W/L-
I(G^O|^"EQOW!T| MKN3S<+MGW#L|&WH-#H|S|=AFD662):GFTR|2#Q(D_9 L
M@@1+UDYL6T<";I\$ ""3R|G9_<7W|S?
_ZM_VK_/Z2FZO+K^@K|@9W3FY^\$30@PS/TJR78K1M_>? MOT/_Y_SN!MW|:
|SQT&7B|S8XSM\$|6N?Y|D_OWCT_/W|?K,(X2Z)=3MAEW_O)
MYATZ/>7\$+U+LP>_1I9=C|*>|/S_ ^X?3#A|,/"Y786Q%_NA%Z%|P?4\$7=?O W.MIZ/_R-)
J9M#|/ M8DRE +;O?_J|S)Z7YVGXL,0Q59)N+O*VT7YGI_9Q;_MO"A-I
_6.F@;5QJ2F;F,YOD'.I:/|H|>|=/_M^PE1>-MHS#^53UVTOZ'=-#G|R_#A;PX5
^"_*\$Z"/|'(*^VY51_?;?^*#<-#6,@>S\$G MVZ,8 ROIES7FTQ;O-A|5X_CX_AU^R7& MJD
|DU|6A-UEIX^>MVTVY'^HSDQCROD"?CHY>T;| ^|V_#2&ZP|/-DES MQ#;Z3>+3
1KF"OYU*B;L%'Y%ODRRZ|XGQ+Y|L?(3TZ|BQ|"WV^@X'?P
_O?"_R=Q%M=OKA>_5YD|4V?J.7- OCL.<_@%^)7ZY
MW8;Q*F&_(:^#L^I/:1+A)9D|!#|O;MNOY_>Y=Y+\$B>;_3OH|NZ._,?A38F
M_GL6|Y_B/,SWUX1ANJ|\$C^0:%Y'KOWER,4XPTP\$2Y"ZE,'H#_R.JGZ0%%C|Z M<8-8-
221^|=W=2(U|KL,|XOXW^C/VY2H;#&;P!OR"|Z9-S%TE%:D5|JR6-IN
M_) =BO<98Q7LB,54=+Y(X(\$@B4;TX2R301)XH8U;>E-
2YM^8KZ@O.;),MN<7J_|E)|D6RV.S83B|6Y
MEX4^^0X00_*.P4'9E+3:.)#M<(ES+XP^LK6W3|9EVI:R>%K=D=N-|C?0B'S8
MT5\$ET);5?CCH'\$?'5IA|H8)C)O O'C%7|/%;K\$5.CDY">#|3/\$:-/8G#-|A
M/T_LD609"_HN#E*EG".E\$SI85)ARXZ3MT-C|*1?94|'R(|2+;LFQ_'V3=O
MN|;FKKG/\$_7=1(%.,T^_8CCX"#=HJ"3,ON^-.!NT/F|T^(<7K;\$#8WQ(67
MK: ^BY/FP\$Z/LW;+|_WS0|@-Y1.F_+7K'-|PESOPTW/+7Q2X+8RQN@|9&AB7| MZ:UZF
0*N;05IH |S8;+|V3(S9|C,,54;3C M_,SWDUV@CC0E.) *I2EHA|:4?3*AE7_QS|S206\$EJ
MW4EQ+B"9'3/|QG*5P2X2F;<5Z|-B
M/R=)|!Q&\$;F,KLD|Q(_@M3|+,|QGY&-0KEU+EY95_-!814&/7E E1<1(GL!' M^;;F?=94?
MA5GTCYSE,^!?'5WV;%KROI_.*QOYW7IKOERF9
M/L^G#V'E"FD;MZQ7TUK#*2%*"LFTWI:OHS'F?O>0X=|V1/Q/3^43PO#WED5J
MFDY*"HB1>%N;T4VH|DVT'4VJ/S;M+P-JNA;|=;-/:;8UM6E1QZ"36?*,&HM
MFZ5I%1IF9T??,KYONZ6|1^TAUZO|^1?S*OZQ:2R"OF|K8P|EW|MBQZTP#5R;;|MN#
|8:&E6TT:EG" MIDU*LB&^+=1T%H^S(* B@#Y5Y/V9W&_VN;1LE:9E;
(AEY!258Y%3'44>T|NF M<|SI|DRSZ|IBV?YHUR#7NNW0A|>--
|:I#K|0@EV\$%ZO/WC^2|"+RR&,@6ZS8 MFX"TO0FIAS B0L)OU5S8TDR MP%|T?-.X,F^
|.Y:&MCFUB8=^H_*|RB0W>J^>Q|VW#3';RF(|R:\$Z4KNY;- MV+3Y6CTRW|
|!^6Q+WBM^I\$9(VB|^A\$0S|N|O2>R3GZYSO"%W|'*M8&=_XPX=
M4,06;IK"K6|M803<^LK'SU+WX%=M",| M**F-|V|W3 M|IZS*.+P8=-
OWSZ|6_9OT|=A<_ ^6 WW;OS/;OW"J|"U4|XB.M6T|L&S9K8L, M<(N|M1@?_*|ASGW;I-
OTJ^QMR.O:AS3S6U:#!") M\$;|Y&.PD-K?:K'KV:=DFBDQVB,U|,R79#*
LG|OB)_AA|\$2;KWHUMLS.)EX MB=-/3>)I#Y6#";5L_75&?.VE6_!#|4,D."*R+X G
J9OW|Z5N,X#<3*|!((> M2KIE&W7)X+>#P/FVL09LK\$^K%?9S|F8CF@"=
<5P*RS|!|)0G|RHC%KL'+K?^ ^ M|P!;WX/C69KE92%#7V-DP021C|425
M+98GE:@I>52(#>M-9Q|E_A(QT7G%T"M%Z5SL4H#T9JY&_@^.^FU\$9IF";|L6
M;=K.,|V(Q=|JQF|Y=(D/2/@O3WW^;S""M|TZ1N)0WXOT<&HM.ZMIW^Z2801V
MP=JZ8,T+*^O3::J'P(D-!.\$N5J*?YC:U1;9E|S3-SMUV3U509T-; SPJX+(MV|DSPME3QB3

H/\$-T6 :S>YPMHO@|KA*DXWP&\$C>5!E+/(U3F|WJ;^&+*6# M#Z|1A|.R?YOV
(|H5PJ8H*,^|<-6N/*D:;5&7KI?)\$'3W61X:-B-&|GZ:@| M?T>C>3=)FH?_Q6VCANUG86!?
Q+!E|S9-^?UW+QT7D@?685_-|:\$M/|+;9;P62|8B%Z>/0VTB'&NT15MDC;OI9^:;+H ^
M>TD.|^*#0.4H3BCVP90"..|&NDWQU@N#3R|J&A2Z"W"QF&*YAJ14NV:SH4
M#MOV?\$Q(#\$K2W(0=Y2UT.YJ-2&?=YGY3\$&S95@/EJO:BNV@MYTSOG8EG2|) M%J?
Y'OR\$6UYW^'JS39,GUOZ+N-,&*%T',&O9<4U7Q<\$'&1L1*H;\$G@S2H#B8 MT)NB-
L8Q)O276V\NLN@\$TQ#JV4K#8\$8.BWU+|T|=2:YK|S_72'Y?1YFW>?
MEGC+5FKZ\$(:=@VP<%2_5V_8:>7M=XA4F"FOPAY|PO!MV(+41;=E.3:?"@=M) ML\$>
<-|LNF2UJJRV#?6I2K|E|S1-^@?NGMJF>=LSXZKCY7P5"VZRN|NDW|*C
MFF;VPZT')=)2N|.EC76XE|@ H%M#3KTS3|S|9ZI^8,_D|%O=AO: M3:17#=#E!WFP;SK?
FKZEODH&(4RB^QMA|G=81|WF(?V_98TWH^VAY# M|HV63_E?
^,PHBV|15\$DL|L;E/!|F8!R |6A3.G?=_VD+73A|NG\$QL M (@6,,ZHF-S0UO-
8Z4*K9<|LEO8OD*A;U%J?T M%H|H|N>O9*QG?AX^\$=5.XTP|E\$S+WFA:E?
5|0V+^6P%#)#B^4SMG2!W,,O3 MT,|QH%G8SN='R7S#OG0M!;K=TC)S+1!WO;'X/TA?
8KT;J|M%NQ^/W"C|"#9 MLF.:|N!.9|HI9VQHY#Z+1LB;AE#-!E
N2V;Q90NQH;N'#/^V(^)_ M>FK!66JHGWZMBR PMQ94\$>?.NJOW:%\$ _X'7F1T&:+XU|:
<>JD//>_P"O\$? MY8=;/_B|A7_D(IK%.|JNRFHM/'|^|_I"2" _!1^ M_OXE" _Z|U#,GP_WS-
UFXV4;XFW>61D9^)|H|-,F&G9.Z|790?.\$XMG;%'G6R|M,|X^Z
J9<<9,69QN|.8!IX<.6\$5CE-&N"='4WSW@TV*2#ARS@=*0D0-CG&V|
M|_\$N3;P|KY'3EQ5H44SX"M=;!H:9H|=YGT*\$V+OD#|E/^#2//A7TX_?#C|
M^('I*9|L#B9O!+D0OFA&\$0&)D8XST|/'&^: F3-)2"|H>/S|,/W;AJ2N8A
MB_&JYEY>|) 8G1?C1U G;KP'W.&X@|F6N|&.^>GTP|?3#W^D U91&V.XRR3W
M(KMC;I*T//|_WCSYEC\$|><6IOFV/+<-DH>'>."BI|K#0 *A4KR&
MV^)|@PBM|V.=D?.OI/N8+7Q" _9G-:GX *ODJ2IYM3T6#|E2GRL&U6"S64.YZ
M(UGK,>S.B9I6C?QY_9_ ;P>5%IN|\$D>,*K)9OSP.B^=IV|HBPEN&OL%33I<
M0V,OG72^BN2N XH0|)JCX8PFG1>7T*6|YM7|0&>Y+HU:2GWGB@8KU.O+&';_JL/&
MLK05S%SF-2.=0:|&_1K;V,YLSKJ!/UB>L3Y,)SW);*F|S|H|#,^TGEK-<6/
MSWGBNW.J).*>=^FTP|J5O;^9UVK9|*|G,'=;Z!|*T@ FLFU4^SFU.W<3N36A2 MNQ8_N)
|&#|=R M?AH#S|<^5#LPG_O|_5.+Y^2*ZS^HHYEO\$(N;A|4VX2GGN?
M@)CU7P1O>#G)5|. #C7\$NVM_8'4ISI-E-Y22_6NNQXBXX_!^7ZR7K;9IDO< MYHBFVK?
6RLAVW:26&<|OJV/OS+;/&X:SI\$-|'. I60UY|DQHYN/ZPILYSP0 M>|J|S|X&J^GM6-
UO" _L;N?K2=F3%LRQU5YJ.I.T&67>@V'V(NY+_0*"V0V=D M\$#OG>Z03\$-G@S=*#RU0:
|L&@6UTUVH\$,G.^,#@!3@_=%9Q|.9Z;/G-+@:>G/MS/G|&""#|D|P>)MJ32G|04DZO.1C
8;+3LQ8X2=PSU20HS=)^_JWT*;_JO."!;0PLLLIC<67B 1W.;K|A+KW9 MN%/_;
<%8//\$NO.-=/MM<.;?8|>C%TZI'SK3\$XF.TSO(O-"I79T4'2UD<.;M(N#A.M#4J
MZNS71MQC7V-O%X2@E*0)M=@,-=9..9H9G>OVS/R#^X33%026L
M:KQDH&%!/.WH8X#>E@X'_HC1BD|A>I()!G3\$?_|&T/#=@8-NKBS|YN_+
MYV2Y3G:9%P?+9)|HOR3-R?|<|M (Z87TN8(2SD=Z(!'+4I#O%),W0EY\$+CSD-MU|\$?
D6.,1J06R\$"JP7?N>^B8!V|7-B1ALCM|"77;1='0\D3?YQA'OR013\$YV
M\$>.:>W4U9E@8)#YXFWP9:7D0\$V\$6B-G
M@|W'C|13J=11E)NI3T|K8F78 _XQ>7H7X)!1'XH!2'_^#MSKA)%@!P;V6V2
MY5|TG^'V(@GJ&ZBE|4P.E'M"&=#I=G' X0\Z'2^*;LX\$4FBWY--,'N/POW!P
M'9"QA:00*|0XFMH(5).JABZ-#|3T@<%R/61|78|YT4S+1,R=32Y7X.XP!'U@ M8"NCH!8/4?
BHNEG|H75Y*20;7&A9T4N%'M|JWM|C%*Q)PFI*KZWR4V;WG_8L;|YIV^H|).7^"4_
M)WQ_|?|H#H|\$X E2N_?OGK^#^PEUXE.YTJ=" QVS8-+WW\$N2JF7_W\$Z-C) MW;.)&J-
+(VS-"43S%2'?=F\$Z^)|GSUX:|_#T3R|X|<.,SH:_XO!Q30|L,R*S
M|XCY7_!M&OJZU^|4W"UO@K|@'SM^HBR34IFZ|4*R-2^|4@>8G_U0(K|FNC>
M.*!|"U,^G0:0Y2|BH(DX F:6E4 M0|6%|J3|9M|H|PMMCE&:'DJ&9OK9*.W%Q
MT|&S|SM=TF7)|O\$ARN21*%E_26#|"-P|69ON>-|&K/^J,%+^"K^&N8K|XB?(P7L*:Q|3-
"60<&"I.P&W/' M@B|4YB3E>3&(H&7I*L8QLVV,HYO_OD'H"=!?E7Q#2=J6L&*)U-,?IO#
(ZLH M%|4 >)2B=.WK_%*6WLH5|8WZD5E4P8>6J|@3"6>"BOOT"J=/(=A|E2>U5!;M
M="@P)9<:W/C3_WZK7/6QN;FV|YF|J4&-L0W(5&Q_0H"|JOG^*GS"MU"#F#*1
MOLHO28X-|HH^W=W=@.1+Q+@(|YZ.OE8657YR1;'(|PIUFS+?B|NI+LE#R?H
MSMN|NBQNT^0IA-KU1+N&N.F?R8@7L;AMSC'9B;AXD^O|L<.)6H3YVGB|0_8
MDUT\$^BUL;U.&Z|AH^QIV5655;Y+CVE|;|T=;.,7P\$.SO=?_AFREP
!C\$3MKIY1V<|ACE<0)\$5U@M39*6A MO;O%+NU*&4O3|,K?
R'F61C-.7RJ3GC@7N|TNHHC,#-2;/8X6J|,@H:XN|HO^=-I3|;2>.?|HY!2,7B.28O|HRP
M8;=&4C0ZN#=#WP,EE_/Y5+1V:&929XFUV|H9N,WCUHP(-

1'=A1EYNY^2S7V^|J%>#\MO:S=WJ-N EP;4/5*I M>_J):JTEY')!F92;)J@YZF\SOIVMJ-
*&HD?55>'%'M+M'#)(0#-NGM5QF#C
MAD.CES_XDR^(9D\T\K2PV;5H%MWZ.A.M.HC,*O4DBJ<.\QK1VAD{\$G\$W?GB
M%48N>#8O5M+E9G1M=NCH\X72+=J3Z;ZMT8=9A#)F>0\$5\CI EY=Z1T"A6G
M&8\$J%(9'B\4HEKU(.R?J.KVO>5_-7+,G+\$5\^(13>E@D9B9EUO)7JLM&\$
MKH#MRO,PHC?,KF(0EU893"ED?_R4MYO%<1HOJE!^:1J ^/:.IE# \$D3 M'^,@8!?:
M^K!(YO2-2GIT.[49&*P&:8Y?IH+47JUI;WSJT7!TF4/(.^31IH
M%3U5LOFH>'8B0;M%0\GD=7OZ@:KJ&'@+KHBN*3*[HCFQNU\MI6%ONQ?VU/8
MM\$5'9>G6WE//F3>JWJ8>,J(H;U.;|<) P GRW'&1A-:"*G 0,<=YNQ"4I/W
M%!\KA+01XD;,@S\|P89JF1=Z==:K8_ ; M%;&A!Z&Y !BUO\;4K>U;,.SKE5EE-
F!HC(YAYJT2^+C.GMFR:MM\N.MI ' >7 MW6>'MME, M/A\$ _"?F M-4;O\....I^NXV
'(2^F=-6./><3#=#H*V&#JX=(4#.ES4"2)F=WH=VTT QB\ MV% =7#ZI-
T1\\$:IWA/.,EBYQU82HJ)&ZR2>08?&LUG\A_K,ZP4FU0);ZR5=& ME4"J.:>1N6_)A-
(XIX^'2ULNVY2&*DF=PA%Z1>:/Z*UR;Y)E:K0ZW-YXB_-8G;
M1"TN"VX\$5YZ/>|1NJGL>A0YE06F;8X2C#B^55E;I'?1HIC8-O"/SR@|'=S33 M<>LI?
&AWU3VTPZ22Q2/B9J%/C3PZI*,1&;KW!HO"VVE%6"!V&<601DL :*) M/Z"RC/?
O;_GS_6N2_EJ&7UWB5>B'2CPQ=4/;B#)*/'_5I| ^/. 9&3\TUJD\$/MHC>1@?
L"WLH;5T\|S\^Y.O&H9XINV(&%#M:UDXC=R=ZB^DENPR:L:Q M\1<^'6\$-!S\$6;"D?
YV&/.T@W.6_L_BYHD P?%&^9D\4;2V?+'> G5+X/Z/XN86(91,V2//
M+LF+*L1^7G/M^4Z_!MT<3Z\|FZSU'5:O;0.^I*87?L\CR2P M41"L3Q&5|?
E:/A3Z/5C/5CE.-05(!L;H\G7G#C>J:O;@,1V5V2CV?@/'-69
M3A\BI#10RBX.UDQC6J00W+X5F\IK-G2S2\$ LH=|Z^FJ;4;W5I9&4!@%<|O R
M@>J7'OS1BRZHJMWNMNY&9@;) FJ<@IZ80)V(V,_OB?80K*_UEL<>Y'B"&H MI
!\@ "5%PMEP4J6QG"RHT-9+|ZSA'CR8Y P^- \$7L M.;^E_ |5_7/K01YX/N>
|_%/MWXGS(_39X%FA1YZ-XF.3P#O.B>?" +9BF'P+%90E_J" M?! T*#+
&P92P#^BL&'2FX2E.\L\KY5N\#E4FAQ?
D%J\.@|@P|=QD=>)HL'N&=^3I(@*\|WVFR"!Q)S&./" M#--+|Z7=FJ;H'SP|0HZ/
^QFGC8':IS,%EW4-,X\PBWKA&|X\$9?*|+TSV M3"EM!1E=QN7:BYOH+
|5BNC\#C,XE.7C;,+6?I="XK89/A|"RK;8>PBTHU\BVH1?;7MW5G/2H?FP+3<9OB M-?
G0PR=\$Q)+;A C&/R M\$USU9\ \$FC;.,IDD\86N)+FT;7;.(JK\OO3YE\#)-
N3WIG%#|/7J>@3OL+;; M/_T)64?@?2GJH)D\1YE5#MW=AM(P50NV/=
(|_G=S\|D/2&BK1&>PY AK=> MNDBI^3B@SV 1X;KU;+;WG\$=5)-.TZU\;J=+>?3PEU?
|OP&:Q6)\$#C.J&A94? MR@ASR_ |MPMRHGUYR> J1_743:B%+;%%W-CT2K,)UO-
WEK3GQA@|S#+|D)++N
M=;RKZA&2A3%/F)XF>%^UCV\$NP&HROC+5HUGPVD.NU6U=*E;U.URPB;76EJKO:??#+
(B=H37 MQ564/+?Z-4U=;+N<:_=#N^4.P_X/ MH%|'"%1FY%T'JC6J?
VF7@|F*&Z;/%BM>W6:3T^5=4C"B.A@LOBL!JQMMEO*&V M^NQ JNXO=!9%
_I'\$L,B&J(LS7UH5O531-;3277W9
MSV\O&7)INVVH5@+.K6ARCLQMFEQ:\%7E&F6I4=6K 2%HVZ6!N"T.YK_@B.P(GB92
"PH8\?L4)X+0 X8PTW:CJ;U M3.(N\G" 62\$AFK8J
V.37|1^N/4BEA(\$+L.=A&WWX&5\7.YL1 H'# +H\ -F6Y>9JVN MN7?7^:TQLFV-
|5)_O7Q.ENMDEWEQL'PF.VQ/?B%=JP8K;/?>#I\$08LBEKSI, MO!W"5O?
>5|2BMN)@W'R;7OS/R;@X^=\$.UV'T9K(M?'A&UB&@F:615Z^XU?
R\>|0S\VMXA1IOTE3<^NAM>DV80S(DU1Q;M:33)#
MW+^PB#|1ARR.:9+P61R3/99FY\$'-R\HQY:#|5/:D.Y.PN\$)+YUKG0+>5/TF
M7#Z(W0KC)8XOO7T&|J@TRVTM82_:EF5>Q/@V">A'H ZM9'+|S@.DY3&+P/'
M5%V\|O0\?|JQ90XS,6"T^NZUS=TH(A3WNZP\UA(MK&T^MX.\$^U L\|@.(.\O
ML\^GU::A.;<"7R@|2-<=O?)*BW^ B Y+ _?AW\6\38#^@VA.8JH"7/\$D"%Y
M;7BVE(FXRW2=TA^@S\21VLP3X%EZ&P;0*02%\$D8P2FJ;9!9&V2T_G M'A65RU8-
P\^GYZ1-%ZQ>:7(G!;H0M_6(8ZD%W>+V%>U=#;L>H@FKSI@1'8W MJW\$7756-
RS,>3>JVD^|W.SCYE2=/_:6'50Q>3NW;09F\K;K@>A\$XP%.: "-
M00\|C\|L(%S'1A&OH@^KPKDK9.\$X1.%X\|681R\W.'|-7ER 'P%BWWN&B3=A93S M:|
'N\$ "KN7\$838>IA96ZLP889%5+V\X\G.<1MY*4J()RO%6E.DY6V%(,4'T6
M"4^+Z"\$L1WK3:#| "MD\Y%ME&HZ\$R\$1RW3,XQF^N 5@JC&1\$!,U! (9\OE\F
MBQC_LHL#EH;+S+-@N*854*18.@|'?*GQQDS)?B1W\$SZ+,"^87D4\F82<_Z5Y
MV^2\$;NWK\$D9GQ8H4:X1J<%,3,'BBNIDV"T. |=-PM\4U6.MMK&^@0L@\$/BV
MUCB"LF4B2X%F)#,KCWH'=^WL<@L_D9N W@J7R>XA7^TB@2&OW\3Z+N\2OA18
M2*Q8:^5BZX75-HRF\SHANM;^T\7-'5KH1Q06;D692.J#9KLE"-P\$24QW'+? MV3+

<0,+*JD|FR#Z|YBB|LG9DHM:A)5W<'N/Q,SVR|*L<8^7C#_T'+\$Y*W' MDY8^>P\$
M)%SSXOWN#TH=0<*C44C5_4FZR|IL-UEUZ|A#KVN|-|+=Q6J
M+=C/=X*S%M>E!,0O_+TU;:GA,J=Q0H=.M.UAS./T-E|R@H;YH_9%G7;3TIE
M948RR(PGEGZ-4|S*BL|HGE:|B;BTA_-RPI:;%N-R|KFI|A#*".W%2OK^#,FD
MZK.NP5"H"<+H)50T=|B;HAAAMY&YG5+_%U;|/=0PH<5A!BU"D2G^KM2|+P
M_.AS&;IVG;8274UU96,@WVF0L"=-|2;4>JE|DYA!@FH;:%\$3W#-3NE.8(R*@|
MAPP|YH!9S>Q)4A%'O1SZ+G/-&/13'#CM.8&|*5B^2"DB#S40L0#0X|JBG|7 M96L?
YP|P2B:|ON2#MKG|20XP2Y#.('<=|LU4=D?U^=>2D8@HR*I%?Y#J3B% MOE9XL|_W+5
E|?VLEWAX9/6|B2);H-S<)>E'HASBC_VVQ'O7I|/R%|/*-APV MM??SUPRO=M%-N-
)6@Q|"DZ-+14;15N>3#(1^!@8KE_M_0668-FDVC0;WV&FK"R3S^0-
!=7(OP*>|T5"KC5/K6T|)SHIC#|!RH#V_X0O MO=O3/R-:FIN+Z(\$|F&A8(7?
&&Z+AE\$V=1Y|+ <<"*X>|+7EVY""%_Y8I?R*8 MQAC)88GX#!*2&(" D*TVCVSOLR)JGJH-
2UM&V V&TV%-A%I#*H M4SW-;6W;J|(-"PILPR5M:SW?0(>#@<|^0B,B-
5\$'%&T;:J0B(L1VJ(GU|4UI M3|,6M>W0RZ%W7XU?7U9(-,R|:'@3I&1*L'= ?
8CWKS@+;Y|'FWBE%6_S:M M)S8ACX XHX91A@PD/?T7*|()J'&;1A(NXFA?;@+-
%6N)Z\$PL=E!ZK)-!CC:< M"< 7/X
ACT!?!5|;883H*AUNOR&|L+W7+\$Y8HUZM:;CP:1!%K"#9R_!%<.^ M-
2>N&SHX?'8;DKT_>SD8;?>=(BD.H61;|3"A.E5*1-^2NTN=6MR3A+M,>
MS.@##M\$ "W2WLEMT&*|O&.K0M:W|RM|!%>K2LWO\$=QW?,ZKR/% *O6,%'F8
M5'CRY>=>)A=5.402?X?;\$& @ZJ4SR: ^2E|*VNDLZA,/PF'; ""Z| C?_!% MM!)S<)>ZIA|L|0|-
S%ZM/+S|-3F,@0W#N-QQ4-0=6|1=22|W&&-(33)YT4MPV MQ'=-D8)V&D#-
R68%3#&+M*&+(/M.B,AQ,SV%X))CHBVS-#F8>4XH?.MHJRW MTG;:FM%T-
9LB)O4=W\$4KF1 '74,+HR*H,KR+,"*<+K1'10C,IS)86JJVZEJ M:=TB1C\$-0..@?
O#8|H9#35JAIN|T8M8L&8&|4-5B=)CTJ|U?X;JDZQQS|YF85 MM'+3\$L9F|(#)H!.O?GY!?
ERDR^2Y?OF;6D|KG"*KS?6F#NEWIM8.|P8*>!Q= MEJ8Q>+Q|?|=
(PRVFGHCZR"^1%,EO_|8O:JDNK7#R@Q|ZXIC@D=
F117UGXDK5IBP,2WB80UXO=QB%.%NL!((;*)(IDWH| MDGF%B@X'2'&HZS1|
'FM7I3W^|>*'@LNW":|A@:|XX0^BK^GP/?O*>I_:48|&|&?
Y"_B=/8KR(X730|P1ENYD8*&9\$NAM-#9. M|RE9^\$?
U'N.1B_0B:EQF6=O=.)2J|7Q>CH7.X;2-UWN'#K:|10A!6)\$R;O/
M\$!"K:;2SE:9((KT8CY5#3V.|SU;%\$8469W96.|6-Z>9F'5JT4KT%"0K#;\$7
MO"1()_M.!S+6,?4*.W%BO"@0HQ+1:MA=(SHA#7*#10-ULY|RE(VD=91S6
M=4"6FZ@97A\$*R)\$S^)-1&D#. ?XFW|.P^!|Q,8 MS ;L5OJK0|?
475&FY3..GO!GHBVM1ZR|U)6+|X|LE*),JA2OE2;MM67RFCH M|GRG2|&3|:I6C|
|.END7G|IV_D%VSEX_2T\$ \$|5ZR7|Y?'=A'|,|=G:+9 \$/M/O 4|KP(?
X&"Z6VN6V=G7|@MY'G@T6>?_1 M"U4<&0ENEX%V
+)3M,L;24J#2+DU>5YOMEZ8TE#N-> S&L-7FXTG^KIY,M7^ MP|>'99@W@BZ536;B5Y
BY*|7_!XH*&&Y)IX|3'_|^F8>R'6WU!IR\$D;1N: MS!5;R9/E1A-4U|O|W,+1|P|O3?
=D|*;TKFY|QT@";CH RZA?|"8FJ_R9'\$8M
MB:.'DIH5A(Z,@E@BH9)K39P'_K(:|MPF+-.:8:7=^D| M<+@*;Z)JBM1-?U>_O,QMC|CWP
J&%?X FN%Z31|F(;F=_5'RE/NP=EG=2@*\$ M8<8Z,?=O#K_
_:;+9.F|T+K5Y+LC"DDET\$A>2EUTV:'DCO8CJ;8*F3 XQN T M@SBYGY,D>
ZCJ|LT6|/'G,SC+;:H0#C2GBG+INQ)Q'|H0?ICL*Z4/Q;S N+7,?.*T6|?V06LRFU7|IB<9Q+|
M9"K#|YS8*>KBCQG_JQ:%YC!;MO'"GY/E M.MEE7@PQ(G&^)|^XPUO^!4OWM
%\$O">)8PB)KF/#8| ^;E!T:|7@T25P|S.@ M3!&|MWB(PD5!NQ^P P&G
M2F\$8A%ZZ9Z4XJ')C2N;6MG=9ZH(7Z'LBEUUP00^:P0/PFL+858IRM->VZ\$O(MH>-
U0K5NUI=L,5/L"@+#\$EJ;|H&L<0BPI78-N6,7# M:(Z;3"\$SR W))39FD|9UFLXF_FBRVK
L.55'W?:8\$CQ- MH5 |*;F-*X|R5&'.LN,,F'7JM@Y+#+:1\$N3B_3?E&HE>4N6BOH8>
|9R_5):X| MG|8\$,-H8E4UM7|PL":62?/(+CFA4#|%A6>UN|K|Y.=|?='W'|&9(Z0^%+Y7
M+T=+)|NNAM4*4*CYK:._\$)3MG 8|2F6.10D|O@O:\$#+;>KJ-\$^H8&F0C&L@V
MF\$5*717^GN87ADD0^MP8V"G U-!|!@JvX;L7(-X|'B7F/WW.JZ|C7RM/=S>A)_W-
#="LU'1:"9OJUM M\$S9.-S>)%PN=PV"i5K=TEW FY<|&0>|8Q,|=)PY#9.?MISA0)*|JvW-
VLCK M|&YY:Q@|N%*"RH21: M89V|H4)R>O)D'35"_AUF<8JB|A&
|2:1|>5/,|^ALK8.SR)|ACXLH|QP?XR"C M(TLAD/FS|RLN R25\$97#" \$XAG736%#F
|/%O2C: NSG >0MBUQ=YMKEFX9WB5>A M'PZM'=F5BV/EA6@.W*UQCF,R)-
V9K6MM/Y14O#64CD=#4)RAN?N)/=OEZP12
MC|\$0U%I42MEAHD<&5SGN|YN'D)YJW/S|G\$(-VX(5C%V<"?(7+Z7_3X ^9M@8
MC68S4N,|J^ZS|0'7'-G7H%V VSK%?JZJCW0PF3E|P<#C@'JS\$IOZ.S^N8TV

M@CE8F&RXC0\F=00QGSVMS%9(CX&AH*N"+H*)18RQ\$@*F)P6WC@%I0EMC=0T=
MYF>E83|F%+^./#1|%S)M|'>>N*LH>FY,D60K9ANS@-!K!;MZE=Z,?)S=
M\$&C;^SE%AF_..7V9 S6'A8(E<7L=)-'FR-B@ZFP:1#J^1J?BS|<3#AXCL
M:O)D25)3SF&CE;.) *C (F958C:=0Q*_3#-2,XH;4"|H2?+ _P'GY*M', _C|
MG%7Q\$!F0QNJY0\BYL^G2F5=CL PB-8.H)A&5 B|0# (MP)YU1N|BX).8H\$!X
M#:@P^|7\$!M%F>9NZV%:50#A(HN0Q|)# _C|&G7; :6KK,XFW8|K9M-)R)&5|8
MF_:EJ4F"#>2WF!?)AR+Z24'V|QR2-Z\$6;=*,<,XN+,)56M|&O-)U&U= T#0 ML_
&@Q%L;CL;!85:|O^2 /"2-FRV7|9J* *C+/L?" _|RY3.T9O,+:\$!%B|@
M"=Y(@#&4ZPE>7!XOHYNJZ09@.V<5P_4;|<^"9 L*\$WMAF F3)C'YT6<8/'+R
ME|%LRR!Z=C=02SG3XFJX)R\VC|1|/\$ _T|4:-^|K# 6::H8@ME6'76#4'.'.6 M:?
CXJ%9E!E)T6@ (JSO=7R2Z=H Q49TZOZVPC0H8:!)C|1G,3I^%JO8K#9)"A
ML(4;Z1HL8#&F_A# LY5<@@S)G!I2#*4U!Y*?608@"\$T1"Z9L-GDI
M"8TWJV_OF3BUV(AW@-I4N*#ZN|+;J;A+LQ9? _=K|S>8Q M!9:=*S(N 5-,%=@^+RH#
7>VN9ALH@@|L,+.WA(29>@PJ:9|P>U,PUW88@)>/7XU^H"
MLO_BY;R(NOCUWE2;L3L!|^5'9#N1":A/V|Z=RZATW%SB;8I|=O^0GR/,P;W)
MNX0HB_|E(AS4N.9!P^J&#*J57P+(IH7++|*W/P8|?. MQV>|45:/J14DI7|\$ZY0N+LC5*:92
LG+:|=LZOC-4 |=-ARE|*"WPV?O!=P. MRIEL_MU=-
E%%,*F#9X@I52=YWTPL3GD*RE3D=OSDM3=1G=>X(W7#5RC?W|W M ;|>&&?PDL+9
F('R(#(Y;KF&A,101<)W-IO)@\$:M*;"804U8WEZG4(NZGT<
MZHMXZX4!# _|TVV74;1U>6MLMT|H|'"30JRAYOHYI>CRHEL@=SKV=K@RX0:W
M&@#KK=P%-|9 :|3UX=M:N|L(A<64|V|F:|AX'ZH.C>@V|A5EG|38G:WS6U2
MD,)/+S0U+"PKBB@@Q0-!2D&^LJK)/5EK';DXCM>C =%V_QLIA'-
!BD^0W6W*O>5&4|>2Q_M92)%M=)XUK*J>IL&9>A2Q>T.H"BQ2+7WF^|R&
<(25ZSFCTB4U84062PQRIX MYP.)V-ZVE"J9-!|>'SR,GZ6/D("
(E&Q""C15@CLWL_R8GT.R8SAZ#|)&|*E|6J'LIUUIQ/HHO0@X09*C9>I MV)="MN;
|HB%ZP706%T?.\$O|/4N M(F"*UIH.YF T=NZ,J1 GAS7Y|E^)^9I?
1:Q7.5A|R%\$SGQ6&TW'D\$:=#\$9YRO MDZ ,+KOCF"S@WF=@B.+|J7,5|B5C/1+4RT
M)X.X3<)6:X^IN6W-KUJ^B^J8 MG4M&RZUG%N;7*QK//O8MQM\$O201O+@C^SW81-
>:W@Z|T|F|FSR>X>S;C8Y1EY ME(-XY,Y*PS@+_3&C)_7|9@\$G(V.&GN_EOQAB|7L0<&|*
5=+^!@SI<|GPXWH M&HI#M|6,TX& PY7DAC1P"l,,)E%88_\$0A8|>0|KA:?
#AAEI@|LEOLQ5;|O)8 M3*D+PKC:5IF,F_A=2=KJG-NMZC6G)8 MC&=+/T25;G0@)7?
P\$TE,JY^H|><7^WB0*WUM31V-OA:2)"X-MA|2V|B@:C MD:D?
#=LXJQ*06%DGDORT"7<;AJMP#W|^ "SMJNW6CX"KT/KX4;B-3!|&0\@Y M5^FD?
&\$X40%PO(2:\$>8?G6 M-3,_ (K*;EF"8*40<'E-#X4U\$
H|Z/*EK9^O.6,4*&ZY20W.G; _=216GY M2C6-YZL*:(T^73!11\$50&E%XJ"Y@<03'8,2O^?
5M5IM5T76702EAM"U6' MT:(Z\$AS2^NH8'3JXLPX1?2K'-^ 5KK|+KG8
M"N_7<0M:Q9S\$SEW:'JEW0'9 M'\$8XBKP8){NLK\$:H\$;=#QYD\$:\$AINNS'C'OY.D5KZ'O/-
LI(K@K+<1SV1L1O MBX3=WE(5Q-V#\$)H!|LGOAQ=?D?
39T1I#=#61;VCM+FB+UM)8K\$05)O#9+:BB M4M-2|C"9PA>D>6F+%Q6 M-
)7L1N5SLR<%A|6EXD?P9L!|=;X7 =4M"E|+|G1M%C JS;A6FHRFV!|&HI+
M7WY2F%_+M/>C8?F3Z)ZMPX0O O|3,M'5Z1U";C:+V'.|1@. HC\$J'5*|U0UG
MD|B70:FFUS,3R.0'71;+N9.R12W6-W9?3J;5>ZEJZ3#JF")40AP!6&AW M.;FM.8"5|&?
0Y;UT|CY|VM5R':9#1J|*_L>@(ES'7 !+OGS&T1/^3+|GM;X<
M|A":|PU9'9X|XBYM95XN(%F&ZF=0(626P\$8Q-1"G>P;|@6QTF?WO=K'\$5M
MN<^51DZ#CYHZ=#>+:K>^|M,S>.1;)>*5Y,)%A M1|06 /** Z+|I.*?8\$3(MBIU%|9?
A;VV%C?:E/1/OMUSZA7G+PB=<7J.=?.!M-";|?I?>BXB<|.D*M-C1 M=.T=5R-J"YJ|G*9I>
|@&9Y7\$KNZJ-N M;7ZT60H|F08.I8ZY 6;!PQXR\$NO!@/Y5GU%<*V966SYZZ>1|GLHE?
D6\$|A M.|HG1Q|23A|.;7|8M>0/*YLZQ'00>+J+YYA|\$A1N6C-R==NYN&G;+C-M<|>9
M"F"H%D"T5|H'5R):.KO=IO@I3'99M&<7&Q2<:ZGRINWB\$OVD M4CJ/HXWYKL-
N:|O%>=I%C:RAB9+3|*9>|2NX5TF/KV#2 _7%?F-2KG3M1PM MV^ ^3|_?
E4G4AH;V4=5|&0L-
_E%|K(=U2T.R^H|P>M4*HBM#0X:2=/OW+Z)ZWH"#G=UX|/S8|BL'R,-
\$_#HTK7>JH*2A##1_2YBR105DV2_WP, M<0*5VV1X1\$"5G,, ZC!)F:6
:)B1EV6%,,:L7==>V|PW&8?FET(K,H/"!*K;
MCH%./1J#S(Z5=;@U1&|HV|JNGA/1NEL#.\$ ^B78, C+R#35TVOK,Z<"LEF>;
M*(%)B2CJ3G@OES@_8SG8,AF-\$O3X|?::.\$HZ'D7*9|.)C'&0TBL,_@LF#SE("@"# 5U4E
MO1X=C^\$&;GTVV*%I><=>TRBN@ .?"S,|U4S0"QUZ>8X|91|VP|Y" #MT-1 M?
YO=^ _D5!OV&%I#=#D3'L*XUU0>X6*+L#TJ*107QUE%"O%@C.#6Z\$@>R6*?B MG%-

DYI?HD3L|""FL|U=GR*LQ(=Z('Z@VA\$=VNDUB?|-5H,H.X0A56 MT_F^W0#:/8YP.? +GR6KRBF#F9SY?DJ.C-:'7.N|JSA9\$J#,*+:9GG ?7J! MVP\$'S)4)*@'_?NK)8#; (01J.=&,TN2)G1FF>="=#!W>K7)1C@ 3\$ MZYC?\$KI%T|2VG5'&/:SDD+{?;=1"- E)G:P2'7NZ#V9ER.' 3AX|>9A|3+^D M12<|9#KU).*T5\$*8;SB"2'%&^|S|TPE8NQ|- V^#K7NPIXJ|VJ:ZX2AIL,*F MT98%6VMG&T @?(RI037.FZ!MNJ. 3T^',=\$K3& |>@.F#S!CQ!>MQW|6MW2>I M5LTPW)Z^.8(!L?8- @|CY7*/2,6! M4- B,2Z5I!|P>OXD!|= 1J?:A'9Z:%;.W=W+:&5T: S 0==08PVKE@/NZ\$ MY(F.RX3'H6F3G75"=BM%:- (XU?.\$|@16EV0Y M?\$(ONU@3-7BC*2O3H8.SE6/* (NP>KB^:ZWEJ6KL.B)8@V.%HXWH0_V.+4M^+ MA'-?K75(G9 CDE83QR NTR|F%GK6+"X(0*WT70F*ALK^'D5ID3IPFS*^56A M2XCJWM^VXP T^C95>>W>>4.-! O3F*B--3='L'3L|M"R2 6#-JTPH)Y<| M#'#JR^=\$:V|L14Z@>\$>1R:.|#@H:C1FB^&\$!M!25%\$4BG52W|/#<*/G|J.=T(!3K|&R4- &WJ9PZ%&/ M5#4X2N<-&)75+/-MFE5=^L!^VJ |J<&&5Q_6VF>J?W? JI>0%2XRW4K.=NVA' M@:;#%+\$*:0ZD(P:|6>B!|- "A%NFV#L.VE^, V6MY4QU"ZAA"F87=UY>M1<.C MF=5DK==)"Y.T,TBTH;5MAWUA0+G!.=&HS-51%2U? Q1N6)SNV%\$XG\$H!KB M*3FJ|'K=&4F3FDWS>@OLEQ|,=>BOR1, MR+KV3&O&@Y555^1H5D.;29!:(#8!!H4QV"AOI0&9N48XM5@A3G|=Q-+-;6?X# M"G*R)8W&,JF'8-MQ!;..+|8_ =6#KYV&:|\$:./&2-17\$X6FQ9:/NJ"|L_\$9>> MDF2#BZR&&ZZN&Y,HS7UF|Q?I"1I|*#EWYQC_-\$HW+@T?-T?WM71R6YR"G1!| M:LC. 56%%Z\$S?D/5-K-UE+;|E?I0<&>HORE-?(<^YH:(EBDW3>@|?0DNH;K.A MLT&+5&5RK|9V":R MJUU.|A1W%4DZ>>7W(K8!BJ! |46M5I@&4W9W@X/Y".ZVI|>."0>"W95>|D-#4=R+|7/I.YLI#ARQ < M@R& <,R6DC",X53J"SH1U|^SZ"5G3UY8423"),|0)HL4=7, MKL8Q.#D/9D|6!H6.74@*M:Y70J<5%NX>M41'@M?W(F8A1R&+,V.CUYE?6CHY M!26G,&P5J.|B&J TH.A.V<|ICRC0CC#6R7L@,9?U|Y089(2ET4_4WL^='6VS MA91I#.#75ZX<'2X8A R_,2&9#_V&T;.NDS"0O.^:%A3JX2E)A.RC|^DI-M3>1 MF1C3V@J7Z%H|ORBIZ;J&C|<3UZ"5P!Q1L@SZMJZ'NYCTS\$^3YTM,;|R,6@F(MNI8(Y(Q|3Y_MWJFK,|%J<7Q".9?- @:/X*%4W'US)GRNUN^M6V>7=|2PA%#8 M!.;P\$WU|VY47>F/VET#|Y,XAKOK2G'P_C6_,G7K2>)%(:S1WV*&:Q| X^|MM? F,@K^*X+QO2);495;A=7A.8%:;+H0L.'!C:.*_BQ\$|J:L5K|6Q%EWZSDT+;"AN+;_@WF1|P! MM&<_NPG)&U!3H|F|_:2!E/<;+XHT#@|=*^M:_C9.'R023=H-G.;A|@|*\$_7 MV09\$*JW0Y#>%OX4|&.#%#N,|H7.XDP'3G':CJ2Q2#@606|I^1%R#? >K\$*/YLV TZOGAYA M4!<@.8\$J*N\$ NZB!).4*(0<6|F7(S^\$%_,S!>|>T+U;7|MZJ>Q+PW MP"RN" +|&P_PNP&8'?0@LZJ.2#L\$(S62BH1+VA||M?;F7Y@H77= =>#E|U M,FID8?"AN*TL:Sl;)F6Y4 @|U9|U!Q)S)COX&KNY25ILV0<0FN|1WW+\$2J:Y M,4YX2|QMJSW=WU3+)(?N>1X@_J6,.T83M8E7H5^J-:'K!&W;BJN>3"\$DT9D-M0*E- E^V|QK"1T%UB*\$S8;.2PLT_DK28C3|JUUZ'@/&IHCZ^)+DM'+63>+% MU1 0W85JE<>HCZ.K*\$E2N3)=^UNHV<6VYXS|3YZ05VZ;.R+?X#%3M7,/PI-QIVH4V":? GJCRUQ8SJ6WO-M%HU(+@('MN0,C,E:3X"QB_/0/ XEV"THK|;8|F&419)AQ' 8J=H=PRU7? *DE M>LKP:TU%U&%H#*OG*8I@:D-A:LWTY9'G(UOT!E;211!S|C9\$ _MHW%2.)OA7\$OR- G-Rj\$O)M,2\$AYA(I!+\$MGR/X#2@A(S7O(46VTZ&^,SOA0 M+EX70)F#..@,DTFBDN;H7W^9PW,6!*1=DO4!R_ZSW!|D02|/PUY+S&JB),I M08PP(I01D#X.@2*GLJCUE7O2@EP/5|M8Q!L,NG(8-;0BY(Y-#K46=H*\$3\$: M<=ICRV8U9+O JI"-?F#<'++2E "D_B4\$T=12?WW.3U| XG!(6ET)Z@<'Y(' MB- @(|D1@B?7Y) T%|E">H'?|JQ-\$ASKVA/-0ML*|*L%O+!ZB!&PU4\$V)&TA MA(FH=9P7VI;4%)P&WV3C2(SWR.<-FP+(:5\$'I7T3Q +|I M97K?/&D^_LU MQCED719!ZF5B.7.^K_@-,K/C(!OR,.9|\$&7\$E;3Q!>:6/4"/*A(H>_U4I> MJ,*L|MU/8F\$=6^K(+!QN.U?G>0U,XDT WYUR<5-NC^!"Y;S',V\$4NJX< BD-MVX0- @YX%%W#VT'M+VGN%/E&L@_*4L2Y3*3)6Y4RFHV !MU("A_AF'HT(F'(MBDHDR4U- :0J;LPOMSY*\$1@U.%IDS093+1(I(\$3P_9-TX+71+>)(JC:|CK^L M&;GZ:.'1KH-JI6UR4 >PL8.BW%6A)S'LT\$S\$O9LX&+5:H8(0*3JADA?Y&F1VK MT.6|U#&4MT5&%,0ER5"%OE- RYYDPWRH!?"DCE"1J"\$%?I>S%+REEC+J#TUZ! M;C/(7ZBVEIX@U3W YD(JOW" <|AMN.E22)Y|C88_HA|&_R7XUK0#G_8J0&QC+ M|R^O0RJ^G(S9*>6&2G;L2SVA41 ^J"TRYQ,\$3!%P'3=RQTL?<2|7VX6,I*|D MP ?Z.NJ1.I1^Q5B4 0>T Q;C.J"MR;7D|LDFX8H941)3Q1Q95NVBMG/N&B3 M>;N'IF7RY\$M074QIF4-F2M |Y821H(PHZ1,DC>%W.EW|HZ&L3REO)(|/20-\$ M#WLDM^.#1'24)XB/LS*I)TB,%:F78- 2O4*J'O\$Q*<^RM%Y)KY<+;AKD7<4PK M!G:%,0&|3@.D85"2A#"8B:%&- FI!|S6".&YTC^,P21%\$X2/-(.D*0;+A M"8)*?@8P@QQEF2S,*:(<66;

f55,1>W:K4V)5Tf)ED^) M+Z;DF4\))WT_C/HZJ8V/IO9SM\G4"2"&#
(T48241HHH+HR32A(R9(.YKPJ;%A M#W--* TOY?YVGD96=XTASA27V/&/O8I\$+
<)%9M_Q8P78LP0Y89TCHQCE\1 MU"DM?1#F84N9GJ
G8'NBW0FCAP\W0+/(RKHM\6CXIC_'CV%,_;/S!4ZIFUF M699/L8B39(4QCDX,69F#*
(>2TN@O=I\$!/?[XO?OPE)'LY]==[FDH_-\$ =R/+3 MHR!,S4I?SOYRG-)%)I8*
[+&OF\OD"C=2X82_) "QWF"5C%)%!0U:SL*%Y)8] %B'6Z(0<=:L.>'J.F;D;E\DR?
CMC(9C"J6!;3R-[XNZ M&(#6O\81 "N+JB^TG*PPH/=4C)7AZ16MZ9DS1"OR4,*
<)>H*X,/.WQ-X3INU/_EL MV;*000)JD1XT#EXZ#A7#X\G"OSL, @F@#!)\$H./6: ML.4?
22VUI@1&47\2\$P,Y2W4E%8P,@,R,FJXTJ;"3)*8&P2_Q0P6'DI+Q1Y:SO
MIQ\K.KI%1A'K6BT3_UFB*YRF./@P6!\$9DJ3&HA!1R\$M>_\$/D>S/7/,T4XE\$X|-
M\AY32K%):\$T32,)+X_4XF MJ*+\$L4GP2YH0H40=<+/\$7G>XRC+)>DE3\|XP?Q=|HE+
|UD\$V?22\|*(Y\(_GWT M2*^_'5UT%K #(\KW5^\$3E'7*&\$?I4J=5&BQ ?
C\$V"/B@DE%%BZ&LIHD='U'J M>G@2%WP% @F\+P65U)@9N(R/1C2=P+
<5+LR1Y);&N%J6HGCJQ54F*\$IPQ-4L\$24YTD) M!W\$"E_<#H'6XF
GO"&@A'G>4RC@TZIS_ZT\%G&L,>A(%40%C\$PG+ RBX7 M<LH\4T?
X*IZB2>OLV17V! 8D65)D* MX(Z^!/?(98/2H=P(B:N#(?\3\3Q.O>.!>W"A_&'XT=
<%S@!-)#H?'1>9E=, 06-G6^1Y3T5, %@43"A00.>%2)\$*N MD<4QX1F-!U9U/-
)\$9D&6FF9U\T%.FVH^
M>2I&A&*IN2W\#.-6\KR0<\$)_.TNHR@%WXFG/L0N%6/IT^J M4J/&?#(L
M69@V.C)J4"L&A\CHO,/^6QC@=_!G&B5V*T_R5S')L:6N'.L\$T'QE^O,M+|H5_M1.#:J)@";S-
!N(SMG8+XZ)8/R5+DB_+*WTB^ M5PO.O(LD(LPIFNP3KF0+T
M#^C=+'LO77HPJG8Y\B);!S"Z(@@J<5NLXLH MNT^K%?9S%M:P6)T%"843&EY0I^2
&(L3_461K)!@H+|= '1Y:VE IU3JL")U66YP_GV-WDS4
MN0CA:YNPP\$XM3&8^86\%6)1Q@:BU@ @^5M\+I2.6,9!\$K\$H5)9P\$171D<6QJ
MAUA90\;ROLQL=%VDM'N%0_I+PNSD M@13*2B.L*18O-|+LJ5\YZ*U>^.&)YEVPE4-
H>>PY@R\$6K+E3&TV(&3\MI'A#_M%<@4J?&9BWD9>Q*
(A@,AS,S!>Q=FOY\OSXD&LMYXZ:|_#_7P5V@B(HX+VLN,:D)U\$@5DHDG#\$)V+9L0QS.%N
MB7KX%_8\;P@V'J5%'PFWB8@|\&|&^7;- =36\7*K/%P=R^BPTLYJ.KZC7W4@U
MEV(TJ=NODDMK"NE\|7-8!UT>#'+G99GFOP6H1Y#S2K"=H, MGUQ0E\+
(S2I5TY\$P.J\$2A"XY"6/S,%6.7FIF9)?=CI:9*S M)E(T\VGTP=-?,|S:13?A:ECMYRP/-
I20NJ/T4_2U\$X\1*KY<+47V&'T\$#":# M_:U!:- /-"R#+WP.(2+.
(H,R4,I_ ^ER1.Q3_/O2S,H#_#,:.'^.@Y_VV\$| MGZA4"H"?.> 7EL:'Q_#1
NHAS'15O(@\$1TE*H;)RG%.^YG,;*ZCQC3S05#-' M&(-OINJ:LYDK*ZY?4'-
K='T'^.5_X_V@TX056N<4\$26)",W9"Q&Y&3^+PPP? MXW
5^A\1*KE%Q\$X09DD7^9SPR/@:MB01SU5) D%PHMA86Y)4;_@NQ&GZXLZ>
MO#"B=M(D!8, +0U(#THK5XN<)5RPHG45J/6AY,;(43N"^\$+?|!"^DMQ)*?H M*DE/J?
A3R,P!"C_#;<,S:N(I\O\TL@VM%!\R3R,;KHCP1KC@, #;JIEWYBC6L
MR%6&Y)>4CTJL:N)6ZYJ-|G!\$7_K7JRAMC/XE@F3/G00>@L>JS)-WSM-P! M\JR"%?
(I+Y3RB)\$\0;E@ASS.#V6!,C.YIXN5.AU^LHIKK5'?I MH(%';L8\M"HTN2U7.
1O3W8=L\|C_826X.%W\$"8^/@>ER!BS79Y%J8\$NC@G*^ M; %P3E.U-P0-
XB=E_I=1(CA%JPV1,3D@R&50LCODIX,4ARV,2 M0=2(C@D)PYHJ%;:^@8@BA^.:?
|G840?!|OD(@H8>\$KSU.9-'K@M.&*)JGU
M(Y13\ZT)J@BLF"#E@FZ.:1:TI>0(!:S&6%QPO XF)PM<'%|E
M'T&L2+5D\$FU8N9+Z^,&413E7\JU=9JEN6\$%KN6*K*,B+0DKV2*2)*H)P!\$91
M2OYZ5\$GH@7A+GA%)E#R&_DT>#+<^E.00H3>-?|""-%1C\ZF0E2EF!!@U4YA
M#:00K&6>'XIP3A4&&F4%%ZJ0PU\9R&51 MPJ2H\3+5I!UJTY(#)G8;9DR"9*NK%.-
KJ.%"ILL\|KKDD=U#|B:0/5T!/"(M"2/R6,4C4- S?IGCKA<\$E9A7/ M^5!=C0=*AO>,.,?
YP#>6B#-
=FM")X*9QX\|*9ZFG#O:WP%13DIO("OH+ZYQ:+FCLH4CY"Y7'U&DQ6@UDJ5,12A.D00
>C M(>Q#>E=Q'\$@EBTY0#(C\|S#7(^2!,&1VIO/63\TP6\0L75;!\ GT85E<5|=H^Z
M@#AB>\$M_JM)?,02)#,UK9R^)C2#W:N3DBUR-(6D-(4'EE'Q^=5-2C^(64T.=
MF%!\DCT^-D>7NCYKNV6T\$Z_,|3D+ M(FH\?V(J5X\H\$_.N1Y?EPPB=,(T!)
MB@3Q8Q\$JE3^
-/3Q,@T?'P=&*U4"-9FR0;^E;3IB_4\|@NMT\$HDQ42_%ZUJ0 M+D?!\O:(W>0;T(=:;1-
9DZK7E2=F:4TL*(3DL(;#J9B*G5%BPJ3P\$-U*LRG;4%+^1 M!5:~R/*!7(G+&3>=<619&Y
)?=9W@O(T\FMS\!>>+%7DM\$/DOPVA';A : MA39HES,ZM\$@H?|RY@ (YV;
NU4ZTY#X0AB^?_OC(D@.=EH('*IE,DQ8QCJA10\JS5RAE\ZMK6E:2!L6?;UL(PC9?
4*D83\ M'YF^S_ =+*JV'LR2\+))05;59#P8('Y\$TD5&0R?"Y;|,DV/FP'7E>#7VLV0HN

MGVJ7V92"+PPG20\300\$32.5\AK\,1FG*1;!\N"A@ (F6R6BY(I%4!BB-9
M>2A<@R@&\UIG*#).3K>YD?R>TQ5;=3AGS2-3U3L&/8BY\^MS%Y3#<5ONY@X-
M83+L,KJPF-WUADC\Z*,4**09,^I'JF,2J7D=1M(A?@O3V0#-Q\2!\1U%JS\$Y6F M 8~!
(D_YD(I JD2CLPYT\U@>57VA.PJHLS'C, X;/WCR057TDVI\$YE >|M24U*P:
IQ+K%0)DE(HGBA3/9XM"M">?8T<2,,R#J(H>89SX(IL.AIH +8YG/\$*
M@33U*PK\5#UM.!#8Z)X2-CA4I>Z&^,VQ0E@*<10Y(4TVD.CEO>>@Y*162?
MB1PQD;V"Y^@J=-6#=#H>W.U8H;/CR?&RC !CY?+,P\$S'H@&/L-D;6BHAJ3R@H MD
5Q!-0YHL@12E@SXSE>PCY.F:YV\$?FV!R::?W*Q>WMICR2+&H%:IL3'KE M<*W\I'70JC
"A4"1S/H\$ 5<:>#BNX92&,#)\$ MOAK9>FO-H4\X1?BQ9GHP,\$SK9 M7/JP2)'&2_\$F(D(=
<8.E?Q0A>'1ST"!I6\ \$P(V\$RR^2:SYB797C(B!P-X M: <&>|4!/CT@E, S. 4)Q\^D2T+?
9KH\&%0,0LA7YXZ.->MTR)KQ&IX!(S:_,=?N\0UV!_CO_+Q_<_\$JW1,_A!P
M1D7#N(!XOX\$06)3&A-6\$IG\A
M9GHBMQ2YBR"?0WA@0\H*&>|B^DENRMU2P;PVU#Y =:J0KP>3^M5OB-REDU
M&V0@I4V!ED#IT00'7(Z*1|>*,4^B3LO\&L5W0MB>(*IL2MS!.E, %60"0L8K-MOZSVX
I_1?(>O#N\$:5,G (T(S;TL1>"UVZ!.14 V*%O!8JTR&0YH<>B?Q22
M5+502H)FYU0E.@I1E%"H1\DH_,4M&@."L\I.1J3"*J8W.&M!"PI"K("DFH
MDA3QQA.E7MB4IZ9(.97+& %W% @04UR\;.)@*GFL>Q#<7MJ 0#^B+6)"IL+Y\@
M3,,.&1&CDRP,A,G@G!4X1*OH;)J 2BF)9J5&!'MCTCTCT5ZZZ4Y_T=A7A35WI@#X"D)
6T;f@M\$UV5AT!/?#1HD2(8'!+_MEM#!BFI XPG-
"QB@#042QGU'NR7Q#.V8IL!8B)N2(\$A^RB)9\$4>T#MM4@G+GG*\$:G#C+)*=%%1
M&X?R9:%&P/FUS\$A-L^0S\$|&9" 35+6U+T\I*:G/L,,)BE:-@223C*,LA-8(C81;/50&2+-M!
<^J9B,154G\$*U4#WU;KW\ (44,&VD12C_E\$0M82QD0XF'^SG\M8IK\DJ;
M!N*,CECF+IYWY3I#<1U@.'X**QIW)\I#;ZO#\$^R5!05F2RYTK9UOR5\$|<SK,OJ)-M
EG\OB< 8<_K*3<6\&T HXEY8\$YIN@IHX&7^C#"2N4SG'6<.Q/&BR@@JDX9.
MQL:ADL"/80R!>=>C!B\|P)Z@1.+_FG.&C*C>-@0J%+G4E1
MS38\WTO_LJDYJ8K;9B>0\$BD'U4RG14TY'16|>,>?9>.F>501EUPJ/A)&G@0\$H M?
+I(X.+FBX4YB;) "T&#@3?.\$!_#) Z%(8,5% @M"XA1H(" R\H#O<.Z1/1:(M.
(SG^AY#"3\|P.0X>7LLRJ\$+Y5%&SF7<<3EDR,U M7X-4: ^M>'SR57U>11I-&
/\$V53+Q^#=#K6;>3Y\$.1PO\4^55D^97Z;./, MM^PJ26^3'.)TO.B>7"#9RO-
9_=MDN471)6A93\#O(E);U^H/V'_E+CJQ+#! MH2T='^FR<4"Y!"BCRZ4A_3I<
M5::7#0M=QZ@8&&(C\$QB#&0U;+@:'Y-%!!#.,#_ \$!HMH(T<7O;GKKB(83\N+1
M#3EDDN,OW@8? N11*=E)Z" @-.?0Y^
MV1WBAVN^KPM4&8GV"3HOGMKG\$ITZYS\$SY?M;/2^?V%|J5(I"A/D4/"BRG2R
M48V)H\$T>QP%81X.K,"9+!C>\$*.F=77AL4#>'IOG7XG\8(U1P0B4K2,YFS";! M
!A=|FB&0E<*O7)W+DW?X"D2\$HSE,B&Z X\9L*-JJ5?N*C5/;L,2LM4>"C M>1P?
C6<|9;N?V_!S=PZ1Y^?3.C* DL/ALLX;GT-4Q1FGA00!)8 LP^U"4<59'*G%4%5;<%=
>*7@ @P:1(T3Y286L/AYXK/ VV)+VW MI1L\6R;+!|/_)PD05;6,!N:-=CJT)0+4\$V63BA2JI?
>BZ4P^B)SG)"L1M-_M :S=28RL=J2*.@AT')>4
_:X.#D11XJX!QB5J:0!9+",PH!SMPM40:\\$'+W M6'%ZFA5DL3"<\$F"%?
J1.)\@SIN!!+\$!)ZO5:D(-|4#;NJITCCC.+LRT|F< MI8M)\$A7%?)!O#8++;M/D*0QP<+
|_FH%MK,C%/O.)XC3XX\A-P-5(%+!OJ59+ M?OJ.P7&MHN298U\.%V SGLS\PP#8(1JR)UC
<_9;X(+ "^#M4)KJ7G(Y7YCH(M%EW7'9-5+"I\$RD\FZL%V#A9\44;W9O2#7*Z\F-L;B
ZWPK0T8R9>8ARH^F=" M/+|DKXDB=L,&##82,-B4/+Z4M#.">+C&|4W7%.J3U\|?<
CE>3@AW5.)"FM M49(P)ZC;(LXTW1^4I."G" QJA,I M_,&(JC2+0=YLHV2/,87\8-|!"0A)?
_DU#G-X\MWBE+Q+-V#H+G\O!7Y-C('C MJB1T%#*P)_O\#AC2F=J60Y'-
BXJF9.9XONLF"&&RL*XR\B=|/>4\$<66DH90 M^=LDF59.9JJ2F*":KA/=?'D.YPLL
IR\$NVQ2N4PV7CBHF(VB+0O1R!!IAX_ ^MOBB.L*4HGZHC@
J1XK7D%_YA,M273;JC\E!3@G51WR9&84^/79Q)<5!%I>_
ME2OB5HJ45>N036(>&WDJHH&S<.3B5T.^+K\$Z%L\59P#^.8R+Y_0-C T"?1IB!JTO
L(G1+N!LZSX\Y85+22&G(@^3TIZT#>F/#
MD5\|8Y\2=6U)G,B\)#9!ZXAN0/99OH=HK1S02\$G;|>8 U*:J@23(GM-2 Y0@ M53\|
CI8\BHL\3Z0"S'/R\JXH\)|@%*VZ\|D@|=NFH-6TWQ-MXVEO=%"/;%5>7TZ@0 X?
O0\$AYV02'9BL^S;)O.CG--EMB^+6RIWW,X\3V R M/@LV1%>'R\|P?%K,."DZ;|T*L1?
K_QBX_(!(#H"N<"X^I,|0?)D54-!HQ-4F66% C\$|JV@4LK\|\$(H#& M+Y\$S@JS1\T-,1>4?
98%(>9M\ C3\|M\$L-FIK7*@CE2I!+: -7VQA?9+Z?#PA> MFB"PEN\|P^_
EWU^1F_L6DQ9D2SYBLAW)GW)/?^2Y(<6\))7^X\ _HO\72601 MI3N-ZW,T 6L?,>6#5J
#;0M.\#T70L? :UR/^&C"HW,A 0&J.3@8&4KP-I, M#P(JA*6B.=3?P7T^5(>8KG8.
+3L_B*@0PM8?-1Y&\$4L0XCA\|P\#\$I0(HP=. M&1)_?\$:|54Z

!D'4^AY"E;DZE^;JXA7/51U25(?0P4T[*]) M:FC0_#J(++GUTD5*LR(#&D
H*HS:JDMU@K8>+ZEVA%)%%8'NF4"\$.\$!I2EDH:
M3')HTX15608#K8D540VH5+U)U%ZLB?Y<% M_L/7G(.SGGPV-V\$VO\$ <|P_3
9PFJl.O&;?,GY0)P^ X+O.(Q4#0W\JAH\$|Q M.178-S|ZU"TF0|ZQ?
-7K>+O+EZ33H!@GB2"B%!!&0G"S,R5@'9XA5JT,5G\$E< M>58%C#K*=E1"->\$_+FL57IV
;,%H6L\$3Q^%2!SH0#9JH2MV,X4NNURHK4#!%7 M/D,G?Z/ZVXFF:B&>S0";
YR,E7Z\$(<8>A^ MC7%. '7*L2K<7E1FNV?F^|CK+S, ^S02;SZILU: ?B36- /_.S"[*V87|E^?
2^ M&&Y,/+NX1XPF\$D2/081(. _HJ*"6Q*#@#|!%Q?";.BM,= >6^|%YPOJN&'5KL M4LZ=
W*B(%I1#G*B^|Z"+)%C",8?Z7>+A5B.VYQ.LE64@^F%X'T5EQT?U(|J4|E#JB;
M.6D)W0"|;.)2W(WAUVL##PWH,|SIAVENJ_%EUIH|&DGF= (6Y00P?DZ!Y|.RM?D>3
MVXG* 8\$F\$>|% X&|0< \$C^|_ @%|FZ|3C-\$&P*%S<75BIX+SS<'&4,^ISQ;
M!N+C\$!G&1(C\$?:28BSPFF2C03"2@R^1@ MS<0,AG1, J0!H M6!8KNYEH7!6!|2J!.\$"
(PXO+QDL\$-N N+TJT4CXTT(!SHKX+4.%H|*I<|N*53(B
M|5)4="P"=D|4\$S/|0T:\$|=YABCLEA8)8|/(*XJ8B0%ZH4VX*/
7KPD4|)%G"ZCY:+=^NE^7Y)5(^,U0K,SO>5OPR(Z.%T
M\$"6\$)!YC!^Z,CU!-89NSZ_B6!H,.LC31ZD0G# CZF\$&[ATU)),W&)+#<;+B M%,@&/-
V'=T4>B3F^"9^:88R#T^N+6Y*^SX\$/HHR:\$8B3?8.CRD01A|Z9XBZ|E B:4:(TU<|X002-
4VT,=\$0)(#2(.^0"A M?A2S84 QF_\$+-AS#A/(=6 0-2V.E6%^^(CK8;.,0FO1RS%,|Z|2XK|_-
^V6* MK*Y 0L!42NZAQ@&ST*0?L\$1^61Y1>28EC)/=@>K09QY#2F"3HOD18*3&>"S
M6F^|APS_M@.CS!.XKDB? =:8 MDAJBY'A:VR05E:L(97W@L
\$M\$M\$208/9%=RDIRCT^1R 67SXWD3QU M2//C(73EF5,?B0P67|X<'AWN/5"
(2#%0PP4F!3*M@2@=^=D1XN|4@|J\$F5G3P*^U//A,9YT:U>0|9 2=
MEI6|@,L7ZBQ9RM_LS!4"*K"4J5V*|J.2@|SBIC6-&;4|3=5(7PP"--('">.
MF9@FI4@\$H.YMMWG|QV7%^54AP?&ZN4T:KQ,-R/LT@R3&G"0R><8('P_-)L, M%T"R?
5B9,T8@EJK_8#!,IL?);@-:FFK>,1+N(O&M=Z?8>NJ(#%L)-P &TO/N#W4=>S4?X"IR^=
<,SE7CKSV.F.S6^
MD=P).S5\$9J=QB,P.W%J6%&W35D23|J,,:KACRAOS7,QX=09Z:-.D.;AMDLB MYQ?
49,@;H&!2B:&ZWTE? IUPK0^9SGTBIUD&4^U2)// M%\$|MBH&L@QVTB#E:5:TK?
\$HW=6F,1_L|=B.QD\$83?YH0&)#I9V:Y4(|(|
ML73+J5|Z/F\$/T&=EM2R500ODNZ_P|S&B6)!G1\$##5|LCEQ*"G^Y|Q_Y1AN>
M3=N'G3O|+P15/TZ+"V3@X<47J*|D4=E^4=U4JVG,|?E&V)9TP6L|N>?_T3
ME0>RQ.H'%ZKC&3XZ\$|VR4&KK3 NFU3/4SYP!0 KQR1';Z(T+V|MF40-80|L,
MVB1/6/X&G|=)2OFD:2"6<+A4L2&Q^#P&PJ(>%#
MM"8^=PDDL*D.7)3'OU/;K4YOJD1EHR%YI"IF .|&JZ-0%0P\$J14^ T*!Y3; M.-
W2QH)&M)^,;HR&D*U0MMRPJ=R^/CMPYR+@.%4.-3V89C,R;.I?-,*N"+3
MT(HY^)+NREEE?G-59/S|W7.RA_-X-5!5.ID1S8Q6|)BQ#W?3R|N|SN|1-P/E
MZ@O1"E=B6J>U,D@#1\$/Y#@;A<|ZLN)RY& HM,C=^Y+?C6K%88I@X@H|3OMZG
M.UR+KU%-3|B&K4XBNHK,VSEM-|N#H7*T!#B,(?|VK(!9|_|B|4|_|RIG&/
M8L@|-4.Q!HSGE:NZEJ_8^;J2;YT*Q*G4\$Z=JL;|X+N|:>?V.!Z\$++XVX
M\$0/<2D3#BPQZ65V
M37A2EE06WI6|HTWN\$F2:LZLBKS1,^NH#3'<7**WEBO\$90=A@58
M5|W_0.1C.ON2_*VL=.=VK_5""XFV5%R72>'97|2|?-_S:L% ZH1UPO|67"2|G:G
M!_!|@6Z_AU\$ \$/UC#|ZYP7(4CMY&VH;O(4^|): K #';EX<=|QVBI^ M28IDSK,
|7CWE*=^Y-72;6P-%,BUS#.,7_4./UM-Z&!0;S#4*34UB@Z=@_<(+ M7B4"XJ\$9=*|"%\$ 4-
0!W'(E68HM\$Q=LN7E\$3LM<.C<"R,DN<=;\$6&O&:5D1YVW1L<(&)'-OS(W@QXH=^(>|:
|H|F(?#EWSMQ3!|W%-ZJ6R7XTQ8 M86Q_0MM TZ?1B0*RW7V0&38V'O:\$.N#P16?
DYCP,PD8P?O>8WP|B|-%>T6-A
M)UF5'7|9UQ.WDZ;CK)R@R(FA|R8GZ3R3(L5K+X\$:&8,X\$'+:|3=/AUR?W;J MUZC(36=-
)V8L_QR8*6T?|M(>\$VNGZ8QH|9U*2JG?#351":6VDQW#\$5FI|RW
MTZ0*3%7Q|AY%P0Y_=^#V|9I4Q"G7"XI7O-S5.=<>#^8-IA*#07..\$?941L>1
ML(LB=6K"MC"UYM:Z+T^Y>@FSDR*[Y7AJSE31|]=Y?FO6|^6TX'|=%5F%7U'U MF5!;?
3*3T|GI#74FRAHJ\$G;G|F@YDUJB'C*0?XOU>J'VJFCQZ:B@>JBZO_X M";|T|^>?5&EU D-
K|8M*U>#DKP-3W1RPE;N>AIVM7>"0X8MEP=FC&C5^LU%
MQF|X""&8GOB)D(.HT*_W1;D4|H/OMB)Y"/XGSA*KQ#@NFL"=|4(A%%UPCGQ& M"M
#9U6,\$N<60JFM#Q-*>\$E5<)_357.|F:(ZI160T:W;.N&\$FE.&M5N&C,+ MY0L-
5W!H05T*H5K|J"M/I/C%#L#W6DGD|: Z&72'/5HQ_(R*6VVMW9-^"=8M
M%^1\$-9|4|L=QX!%=*%0+?A,)A:XCA>/+SW|9@6<13G2#)#ML;DIHS|.S+4)%
M"9.;P1\$36J/*F_S%8BG*-8?0%:|5\$8O?(MLJ7'DF17A9YZ1*|4^>J.!5Z&OI

MT)BfYR\$JQI3:@WHQM\$Z&"JAPWK=;?&4EF"8D>\$RQA0B#J4G?
+4YX_49JNZJ2\$*:&Z!N\$#)+97+[fV%)TV>GS_M,9WM=GC8;"-C2G/WW4?
F4(QCN\88TTQ73=TDV#%F+YUC|F|:'38=L!1\HQ,,MDKZ%/YB_@Z))'GU6BY6
Z|0YG^5H|IORHJ5!\$!7\$'0_0|OT9E;|*0,5VR5S;E,8VR>9|"7Y|.|G^MJH;|#++=ER=9AK^1-
PDN3PP_MGB7+7&|WOR7PLC>*7,/.T&B7J+Y@?)_39ZKR?|_|6JYNA9'WYX8^A|L=4#
MKFFKB8\$J, LIFS!21|PT|T7N5Z=5OB1NO_M(|XG6D! ?K<+)|XLUP6CYVC1
MJVXM;V,W,-/0-:'P=7G,T+*BVDS>_GJMU:VL381#,ZLB.8-PRW8-*;>SU72J
ME;GPOK6X9RC.)!_9J(%71-72V43^(VK_ ^XK#C7 MV0|OYUA^0B+_HL*?;33,J51U>J38
Y|!\$3N9,F<:VY7;)/@_M=?LDN9J
(L&&-51T8C...T9@.@/|RS|9|Q_RMW^H4=89L65;E/9>&S?H?S@%=M_6AG.-
|PYYLL?,E6!LN^E%\$9<\$D-;VPG^%>@I\$?VR,'7|2F?E17_5E0|M\$?
G_|NP:DP&|C.K3|PN-;R'42-;&54!DY B&,-|JHN%3'P5'%M4!=3RIC5QJZ/ 'PW&>I=,|!,@.
WJUMY|)+M5S!882|5U"W'8\$0%V=81E|9_M^8A|+'#:)')C%_-8P=|!;7AFQ@SQ^!>?
FDZOGZJJ<MCU8W5*>|K2;-|6|/@AU2V/#=A2V,4Q(ME-UTG;
<TV#W!Z"|"8:H%#AYZ,E4|RN;+C\$ W44W7C>AYPG+D%8X85;EF(&+
M'3"ZQAJPI27>9\$W_%J,;N2\$|28PRQ4?IQ|R&0>)H:|6BRHN|W2|PD5,JN1_M7\$=,WG%6
M/W9U6YL_|^BRS'.IQN00-91C18-|C|NK%^1X4L0FS;W|V|_\$A
MSF=XX.KLX3\$JHH>\$XTSW(X|C|CUO/#)WJ|YODAAN":<24J5W.^GT0BGZ;L6G
M|E*WUWS|X<&ZQ1HO@!N|>&-(Q-M:|NGJ9%9:V6|")=|X^\$)C>F%;5#V-P"\$ \$
M/8|&UB|O"M""/YOD#>('BC0.'+H8C?4<5HTW%|=)H8YEUI!_@9%YQ|GURMF)U_MNP-
F!;?AB!L:6.<*Z "D#@@LT0J"QXQTRHK.,;XM|S-!R%'U8<\$ \$JO."9%|
M:D,|\$Z|B,@PJ8X'4XA%>+%<01<(*8@AGFNRO#SFJ^1B;8=@77=N;W>5)G@"%M?
NC5(N.*8*&^2*j'9_>/5;F:Y|*\$Q:O|&U/L-K&,TL#%1')0
M4!EK'&V&6W+D|#>7S|W,\$'QMW<(M>KJ&>*)_U'0+D>K#FH'T8\$3;|,5./|I_M,O?
S>9'AC0I&N(ED2.Z*46>YKS&_PY4SV'U,*N(:4VCQ2C>|\$_|!\$+,@(R#D_M;@F&
SVQT)>D+'R%+?A(Y9+XPGVDDZ3ZK>:SE;C.9X/DIYH4TEL.%P_KA0P_MT!G"
|:62W7X<'),0|"TURI?<=GVY-LZ)|@K+EJL5)^ICS)RH7E*C@LL46XBE"11L0J,R26J#U>
M#HIA|;H9%O@?"|N_FC5J;.=M2-&QH%/&K(F1E_7M6.3T8S0:-@5N!&O!Z0P=
MN30D=O|C6""CYU;_N1A|V;|+!*_)'M(R_S0J!8%F0D0+20X!@UX-/2937J2/
MBZ3Z(UZJ5HNFM;|;\$F;\$5^WTR+HJY_6)|_&|= #G40%KPQ%_HL?6H:6%HA75
M#4|SCFMU\$VQ_)L|3J)*ASN""GF:RW*Q@G_ ^\$F0@M9SJ%RV/&E6Y@|JTI_MTQFL7!())
(RH2J)UOP#?'*Z\$KE5FO/Y_UQ(N&B)0XV|_S8ZGD88.|%.7S53\$K_MJX7ZK5|
|X&U5.2Y?/QX'0"US|\$;H&^QR0WJR/,",.>;'TA>%;C+:#>*A-1)M(7P)XRZ#%7:
<0<|W)QFFLP\$|HfJ;LJ%-)+_L<21RHS8.,&@X0")(|+2.46|_MF%(M.?CHX4|_G5>|*N&+
|SV5R6?;4W!_B4,M01?34-?5-P.2K*?J+@DR)K_ME?&MR""Y_M7MYV\$N^8BJM?77|
|RQTK&@1D>2UH&&P%XV_I#21L;Z?H=J(IT|*/0?=J(F|M=>RCU3/4S_0_CLL|
|FHYW!P*9:,Y_|S(5_|9HU18N1)Y^=)DPS_)*#D,D

8&%|#%|V5.Q'^|M%YI50%CW WK,&@?EB%|B#V.7^??M.^GWL)#03).O>JWX,;<5_!?
|HVTRZ-W8.MM70%,#X/2-5F;1&A:5O@3#.X_M3=+)
G!"Y|R5VQ0>LDAAB*_#=#M_9KUE\$9XJ3&_M(>WT,?)X;4.;BLP6FW|5|
|8RMN3IR076*Y4.MGHCZ60ZTIM|T.G29VGNUZU_M6@UK%\$=K61T=2GJT&
|T1F5\$.IUPW/Y_T3QCJG;08!8)?->&P>\$X7O_|8:;<M6_-R95EY/5|MDAF93_D=
0ZQ)P@J|TF51DYGYS&Y<\$ZH|CEKNE7MM)2"|21_MW%'_Z.9Y)|@KD538QT"4-
<0")3)|@KH4AP<^)|2X6'+;B1UE8.06XG.6BGXDT*E_MFB>J2N_Pf2"
|TK|JD|HF)*BQONOK^,2F(O)7;*>SA>KR%VB4_+=1P^HZ:#8A_MBL?;KL/&.F%J2|P:7_*7'-
_E!|J3|J|WTW)3_M??X>|YMW0BB.&=R!I6S?:%|ED*)1J6-!HI<4M|/+95Y(V3GT7M(|
M'JUBH@D&_B=O_170+>R"OD|@.5U(|<1P;|P!&9<;JCG<XHTT*LI5OLZ:
(QBIVYY^;%N>2T\$'6:W"5O261KHA|,3R_ ^&_M23APKAPX^FIP'Q*,X?*=6:
<1#4|EBVW0@%|L|J6L@='UTY=M11CW8>H5,|/\$.M7'M?RZ)R3GLQ@R=W7_B(
Q79EZ3Z@_|J16P%/J09)!7!&FZQ5.DSHP!D6W4_M\$
&NA98Z'B#B#4|G?.9(77/>WF.O|^0A%WFS_I(T4-ZP#L/0V*ZY47DGNO+F_M"TU6:"87??
HPZB80N'O@V!L6^)|64|HBLB|H'_AYDE;IP+@=0S)5|3:4K_M7"R6HEQSCE^ZD?
(|Z24L+YK.(U%9>9STT.^6H&D2.+D!GIS&0)4E!^B|&BF
M5J6);544ID!E8P;>|8.YCSQ3!E<@3K1JF|&A(V>O;.=TBVO>5*ED.MZSI^X_M*)
<+SU1.+1\$7_|S*/'|\$^IC?2GA_M?,3:QGG_%B-TR7MUD;"K"iYR=-&REPC
ME<9(U989M.^*&&R/Y'-@?8W=A5\$.K@.CM_Y_55C|H.DJM:8K849!&,#)-|Q
MS()WC:7SXWU)3"DZDX^K)A!8J4<*E|M8TD/'-U('K.J#&>Q:FE&^B+-UR_F

MZ\$T'=E*&M^YDM:-?28S.B
M#HY/'^TIO':0EQJB/'H7IT6H:9CW&!1E7;G3ZM@/^&48*+E0"D\AY.#I9^@|1HG)?
MR^: @7PK+><%M%95,"+BCZ"[WE5Z8\$24|1\$.92I^|P2'-P\$>#:TPL#MK|9A
MQ)ZY;N:PG>:X0*L|ZJF-%I=#8FMD@=.#,JV*9F7%G(\$%=P#+RXBA@TW77|K
M.D#/@&N|SUFYTA H>41PQ,M(HH7"5"NKZ>SBNSS(R#'Z/.O%.'MWOI
^:8WZTYOE3E\V"U'5VX;E:>:VLBH<=L\$OP@?@/5H(JF1P&*KQ|)|@,%!U MIHH+=ZD-
)NRV38 P01-W/FS_16_T.6X>A-/0#^CB:BB_@A):>2:'HG:@\$@=' M8K*NO78N6TF:6N%
0JZPARK',TF' M0Z5B4I6?
36:,E8TY(!X3|W(2,@E7|'1,O(#K:W>KM%U|>*,%95|5S4E1R;E4
MU5AFYKBX?)ZE<3BDK9KZI?8MR9|GH%LN=\$8Y5IU9|4=C%|Q29MFP+C;I@5#
MM|T00SD\$=+\$^,DRA#Q?O|PNB_MH>M+,TXP.<|50CF<-&|Y9.-ZG5T-3JD M*4=LU'
XUAC.56B|>LP9W(09&\XXEX%O L=N^W9 |?^#8A"/U>GJ?)U6L,|
<(Q|9N)AFL\$8^X1H)OGZ'(Z%67PL= MJC|,&|F;SL/+>|X|3D/FUN.#C_IZ-.5CCY%*
I(-#&MV8^|67.T 4GLGK^W7 M=*T6AIC:|O%C>I00:R?OT1!Z#)8T#J&E&*4>|VJ7-
G&E|V\$R*N_VP=FT-|5- M=S8_+O:7@T|LZ)*|I(%-|H(-
O|^HM"H;|F0P,2>,5G>Z9,LD|^IS^2/T^J^
M?/:RR2N1C&1.&\$@%TE:0.P(H8G|HD!="OJD4U#G)_K;JFV'R3UV*"#I=6O\$C MP4-
/YI8_R;=\$|2"252=:R"J+UBSM)Y:%UA37-N.|'|E|Q1|F2YT|<1>0&
MZ)QCE=#JWE+3X2T=/73MT)V>7;&3HGRAU6C>5@5NT@TC&|H|YN*D=T|'|'+A@!D|ELY
,<.5)|@-!GV*(M>=L|8JGEC J:|(|1N8%LN.GBFWICC>-4%LM%KSM.'Q7)*N-
3.+A'0V:S@OR M,JKP11QOZ|+J'UA>\$._#.,A+C0R!@-!??W%
(6.LH&7RLH"C6=\$9E\$SNOI#.)1 M\$(Z":-2 A!Y.Q\$O_G,%YMTCS)9#N.4DK&
R|+I/@&6RA#=-3|;.*>F) |:@| MPGN4+LMJQO/!'6U&|(|HF7VYVR(PW0<<-
OL8|WI7XGO5O%*D;|5H-!-IR: M1\$)NOI1Y+\$.|TBB-79:A>NLVI/7J2WG
:2FV13H*|K);:2PCE&5FRC+=<|BD M.U\$F+ O=P.&E7-/N8Q+^YY
:GLT|D=3|LBBY^CS)YQ'*SA!1898\$=QW*(M.E=VTSP+?BNZD8?:.9!C MK;IE6?
OP(6M)C\$3%N'M?8)NV|QRCYKCB^GBEE#3FB(OCDAH(16D:N-H"W?\$_^)|33Q91)+|*
M41BOYR#?6R2--='R) |;8_|BK_KRD+/BW@I+7;N|3.0|\$2F10Y@7/EA=9 M&(9 (C8A
*FI|W||#N+VN:3B)M"?9FD?#=#G:"N<.)|7Z"M@2^-. "NO;'1H-MS:J-E:0&
(GL|9PO*Y|FR4ZW ^<|.G>LWG4N:C"IF 5H4I&X&;@LCMKGLI20|)(OCZ
M56P1UTY>9:Z=&)XRTAOT*\$CPO(H^Y 7=)(EWI:F==N_Y:F03P|D2F7=54N
MOAKKW)<#S!+2H9I"2-F?|*L|W8E_ "&O0I# 'YDLY(+*%.TW\$;:0R&79(!M=7D
MION#&+!SFC6&3!U#IM:0;3|2M6%(G(D%_(V=B?1C^'/QVY7_E^9R,EZHN M=@)-
|WJ:TB:XSLWV'GW D:C87HXS|D/PP&I/#X>OGIWW\$S9T5S=M%JZIC\$0\$ M4N.|&:
W8KLO\$Q#)9|OQ0VU|T'.SX?VIA_%^A>_\$L">4;W-31>EIB3L|5ZM
MY2#0_1:BZXS6P4C)> #1T^H"8,IM,,Z'U-GI#;:E\$AXVZGI6|2QOJ,7?^JQ
M\$F<|AD7H|^8/H5M.WD)Q| |L7V3FE!ZUVHDHP/<(7JO@;L?YCQZ/XU#T|F M.B"L+8O6!
GZ>/#|<0!\$|9B'%%S|R1GX%|E^7G'8?7;|89L:"IN4*LY1DI9A|D1L+|P|=%%3X|
-KG:M"WEQD1 |#>WD.>=U6N5+%0V7 M"K\$|=9'RW5Z&;@LK*QR.W\$LK GK@M
C=T&Q2;B<:T,#EB8R3.#@NI'1Q|Y5E% M|!KB?
P9WFX0<_#,%YIBCG5Q|G+R6D_ |D^|R/LL3TQ=-,S8Z*3+=ME2>LY%W
M3N|!ZB#E_.*BHP=YQZ9NF1(BFI M,R1&@S5G7\$V;L?QO6_KC,_5+EV0-?
EV#,:=0E#)&6!\$|/46B<_E (-IM M @T\$DCDJ*(H4'0..9MHPYJ+N0^73ZKI'" +05J>?
4G^)|?'=4U(M@>1_53?EH0|KE|LS_Z/9M_|3@PT,?^:UXRD_U-MIB;V+5:V?
0\$8^M"7UD MD&|\$#|\$2K1\$ 1O2|'"|IDCM HW.A#(1\$O@8A1|J:.3#7&T)
:B#G7((N)8B54!>HC; M4..T&&#>GZYRD9EX5>P>Z8-
!NV;:C@6:00&!66#T6)OD\$QS8DB*U)7AD!LY MA*=6"V>40;.(&4*
M1R5#G4PJ9>?'8XG.NK Q)0K3|GIS/C(M^I'" +_8R|E?;V5_
Z|!|PT9A5|7%|Y37|71FZ&W|&EH932R38YBP
M?/8IU1JL;5V.=780"@1'FU9|3";1A,N1XJC59X.7Z'J)YT-8:
<3=K*T;CG=" @Q0^&MUMJM:V\$75A=^^KCWIPE5;66HJNM
M*:>SK6YMA#Z15QVFU:B7.A*Q4!C.?6WL4_B|H|V-O1|R|?X'&39|:|'F^1| MM@|N;
&6L^99WA/.^1,7Y7+AST+A\$A^V&GVF3@->N.77I%INZD9WX%:|<0Q"
M||#+\$;=@APUR@\$,SADE62P042.D0W+XIJ)&7U<5W>75M|B=^4Z^&J=';G!,4&:8'9.A2X
MY7LI/_/R*YFT)"55T|.BW%& \$?O#,1SS!*_2O.:&=P(='E=%4^5%G:??>G@?+
MF9UKF>1)EA-:'H|824P=G 8R JZ.X2VFW_9!R3MHF):Z Y(:|#, (ZA71HK|E M-8?
VJA"%M;=,8KSV|>%IP7@6<\$1K-NU(?KMA|;4X:QU|\$2_H@P(2;WM6P5OE
M\$"LA<1;>E_?)=V@O!!MI7LQ;73KH|)JG\$:J MFO+V%(J?S&8|!7<8| FTNNS|

!%?"007DB5M MSK4RY >(U*LQ#GC1P=TJG#=#ZV#GACM5SD>@AL:
<[KOMYSKNI.'4ZE#|MI5? MJHBFQ|O) 1|ZED8% (@Z1@=2M/%=N?
BL='8S5GR;Q;=O>H|A&UU6T;EP1YX M@!2|7GA|V&G'50QR%X4^I6OI\$RQ|42B-
!MH|Y>NJTPQ|9&Q'=-4C7OPGS*MYWE1C!;VZRRP@+F6B:#SQ;(JGS@U69|'."<-
"U*|8\$&78|PS DGUXH RL.K MW=-4JVQH|M#7 T%5;JL D=L-K|_E3?
3F;PI#M\$3(I6M0AJG5Z,4=2ERN,5H*LUWWQBZ7\$"5.@H,<=/'M+.R4&!JAWJL,KE2N(-
W|_X|!E/+_F;/7J0PONJU@|U/*8 U|DR*-,M* M,(8"D0*B6B99|;STN^+PX@X.!\@HJ5|>,>?
JSX+TW+|,LDK*OIP=|VW+7H<
M5R_X(Q6O@/%*FN&X|H|.%%\$@)K_*XG*W2!A*4|GCUE*=#I"=IX4Q+9_IOLEC^M|);:
(F7|0U1;\$,!\!"18^MF-&J,2XVQUO@"|I+\$3F%H;P>E>'RB,R2,Q"*M|B%
(HTFTV&@DLJHW&W7",_49=AZ!*E1P_H|5O7|");T|G"_04^/O_T^4^C!Z1=0^T&0?
+I*E6,=.G3'G1C4(7/ M4B%#C<'K":&5|G3V6P*3KYE6M\#*H5/=;BJY79M?
UO3;^MW00JL->)@"NL\$ M1:AZ#^|.CP*4GC?
J@A>6!+*R8BC19A\$R5.E|S9?.HYGWJ+_Z7WBEA(IZ\$%*MODKWC^6J3@I@_2^:M?
S@EFL*,!UYG|HD6O69V9EMSR|40Z-@;'2|C:%2:MA M2@|N6\$>,O',!K2-MD"C+-#(SRIK
<<9?4@|Z%6O(%M!YS/=H1 M7,|RM|H|J?4>4@MU7Q00:Z
U,E2)!'=**7.U,J.63FERD|>J|C|@J+5Z|_4P3 M+>6<^B._U6.T.F|_WT0^1S'9YK)Y
OYE>G,)>|6>8%>^Z,6W^H8X314*.42 M)_H!
(A2;%A0H,2DC7&:,O@U\$;QFIA^YG&K_,FM\$. =NK*C.J4:|+U1G')\$8? MQY|;Z\$52%>6J<3-
1J40Q0!Q"+BW!>,&J<&EFL*6=S4MZQHNXH)ZD(=_%P|L:H|RY-J?9=@G
2B\$+Z|_D"4*;X<#0+1,_C K3DTAJ^|_4*> MFZI|RC.>G:Z_U9^K>%5@5|!B?
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;1)X!^94,=CBQF=68=)&K_:34&G?H|H#UUU;
I'='HH'.|'(6TL4(&|QV|X8/DJ\$7RQ&RV)I'!KW<*BV!E=O6|05 M!C#I';IXWJZ3XJ|A7,@%#;
I(<@D2F1\$9-G-J@-%KKUUKU-&6|/A^|P_Q&&.MVY&RC0)/1P#-,|@4A=CSK%PL|@8S
M5NY|_BF;\$I+D)TW#D6I+Q*Q9Q!WE-1>|ZW@_163Q!(CME1J9V=D9:
MPY4/XS))@==U|55KH40Q+2MXE86Z/^%|*\$^R#C?M7|E:NI\$|)M2Y.E:_7|C M#Y-
&3WU2A7|_M7?W7W"+&/P%:3I\$W6"+T2WN9%WG#K_,G9%&00J"K"V44|'
M%H|X|SP<%ZY.TW%N2Z+SJ\$|_U8C/9GEJ"\$#D/^C|.ORB.(P'@*\$&/GXN|0% M"D=-
_L,G@/*AKKI04S|*(3GK(BW74&
M9|H'NONX3/X#|22(W(2@W2WPLL+Z|70|G:F\$NCRE^A4_3YN<:+G3'G"FU6!C
M1%+\$B"|KK(C=MKMA7CI@M4Z=%E00#C."ULM\$NK)^_1)?2-/J=-93V;<,"'^
MU6*15&@'6^4N_|%Q|CAZJVB'C\$N4|.)|C.G1R/;+@_'G_3F4^XAN 4>,B+!
M|M(7X|Q_|Q+D@M3Z)F"W3\$1G/?#_RDG#O>D3RI|3>(RK *&8_6?:|FQ?O;J^T&AC,1-|
|,!\$-%Y2@_B?UB4=6?O%I<METFA(ST#7!"E1_8BG>A1E#K609!TRU4!C P,Q(-@PT#
BQMR>AUS/GK #L M2\$/W(G.C-9IC-DH#LM#X6NWKDY.KZZO|JN|MC)UW-
V=S|J^|H_G5Z?7|S> M_1_|^*|O5_?_+=?UB\NKLZO|CS&ZE-WHZ!)PQ0_2;HWZDUU
/OXI|^!B/V, M_Y7J'FK1ZU;WA*G|_8J|=|TC15_K|JL#@Z"K"A)9U5'*BYF!-YJW
M%PVQ)TZ&O=G"WAO !!|@!!^5);:D>V,@\$|QE::AB|A=&50)9)B>S#|R-
'GU99L:)4Q|4W30842T*|FUQ&\$>-G+M: M\$2--#%0%SS&6KUJ6"S2R#;Q>?(?
+7Y|T@#4 RMUMYO.@(Y #JV69SCD#U;Y M,UY>"6RFA\$V4Y%^Z;\$X4>"C-%-"5>W
YE|6I-=/2#H?0(X"2M:)PG@9.8 M;(N|3;_V
'DDVZ(0D3(RAL3U6F!EA)!Z&V7TA|V"YYV<9|;U90^7|K*O9LD MEP?^LV29R|T?
7X>';E_(6Z|ZLW'BG%974(?_+=&VU;6C4O"%G|W/>|F|UMY/(LB.>VT/Z))8V
530\$N#,LY"".(H8M88UJEQ'FRHOTGR9"4&W&.M4&|9:D<"3+MJ*"Q1-(OO'!|>-
_&^VU-|9 M 3-#T)SK+|R\$QVBK-|V-;YM=|&(Z|4W!%;T*UUA:&>WM1;FO!;
I.^2O/Q|R^Q_#AMT|_M0-MRCK;C2W|/?|OG(_!|X^&'(W8.DYY(55|O7>6%TU3@+
A/9CO)RN(5") MUP&-!
(F|K^BQHQ_M(QSIGN0EK<2.E%%Z30Z;7N+S0<'Z!YPZLZ,FBK9DM(- MTTG*
(6'&582M0';P|H#P:&WRX7ATN?%Z?;\$U')Q6;-R*)<=-3&0;|I?)JGDL M*PC*)00NP;WK+
(1&Y(1JN(2|4+>#46 |M:|AU+X5H!!JTD'>R01Z|Q_M0WWGS|"%LTC-8
MYH6',P+0X&PI!K\$ES&|=;H/YX7SDZ |P3&SZ" _?@\$MO S=L@YKR|2_52<
M%4;B%|X>7A)FKR<@CB6@KROX|AY38+)|41^%%8E&F_->|@^*=KTOSR|RB3<M?C;
|2*=VM<54A VE(5|3)N#6NE?_G6"#;>,'MLX+9Y4)LX-D|B@W:WX|_\$|T
M5)B)>K#;"HH!|@=LR*.H=>=1W9 T|^N2M5B4!3FH?/(GJE/JVY0*NV
C4G#.N?"FH&FA7+|*"U,J='U/DJ|4;K5(T8=<=+ M>><^&\$RA5QL#ZT=?
FV6?!HQZX.CDOW3#=-6:5S@|_6,S+ P"2;AH6BM3
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M%JG;ULP5'##%@19XJ5'ER/TWJ/,6SN\,12F8YSNRJF40"13/\$ALVD,K4)>7'
ML(0Q^*W%B"CQ]-X/33FVZV(>Q;[HTJ37+>1^ECU3?0;G0-W658P-7)\F):Z-
FGWP*OS*>191-&!&S\ MO;U>W;8-1#3\ 11_A\$.MUNV^ST=DFE:#ZZ'L\$VEY^Z4LL^=7\$
MIHCB-WXWN<8BB-[@9%<07;<0-3*AJA@YC^8D^% !N&^M?H3WQWX?_EP,TK
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H;^H*GY5)+L+R[,2T@V?Q,DX7/3&"G^5L_Q_=9P#('VM@ M(H>*;D-G*[?_8],?
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Z&L0S91L9H1\AX/BTT<)ZRNAIS"6RAXB98?(?71)M)Y MY@6ZJ7/IR,
<(EU385A&Q="NC\8%%VM;,&%JL;\$1+MR_\$J&:KY3%Q?=&'E @ ML_1ZKWB63IM!N#4?
\$V8&0IUPU5"8'@O\W8Z&711RBJOE-;@%;P3/YE#' MM*J69OI#(^4UWG!KZ2L_+L02
+*96G M^SL(92AU'%C\$WF%TW0Q8+_K*1>)@7H<4BX8LS*CK3H!L&WSITQ4J=\$^<%I7
MFG;Y8SV+6K\TI7SKW0?;J_&B39UNGZ\ZMCIVOTW>'V(O_ET@=L'
M_MX+OW/+EW;K\ E'" ;)MJ\$5 [JG@^>=RA_L',9&*&((=BKZPL)9D\&LN'
M_7\$MU_,F<8?H^DI@=O6Z4Y3?Q,8TF3/8"3-V=U8G&+!AJ YZM0_>M&(I4E6
M+L'Y9)P@-U59R\!3A%8K3X+Z_T&B'%HO(A6N^Z6M^FC@B_)
M;I3.7=08)R'C)-8XRY;V8%?3NFK^Q\PT\N1PDBHO/:(I6D3@>\$X/;?PMS\A:
M9DPC,^MCHN,Q'HSNJWP^JZ8<)
<&P_3HE\8;:JO%.IL2LJ/R"ZO=:NHC/X):XR%EJV)Y,P>UJAAA\$U\N:C3JG06(0QS
MDK@O3_D=;OJ!;&"W',N"L_MG.<[UI13UI2R:Q_ID)E^(AORB)7DC\Q\GB@7
MHS^S&@PED=<8QTHI@/7 6:U&A(QBL;\$\O^9+7 T+(AL,R.1\,2L"Q@B^<#
M,F)G_NU@S 8'QV9R=&^S:OB\>71X7NYXD9<5YN_XNZF(P\L2 M66&^3XZ9I"TG+
I>5CQJ!2B&*\$Z6);"QDG&N6L;Y\8E"
M:A3NC;!C<,S;2\$LO=8>RY!CQTSO=0\%A5;6(.R(3CIA3;:O+-\$;\$LBDP7J\J M8,&\$=\$=7?
BO*AYM63VHZ7*!PM+%;+Y5SCXT\6)Q&,8U"NR\9QEX;'7"&8JP!HK MS-
T3@2*"N1WC\JTEH"?J--\$<>L\$?_#0Q%M017MRW8@Q),U=R@%<%?(1R-LX
M:GEV.BRV5S20^VD&R%2KE3T%Q(>#MSTJ#CH8*&%;2US,WPJY!\A@O-'%'\$-P M?V-
M4H;F9J\ MTA)!5YR(#2*CHR6F\3M%+>)YN"(N5\Y3M=?\$U@"
MIS/\=KWA46R)\$<>4SK&"TZ\B"O:ZTG19C=OT6?IZ:0LOJDCM,5JYWQ9\51= M(>3/@N-
26F0GB\J)O_51%_RBM2L;Z2^1OX.>FDM=VE9WF6_K
M1JS4&#E6Q,\PG=W(\VEW\W1&N?3U?0@B"%<5_%LK&R\OT<8X\6"<6HSLGE@>
M(F4_!H7=[4YD'_&R\XB)ACAP/W65D*.*NU36S@P-Q
M(4@SNDG&=\$>&XRI6SY!U>,Y\!"1?W>CY)/ MZU-1F,:V33@&H*
(/HZ/,K7;AEJ8=>IQHG<=@!_%B'^OO/Y(Q1=R%TAF7A)22_#D(YJ84SDLY0/_Y3JKA1'T<
M?MDX<,OITX!_&N=4YVVJ\$4/BF?88O^V1!\2JX>:_WTEAWSQ- @3B!7(4&*
M>MLAD(@\@U!-N>7FY;-)PMZG&JNS#T*U<>#';RPXP\;E1PB?U^2IU!;Z3_3
M25#PN>\$\;#&R\;S,F(-^IULJ&>84W"2/8\$;VY,O\>I,HDZ#H!">P7>1WQ+
MMC@Y*EMXDM^F\?D1_!;O9@07BFH0"O3DC 4'N^V-C9E= Q73LZ_HEQ MU#
(VE#J@W(%V,4HPF_3<;WED\\$/&9WF:-\&.&EN*6?D"?;ZE/2^2O!-3M9> MZ_)&W:I5-6%?
5\;@8^A4=I8)M6-%K=P('=*F942IY29U+ #S,0-^2XVR?M;V M1ME\UL'786A-
5BM&Y"GPK4G%J\Q^)%>Q'+!7VR0I7.>PRSVF+1Z\WU+!Z!"*
M8P;7:M3U%H21')YM'L%;<&M,9HJCG!>J6%29).=(4'2/>!G*
M*#"THV,*2)PWY6ZU7*J88R(@\!(IRN>K8E96"^7(Y\;H\$<"T-2U^I0_QY
M6"#O=>7I@C?:9U4UK_,Q5TNMO(!\5_-4G06\I\&KSF(,79T\1J\76B\ M*?
6\G4>1C>/I^VW3:\@WH>>%HFVU\M5)B'ELQS\ (RID1U7!P/#E.B!\NXB\ MGPSLB53R?
Q!\T(O6UUMSXC3B8>Z(**J\J85SYGKI*9A3=P/O5+&7,BA_5_,
M/63K8>*2RHCP*OQ%F7(A858J)5J, 8K8&XJ>^,&@+^@AC_NEJ-0!CWLSSA2-
M5\0A\$JC-AW_-Y5Y5I8\K?Q8-ARC\$2,7UZNO)KZ,&*5I'%XU-0^T' \C\U\$M#
M/5HB.9F!\D\09U6.>8)IKP4%,H' MACJ85C+I<'LXBD;N94XHP#/2(\+>-XN'5H?
P4%W4Y5_RIF=KK_5\EQ8 MJ+3D5O6;E_)VQTI R3L ED?
*GSZR%/R",U\$^4TIKE6RQ.@<,?J. PO1KB#/\ M-B^.#*JP*-'7JU5
@O&';PKR1V84.:6/0;_+M);09#JG*O_GJ1D)6^H7^2+ MEU"NL\><)GEL 0+9DB2.#I+0KB
EDFG93.-#Z3H\?'SX.EZ,_J<6MC\$#-5.X M+"LNEX\$!,M6UI"@)L<,7T0>N6FK)E>D
=B<85T_"&+/8P67>4/KQ?\$/&PI MB#&JF@>OA=ED!M\$J\NG"E8000\$ISN=C=J%X?

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=UJLLSEH?>6O@OI MO+^4MECW^BJ&*83E=\$F;1%*S,*T2&!*AGIC-Z&*I(Q6OQFH+
(,:#O'.D< M Z1D@*IE@#D:(%6ZPS,)J+=5GG1>H2U?4SO@>Y>>H4
JKY7B=NEG8SF")>Q MN';I96'2Y@*"\$CG"1HC>M/C= -HJ9G*_@,DGK|C/9?
6' WG4BF0D,TZ1V4!0
MQ%&@Z"Q# #H"B0V^U+RG#*RLFWHZ^Z4LL_JN%%XQ2Y#ET/T<\$4J:F.UAD,FK M"2'
7R\$5@TU0-0/=X<.WE|G@U9ETP,?O|C#T,TM0Q"! MW?(E\$-
<5<^+9,HT(BCD0EEP/T9&>5#&C2W,,,4<;J-\$I4H);&Q! ?SD,-##
M2_Z<"R&/M5=R_2_FN4F@L;G=@QSNM28|QUI=3\$<"OX8ON @+5KP%IYLQ'^TJ
M=Y+J;47,/?E299A4DLB;I)(+6YQC/(_J+9D?%8%C8IHZ,:T8&W(IJ; P'QVATV=N
M#SO5O,Z.1>OK;NH??.=DQ&XX?J)<#WK8CK4MFUFVWC-U\$Q70^A@^,@%-!BX
M6"Q%N>;\OF.|AID)U/=2O-3&IBFE=#)4QJ8UH|\$| "LZT&1_J2_1XW/7SBG V1XZ(.N?
ZDD/Y! M7:_3%#Z4YKB1*ZV14@W76
MJ6;JB1W&4= FH71XVE(F.R4*B91JE%@YBU!^=-,28W0SK5S%P-A)>--@>Z:R-MR*#
<)2,O=B(C,I7P|R)40?.;ER#;|*!DES&IAY|Q)<'2' M.#:3\$N&.*F\$!Q?=
(..E7FT@J:6^%#EP\$ "X2.!\$MWF25,B<'D/JKP8;D.^9<^
MHWE=JCK|9A/'BO3X|A0&EOM*.5"@Z4.;T"OD'(H*.2|S.DW\$?_.DNB@RR/+R
M:Q"JRHH44_92(0D.Z;"@ \$7L#|.;|^D1_5(CPIJK)^8P_"|Q_2X1O"U8.E8D-MXE0-|H9|PPT)?
R)BQ)=OI@UX.EHV\$U,H#|H MYVVJ3I,'^ZU :IU5@;?P5'YUB(.:/DF:+Y8KA5H5'H;.*=&
'5-V_9;J9,| M|:ID2F>D:Y2B-? "F-YR+OY8"|E|KR.58".3?F5<<1S/(XHA*V"-IP5I|I88E6D_@
M33@(2OT|9V6SJQX9N3'63?#H&R_A_N'.E3K6X<6XJHHJKRH|W2P|L"&C,*&
MYXV22/UH#|4| 5QD+4:/R':E-)2;I&K6R"X+G&ER5*=K|STZL0;I M+,M"YZB-6&
9_AU\$1RLI X*D?%ZH Z&NJ M|:OJ:Z4L<):43|:6|Q316_G@1
MTG/4"B9,P|0ZF*/\$|7J%G|H4%0GTJ/+ =N>\$5=D-I4CY|\$/D<8BW4Y)5/0
GFIM;H.1CE%UKB',&\$QZCV |O M|@C@O90MD=NG2%D"X9/E>AH40,8/,T"#,8";I%-
P0)6@-5"T&?\$.FA:/D@8X\$(P?%\$WO|U.V|+;I3FYY?,< M"GN+YFOB|UZ^)R\$ZL0
82#QV|V,?@/185'P>QQRH;Q5,A0(US4KDF9XT'3ZLMH(%464JT\$
M!R>P+NL&|.QV2'%64TTT9Z|@4=9(O^'OCR?/:|RBU^+!/?>;I(|6@D|GKWK/
MZVWN|WN8VEXQ%AH\$D/B@"O:RT|QFI^O6%UM><_8|#BA|&9?IA,=JY4S|H90
M0_UBK"&6U;HJ8P?)I8'.)YBO95K'C@:;&/MO-+^4F;?7UGX)6E6E3R<^!;B
M;51,+D@PYM2!/Y/8_D?+ #%Y9J&YN%PM>S>4DD1?LY^817O.D&()U5,ME2C-C
MR2,|):!)5W\$7^4Q/ZD?IO4\$+.D?^ K7MSSE^9/R&2>P4UP4Z,QCL-6K1/5GF'K-?A+6?
#UEZ3Z@S>7JR(:.B%\$ID2R5!FM/2;8<"(O>/H M=%;1UU|U9YQ\$ \$WE*S%..?
V^,Y+|H%. \$+D|(.9^-"@9N=?1!8|Z+ZD;:E///4 M,4YM89'W)44EE!254I1/O9>E535JR**.
UC2_L;X/6HA:Z4NH:M2XVUXX U_ M|,VG/%%S/^@N(V|.9P/YG(:N:DX==:3/RWRU>)
<'E2+^1UP=F?).%Y^K"Z
ML*6'T08_@CJ6H3Y6HT*VEAK#'C>"@J=IW@9MM3!2PY0>IA0A8<=X,;:>:QH_ M:8?
EQGIK3+.8: ^ZL77F#73/8:E;-G0678X&L;|BM&.XK(5SYL58;BSDYHD6Z
MY&G;,GALAH,+629S+5-NS)!HV3LGZ=|7>8T,X^"-
F,Z<#TRFNAC^DPQ'B:G>#J^_,U#P4K?7H?KU9)(Z
M2O<1*CDITS|:P=PABDP@^:_="Y2_KA2HP|)|?RA21V1B_7L4ZT?C*2P;V/P3H*|'2^#
4,P(HKQG7QH=9<^636/904T#\$.U:ICH"W1B1|(E6@!NE. MR UR\$@W0W>I!
.6.VH>|HB:21,ZZPQZXZ(SY*|J8L:ENT5_6;5|_<J^EW_G M6S+4\$LM +@.Q(T(C7@02J;
/HBWR5_S_1J9IT1_H3G31FDX2\$6?W#DQKH* M_Y;_7M+4JBCE"A(-"XY%3L#M>
<>+'.I44GFB!E;;Q769>-\$1:'6Z0@4.G:F-
M2/(+)/O_T^<|,*6:DF8%J!KKUFYVFX@WFX,L49,E&K"\$D!K';H'. \$?D+:%?
M?/P|5W7J4Y|7;.)FW!\$|=HV:I=FR&?83B@2_37AVFX=_CU7LZR=QA|M?
J%CLR6|WDBC:3^0_ZH4|M_5#D_'8*@\$ETKDT8'MC;"_I4JZ2^(8C0U 'M:J-M)O|?',9TUNT|
_6P'?|^6(LTP^CAH|0|6HSOYAQN!<21H#JJ6.U?HF8/ |V"|0 M')(3"):R%6@QJ#-
\$R>##.'-(!64>0JB>91#8+274A>P\$@ZOHU5' O,P|\$& M-Z5\$7(
'<%GEPTQ5*Y=9P6.#U,VR&#T@<418>K@-S#M@P#PEJ?EO(!\$E:M, M#B^?
Y8FY,V'&:R5/ND6F:6QR7F.6DMQ%U=U4?1.+ \$G+=OUI^'|L/^|?22ZN M.R4V-
""&.)9\$N7V-PF#TF023)=GA,G>|='ME>L1H86?,C_9M?!#T!Q.F'XE>
M|^\$5: ^).!=B0U2+N #D33E8JY;7>&'ATYH8"@7>NK\$:JD3#%)(ZSZMRB1|
MX\$FAB728HXDI51%|C!1^F,|^*DW8=8%8PRY5D^48OV1)D
MA|VU&@Z322BP6\$BB?/6684.S T-I_ N/ (^PI>H5>#F;M5PP8:G"[N)RJ?/: M^|507
:Y%CL.'*(#00ID1B)#D>, TB6&<)^D3P)B|C\$>E6H'!9K..#GWO7P
M5B#3\$B,>H"|AS>370.#4C5M?KAK(D7+"T-IGX =8J?R\$.C>CVA,XADY8*_IM

M^BQ>RH.*7\$^:!(2X\4SEN,I^2)'PH44Q,M5#9T%_=-3E"NC*(M/<3U-PZ,2
M+B#|6%NR53?&2"T76AR-9V4A%Z<&9ISZL:."?F\2RMOA;4RMEDF4)DJ!0 H'
MG|M*>>;BLRJBO'V-\$Q>/O92(<)+*,XU<))!W=IB6RBXC+AZPE2JF51T?_+=Y M?
73RQ\18@NA^8WK\\$_#QT1)5/3/5S'X*4QY7Z3W@*E. ^9'PF=^LFN)=D.\$ST
M(040^9R:ILH?5HHUOBF!U3*.JPY/AVY?QUNI5|%4|L)5W3D>ZDZ/P%BZ9@BI
M,K+#W@B'PV2S7C;3&<7W|-' M6+" SF""[K6.;^V6R[F?_L!^=[:.'SC?=#UWUAG_Z*?
L:O&K"N_1*V.BSQ MP\J,4_U>)0*I8LG(V63C;-I>(" @L_/KH2/_!=1ZP7@F&_Y0""8:\ZNOP#/I
M?-C^BY;|U65\$@|_|;IY1R|N7XDQDZ\$1S|L,M373#,.ST!";)7R:X'AH|:'!W7D+VQC",F""/_:XD
M1K@P\$7F>?X,=+2E.;QROH8M|C5IUYU)JP+07>3U,J@W)9D;XA+)0H%\\$P1H
MN|A;H;TJ,%TJ1L!61QYNI(#L,VBU6"356A\$_4XC#QFM@E;Q;+*OR2=6 MHJ-|?(
|02DY0T%T.Y03T7&\$._^UGD)\C;OGZ6-1BG*^'H#!A60R*S1.XO!0
M8,21X.@<0PR>QL@-3|>Y>JCE@4<.XN+)=|RHAC*"KUM\$1%\$TPA<=?"FA|1W
M*I'DG=-IE:/?=<^|2\LF-X8BU5NB>'D&-/'AW""#|. *-2,/Z*%|]*.KI8+\$6Y MYAR_
POSX!E6JR+C%>.DAWZW!\$TC!FW.DMORK8AE56NBP-'R&'W\$AG3|!-OE|C(7U'YF
M@%Y|)(S:ZQSRR,T&8CP\$)VD38_#;^G-BFQ|,>G"HYH>(|ZA^4^P+B%1P&J_
M^T:#4FKD-*\$ZGZAD2|B"OKW=NN*=JV^2/+LO?1-*B\$X/A+'|,FA:16R8|*S|
M:L:8TVN^3?|/6H_2()UMU!@F=0R36L.T@Z?)0E;:2<,T);9*";ZG=M>"(=X MK|L|HD5?
VP9?QF*M5HKMTK2(&:9>&&7:~CMA;R>#(-'!&35R(RQ2X?80""K7 MJ
Z,F"=F.LSFT\$66&K+5T A.OJ+Y,A&J:#6#IH?J".S1^:Y|HM;GZ_DS6L S MZARUC\T0F^7
A!E8SX.'|B^K 8-R42SK3TB%4H|Z@GWAK.&Z:"00;U
M>"MLF;?"ED7XL.5^34(SY/WUUB|&16.4S.!6"=>7BJ"(VZ=[M|H_ (07-5?2?7?
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M'B%13&H#:RCK68L,6'1N,X/IYY"M1M>#PBOD#V0N_9:ZY?G;W1N)I9K-\$6:
M1>^V8^X2)A5_!;6"4QTQ600%+2HYK:WO(=;\$/(|H)YD<_R%-R#WXXRH>85NM*I
MQ^H/:5.:@L|.2".A|B P#/I2|;IN5>^!I*3-U:/|EL)I254PRSE@|UI>J|X6
MM|&|M(L.230P3+WL=(F)3\$-:T"/W>6,|JRK|OG>??-
>,YRG.M|%2R^@/X3I:DB!5EP|:|@5*#5%&AP'X9H<_E@,"U4|V1B T|269@
MVD0|_E,W!E/"P'PE==CI#5 MWDPDID2/19(8J|HAFHS2'U@X2STQC:#7D&3 M%
|HU.B/YA|%"|&9T1GU_01E;I15V3(/&@|;#LZ=^,|V_"/|Z+O*U|GP,F^L,7T-
\$%4|ODQ2=W^X5RBWG MW+FR0T"4E% ^NM73N4.U"UC'#;C/31|P(0U2MH4C>O?
R#D^_Y4 \$Z\$"?AU)@ M|+A5?\$D#8;)E, ^%W.<:Z"WD1Q@\$Q|_GJ7P#M>A1@!!Z#FE9#
(4!\$7*XO(XM M7!+>K9PZ?!(Q:X?4-002\051X|>|>3Q;U4VYX-
6P|<B5R<;RK^E)>K6JS5/8AG0_1*M5*9%CLF
M,"VO43U*"&+K@XC6;/BJ2"LHY3CGZK|71=|+L,27E'3,Y%C"GOV%/3%B83;
M;%M*.ON@|4#%|9:E<6(Z#7.Z<|OBW"O)2?>'DIM<@6R0M*0\$0L2|,G:YB|JR?_|&'|??&
M:A0:M|.;!Q#C=S\$ E+"H|=T|QM^YNQG3|QTYU#PE|>.T@D8\$| ^LY'170"J7
MR|4P3I/F|=2T#T00;"5% M;%IA#PJF_ZV,TUKER3B@G*%V-
ITQJ3_PLK\XW36)&V4LL*F(|##"_|MWCV# M@OL5\$:_3|7,+JQ.Z"HHY*O:7C9QM&
M^*4LL^=|S|H|(Q?#Q#-*|YQRN8=[0_.8DE6!6V\$',K;_JLW^0|FDX',0H<|3 M5FC4(N*.-
7&7=?!AA+ ZBC|O(TAH>AZ)|O&GD)UF32X(<=VP?
0XVW>IYWVSKUNETP3|UAJX@".S)' Z\$8R M''&!\$V;??7|&'/.53|I*S,O/"G(8"&(@Z5!'&
(.=@>.KY93PR!%0<4%E|H>
M.*@#/#;23HFJ<_UP;A_JW)9MU|ZQ&*|I1WTSD=M93&O+A;R054#^
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M'(V,5++S(|#':Z6XE3,S&F.1;3,C>-+4356FG&^L,@%-L/#|V\$K|@K1@U89L")<_|4/8/
ME4<%').50|>YY.!<%\BLTY35N07E81CS&GGCB\$\$.L ? HHN5FD_)0LI'|K: MY:U4WE+4
)@90?>/'_('M+Q>E=W;#9%+X4:JW_KJ@_T%N@>I4&;&>T!L;2 M^"\$ _|^?KV|?U(R:-
-.+<#Q&>3\$1|?5(<(G&H7E#TR;X#0UIO.%&P3.7(@;9
ML&IY9Y56K,\$X,_4S>I%LXWB_D^U9N5A(W#4RB>W,J@^Z M=ESG?
U_E&63W%!FYW6_IZT-RFALUF *G_?M&TU@ABBZZDSYTAN4\0L9#;.2= MY;_17%-
"KL<6WO9)07GNX'R4X#)U*"ZR&_FW>J1.AT_3FM.7';G5K9)Z
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S#E@7|!\$C@0*|.|^QW M& W#X03/9|V7W<1X389|'Q HOG+:C7OW&C!26UW,QX-
%=&%8"9S MEN\$ ^*L|Y29Y=%71C|>(6,2(9R\$0&.R4U%G_(0)C<=>VGFFM

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MA#I!2ZY:&6E';+4(18%'GFYP-QR-MFW4![@%H53.N(M
IK^BRGYQ99[RAEE214W6%A'@K?W-GJ!+4CWN!J2UBV, #.=_06/7\$A[9KA-M-:@4Y7R-
A,\$#',^-:&9E1^N<,3 N!0(D)3
VT:QO!'@|B@PH+Y<+3VXIK07*7DD/TXHF#%4IPDVC+=);
M'@!^|Q559POC@|_R9E5%*. @.JFC%KD\U7EHAOKU?R)BI(8E/^ ^U'T"-O
6%J!0@QED|B(-SKLX4MM
M\$:DF0;MLZ9>>|6K=O=C1H4|S!(7I+|0+TP_9I+)UQ))2>/X\$?^E|L\$|HEE@9
MB4'K5@_9,AWO1|HL=I^PZ#_05_8_0+O:~20A4MJ,.,@W0^M4*I MW?,8D(A|@>AWV)
I+&P'X\$JJZN>5J\$M\$9^N>A_+6@0I6A5>"T)2V,U(P6|HLN-M^(PPSQ!SI3\$OPV)6-
9@0GZI?R%K;=>_OEE(?4L);-!"QW-!/G-AGVS 'CO6 M;HDMZIFPM/.L4U=7!R0S>|S>
(FS30&|>ZIOZ3RO|HL!T#::;X@09&W>L M4@##M@ @. ^Q3%#@|P?
(E,5..WY"!HH|3YBD.O|_OGTF<1_0S3YW|=1RSO(*6
M"7LIRZ(IV0/'RHV);A0OU05=9V\X!92G,WUK+K*OO-\$D5|6<8X>HUL3V7'-
M3C@|5'2)AD57WA,UY5FC-, _U;3/2'8%-@HYM!N7-<,MXX9@*33,'PI,YBW
M7^LQ/CR;A/4M M&"L#Z=YUO\$0_&TOP+\$O&8,,@,8;IC+U:HWS9K5&>|M;D
OH=#:=S?
*4WRT3^7^K!QES;RA8&8DCP20<+!,1XZEV|R%GD^I,-6(J=;"@|HV3S+D89/+|'R
M\$(K+%X> MGB|L;^QNW3SR*\$'~0)>YX^,70|&B:88B%<86L-OEB*04%FTXM7_Y
M"HR\$ |FIBLO7IVO|?)DG#Q#H@9V8I0"R)\$O2H4>>9O'H'Y#E=6ES>Q_3O
ML2N1SR*AY7XBP4Q+9B@:O"***_4M_'IZU|*!M1R|C#N_3CH"YPV3N.(\$QS?TB
MC97A8(UE)!T<(|B|GA=%I6RP\$/A_(1'BLA;'3%'@T#LT45+LA%IGX;B. |.
I'=K2>Z^")SR;IA#!-JK1AUQ|BSS5K^133>@|ZK3^#S\$86EP2Q+;,WO;
(N;E^2AGR+MYP28NKI3!ZII,E@F8BK8BRAT0B8 M='Q4JOH\$NJA7'E;AX^\$|M"_3"?
VIVYBI^3FSB)"K%QT@-^?ZLV912=E!*I M79NU(*@+0?"SU-AE!E#M
C4M=WT@A#7L5M|!P4 C-@|UAF5|43KW&F;W|*^==D MP4^ ^Y|MG.VK A^UV%
(UVVJ2JNGXVHU+%Y6H\$@77R?F-AC1AIWR>%X5R.V(C
MDG|8>INA+XIL9S/+O_V'C8<*>|P2|5_@G|J=FFX3C<1A8R(&2D\DI/=YQB5V
M0RZOZ>Q;K?:M'T?VD%P_%6C|5,X^K6H>Z2H:&BY-J(VK2+GOET,I3 MN4-G*PSG|HG|?
XBLF%8;@\$^V#4#)\$)D!L8F#@|16@JM;|!94)R|7,-UW35!PO ME:P?VC"!#^14=^S|O\$|?
81-M\$ JOFNB.YQ5=Z8,|@UKKUIBJ7RN=D%_22M)W5ZTH;JRP>W TVDW?&/&WXX
MI:< '>802NW+!38?/:PI+G9<05?%2!^?#0HY^0B9%CS1UP_V MN|(1H3?8VZKKOO+OS?
TS%T_|" ^.:>(&_N58<.GPV"|E@|L.B^+ZO|SE+MH%| MS09@W.
|EDIE':9HV";1@7/KP'G@L|*21PTARF=|*VP OHE;IV M_\$KJH9JNFEJ.#8*>?F^6DL_."*
X"6|=|C|YNQ=58W\CO/R94 MP6:3P.|6#S7_ ^TJ^4N!CJ%5)"_!;97|J:O-
OWIBTLJ6H)8E5NIQVZ ;HW!' M,6'&*C@09D!_5IPTFUL%P237 Z7-;#1\ PW&R|&*B4'
T\$2*Y\$C M!\$;L;I18AJ-)B(-|?3#90"|5L|JIC8|8!O;JC2TF0--'A=0#X76PU.7 FNF(52C3\$
QB|\$S%FE0,7|X>V0P'0QPV15FD<+T7 MF!^BY41.DHMB-^T#:
<;Y:NLE#!M2|. +Z!Q273N_U&-@-(C@YW?@9)C..KW" MU^K_?;=W%
X!=2M^HGJBJK|GO|^-(&WP8K.|K8@#?R*'HU)|8S;.FLW.Y)#TE
M0):GNO)BJ;'7S9)2A""&FB9+Z)N;)D*T""Q&!U"TL-6JEZ.6W.GH>%AL'&-+
M^(B+SMXJ=J_9"9W|H)'(8|.WHI9CR&>Y/*-XA5-)7O!P*~S^/F^@H.FJ
MR/*G/%LEXK>|>;SEBGJS?LR7|Z5RS'E!0BWHI+TJ?|)K%COV:INY*FF.='1W4^.
MA,%0F!H+4X,Y5J-M|Y!X|G6D^HVVH*, "S*>ILJ8V(N'NG%,6";-5X#Y&F4^ M19H5-
D5ZC_ ;K4 MCMX*_3YLUX7-'&WD:V WQV. SKJP|TP(^ ^+?E;/F.:F@E\|3Q^+4I3SM?^)
M0(O%8XX5'&<"1"3Z_Y&3>KONR|1P+QA?
#PA#G"X|STG42(G0H|>Y@.:Y7ZL)0WUR<0R?Z?G_|Y MIY|^MB&5_V3_|B^3GW|Z"?
ZG|JE9LFH>RPI|J_Z3_>G?)Y|^H_)G_T\$|R M/_W;Y.=_|?)G_|
|_K+P\$U.=7RES:Q@";007C;XFK\$ _31AR&.J6OVF|.G/_M^F?)DS*~1NWO(Z+X#U6?
(TL6O:EU!)B);A"6X2|8E|YRDVNU =#/QX=8PP-M:L00B=|(%|2I?)Q;B@U_6.T!|JZ'(|-
TYE^*7W> EM22+/51"(PLI99??"= M|J
(X903B3<#|A!|CP#XUF+;JSSYX%NWTY6)USW5W;"0&'I0+%XZ>4IR#(W=
METBAP'7#L.|#D%5_WZ4'7O!9#KUFA;IQ-R6C,MN|P%U#<5DDHQ*8EP)_K:
M.HD7OST|YF+F6U=-3\$OD%L#S|J*_9|REW>27^6TA(EV"8G,ZFOA!FJKU";
MC!4>@1JM|5GW77A.TKWT:/AQH*PT2*KM;+19)M49.;^7AZ5*K
MO.C&C|9\$;!|V,MY|ZA|VJC\$FO3:DL5!7K)B1UE^2O(4EVFA"\$QS182L!OO^ M9\$:G'
DDZ_09"=\$1CW'FF+UXAP4IWHYO7.#CEYFH='J0T--3QH?|V'*AT MV.H5JG_0?

YR3AWBP:E "I>\$?5B*=JZ MF),0_F1?@5003CE&DWSI5Z=E=2DFEFZAU@>CD&F-
'R.4;"E?LZI?<2?)D2RR=I "5!V!3 [A9".I">>OYU,#F MMH LXIW1TT/>3D\4L4JM.J?#IG
M>-NN,;^_9_?E30694LWZ3MZ^O/L)L\$QG\V2_XFNF1LYJG;)I#!0B:@H%?I_L_B
+_YT4^RU-YR.P4TL &.L3> MZ=;.X\$KL;*.:=J>HB&GIXP2OSTHO8XM:"^TD_8&
(R)MDSTUL5/ZG>\$1I@V'I M>)L,
(#CR1.SIWI,|M85Q0SM(SA4YOQRKO)O>)|_EU^7.Z7>B,'PZF1&.^U*3 M?(?;.<
M!R2<&1K,%A;:GN<3GU/Y*VJVY7AS[A*]+-'R(C\$J/*^Q7H\C^A<1FODQET
M1=P_X75?'=0M+_AS(B"RZ\$4[V*X(@Z1AE,O JSLR7#KBNHUIGD2S^X#03)M. MBDY
\$S!:)>660Q:7R8F)QJ5_V>&U%Z^VG\$2,)ZJ8J MGW)Y+SA=?ZLA/9,(Y8KY"=2;8)BEMT>
f7JDI;U@*#069W)!KMJH5|=%,ZV;) M47Y4-M"K'D#72J&EY(=OR@(?F5'-K.
DEE;U82^|MC(5LJAT2I7!9&O%E=% M3_S>_R9""L%/N30JX4?
0"3.DIDUF""|+"VP(>_ES#&!5L1MK@/YTAI'C|HP7 M=YP%X1D.=7OHZ7,A%PO5T!:@AGI
)3L""H;:\$V|S^XY07Z>,B MJ?
X8)"/6RF8@G!GI8\,E7H<4/|VVY45W2L%LXOUT1H7T0(V5%UNR@OV"P4Y*
M<.I*/3;46W*[N5)U;&B|,257M5MS,9TQ3=;.@|+-
M*>+9J%M0:34J7""GK|_S8&\$ HXO\$JD|K:_S12YW&' ^7VZ|WUW\$|2D,"H%FN M1#
(CDY'0\0J3,IMP()-=MFY6Z1""#\$S\$J0(U5T%YP:D#!AJ_V,/0R=T*K#6W
M_(D7*SZ\$|W&LA<2&,ME|U!,,,?CF_X&WYM|10J@K% H1'((QZ:@5N&@,B1
M#%08\$<=N **F46|)K?S\$T#9Y9.>DFAT")G0,H4#*.
K'&9&@FQ>#,,=RG!;K+E=ZNF!;,@CN6@P|3
M8SG(&H"*>Y;:Y6IKN<18+@7+|/<"8@J|VZ'XYA1HV>8< G@I%|+5;W/D>CQ=
MVZ|0Z.KD.:DHM|JMML./AV)38|<+CNVOE!UL;BXN|DY=HO0BXC2/J\$2Y@Z\$
M.2.:|J(|/=TE/6:5GSM*D7|76@;NL7S|_KYS HC""X"*HA;)_L\$YD'P1B,|@_MJ;M!^/|
S@/O;:=|8TV/R|52N|V#OX6P""BF/|=|D)K2ZG-8UGGUE?*OSX1M
MN_+N6AR+38D%'7G&Y>*,XB5JC+)6\$PH:C1O|UB67#(;%D^#L1Z24642EJ|_M?
91>*S6Y)-I.PO_ON+|QNO\$JF5\$XES;=-!&_TN&-N'=OQ!S|S/|+|V|'_2<4:S4I2-5 MC^.
<_>"@BJ@2/2Q2)EEJE7_|(O'@\$P#!)|**^F!/=Q<(A.)1+Y3?;+_\$ZE M1';I,-
T/7U|8YWAQS%GX_H08\$#1?@<^\$B3+T)PQVI7R=)=|B,JP.|IZ*M+*
M)X|9+2IB0/XT%|STPI^3^/!V)P-IE>&+(^3!<#E
Y&Q^">T4|/M\$ZXB,HE;>AO|'7SOY)!%T45E@!Y+'(W7\K;D97;|H:Y8(8L
M%_T1>_KARU=HQ\$?+^ ^\$;EZ4+6\$55._P.+H||-"P(L5
9=9\$=J\$FLOD+>F%L%LDU\$5E(@.R@CN;TV(TN
MBR2>0':LH^CI\DH,*LM3|_|H38LO>DJ#J'25.*%?3.HZ*(L_8%G|IUJ4R1 MKWQ:
<)6YCP1NPX';BL4I/F,Z M^,W'6R#4|;M(6#ZKV3/2 ,K*^ SA"W+=?
Y+L,G)E7LX(GIY1#K;TPS%YI#C
M3MK++4(FTL;8";'A'|Z4M@S>!NDG;&0R58|FCBB_@H')Y@%07N<;RHD&;T-3
M/&H|^X_-\$5FGGAR|^\9F3A%7|!5|&%B)I!^ ^7\$|)G>I>% "F=>%X*FI
M*_KO|UZ:/9&W.(\$;EG0\$(ZUQ>CW++."8?
N9+2+|50/^ (1Z4|L89S\$P|GFU_@@U_D%WE8(Z;-U.GYUG04'>P>;PQR &QF'@LX+4?
83-ZF&6OUC.?H"/?I%?;*.OY2_ M.Y?
T.0|"0B4N2HDLVPHN,C>X@;)_L=O52QDBFORHJO##H5>5A_L?I@RR.'FKB M="P,,V.6?
>_0:B&5EXH\$C*D^O!4;R.^% M15&B=-DH|*#)VBJR%20|4E^Y)|V
M#'%%>4%US,Z7S(+2IJUYT"C^(LOI7!WHMO9T1X/*|^4E?;/>W^+DRT8N>F(P
M25=3LZ2-@)#J\$E**^*/G*5ILG MS7WP|L.3W;DR0MMC"TYN#GH_%I-?
|;+Y+Y/?|0EA\$3%5BX M^8\$WKSE^ ^3_BOS-VL.GP>LN:ZZR/"P3,Q%Y4K>E^BL7IG2)
*?/9!-K*K?S MN^KP2#_83J4@_M1A?E63Z6T8Q|E=1 ^5I-G30.-O/3;|+?Y%KO|E:>I&&2.#
MUA)XL&70!1*Z9/*F)B.#IS9RSWYHO|+_R^*(K")R'VY&*|XFUOM"%YRIZ-8(M\$(3-S?
_PY?|^ZG0@J)<+JT,R?2:9K-%W%|T=L02>O)/PC|IB:WSY8^3'0\$ M8_BB*DHLPLBL%B|
(#F1FJ;MW^FG7OB4|M4_DCM |Y<=1^*_K/283^4'1X&". M1BQ38R"L
R_Z%S2LD_FW^(A)6|7DEN'#2TK^?J#LX>:=^>7&:40M%_W"5ST9-M*\$(
+/VP621|E_C*)84_WF7*21>CI"H<4J;#TO|_E)>DR4&ISQSEDR?+2KU M@T?O"*K
F,W#WOB2IP%!6-N\6&VY,21SD'5E&|B<^#"7|J6@H3'\$>:>|L-
M+2>N*CS"_NO5A,MM3.>1J\$<(G2S_QY&EESHN&-MVH%?#KDN?|4>6C)?00;|
M!%;K|N3J-OD-OS3Y|M|YP_O_#^*)'.6OSWS^Y33B!9Q_;RMB(>+/-""M,W MO4A9 =;3J
CE((MQ"Q|!-W%!L*0XE&3Q4&07=L&=|;.^/D.CZ|_M9-M#V&PR.T&'6?>|9:??
OSI_|RB|HY(E!;+88U"C9>>.&_!VF<';>IEUI.706.E8G4:2%M1D?9GZV-7>\$BV52-J)*-W!
|H8|L.Q8@_0"H' M>#NATJHFR.J8#Z.V^/40R!;B=AS7GH !LU'*#|'-< MXROK(Z *JM
SSY=1(%FDV>91"X|DH6+D'JP;JY|4X348#(#;FY+"FR

MJ9Y?"X*CH'99>'BN::FI655.=J##/EIV+'YIR3)+@C\4=T@F71=MAGK
^290.=|L.^8K\$#V2H_X9,4Y!<5T4S*_D'WTB4)"/=2!3DKS!;!3_RL83
MTMYCX'35/'=7&T^3[*_/FU?B'Z#^"KTM/NA50LB2AU1"P6S2=5UD[C@5Q?G<
M1>|4>V2;HAQ3AB4)7L!/?7S7C;9V&CS%:5\$TQ+2\9|H6FJZ!H069.0^>(Z
M\$9D7|8)"="|O|!'*UG\$A,CYZ;T#5|Y;0-51T8ZAY9|:DE;|/U%-3R*60J_1A!66O,YK
MH#A)3E2E^A|:NUT>A&+K>>;(Y3'_XR|!16ZR>3VRA^=&F@W\$P604JPHR>Q%_M^;
|5|M>8AV5QHWYN^#)*-U6>LV=K_^\$F2OKR2\$-HXW^|

E1CUDH|\$;QB_ IS>|L&|T2\$Y>%44R_%= "/.?D8M=0KC.IS|J_M_6@4P-S'T0XRS,"FO:9?
THL%ZI\$(6(ZR'3P46N1/^0&CM\4#|P|.7K8F.@>LA0\$C%5T//D/YK!HIOK?|_ \$W++B2ANL<
M#T\$16Y)0&>% '2WN(=CX* @*4| ("!*-|+&::O/ZJ|\$!Q69\9487B!O_-I(*)
M/X4"C59NJ\$+P|.W)JA6Q=JM
PH: SXVWP#K6U4|ZMTOUF|4|T(2#V|8+67L7@BF/Z4\$T'LU%,A0OEJL;&
|*XPPA|AZR:E>1_M?/9XE|?<(*(!AB|JOLK<9G\$GO|"O*B1%MBX?JA*,ZX|-P#?
+R>!5Z;=.9_M8S'<.:EH+%'=G_(S@8|9_1"^ (=MDK\$*UHW|NC&H"J@^/D|LB+N@'9:U8
M|M-1@'NO:%2G@TTWUCG!|4*P#R1|C7WNSR1\$;?9N'XWB5*D)6T(VO,(_7-(MF-@9^;H
XB|S4!8R1_MJ4M@8=D'>6Q-+K1M*-01JQTG(KB1(OXH=7WB/|@76>|N,\$<;U4>C
"8W_P!O_MU+,5Q3_4VQDAU+W.W>Y*=IFX,"L\$)U^QISBLFN0?
JXDHO*R:C=;/0T9OWD,0! ?O#7MJ.KP^RT(@*UFXXKH"ZU.<3_MS_FK;>DYU7O:VV>A
.Z)/T%)_5;U\$YS|_J1:@AZZ%_2,UE3/7*(T_4UG@6_M3>-1,2-E+T*CRA5|_|+H4
'KZA3:&%&(5H|&_4H>IOTMY1L#^%|L%4J:S;S_M<
HE4B1X%!) +GV@#PA|_.P5)*;2YX(;#JC4G|B_4FD_2&\$^#W|@94'^?B#F
M(Y_ZFTCR|JZ8MA!2^9_|&|R+&-"|B|>%KJ^",%)9T55#<2!6\$76NK%NQ>\$_M3::.\$Q
9GH&0&*T9J:33_N|/9JDFR1XXZ\$UN4WZYN,MT_3WMTUP#Q)53\$@H
M'KBK5|A5\$A:7=:PM=:12A3HO@H*_19J,7@ZL#\$"QY:'1401^;4D_ZDIZ)|J_
M*V_F^)|!@:YFE9EFM*WAOCEZ@:E@@8FQ\$SS_M)??
LL7|@+""5YW1|&83LQ5K'5V&@C%CN--L|L#=>(J(F|^0>V014DR#3.@/%_M-7A,X@TA?
LH;|P|!T>PVL|08Z(43BRFH0"OE*7\$D|AST0\1K=4U"|W_M_!FV5\$EG8|?
1H'HBUCJ^(X|JN@_+Y6+JY%I50-=2^26>5D_MHDNT!0MX/Y+69^FX9--
-43,4!1CM;ULM|XRD-Q^4|4))3PO.3*;
M_YA/:>/_0_%@F@\$^3XH@K|J|/MG3#P')_ =W0./ZCMGT+D_M7MG:Q;4H+|8.@EV.
|70/W!)%&A16+Z9U,|?_Y)29VDV5T|V3|K:LQ+**OQK_MTV02<2J6\$RTQ3'5
XE>2K;:45|)M7P?A(1.UY-KY;Z?EW)_ZSS'|3|08::0_MD=V!>2_O(O|
86#:%'R|:2A.NQ%9;2ZP8QB_AR1GT01+DR@C*'H|2ZF|>|)M3WU;%
(504E;N)W=%M,2@.\$&YHP9CU?.LEBGNV5:Y72<7Y^|9QTR1&<&EF&P
M.>|94^<54)QE5=KVGWYM|Z&V(98*Z>A_*^+)# =4\$D0!_M2AK>&S,&-&-1
+I@+64P\$8B8?4?2B/Y6|D,&17J&?W#*|P/\$%'\$ZZ@H=899_M=X
"Z2(&%78OX|2"C0HWRH'NV=83%,7*XQAD>H3&XF@:|!X4|)2
MS;1PL|/L8|B2INH>IQ>?2_|7CQ_M'M-1G_,S89%"Y6_X<6E,/=7-!-<'LHZA*;H'
M/WKA%=-C6@ (XK-9<5:E5K#*LC1=RLW9K.#^M'E;"(0,B;8Q".)O+#.)|TC_M49R<2-
\$2<3"-)"2##|=N)@H@-7:SJSP+^\$)4PLN5ER+V0/>(JUT/!4**VZ8(M_
4|OCZ6_6=Y: ^W50(#: =ZU%^R|EVU+Z'^<6>CF403|TH1TL=GPHL;\$5QC)
M|6>YYZ3<|_P8>AM0!9|?R(9=H9N43O\N2QS>QLECG(\$2Y87/|+*E6UX;K5|_MC-
/LBEXM%BWMDSTO5B.N8|!7)(Q, ^ST4U\$*A8QDC.G|7^7<4&QY:|*/4X)6G_M_VN|GF-
^Q'DP\$GU^?'AE99EO2JPR#A|Z;+%=WZN<&9TGHZ_2YA@0PB^O(|-
M4)6,Q+P4D)!,"BFZ:#FI"1H99W'W+/6!RB>OH6Q"17F9?2\$E^ZDH***XK^5.
M!NMX|0(/W|Q|*=%Q*W1>MMO)11(D\$Z(M??18K!1CT0%1+T_H,C9KB9I6Y:Z
M'KHF"LI)9EEGQ45"NQGHP"V|Q/-|:W"=I*RDUV_>E&S'-A?2+!|H1S|@G(|
M;T=^AOIJUY2E&Q,=<>P,Q2'U='4_#_T>A*'2Y4'I=\$2O2MNGW#_1E0X9G!|"*MJ
CVC|R|0E3NNE#|N|8Y|JJSJ5:D2I3?F_5?7VT
U%Q\$DH)R3B);RVKHT"6|@|JQ#G3>/:A.#%|?=#8:+#S*NY/|SGXR'O5BU(75Y9|
|FUGHCAA)BARV1!NF\$W@HG&&_M^Y/KP#2|54<>:V\$4YUZJK|OH);N\$&?-
|9C60|>9J7W;K-!3@*51;R_Z3Y<\$H
M0*EJ.4|@|EEM*0=E,F_N@UEM<|_,8|Q|Z#A'HP#&&/>IBS'13D
!TIBZ7#T&.+>12DO>U,IDZP90H+Q6JK/<_MO(#I'3POQ0M+G0PNCY57+C4_<_HZRC-
IVKVT<;%)>2&(6V_#+IM&*M2,0T\$G_MK+B@B%(V!*,KAJ'8OL+,*4V|"
|5:DL=ET78G>JX1UP6!9E?T_W|4&2/WL:BF1J\$_MG>FEN+8Y|L|=L,MUO'XEI6)EC8/4C\$-
Q,D78;BG^H<@WLPSY-<|%_6CE-GV-_M,|6AE=(5>-

%6D1S>:KFU7\HJP:HI:^IVT<\'2K"L."H\G4\\$\+IP/G91N*:Q> M"/EW#3(?=744-
..B^%=;T7=OE3 E.N\IE?.D*R\,P?(IQJ5BH-*,W!)%&C) MA1
>SP*R5AS\N>IBC(T3G!)H\E]=Z@_ ;1.0@%:<2QBGU!KX;BF#" +E*0E4S:[\TMZI MJ\-" %
P6>@="[";I@MIQV_C0'1.(H;T? L":YN- EA5QMIC\$M]"5)QM*P>>
M@DL/L2@7RCQHC:X.AA@O%_MP+Y6"/XT5@"HS'FUSEQ7NHL "="SH\0L)*2V)
M)*V\8DPS '495'09ZW.&/@SM**6>B@*.,HI\3\AC0I92GNYZP3\AV@30'DA
M3]"#D93!*IGRT#51(;*D8G3@:EPO+3\$P!SK)CY+?
T\795&@YVL&D^XO/G:4\0+1\K>L0EJK'6%|O_|JT(&OZ^_Q^C4^ MI%|DK\|3&CW2?
RB\|SISN/54%#0"VC!\J3:N^.,\#;#^7<4(?5EZIE?ZB\G1W MF8"X,G\|8ZJB-
A^U/V5\$=V8RO IO*Z-,>XWSA#/#3%/A(J842F\1M.JJ7W* M:9-
ZJ_K\69EIXD_0;Y^UX^C0'6/POW?8Q7:>BWDW"!|00_*9SGGH5?I# =KX MT?U\?
QOY_16B<J+;ACK'I'K.'F+ ^9;6WD?|Z=\$,<;|M-4Z%GVD5W;#H 1*Q
M6@8744100D)ZR5'TS^4"E.5!=5L4!2.L.N-R5:GPT;J81NLDW*<.49)!M";1 MM7=,P0"9I-
DH)\HE8?,Y^- H M)N,NC^*R5\$U)YN 4W5@4@/'^'D7K5E\OVXL'D TG\$CXY,8,C^ ^-
@I\$,?L(M\5?0 10>)I'G: >/I.\3?)?H%#9Q_-W\PU^,96%'; @"I1TB)XSI:VAO_T
M7AD%DKZ2K/ K*4V2Y0\$HMFRL/U^RDM^L!I MHZS9WVRZPG)F@+/K1:'F*!2;?R(I
>,Y!"M1&36,67)Y:SUT
MBVDHP#.% "B@ZV728YKSF#TC3JVVE=:ZZYH\|V((H3NH^|R"+Q1C\$,Q?;K\I:F'.C\7CS!8|
W%L>'KS(VQ%CI4W3.!2DTJ.>
M"^8B+2(@@"@198;E=152TK\6M5810MP3)F"- "@!5&@1'JSQ>73U?97#'-
/TL\DRT)A?"K*UI: #&"L- M\|-+<1*4K #O>JNZ1TT:'0H326*T\|S78/K
A&90&+J8QG7<>7A!\^FS_JGLDPJ MGSLGOM)KFQW7\2HBOQPBGUR\A=ON\$2T\|F^0B
MI+N,V+LMX-K0NT;:)*@B5?2V0:8S\16_HMAL\2F6+W" \)5^ .1 &\$ M-!4#E?^HVGME
(9\|D%> @DO\2D+HUBJSHUB-"&\H4UP\$RYDHS55JTOYHW<= M'UZR\2&4_5XT=T,
I'@5 JA)\|=RRPJ?)^VY<;;0@"I3(ODUE XO: -,VHW*+QJCX;6P5=G;J,U?#44-'7A_-^V09J*?
25&I MZ=\$+Z/T6955\$SCGWY:BHI?,B*\$#OY+;EPF_P)KRVZV />79;ZY(00Q;'ARK\ M
A>EH F9OM(6A3'-E\SSG5(/4X&P!"XW5(EBBK6(D7SP?.A;BAEN%YT5";/%
M#%P*!2V)!CNR>W>ESX\!+6(Q#05XD^=BB/274;W.:;J\&HA.6WSLI=XZ,D"A
M5EQ,QGJP0+A>"!|Y#R@0W^%I4S;3,ESRD99VS^|5C;HI6*G(RO\6)80W'(-'
M3*4_ =UT!!6T4'85@XV;G@FXL"D @3WZU+=UD77ZJ\!0
&;B)!P/'&V?.W^FXA'L^RXJS,4.;B)?*FTQK7-UM\$U"-&*%,J0\$'_|2C6:W>NEE|
IE^OJ*92AGDN@.#1-/,7E MT52BJG62^Q-1#G91L TVT)HL+Z/V&(?!B I^Z_)8-=A,HI3E-
TP#\$RQ9J7X MEI+M(;P/MDHSR9#UW)^|C'4I'!O"%|HAQ\$^?R(90\9P!(DK\$K:.*+S6M
WH5! MFK(D\$4F_H(=4?2:&OT+**@(.DE3L2^Z0X/:IAJ(@2;VM77!RKC4>9,6+D, MBX
4JV50@#^PXM;E4;V \AV8\,HT*GV"Q=Q8K*!OUW\$JOVP7PVM/P8LAP(=
ML#|=I(E\KG_A,P,\$A"3*7")=#TC\4!1X-KRZ\Z8FU3;S4 "HCCEB1=EHG@Y M?
J86@FKT3JZ\|S%,H6&UC41 U\$Q6H8\B((!=P*AJ' H %)FELO8;UJM%\|S:UM#@K *@40
M+MZH\|3M?0NCJ.BS52J\SHBF'MD#UO4.:^|CC?,4?,?|V:/"H\|Y"U.&FQ6
M,|S\^_E\V.J9C2Z9^J3(D3<.=
_."MCS^%MCM?"6H2CNV'3%/'|E0S#S\:=2@JK\$WYY|BC(;,1N\RRDH*%#7|J;H6&MT;':8C
<^WC# M*5ICE=&-=>Z)9S4.ZKNN_.|ABU+\$IW%87' M@EY4TL,X*Z(@P*I%%)JXMMM-
812*S5=#503+AXPAY?W1CW;/T)F)4-,|2)" VF.0K'Y9Q*&O\$W3@Y?|1N &&.J,Z\$>C
,982./|R\|*?VR/ M'>JQC/O\9:Pj*'-A>;U5^L@J:C1TF^|>X X\W.K":@T4#%X1Q24PV-)92'='
M^SN;@P(PZ;YD,DNR\+>JJ=0:*4U2V
MZS8+HQVGH@!SKH:=R.P;'3>'XJCRQXW*JJ1DV>9,SQ0'D)Y8?EWT\B^QME_
M0GC,)MY%D"S#D7;.)^*?8)S2L3+O#E @:'S1>3#>YO@5I'I#S*QA. IP>(#|
M:GOSL6%9L;QH';PH#<=FS?%9_8?22"6ACA9%.C39F1-E%(*_@D(UZ30&\A/
M(5Z556\ZINJZ-GT70X\$*|JS)D\|S;3&.&X>YEF)9>-N.U1VE;#;7)JB,=M)* MVM\$H@-
'7XD54=+=W:1E5DGI>AXXD>R7?F>YK*):99;O:JNN*8>X9D2@, R(1 MB\|. @HT%
<4J5"JP>Z\|V%HF:2J9*Y4#Z;\# @H2GLN_ZM*WBP+1BK"I>U\IVF\ M_|@3'K\|WX?
L)E"6F?UPEZ_A\|14 Q#'/N& 3)7TB';0G#AJ\$HR*I4V\$R7H;Y/ M_;">C)4?NM-UK#J"/"Y-
B79DH@>U.KJQ@GN M3X;%JFZXH\XHQE89CBU_ FU4U& 610P\$!\|@*2KK2P8"E)V
MER(=FO@ 'PR04E4P'(EIS4^|YXSJ#S=ZFOQ?'AA!=?Y0WFM4\|P&K.4>\$1UZ
M\|SX3NI@_15=?\|HH+N=C2/P=!
<?/\$|)@5&%YO"Z+!J4ZNBW\|OCD%|G'74LOIA!M:O'XX"G.\$-M&5& M?
#J)84'_&13HJVK\M9_OH;IX4.@DNA(UFZ8:U_#_?TM==)8;>FN6&(4G:(M
M.6L:CN,>=3@J'BDI>'M,L@|XO(EVD=4+L)@B_H
MY>2"_D&.,V\^#15/S@&G&N0>@0X/)17<2OL,*DN^

M3M7#TO(3J*Y:R3#YF,2WP,Y*V:%&0;3C\$NZH;!UB1M8BJ9ND4+MIZ(XW5H(M\N#|C=+>419)A!!\$5F@L_>7AZ4K_-C-1&DR/'-F-|X(7@"L9LG5CW1,E MYRR/H;!7K\$W?|- "Q*6Y/(*Q9CUX?B-D<|YEDA6/?|XT\LZR,(& M|ZK_C@+KVL RBNZWX" %9M#-|*3|V!)H=/29!M G>-)T|!ZSG_AYJ!0EQ?5> M%?/;=2Z*D|=DXV177I(<*2#.5%NKB>|/DKU/34=|D0T!7OUXFWVGO-%40J'G M.BC.6%5|2I^1JA^-AAFJ"NRY\$7J\6X9YB#@\$Q)%,3)S8=(WGQ,#SK?B78D MBM-A/I"JE_P&=9_97Z#?C^%HC!/K,NK.H_(H"_Z4>SN4*J.U!|U83 MG0M740&| #5(JO,LB)M#Y1TV#L102H,19KR?;>X08S43|J*,RE!4I!^_/\$. ' MIZ)_L+J*D:'^EW\$""I!DW(* (:EC':^| #PFS AHE)OJQ*<6#Y=%;1|UT*!B*%\$ M7,WCU%.:FN S.- "7&^Y_CF/_>Q"&EN&PC>\$HP%'X7'@M\$=Z.@%0BS979|=U6 M<"^27&PVR8&5,V- U^BG'8FV\&0'2/^V#>@|K;:3\$)Q7D^)O\$;23(6(PW;|&\$ M\6+M137/<'|>IL;#JK@|HFK@TG YBD_7VGBRC|A'G0B*|78LLB|*XS#PX<\$2 MCK@?&VAHFX""Q)|/+RGY^P'DBW? AQ# #T=| -Q@%*_CJHW\|2J?P4I\$/^AA;% M0+JD8XSQ!?'C| #4BR" G36|GJU_8L!'YBMDB? P MSDE5^C&A%SG_,16_JNN_15K(/7>@A|%^C0^I%T% 6)0=Z3|D3?!"TKBB*|Q_M2K? Y*,Z\0^Y&O>ZKTI_6?SD4Z,ACQ\$!RX26X9:#PZB4,=FSG>2QAL(>*^-MR MY W7HI6W8JR UW5\4Q5L@>A6731 BVZ!Q33K-1D\$5(-L&?N E1|Z,C. M|'S? #0=/*BW"PCP&|1_%'O|@L&C,6M_|@ZHE/,ET|%"| M;=%%E2! M? _)"M51L|JO|!7HZ>M%S1DA(*7^GN3**,2A.JS/UT26&X2C X<+.K;=A'9CT M5F#5./? <3.3|57+|?B\$A"X6C,CKK4'GD_Y_1!^=%G<|>8Q\$49V=H+43E>-4I MFF>X\|_5=@M-.L2KJ7F>5(-0G_?\$/!>=@O*&T(*.C&6|6Z:A,|ZF Y+_)RF MWE+"O%F; (L6#V(V C+K>YP;.:B +00WPT7/<^03J'|1=& OF2UL=0110H(M"M3Q|'L>HU!Z!PQ"IGD&"J"H1)@ C|PF_+|W44T;5L'5.LEY#.9-N1RX^,|J M):^?RN 8! H_Z2#;|3|V(BE1Z3P/RF\$HB*M<7B'RN\7ZVLYU3FHRBI=S^YO(MKQ

LXRYC&!JN.,|B*%#50'0?X|S8(-A P50|R^B>8K';T. (GS)8\$LA4>!/^(T7H=|J2)%1XH5YEC2_XSI(|-#2?5T\$ M"+*WN;,>)N==D&VR"0=W2+3^!@GOEGG;A';LD\$=V=|OW1# '5_ ^J78GL);K@LV MU8_ %=1X7A^PUAI(08+DSMT-5C7:NI0FO|/FX?XDKU2_:/Z+ N|(89@S*,8U' M ="07L)*,\$(941WYU,>@V'B37|KI/B@V7PL|J_5AW(&(!2\$7"=EDC8ZVO(Y3? 1X%NDN|'ARXT'@"\$60%ER=)+J#Q MT_,W?72!<0(2D%@"W!ZE|.)|VQP4@'7Q? U#.S0H|,MX|U)E260P+*FH. M'R&KN4>\$1TT*7.TBGI<0|9|<:F*^#P9MP6>^A2B MB,!%D\$=0%/76+&-O23;."&:5WJ4A5&@:#(67Z|Q.NO;40XP"A1_2RDG MN\$FS8\$|I0HF+Z@@4F|Z"(=!HA-EJ@_2WHDJ3NLR%8;S|1^|1B_PXC'?YH\$D M.Y*TUKPOCT=Q0F4=V*3_UT>AV'S5B2)-?,"P%2R\|C\$6EOX\,RJ51 M|GL?H!8=_ 8MCP)=M0|V^IPSY4 4((@Z.(P|WZLJ\1L'H@"A+NLP^ ^RO,13B M4)>C=YH(L1"=+UL5MA,+X^EOVF3L|JN@0/POI5C<> M'=WZ:T;9|38^)% .W|;3|S/DR8 IOX!.*E!HR9_NH>|J\$BA!QE(<*P(-|!^;) MB#"7&520+SF?>;,29J|2M8\$?MH\$SP\$? 9RNOF8\,L1"16092-P;#2;9UJ5*Y M3#M.1<\$+JLY.OOD#E #,79T=_.6M2Z.V0B&X; M5- VBPNP_9"2.NF^)TDLXTMH\$%58S*5MO:AE|\$QV3#-JHP#S5/<2|O-AO_<2 MJ%1\$GSZP-O!4;1%N9FA|T7TV F"9R8#|0+A=X) T+0|*42@(4B8&|WC(W*Y1 M6)T)#XB\$)&+^NSK(J<|Z*!# |EU*LJE6R3,X6|JN@0)P7EJ;&78OPI E"93_MR1 W;# <3!9#CMK*K=9=G/X+I3OG4YF@+.-!>;=UDJ%*J&H@"!&,Y2QR5*T&; M>? ^P""5Q'#C1_=098?@QJLP@&O@OT.,NZ+41=^54)!66^D\$I6|3,@?!Z3:< M3V30611!ZCP9Q1E"D_*"B=)5Q#K00=&7_|7(>)1:%2'V#H)!6C5L!_62VFU M_9;RS.#V.*!:!0@L3(N@2^BI0VV+N5_%" '|H>N KAA2!\$WX;QH N(E?E@ M\H2IA)K=5!1@/B;|GIB-K;4A*+9=KT-V#27,-.D@ZJ\$(&+C|HRK MVN*><#?1 MD%=:N2"*DOVSZ\$+I7TR>DI\$ _Y=Q9S.M/WGRP'-.@Z#M6=QCKQJ&@Y:SPX+O MAD.RY)I*|W_|):#W+MF|&OHN=%H_!|H %%L&B|J6VUO4?897I-T MDP1O^|J(FUM- 1@&O?Y\$T%K?UL|VH/>M:E\$|YH"?E/>H*-.I.OFB,AWGJ5W_3Y2Q?=W|C|P,J3?D0 M=,,KRSZ1-#XD&V9N^3FF| (7E9B516RQUSW504)LX0GH6T+=CI:%W '@STOZYV? 1>1@M/'XKW)2=EQ"11@RUHGE'?6*Q06_M+3V-502ZK>">Y=@4/?|6? 0|BGS7SIO_R1E|G+PQ3D;.:ZCDN!XRQDO&@8WV!< MDWX-!05IPX%,!M/62>|H)1 ,D"K|QMH"P'()M*|8"C68+_59P#S3?!SV5 M#2A^(HV)ZO1K3|2|HN@;.:RC(\$ "6W%0B|2;Y#UO/N2Y&|YX/YE(S|H.@|34 M|9;M) |D_ZX> XIR\$ _T4W1J^<10!2#7*_ |6L"8C_CC|*>K7)X-L.XW|B(%^#7 M8K45H<&W1+% _5 4;+_N3Y9ODK|QC'F&<|E56"UOJA7 M9@J2@6RYZ4=9"&>J;Z% Y#V\$PQ)-=9505-9.F0@"+|&.\$J>T/*O70BA0P(.6 M'DCV&OM%|L.B3*/_%<3*|;+T- R@=Z1W7<,|=GND!@7Y%M_T8!V8|HF&L>T!J MC5F9DJ_1T?1#41"B.CI7RYC:(|V?Q7-

&2/A+'(*#NE/Z2%DWK"6XEQVTQ"? MD7T\$]>J0I9G';!CTK4V"* TVDX5K:S^&
I6ZDM^7Q_(ONA0D^JDH@)6V/W!" M:KN(B|8:00.0':M|)\$R6P_9*(#-S;D0C\%S/64/L-
5+&.P\7I1-%#L)JLR@ M|TS_-=WR4WS.Z.%=&QHIC?
L%JXRS5H.CD@UK5|9#,04%+2@"R=K|;X:PF?ZK
MH4!&!X^5H8Q^J|U69JD:+:@R*4^M!="/1+@KPOOZ F4#:.M*WCK/%8#:-
/1@\$F#R#%YET\$UY (HM%|476^7!5"<06I1V'+@X"E35 MX|F-
|ECM8|2@U%H%0^T(Z&2K*7NF'XV\$|= _L20)E:;F;|1WJB>W?O\$@3|:<
MZEY\$^TK9M9>^KA)0+,1?>&.V7HR&"V>7*6;B\$)P9,|S0VSKMPP*DG(R(W)|M|)+?
2'9|B'R%8&H>B0*(6OB??*|X\$9049E9)3 5;|P7P M3(KB9|)+"
MIG1|= %L!!="UWKV77L@:C|2 K\$S1511\$6|%I9K*2:=FA2J|+6US?AY|Y>-
MF1XJ>H060*L>B|)BYBC4S>,.31K7P=OXZ"F27;%;|O:PX9*|QHN M69AB. AS9
M2+29@6+35_6^+I='4SLHPW MN56W7HJ9UU|F|8R)OR;)IJ0-
5ANCS50G&.;UECITO0>8D| ^U.L9AN'NSU'T M9|B(HH,7RE1(\$:3&ZF_)=,EF0)OM3/=
*DE))P?HQZ(@/C"B%) *9B86H1Z(MHK|9SZ;&E^P|S|*/>PDTXWT>;H| ^&)|JT2<&+|?
@15&@IEP)=;6M9|RHX#;:/ M0 '4T&# DH&H1MNY+QN<0L!.*.|)OF3|HK-
NPWW;TV':| %TA@8;&J'3K7%A M%!3Z,XGH7D-F;|C3DTR9|/Y.Q:|UPI351/=4 \$HAO)>>
.2T5L2J(|J&8KB ML:LL2,8/Q|9K1R69TYI^:Z3C: X@E+B*866E?G1Y|1,3T(|6B&?
0LG Y@E>) M|#@6R|JX(XR*| 542!%8=*F1 JE0?;>5Y(5/68L|>'JR2A |9(=K|2(#)1,
MU8NB0(VI&47Y<)62E^5<|P_E-?V_="4W4J@.31*^ ^MH;BU# '4/ADR +N<^
MLR;L36>E;B0*HBMULH370M/*#A%)#ZD18-J%=CMLU 5XTN*E59X'|,A6.X/3!).Q4%
MF&VQ<(SU"P5:E 8ZZCN(C+2@S,Z;:%ZC.(QW M1XW%5#<0Q?
G4&03H;X|BG/LS*/JN%3W=N>U 4UG9?A8"X Q6\$5D71YEQ89*)S3.0Y&E N4D>TEX&0?
4|BE.HY_"PH'NF
M59=";\$V'TFD:| _?;/H>0APNE4#YQ'=>U|Z%KH3S|+L>,YT1Y(%=;A0SE*!2G
M4.9J@J<%K/*FC?I%=J1*\$X^SZPS.^05PU!L7U2K
MAN@9L/0?,BIUB&J*93^6,NG.=JY|8K/(#5V_!DGOO-) \,HHS|2"3W\$5?R4>V M_D|("=_)
&0(8.4X* M./OY*4?Z'!+;QO,K"4-CZ8GR"!0TH%8%+*SN5A-1@%B^E82YM\$|!|: +AG|^"
M@%0J94%5R,BG(E MX_8HC|8%D-SVM?)QEXM D-=5[;..] MPE3EHE4-2\$CZW-
(N%+UJ482>2Z"@NONVYK E|Y|25^HP'P? 5+G+A')GJJZ@ M&H<"@**(_>H1"7Z_V@@D
Y\$ 4(M3
XPNJ&XL"\$)%O!*X|R=2@BL/5(2TIV|'U,R'L0'|+PR)|2Z#|LZO"K&X_B%.L=E5E1CL91&"O|
M=EP"! =ACYA;_D|&((#T11,GK>,,> ^<*M>40_I2%Q:H9AD'9D3M%SE@2_-4M&
MZ\$>YWSPX=D3;1|@/6M#|Y5!|3|:6Y5= M*|0^V(%+H: ,0|K:Q8;RY0+'RG| |92&R,ZKH
#>=9D)8C)*#/GG.KU2,|2Y M4',%\$;|4=KV*_6:|R-)O*/# =J;|Z?4:&&E260L%(JA0%B? EZ.
5D;_KKU?RP04)*7@S-6>WF\$8;RHR3|J&RONX)C|X2\$|T#;B'/4# M*%"FLO|>\$PCZ-
02=MLQO3|H|U)L|^(7OF.GY-2 J|T_ _D,T!=-.UXK'GPCNJ MNG?W6@?%R5(E;\$.
(G|*H9PK'5T*U7L@#@K+IC0|%|K-0 -?AR3=K2J,LZ)|@
M|U@THR|ZGDCW#0_ =U%7FLYB#XJSS, B^-|7<|); F)=R-S! M69P<*X-
5)S| "LN|/00/9LCA|<:|H-NK#5T-!*YID1U|A0BB+ C76\FHI14;_ MTGLU:\$7W% '(?
4% '%#UCE)B&|4<4|IE(+,<6Z=9V+XO17R_ S9/SL@3-HPNS%\$6=FX@N*>R:?
CX&D>:+-3Z|RC.M B=594(MO#RV&
|PM(W,'+^ _^KO.FZ^5B5Q>;34(YEUG7|CH7!5UW5,82T+?C^?
#V% @:0 MAN3+*;AN*4.JU#_H,JCUF0>5S8 M9KW\$V_ (HNZV F@HB!UD>U\$Z*G|L-
L+9V-|XHM,"|LGXP8N|'?%;.JDK1|G? M?-5X92P,4!WD?
NO/P2YBYOTH:Q8R53YK';AN\$G79\$NHH.%S69I;G;X23;,8 MY5
48.11!Y5@E*!/V6&>@0*H:V@#%; ^5JUBQ@!I#P|J6*4C TB7A,#W.|YO" M4Y^_
M@GDGGTPOM2;M4?G7HD"B"J_6R\$V@WA+2E|/IG1ZJ"IM&X|P6@U3X/
M|6ST4.D%H3|! ^|DX@!4)VNM8A)%J2T,H@;6>C0+8PO; SN1K',75H@OBU+KD
M%W=9R7DL^F4,64?;:WI2FRQ.TJM7*O;O53WNVD>C.%\$N|0*!'8'7T,9=/10% M&,TF+;
5A:@E?C1L,EWFHP!XS!#W"FMMJ7TTQW>=FYUE%/TZ\2)N2>49)'7S
MLVX<"@JHBGB|5?MMD% IC_ S\$6^/,B/3>K)|H9)I'JG!%*&Z|HUFHCC/9KH/
M>SF+2'%M.HS=3!1 WE/60HA&JY3"TO6!0&;+ ^GNLM@=W6L(| 3^2/&U7OC21
MGW>06GO)CK (Y08E7?HO@EI8H|<%WFLZP&\$MZ;P@VF M^
X.!!J2|YH|YZQ+6(^PK'/3UP.%87_8JRU=E1|1G"2H=;* =FO|Q:PQ"L?6| MMB(WLVGX6)ZX
0*_%%PYGV)N>,% 'OD3*-#6J82J28'LL0X*!'0-AB|2 ?2V M@Z%KNA?
\$6*JA75| %_5#W8!1FJGN24='T.2^_0P%>8YJ.N8)W2W|J: ?|HO,7 MN="|>5/-
!Y*|QGY1@JOYKX1 |MZFOC0M5!05^|ZT!RRPMB=,CZV?O4BH09|
MC3F|=?'_9|HT,XTK^S1BVA>* ZI:9&LU;112<'NX4?L:* #7A/6:3#*&"2A MFL

+6/Z!1_NE!#;HC(ZS;L#|X\^S6U;;OWC-UC(&|2*E#-M:%?*Y7%/'B?IH|RMA-
10%FT3)/5@4/H@.EO%*S(.B!'\$+Y%7:1 M|<)WAT50@)XS8J\$CMG4?,(U' 5!5'TAO#ODE-
^&@*RD%E7^7@2M/\$\$,6FMLK MJE\6!7J84WJUK:44'BWJYMO-1 'D8^ZK*DIJMU?2:IN\$
K1NOG0;-7K8B@C< M+S?P;!"T,RK4"UC&7)I6 M=9R.@HQE<8260@H6P|V;)U5V*/4#
(1!\$+BJTF+G&7MLIHK2RKPB>\$FVZW|LS|&^5-S|R&JG *P;44P*DBHO'N!2%+'(Z?
H(1Q43#3X%N>X#,HT"JFM,U&:PAN5ZG+6B&HP#G)J5#OU\3|L:GS!9# M!
<98%NUY|C15,VSFH0"P%DHJU86RTT;G|VY! JPC:4&S??1:B8*(\$N6(M8G MPQB?
I!WL_OU3F\$Q:6MH4?6SHZT;5,SJ!|Q:B^9 MJGB\$=BP*TFU&_GTE6:=
(P6(|"H:45NTG\$!O7@*AU(9,4)Q3W E:1(2962& M85FZA-Q|0^*2|6RT9ZB*OK4|3-5<%
("J&M3F)2C'ZGAKO:|I0B_<*F D-8 M^J=|<-C?10KM2L5P.RZ!@A**?
+ #5|XB>G1>R)T:0?1MZ*PFH@!1(|XVY%:3 M8:'K&B@_OX(A4<90V5.0_G9)%:_709?
|9C08&>>XOZL*0WYAN.0UB.)#!O\$ " M@:Y=BE9*'+ "F>|3|&D"DY3/90Y^"37H?
4.6;^)K'V30826SR|X+0Y7?2S/\$ M_0EP/ZAHUJ:5BAIC4# +T DMPV
U0Q'@7^G5H/^2^_6H2@>F&8"@J&E&67D;Z! 7-E1!">M KP^!L7&C1T\$ M^;|
8L.*)4*)5085I4 MMMN4XZ"DT_V2;&H'OFA.K@.TU&
6_+F@,G*_K)7|4AN/42=6|_|PP40%4W5R|2I!_E
MGM2K\$=%%^92+W2XA.XIB@X6JUP(HSHL706GO|JJKH=)E/@J_1RCH^A8(*|+#
MHK*=|H _|=7K(2+ACN=O";D)@G>ZF:R3A/=|P|0Q5=;|FOB)O@5_?=[#|H= M0#|XL,
(=AZ&O(Q>JR |WR?BDST|&:&T95Z2U=W&':>B +->#@WJ|'*X;RF M2;J_K_)FZ1
*KF&=_59"@01PA-NYWTP>CNZKH _^MYE),.^2|V:TAV.<3|MG MIAU4S'6<>2%CF-
"_FR0IKWEX3;;!)E!(;6.M|Y)#<>9|!'*/\$^%4;EUBGNP M>/@&4*VNNW)C!
J^|. #|+4YR/%H7!+"8A@*|A='1DY|C3/6>_,^|J)J&)52 M"ACS
^|D"N"K4W(90G)1;Y+:HCXWQ|@'ZE?Y?%D=D%9'|<*-S|BH&H2#?W+?;
MVD>D|J"=^8_Z5'G#2M16QM=20"|"I>&)6.6CLX.H0M.H8%:O/4|1OX^0Z/KQDVT/8C\$DW
(N M"^N3@*Q%<<)+Q=99@XX47_GN0QLE1 M%1/2;68=R/_YAP+&>_JGTB_LAS'
P'^B_Y|/^T//@D8%/' M?X(_/XC|?;Q#I>Q134.ADR|/%8R.KO*G*:8%-
YIVRZHF)/E9|GVM(%_:#/ M|35OI|A3|?>9|91G897M|@J\$5KO,VV*<|XGL@N
7T09M/Q1|\$TY;-8M7C'3:'A'&>W' M_R9'|1|KXV;:I!!MBGN@O|K:H;/B|S8(J4!&|INC;
L.6F|51LVY0&>_?V&|U MU*P;O-F39>: ?A)_SU!Z>-
%>DRJ1|^|X0|6'AD4|EO|;IM#Y|WM_(YPOSHP M12H*;FZ1|.B>TOSZ31-
FG7|S*,*N100A(K#7LVVV-BX9OC,6|H"\$94Y M>'7N-A78/1,CL9|99XUL^K|P?
_SIA56L5VRQ,63FK>>0THW\$;SSP'WX3 M|8#O.?
C;+;+|T>^_Q"EA8|\$CI&;X%:CYUW|>+D8T5E>)F1_'Q0QEDB>&EX:A M5V+FIT_,
"S+\$C=_7"IN:H9LB8|_62H^U#9TB99_739:&G9|B9=_6RI>|*X"
MB9|_7RIJE*X)B94_+1LK-7^(Q,K(19=Z3PX|"XR-1LUBA
MU^QADNA9K,2K|F9)I"O6Y&WZT"1*%B|U:GUW\$C|+%W^5;D*)F|6*P :OI,3- MPF5@A1-
48F;A>7PDIM<>< M/9EOZZ4O#(LB0Y0'YY P2^6_%%\$ZBB32B|AOECC29/YUGCY*X%\$?
_V5"&K@ M: 8|VWSG||X B4AMU)&O+;UQC""6!>7?;45%>BH|B+;<+?BWV*JN|O RR2;
M0:@-J'QEIR6JN,|"N04/(ZV.869)ZK#L2RHL9/WH!W=25
M|Q9D18WJ.BUI1CM_#4R='S5O@G**,T!8G3.K-TTUTMFVGTCTF!1'QH:D508YA?
V#|JBVME&FM06\$QT|M2WB,I(?\$+"DG-1V*8X P(1:U|30700+&D&<@! M"ID#Y*J>
F9>\$_E|UR?I#+&|LM*OHC>#0_#\$SS9TK2V_.TX1!*|M>3N6DX<
MTC%&*5/V6M"AVA(Q"1@:+|JBK):LSVJJX|.U.3#G6|4T;3'006620VX+Y1JS
M(_2=9F6@Z"U_94JH+;8+.*>YDSW&Z2NE-2:2%*BB'V3DGK|M5,|O&@7
MY!V)J"?;,@G#V5H?E_,3^#F._>|4HM9L-?_9Y5M"99,,SAB*.W^-HTW; Z(9
M|U!S2|,DV%"9%JPJK1!HASO4F*,=%"NZ|:-E5DQU/\$CR%E#&|K58T|)J6P% M<=B:
|FQ^'0|FVIWUD!7=\$G/H;"C:/4\$QQ*T471&8*W/HUN04)!QK1SL-3+ M&|S1;|LT
P.VE0|0GGY3QZ\$ MMLTE2?6.5Y%O;!YQE#HK3DF5#4H M!DKV? MM=%|LN3&7_2RU+
L;"A79.4P7@:TAC\$OCG15X^_&L|=1Q>N(VIL B.A)MO|56_2"+P%6?
ZVP(2Y%U(<|:9|WNJ,HV M-@F:H%|+21!-.@J"S(JR! ML8P2P>?MIVJGOT%OD,M XF""5!-
?*,%WWHX96R/'5/C)KJ.).|7Z|K7\$7!. MZ#+&M\$KT?5H|3T\$S5"8|S;0CG17-9'(\$H?
C&MJ4%_@\$ZG0|LM-X)5FP*>J7 MG\$;1KK,M4%0*A*;'LTK8;GT6N/I(\$E8BU9
%|JR'H|>S*%K\$>|THQV6 M#7@GT4&TYG_|"XAF=-*M!-!D&WE,?7C'0HV*>4E
I5:2:8|QJ4,5@_,E4&Y M+7BWF>D,++J3(LI8 T!UC+.MRMP&*>1=>FFP859CL,&'<7H(6N|
MS6<@?H7 M\$NQ>Z=-
P09|8;R=ZCZRVC<>3;5|#:KBZBKNR@"2DR^VH>/+@);^1TGNBL|OH)XQ<9|&40'\$;)_0^
MS9&UC8"^+>%1PC7SVMY"A^6T-75?!?5W+VQYR M82OKN!<46U|ZU4B7=;L(U4VA,L
UE?|F,7=FIF->0Y&X;&|T#@VV^PD*!B M.5&K.&?I9!P

V4L1\ZBNS_C7=9SIP'\$45R\N8KIA_OKHHBB>B&0DI0%_X^MB
(0":'EFAF0MEFG0I2='ZMN*R)!@^J%O21,*F|Q<73G)+WYH<8)Y3%>,GQ_M+B-
f%D4\$:50Q\$T)9.SZ2FFU0TWS17>;WK@H)IR()-@K6H'2\$|J2\ND8?O_Z
M)R1>R!:_4C4;1?IP%AS/T.H1JCIE*[Z712"H@Q.GC*K:79D"50@S9C0Z;0(=\$_UP.A=
M5U.@=0E/3-7\$N_CBI//(*3\$|H0Z_2|M/CS%A%:VU,!,?H/%T%IO=^*82|.M11!E_^->BD|-
T\$;CL&P8'*^+*%S;Z?%H=?\$N_F43WE2EB'?>V.QP5R?U12^B_MEFGRV|
fFLUY\$Z=@NEUWC%U|\$976^Q@H?_"**Z'9V#U7|_8LHJ3ODTM6UAO/&
MU*BO9|H8ADG*[YX-G@>%/2RBH&P79:T6"K&,XK\$=\$*1GG(LH_#D_4RVFK&74_MM^R
/RL;ZHSU%0%7%=W|SV-2@(Y+'10A*G2FH_UQ4|WB9*V'97M>B@/V'2: M9*4-
T|5FZ5_^->L5;T_%QK3MEFPRRI>"V%|M+WQ^3Z|CO1=\$M4%3A(. \$Z_%68PF")";(G9;-
_,\$,*."&XT?0>D64<|Q%:U=WHZ0Y|U@,_MU;F4_*4?YYYP5&^#?
1T^PUSWH*UY_70S#'P0+@[5O+O6T|QAW3)-'%\$BN*8%_MM/\$*F^>,G)?+;A>O+W9|2,
VPHZ<%;J|V;^%|9\$07@4O|*(ZR?19P6&F=[5|_MK?\$_,-(G03ZGWT'8UR|A|B:T|R
UWPKK^2,?4NE%A1YYKR3T;^- \$HI9YX2|V_MT(!;=3SVD^??-
:>1GKL6DQW@6G9A'83SZB+NH!AT!K5%#'YR4E=)U|F|?J+ MER1>E!E+XG9?
9^2#Z|P!_?'U76KLLAO|\$Z*"Z!VT9(D("PX'HGHF41_GSV1S
M2(@ONP*IH.FSS#QOI=S9S0=-)
D\$j2O1V>"DU"|SYTC>VT/FA;Z|@UB*E\$0;+25\$|JM@0W4X\$64/-!?.WNNMBQ\$*6|>+^?|
(I*CK6^C+B!@\$5C|J5Z&|9J.E||?2!_M&XM(=;9_!^UC01:|:
N*ZO"%_FH^|YRB*R@|,Z/Z1)#_ZHV93GCK1Z#,ZH_M*9)+05Z-|L9)|@CQ5Y
T01HU1_)4|3#^90HA/008SQGCJ51508|EO_7^;GR_MTM?;,/Y>X/D:ON4WC_H|T>!8(0
)>DV|.I!2"T=QT#G(I)_\$Y%4?_R^"T%_M:U!>V?)BDP7O|_%KUK;4A|A|UEG8=+7A)
|X)F#G3?|<\$G:A(|<4U>#%*NI
M+AM5LW.*WDF:|3Y%MT'DT<.*=NSP6H|RYZ>":%R|_#7A_RU=/R'JMIQ_MAP40_7FQV8
G+Z5|B03OAIHV5E=)OZ,P|A|+.0,;+K);9_94IU*_|P73"J)
M\$/8EH)I3L)%8P>|DIAl(9ZTSL9UE_EX//4O3_M0@|+|(UY1R'-7Y,7'4B-82Z)
|YV*#G%\$Q8CK^/"2;0^A?'3T5*>?,D4N^F7= MJ"7>^N?W+ 8;
|/O4+N|Z\$BF\$JGZ+C4R1/4WGA7G|HF|32^#,,3%O*_ "@#1/ MH,<"|@A+\$/@Z9M)I0BC9T
<^_T+,9@:B*?U7U6'U6,_UD)1R-#Z6^!|!"<(@
M.RJXE1GNGFNZR|,/V;HB|*5QS_(F3VI5WF|R#\$K=/5PIB6%X4A+*ZJ(=O+!/
MT(!NM:6OC^QA8Z>W=5D2D=;RF-!*"O"OA?%-G\$\$>G*A"P<#%7%_C@M44|A,S_M?
(/X(7|15=?JM(1S0)|("P|?QV00@T52QB%89>\$%5%|_%J|+^<,;-)|RIZ_M|L*2H*P!4#M!?
\$YT568;|!=NX^&*/Q=.V!9N(I+LCC|G|>%-PX#ZK(2(|S". M4-
@"NO\$9Y61L*I#"T#'84N*P=C;=(P/Q+%W2EB,'U|+-A0EL#87N17_Z\$T
MDCNMFR*M:"5\$ _#J40GHB;(7GK*H0=3,F|&40|HOF##" Z#B+8^;|M@9YN7_M3P1|
|UZH?,YT3+4;?);-N:|!=!^A:G7LC>=<;W6M4R; JVV74+8YN&2):%PH0M|8H*
MR58=8^EJVZZ#C|BP0^:|1:/SU?T;=+\$6YC_9;)E+ M=FKZMIZ&B)ZYZX"S_D|H9NM4#'?
71C/X>V-*OY>*(-R|J)MG.RY"MX2T6,Y_M&|L)%BRU|QDJ5|_1'C|7:'0YV-
XN>G@1|14|QOOG"973!OQ.@?P0\$=Z|!_J6_M"=@N@G94'.(M<-
_ZK;TG(8ZR)NODU(; "TSL#.:%X'(_B&Y-?IKCW%=,CXM
MPF*KU37K<;8+88R<;#'%\$2!MQ#R,HX^9L|D0_N\$F>+@M>W347HY8F<|8
MK+N1L;H(+&)FW7_|UVD. 665_G&\$|2ZIM)/0-S8=QXD_VSK5=|2^L7@#\$T<;
MH%/G'T^!QY-GU0ARB9=Q,"YX3/=DZ5';+&,|BK&%PI:\$|7@%_'?60BFYV0D
MIEGH"^DO/HDW4H7|/BH^L9)R5Z9AG5B_"Q-ZOE74>-"6D_-!M#9!WS,AS|_MS?%_K
_C|!97^DF"=ZJZ?,YZDZC!Q|WS4#SVS@,-A;=Z_03G-S_V\$|C|:
L;CGY%.^W+5|. ^DZ7GFFE'4X1_M,<(-T7F5AQ|/ZTHK_3)?;N,4Y|Y:5?%8=H^X2V31ZY+;
MCMJNGGX|CLO7=B_5MYP>|B5=0&"|<*[B.+J4"E@?QJWD%NEV<8OP|'9|LO_
M9+Z3EI.=W5#5|= @_E;:S<=S>;@=90LO66%K2S?XYCOWO01A2V?Z.?B':!2^A
MJ&U"7|W3NN,&6*REWFYKN.OW;:/-MHO?<1\$<|H_7(5<2|SNB;DG<_)6XC#P
M(Y'SB)ID7A"?V|J^2G1>)N+X"/NZY*3MR|J#C,L0MW&*.?"#HA;\$KM@8;1@ (MP'0OR*
M_#Q%=G:;?A;TWK|)S1WO.'EDAT'KAXW^@_ZSW=[8?B>4VZZ|8&E)%Y.5%(#R
M3W1_\$!%<|,\$ZC3>;|HG-4E8=Y|!"H('LKW%FX;GK/A_'ZZH^G\$|A@3U&%G_M0NBR
@Y.8'N(U=X_?'!TUO>Z)#(<7E+R|P=-^.;|J)QN|=VW=OK4#'?8N;2Z
MHU917CL>Q|5L.Y|J/2);\$(O31D),MK,TZ!+63L;,#LO,|9Q,_C|(?#|B!#Y(C7SB:3Q(=F(
MJZ,|J,|3HY_,MT*S_'K%Y-M"%)U_6*CDLY(|YO*13<3K_@3|4T72OKVB|G
MFWWP_A8GLOA\$VH4'V,QTJ\$NP.FM0-E959<,.PHZ+N_86ZCC0MQ8842?X#/-&
MY@H|>H#>VU*2^"DE&7JRS24T3V|Z%A"KW7<"<=D!^_\$SWF#PCG='E|JN2,?
MTS/Q4A!_*<|JC(-6!FT:|M3|V,S6L\$.ZW=RQD=XJ)|><0I?Y(^|=VDU\$67B|

M*E60_S2|Q.J.!SH|S.C3:\$AWR|L7E6&,:?/?D)Z.W':J!"B#V5/FJRKQ&@M|HO@T(.|HL-
:JA2+R"WKAKKN"LLBNH|(.&|KK2(?F1|D-=575M&'X9.5|FN M_BVB2|W%W%DIG8NHD-
T;UVUVF442.V#0L.NO(QJD/:/OS^M?1&E|J6D|\$S M|!"RB:%X'^C.: (Z08_*E,=+5?
Y*C|5""ZF%|R|'TJ\$6-8;7)T?JH2O6U&.0YG MT#5.LA#9&MJFG5BP09X\1?=&6'E8;7A|8Z
|E!FE?@':.#Q50:2&@.\$%> M&SP'Y-(+@?Z?7PG)Z\$%>^'|
2;B@A/9((P<|P53P|30KU^6(7_-&AV:"YX.<
M8|W4N(|.2'D.MY|@2ZZI'W>R*Z,7|.P|*T'LG\A26UO^G&HT/L1Z+B@;C0"
M5JC86GIY+|W-GI=U6&ID&KI,8L|_(5YD14F&T0@.Y#:(@HS<4_F@4>%7\$3_
M(H4PZP+A)39I?UIC?6=L=D#AL\$U?>H,K*^!A;H'K%+?1P*+5RL*UJ.KO*
MR"A_H)K""_WGGZQNCV\$T#FU&+YM6S%XNA,%%)BI%G^MBU6+0E*K>)9KWFHY
M:1'(4@O>J@+"#7%L\$?AI\$4;:\$%6CNT6@K.LCT45,7D003'<&9A+2IT|9B A; M|1Q,19"+
(*2N-W\$T_6@1X58|Y(R& K8(1-F186=|;Q&A:-V)S*1RSHBF.Y#(Y|:M^XH#N>E115
M7NMH<(JW^_3|&A046M|;)QLF(L|A\$|/'2|TM|40@'\198\$/FZ,2|3/9B,MZ
MAP%F3.+SJ%SH>2UJIG;M|S'!AW PPRZ-)H3VR)L*?TP.1|=+JEME:H-PBF^
M/WF=UPQ*/>^|*|<'M?THP9/>OL\9RQ9LS78F#BHGv>,Y"86:6DHFFVVE"9
MZY5FNB|C#."S;C13%|H",\R\$M-7J|/Z|H4Y'|&7|ZP6<7<;E;MK.<&62=C0
MH2DNK=,2(P<8:;+ZEC\$P3T|P@5K=03KTCA=,U?H%=PVM0"#YU0L/1)6C|4|
MD&A5?0\$0E|'0: #OL91(O_*\$O9A0H|G|QH%?S|0._8TS|=QR-W6,E19 +>0 M4J906C
YX_I*-64TV@H*YX|+_@W=NDHCBU"E|:26,A|B0;G3H|6.ECNB6J1 M319!=7W\$2XLWI?
P0G3OAC<\$'1Q_J%Q\$Q,I1-*MZSRR_GPA*.Y-MO.:FKJ=H|U0;|>"F|L-
VZO|S1D(P#" \$VW6T%|JOY!SLV+39VP-D;5_LH5P* M|U)Y|P&M;4@G?
(SR"1ROQ^"FOL9+LP@)?\$04=KBPBY 61T/M.\$QA29*,74/J
M4Y1H5@MK2|T0,HG7A\$FA?61Z'WNL|(G8<|2#PCS!>S<1HON*|D|HBPO,FMR) M
J;|/PB)3NTLOBU|5)T|/|<(E|?\$KL#*3?)J M M(B%T,CS;R(F+2|L='<,VLNTB&A_|SRV"-
R+:)4P#0WKE8,IFB=@|D1/A,|. MBLTB&BU,3+9V>M@BFC',):Y9*X/S-
7)P|X"X)UY*H/S+|A"A+)&?1_MLY)LU MK^|!UYNX;:L:KT'R9-9C*X.^T/H03+GS79+-
EE*_^G5H|H|SR?K&-(YO2B_MEFZ1_5=S9I.Y)U1/(BMY|=A)2*'H*(HG'*T,,GU6BL" F|2-/#
MGO|:1ZOV*|QARR/P0"|>KMZ1_7":55>MOD)HW9Y|83G0%ULW|+XR/AET^9
M_6D:Z>XL#B|HX=4LRDAUU"C0#>:;>-OSOCHRTH?4ZH8,,I-(B\$YS"3_|LP
M+Z4+TQ:H,G#1SSX>5JG?P+5;BF)4QZ|E\5+_7A(-JIT!+S!DW'| (5|\$@,;R
MI8+;|+TM&W F"0C*,G7O,|/<6G\$-#LUY@E#M\$MDX051(TV'(1040
5>JF29ZL0#UP4AYC# M94U|8:9R|%|9AH>|:.'P<|?6L#5C=M=@RJ|5JXC+PU:9I5BC2
KF+P-HXRNBW6Q*U
M|ZBHZ:++PLJ@UV&0ZKN(L\$:+#BEZYK@L#%E2XJS6@T6\$A"IM<17D3V(-D+CI
M_4(X;9|>2>=>%VO?C|CS""*C|H0?Q;W\$B=Z1ZCS2#9MTD=Y-4=J'E1_JQHS?'V-.U(>_G
M)J(")4&4V+JC*\$=|30^DOS|0&GPYAW,-^9@=-UH3-LW1^YHOX^=7%.(QY(\$
M|82A'SSK%7L"A52YR_JO|*G(KVA|UV8|7?ISO'H|CBD&UG>7LRI2UB'OA M-#!
<>>UP5_8+|UAP0SW2_.|%K|YK('&:K6(U--4UFYRXB5\$>\$D1<_R4_0)8 M'@PC/JQ>
1FFX:;VAGN@N*;UB)S|H)APLC,_E=A'EM%Y#|78L14<9+;35JY>BQ9IZ
M|<+Q+B\$#+|QJ=?/2EH4|S|/>.>UP;*>45RWL>TJJ!5P"R9T:|W%J@*,TQME6
MG|!=%1%?-B^G%,K'1#_FM#G-=#)*Q831V94?XF3WX|3|J+ZMT9|KK3Y\$33
MK*MX_T*15);9*;I 05 T|Z'^J-/MNBR!"5!1Q>H?|(KZ5\$:G IN7-R1@:_WH MCJL=F5B4*?
%%F|%2BT%|U(SY4>?(K'0|2S,H:|U?B0K:*+S6M =2;8SFI+R50H M4&LOV9\$&%B;ZR-
@ZVAYDTL?0VX#@QHE6""JW|N.4E/U=TJUQVOO
MF%YL*3V7(!*|XYH2DQ(I,W|>'>;H_L)W|A!'V>N\$"++|BE,|T'.ZC0_)# +BP M_M+8?
@JV&1:RGN_GD?X0^|>\$ A"P<&BEF|JXMBGQ|F*"")OV:%^|,B|DM)7
MA5=R7*CV91H^>H|3S8/X|0|64JCZ*,P"ZD"GUEEXO*@4"@D7O,RH=52Z?_06@
Z+N)0^A5;\$.IH*=E|1(&.T|QA|O-Q0U:07%# M@"RMXLX#(%@!553B)-
U^YGL3(8+PP0<>4?SIHA4NB|US9^8HOH#ADX4;1D6 M@+R6Y(9%%,PS8XH\$UM|
L(R4=>,:Y@K2T|X*R19LXND+?1\$-J_\$.ES|*#
MB^V;T@S.FGXLLO3JE68T&0'G3\$RMZ3%%YP9|9L)9TY(FPT\$RH5J6P5FCHF-F
M@UD*J\$L.9XTYVR2*,LL^0KGS)(Z0|RJE5NX6+)Q5#(HT,BQB+0UYKE9Q
MID04AIO6(3O\$R,>G%I30\$55|'HI*9-(^E8O V<""3E"U8DV9XW""DD|Y?O:
M)6GFK/%H;XY2/ WJDRSQE\AOJ,N;-&60_VIG%X5%)<MR7YVUM6=AY-
9.:5T5%3|F:,J(CN(#C|-9&F%,|W->HHRS!AL8P,IRR8#>%34 MG06YZ7S^4Q1-
/F\$B,R5N+Q=5Q@8RR@@ @:M_6QZNC+RK6VK|%\$@|(?E"2W5S-MA78*/_|)Q&W\$?
&H91.F0/LIDWVGXQ+(^|-"D6=%N)U+5'PB58_4?H4O!\$;_M_(G1)D;M*FI(^!Y^L?
&O^F#:G=(9"_5|JK7E28H\$2*1/:K9\$5\$OKR'H'ER+ M1")W5*/E^2-W4!D4B?-

/2UJ=DE=H4Z3Q->GCE/"E|&"E,38 MIZY31YM-
>2N)O4|-1R6Z&ZMI2=1|:CUJU'6JWR61^>D:4AIXK.J#21Q^>H/Z
MXK!_]=A2K(1T8BGS+0S|Z@(|0AS'7&8\$^'T\$,L.2B>,R_)
M0!T="0<^2.NNTUA;&)XOHT#!Q,/5XAT95Y'6Q|HNZ4=QR;!9QU8O5G'0F<M\$JH5
U@XED>)_#O/Z;407-4|VXJ89*BK4+*,/V|>B7|(1W)|H0>AB:NM""*N
M!:">OMNJO<%%W5D%WN\$S\$X&,0%?'OYO#W-J%IP(K.D)0.FQ4QZ?"?|G9^P|<|
M:91|H|_2^T+9\$/'+Z1:E#(L6HIGH8V/W)K+?Y7,6;WY|C4/*=%,1(J9|P9@K MNX.WM='J'
LZNPIUWC|2IOR|/"GP|ADA^>@=07X1|1'"LP'-NJ>\$DJHQ@I%
MWL=>5(J%_DI&1(_A&^Z8Q3K.O+#+,Q^#!RX|C,(Z6Q9VR2(C1?'|^X D?N;JU MW<
EW4'(0B=|)D^GET\$8 J6MXZLP& %4|JKN;(I,VM5?V>)W=|?'D73AOX.L M-/0<:HN=
K|5I7EE25Y^)*,|L,53P\$|S6IF8S|2FJ4=7|A.|H89'0,6=,<2
MRJG6D3_54VS|E9,3|,T4,7354V.;MWT,?18J'0:VW_R,G1 MSLA\$0?:_V3G
%|\$,93/\$FC./Z.&O2'_DY&-D5 M<|:EVUUI N4'=ES,?
O(2O3=K\$:3L3J@T.|_NL?|?'OD5#EI\$6?B7L/5^4P7 M@?Z1^=\$OI^P4?
3#0;/CX6)"U!WD1YS,%.QKLG%X\$YEU*1A8N|FZ@J|!#3!1 M_T0H_R1|DR|_BE8DB*I
ND>Z)FK@K'MAX)\$U)VKQH.0D)YD|::C|<5KID'/U M#E*&NLST<1Q14FU;_>KM2;4-
KBDXJL-JXX*?)ED)=/JW FSHJ<=UH0>2O<8^ M;W1,B|8RBPDC1PS_G 3^"SG&D-
Z|S+PT)0;J9?#?G5#W868)0GT6F6^)'H| MZ./H%?|2:M*3'F'JN|K8=5|;Y9U("JV"6'?
U9^"<;RSH|#V^5.B7#<;T_:- MG\$<_?E;_>PEH-
*TFE_NNLVWKP/H+|8;_:=6/5W9X<.|:EJZ_@6+58YUMG16G M6&T9+S
2JF*@NTM&V1>55QZEB,PV963-IAGS7S0%>51_K>TW%,*LI
M(S|QXK|S^N64&\$GR'FS(+5%G(AI&8WD?S\$2K'.N<-BJFF|DJ@7&*NS/(Z_.H
MFK==DM_4Q5R|+V,|Y,K|4CTH30+)^WS1K|?
ETGL4E&XKJ|/7BB6|TK(|D<;,*BR(3#K%5O.N#EIN;"6-;X)|T1T
MT=1;)|TKE0>162JO_#XR F59Y>=7+R\$B(IW XVI:P*G1V76)D")@E@-TL(9%8
M4\$#K'!R&N!9GIR|J0):6,M:T@FDX5V/(XS_!IG:E|=?)_O8|KC M2
|/(5EMN;GY|DSN:4!EG?L@M4K+'>|CIX:|<;KR XV6|))J.L% H!BY;G M_!==Y>6.BV
"MNB'L-K^&D/!5-DX,Y6|WNV!MED,\$_@)=5|VMM#JYSM'+R2
MKEIY8=@3S*U';61LM80S0&72S#H6J)?;)BGE.@V1R7J;X|NJ;R9T5?@G36M M|;)=P+J
IR3|EI+M(C;P/MCH=WFHJ)|L71_18_8J3K5%'SHLX|S(ANL|:0/
MV7=+T4)Y@6_OXYHJ=O25@\$-C5KX.K+;_-YRCJG2<18.H.Y>SF;,>)*"|R>C
M6G&:_G;8LR1VQH@H@*4?|>EH|_<4GJ?;+%,=_&"=T<'4Y%*|5E><35W3T#
M2;PAQ\$|!|WWW|-81|7M@/=|9B.H-/1\$O!+JUELD|+X-#%S%KSY0,2; 3=Z; M(Q--PER|2
\$B+3L8_3,C7WY1*V(=KU)R:2CNLFZH;.:_60K6_@6A,|HJ|,>
M./)NF%)!>@W+SJ6FM2J7M#V|:=|*)OR'!RE@N=M#G61H.?K'X"#Q 5WQG
MT.^E""",_*M &|?507TJ4A^BL^<M%\$;_)^N!2R?9QDP3|&LMB:%G=7
MOU2:6%B9@Y1PZZ**)|@:OZ;B%Q"6T=:CJ98P+7@0*6X**R_?5\$;|ISC=2 M\$0
_6%\$X2Z"8(P1O94,L*Z7!|K|1DJ74:MY2A>!/^O ZYS%F2*@
MS_5)'*PJUW"HC=8^=P2VA'J7;Z4%99|U#1TKS%Q*;FT6C7,GO<%&BO:X^+,N
M|=NF@U=#|L|:%;U4@|YI 8M X1CRVURF|RD.Y)PX9'O:R!35BS%AT)8A#\$|_
M640=Z#&8@R'YY=RI|37OIXPGE4%4(NCW9RL4#KJP(^8A35%&&1.>O|C)6MUQ
M\$36H9Z+4B>KH8L/F\$'JL^4<6@: ^NU-JTU4440)Y(5"R=P"+0V)<(|9*+)|ZD0?>HH;\$|;
M%FC|H R?:2FBS2XZ6QM?S=/:->&NU^=<2@^?M4!A##!R0W"V1?-Z&V1'(=|2T
M<(GY3S-0\$:HS8HJY1.^GG:/RY-NGJ\$|L\$GK>-HRL"NR? 2SR>MP(^H2?1,J|>
MXOE33G86#Q"(O93Q>G3(EE3I\$(B|5/MZ8/4 MEJH8\$KDSZ\$(GV:FQ|"6I5^!-
&XL3^NS:R-!BZBDRU|>=E2*:'L &9Y@=Q<4. M7%9|4@7:P_4M |+2OJ?K*JJ&T4|P;-U
U>|A1*=S%'U&H+QN;T.2|>TO|U MNAHKG@(:T-3Z&Z%JEQ#R%JUGCO8GJ@40"7 5^
F%-_A_;<M>"" FD7=0;F&OMSC E%FK+'4*%_ %G\$M\$ _A>Q1W0=1 *P4(E35Z)C@ Z>
I(S) MX6+)O;| ^_L!%W2%#;Q2P*L?9?QUWUWZ5O9)DS'J2B@5QR9:/2?Q.57/F_P)Z M
V=7X5>|)-LX\$1M?>Q|=Q,UN"Y124KZ2;+4=%1OYBH|5.|B9WL;:- G>G)7#8
MIV;V&|YBP_A2&LOA+|^<^="Y7HL^Z#(Y#L|Q(7N?S
M/) &'_59GX|+FZ"S42VB/,A)7(>ZA6V2DX\$O8#@9QZ)1
MJSUO\$94B3D=24IH6)SFCL|X@W03FT2GVE-CG.+L46TOUJ4\$IG6;X"4Q&F6D8U3G
'2MP!@#;C. MRS@_.4U3I/KQ\$:CVKZRA9@%(-5Y(X?'FCJ7-6-?#:-Q"_:3E2<<582EN'R)
M<4E4-ISRL_4BBIK^YXU!;|YV7RQ_9G|!|TXVQ4M/3/SJ>"GK0|6I19/02%;
MDZPD^=&_%5(?ZWY!P1/.)H6@JAHQKG!JOSVE *H>@TE^/DV5>LPJK|+1!>4A
MW|V05|"TU6"_.BLA/N|(9%'V>AC0MZ#^)"&QR?R%B<9%(52J"E64S!1PZ<|
MXM,>|6F/R.T1OZ:AE25".D=AN*P&;<9%D7R9N'UND^|E4N_+|=>/5C

M+;WC3XA6JF)TREJ:M^|P!K&&T:~Q9'7.M&DI%ZM M7[V\4\,(1)^^A|--0,+
(AK+C&T&J*J_>Q8HG0V'YX0T|;"6?Q#EFT7==_D>
M=|,>SA35LJN/N3;>O'L86Z0>FW>)@N&5+D@*V7R&SYX%419/0>DW!O\$,U&CX
M^%D@5T^D4W_M+-# '&BQ,3X3\$H9FU1; ^69E7;GR>7L*K"\$7IX>'52\6VY8G|FO
MOHB*AK/%:Y\W&GM(BXW8AJ4B:K:|PBJF*(\$("YIS^9FF(T%E';TB7!6H2\$
M+*)NG|LST,2*3%*|Q/OS8"22>KI82MXB\$ B-@6A3%)!|Y/8.T6GB#/XT^<9
MQ#.&F4BT_D3|1.10BD&1AI"/BW!4V%?1>L_CFO<'QK:|7\$LV?BGX9S0V5
MYL=/O7(\$,FR/!9+H'E>%/*/ZR+*@_A37\$ _44ZHHYGCH*:.++;H,HR,@|A;1A
M:|+@|GA_BY.KT*,JD_\$|;*|LR ZPR:++7|U|N94W:ZKS)O32?=#|F2CJ
M9|F0BGW6)UL|8Y@E8<^|TQH_JS%<;*U.% 6LSB?|&%;94_:WG3OP_RF5WYW
MU|#@D&;QGB1A).2,Y#5X2Y6;MIF!4';|EI+M(C:P/MCJ&8S5UY!OYZ\$5^';|M8'.?
J0M(:85QTF<+.&@T8G"VMVOFB3N SHLE MU%5-
&8O(!H@U%F95A:|Q*Y"C9T59Q&HFR,O_:POV/W)5%KE%H&K\$;A=TSRX MB#2MP1G
A0J|""Q-D@|*LHP)0"/<"|K12)B#=#N:1?_!3XS>>WJ\$R9%QT:|D
M6VW7WDH'|+5_N|U7T|:|/=%)B;|DHO0I\$>|RAJ
MEWP^|=!"A/1\$ _^@O)3&)O&07OA|PJ!HBSFE)./=QM*(W@-0:_H=8W"H9O#(
MT3WK|_Z-3ZD5|I??Z>H.|)_>")OAV3SZJ5D3:7TE!*L;_*JZQ+.WE'0T5;:
M*WHE@NS6VX#K^V@('M4.1P7 /9:T8J:DMFG. +I(\$G@|6,=|^FA|I7>|^)<2
MY9@#XKJN,O(5XHB|V"6\$;!O#&0;.&HN|!CX)R7A^|!|X|R_4I,^HQ|G=ZE^" M|+5L,5C'-
U3:R(|:|L%=5W 8!_I'"W@J&QSV+*G?G"2D&XUD^Y3#D(L|2()6_M^R|_-
=Y>P0A\$S#G:'V5R|AX7|/7F9&JF*@LTT_)L&>;<3X|_='M?680SY5!/#R'A*Z|VI8D-
P/#58_13#76L4|34J5J|H#M|H;BFI0QU5!W|"DD M_BZ(=H^Y"U.3?M6C<2R;>-
KH|Z+1<8O/|@OJL>X2*RN*MQ'IRJ&3J*OR&VW: M:FT<"BG&<-
T:P|9&7KS?|ZR|P3W)*#|RH\$|ITND349A56_RJFL\$C(_BI'B) MO"OO+"8;1Q(@)(WB:<:
(\$/A4)5H0X|I78YLX^2 MT_+LQ"A*AG58NLT,83B4TR+1MLEM7H;-P6@#,VL00P2Q^Q
2*TA2Q(U>4'D/ M|QG\$+GJ@>.>3SZ@#2-ZJ;0B>(S|,7|"+Z9W_9I/74?+=^?\$
M5&7'C2F;.;L)KY1:BIY1L5S!84!=QL88=\$N8|/-^05N&5):Q1# M-NH&TM!V?
^?"|H!1:."\$ND?N7:*UE_15I5V|2>0HF+-SW'D N EU1Q>HT?G M&|B+I^63Z8L%\$@:
<8G4MOMDC)-*|N-|D"RJ!) MDD%E"\$|L|HRO!W|ZQ_?19Z!I3=&)MW&AVJ-
DV4A(R1="LMAPI#2\$DY=L%|DV M?
\$I0IX,ABWATT@PYV*)KY08D;NSG_K5^1T+4T):)MS\$5W@13 M%M&ZZI
E,SE\$@8>"IB&+O7'.?(>%-8;12X5_2X";15 E:|V83|P3&<|@-"J7 M:<'8|^%L_??WREI|>-
JN^V0Z&@|:6|C?..@X|M/.%D_?D4FSNY_)5(#:MY5#,V 2?>Z3C5C M89,+L:VZB ^:@T?
QSS>7?QG@B*/>&4/2OE)|IE!0I&,\$96O#QP=/A%?O/_4<|?+ MV(.601C*O,.\$:
(5B.B^6=F%_ES:L(8"|P)'A'MUEH2?R8H+HFU!7QP_3%#H M-)2GP|M/%*>^9J
REA|'27\$FE <'34>H2+TOO#B*6:35XXDG|Q|:WUA MN<6K8%FYL79%RB>69R-
*BFGKA/5P=Y=>OZ|P5;G|/ %XQQ3'P TR=,>TYX0|
M,|O|!#6'+S:D>Y+!AUNM|V|GH=K|;MKOZQ%VE<2-H6^I?G**\$B?X\$D?9J:8I
M:/JO'A&2UCU|0&T@8(X7876XEH:0:4L7O-^7_R@?W^ZA?. "9)JLQ3E1|9)G M2\$.
N'A.)CC_-,W5J?D%\$Z22"Q+?8_';0;N&0,9C_I\$F#UF>0^|%,?RF?. M*9?;|
((>L;5LCV#O/UF21|DKU'C|O7L^-Y|6_9C?_V_^R%B1=L|_L)>-=. M\$"1YO@7DO-
%WNFLN(ZQ?L=(RO9?<(+&PI#;|Y&W|H.#?)!.\$3K1J\$5A\Z M,
P:2)|C?'NZQ9QHS@O\$YLH.T4L: ^|) Q_EI-U2;:'@:S|\$YL9E2BH;+VPU44
MQ|%W),X|)_A+>B9LMM 01BWT.@H0!XF)5SBCDU&+:80%; <6D1',76;NK(9|M
QPTA&1^4/H|;L(P0PGMBH|6^M@V;\$|,QR7X.TN>|:T3!V?\$E,IF'7U&@T'7T M>>\$?W
=/ZCL&Z00=_)Z:A2AE=Y6VW'=U2|*5&/K13-#)=)UK)X|/A1&(U|S2 MZZ+A09+O)MZ?
C05CJ^O|+A#-|RA/(%7PN|)"<8+-%S|=H^T#)V_-7@^|A M|*Z<
)U*NN>'6%|S,M|2LY06F?^%,XXN(G,S3B(A%:G#M>VF 54!66-06@/S MAM8T2-C?
G#6E,=-_5H6(A!-OSIW:&.DYN55V2*DP9TU;M86'GDBS4S27G+1R M6?1\$*9)#33^Y"
((B)Z|LTD)%MLBY4A"K/&LW|^,B*(2:2+)-,(RP^R)""?Y
M=ZAKK@C@&3&QW!L^3>7_I8/U'* MW&F(E-.R33HX
6CNN%#3U#8T0TC%N8A31<_F2=9(RSMN\$1C1LDO3KO>E'#.V
M&:%WXM CY6F=-5R.*T00NNEXZV5FCAl<#2&<1+RW,_B0.~3EA)M-=1*G%P?99
M>G|>!6)'L47*3@^|""3YS)4PWQ&54%2B;=(5QZ-C&Q|ZOI2(:@ MUDM
/6N|!&>.)+*1;Y"J3O'?YBW9HZ&X,6|?&3/SOX H\$C MWH"4NTV|M;=?;2|0LD(\$UB9
AO@3M9YF@P9UZBTR&C>JM(9"I7@5XAE,<
MD641GO!50&0=UR(5\$5@=_?!*5CR5#4KX_KX@^(C'I_(94@4Z)IV\X0Z=E#(2
M)6C_M622HO@8JX#';IK"|"J^ AIE=K|LG;1:7FLJ(+&,G/!-J0542M3^L61" MHOJWJ0#

(.K+ "<"GAVC8EC/ILK@9&DMC)>(TB@2:Y7DJK!;TILB&;L!)<\$J
%\$LBOFFWBED%UI+LA@.)@\$.NE5;@MR3@F@%N1\$ZX".4EFGH'\$U8"U)%.& M
%C,\$G,5?HM70?GQ(!:MJH!D0MR@VKH5?A*%6G,-Y'
M8Z!&1JC<5V&X>+5"N&9@A=SB50NQJH45;(M7,@1+)U:X+5I)&%&^L<)>PU4%8
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<#K;!:58Q1Q4@K&!>O;S!9(7=ITPK2Q>LB^*:XXJ@59(M70ZJF'.57 M*P6KW8,+P-
:0;CJ'W526'9AV0JT5?&HFQ(*UU9(K6I&E4Z6NT9N%4VSAEB M17HKW!;O4;"B#V"\$+
I:U&VND%K5A4I=8)>(KC!;O+;+5=(;5X;6&*XME5 M9/6J7XRHO5V!N"H;50
9L;9W!=7BU0Q:L?*\$!;7K\$N0;Z!5\$JX9 25Y*KKI> MP;>J#A3XVK7<*>6Y8 "&+>?
(7>JC#PHMSB/APT7XX5>4XODZ M^H"8MLSIORQ>)2A\$N\$)/10FT&:17Q:O#U1-
=W4FG)Y_PR^+UP8(9EXGCL_%M^U_I(>L7J9J!G6%+=0 8EH=M:NBZ9MU?
%J!4E.4.W#B#_*H2,\$+O(NBKQ;J6 MO:;!^J?H A;UR^ST\$WI43(&Y/BK?Y90*-X+I_N(-
KN!;JP'VJW)M%Q@BXDBC M\$/S-C8[PVS_I_?
I^O/^2%U/I.P.IZ+B335I!R+^X!>%EN\$2O_RZOOJ%|. MPBI9[PV
XD308(LR80I/7_JS^TMGV!%GBDI,>'^YD)8@ZE((+>31G'5_P!
M+I:7P/7EF.Z=Y"T'MMS2?)\$ _@!"!_JK_!%?WE;Y^)_I_4^DP4OK^61:BNSE6T
M?;^T8%!L(FHS I)./1P(OI!Q1HUUZ_1S(OJ(:R.:&HOIRTI>>#&;%X MCB495^-=
QG&1Y2B5 HOCH(NH&*48U9H9+Z)>RQ1@%@Q^\$<4DQL&I
MJ&1\$E#J!"=K.#OI/'XW*P12%+!3O?E?
I!=3EI:N/E=.XKNYAWN0I>?!QU&K60P*/@0DG7M)H46-!5I/'C:I.9
MFGFC()KKPND7^2C5\$ZV=@I^1YSX\RVD: ^V^05O(E/D4A\A2&% 9G!5Z980@X M*?J8-
O!NG3B\$ZD/\$8-,B,VU+>!W@-)(6\#&8CS#IXR5'EHNR^3)&5IDCJY
MQOIC8<+ #&+_@_'.7&TQAB\$G&^O1G^0!;4I MJSUO(D7B=K^!)S# 'Z4X 6H
M5&BCAQ=:B7>QDB?G"&XBY E-L'@SNTE^3;HJGH+H# \$"N3FYS(MO5LFH=^G*C<\$I
(;RM 53"L M"G3*L?6YIQ0%1;\$7"KZ-Y)NP95;-6/DR!2+> 6<0,[H%!)@ [N4B4!=1UV1+ (L
6+8D MP*9AX4MT\$?N@1GR5N!MT!K:/(1*Y7PG2TB*\$ (RGY1;76L2&" N&HT7LZ4*Q
M!5M(RRI/*JZ2J24-\$< GZ++1D-I72?BZES_YI\\$\$,Z)P?P <(*\$8SSL|: MM-
IZ4JU"Z,GE3*DF8;\$QM"UUQTB!B?K5=I?-0V(-!TJ,MJ-3#!KEEYEMU%
M,MA&HG1GW@8G11P"9*K M',5NR^ZE|PF!SH%<-SMF>1V?
+W&4)"@S=9%'&;VV7X%JA-0?4I2IG+\$5;2'>
M08>|B=1^9EQ*K5)ITNZB9DQMI/H(%9|SHQ_-RFJ(4V7I0B-36-N_1S((CRN
MUW<2VNNRL:I6L5QX"<|W@ \$G65W.APK.T^5&0&!%M\$\$,(I_Z4#=#F B\$2Q/4W
MPY8D9@5H&^T\$5>Q%F)1EZ.+|A/">+I8=I:ZWRE=(TTV5H&V:JRO;5^U6O!A#
MW(L@7P&J&*TT"=#!M|EDH|M" M<'WCXT*6 I|^E*SCW=,*;B07T6)U^2.6|1N>,'GG?!
MO5D\$E+(5=Y(O=A%)^\$=?^V)U!%8P13DIMW%Z\$;'K*A"F&LA5Q+#!|4!EG@E
MH>X6N2=N/,IO5GD?YG\$|Z|^K3^+JDRAUJ4F MYN HG|Q.|U210_D.!(44 M) A?
%\$X192D4"!/?*V6_9^>, /=CJ7R>=UJ,?^L?L2)Q8 MIW=|O@^Y"O
.KY3.3EZ=7^%':1ZLS'ZF+0E-C'K/LOMI6U)9J?OE %J|>0 MZM!|ZCBS4
MT/STSG'|@"0R4)M*OC"K53|9-PY,1/NI=A4N2\$DH-MD0,
(K2>|01O5YU+Y1V1.,@D0+MU1PTD^|0_(4 TZJASB==#>W\KNPV?\$@IMC=<,Z-NO9^%
M;|V?=2|CE^M;?)^@W#|XSEM^K@AK\$QY&,@4|(M,V_-/K3F0"8G2VJ0;NTC MZW^
&R=%%L'FEQ_Y+W+:("8MIAG\$+GI|>H>3_"U*6W72DE(4)Q6D&SB8^LNA M>7PAM)
/HJLUS|H=!'>&<+ #RI8GBK3V^U;FF.>R(I 'U< |BTSHPLF5"9&P
M85_B@VBT\$S93=.)M_)(BY|Y| ZHL0T1+(:NGOF4%3I+4^&|C':IA4))BWOXHZOC40"\$@-
M\$.V+;=V#+!GSNK!<,Q8^8\$!HJM!HHSB
M/HE|EW7|J\$)MKK!5=F5^VWT/@;5(454F8/ZM.5,G)8C@Z*!7V|L_GN!;T,2N
M(36|J|D^H;&VR3_'D0N EWNH%J2-M^R1UL/?7UJ|HNR\$=J6/Z!?'#Y&?Z#;+M|9-
3E#@!8:7"P^A|ARIG|'6.LE-=1!OK<@RU N" AP43=L^O4!1+"B<@M*\$
MFV%"V6?;+*.U.D&#"2%)_+Z)M4|WT5=0!48&51|C^ATBA 9Y_V5N\$;Y!:=;T M)NJ4MP
RQ'CR5<37|Z;.:VEQ>^5U@B?8?F|SQXWE)|>&B^:2-NN,\$5BWMNJ@ M=
<|@ \$LF%G&.\$ZFLW:XKA<=.K+S:2|PB\$!(,S^X=Q=F?-UXWOIJ8F/YTNAT^|H0OC1COK-
&L%(3CLW4*^YDO(K?< #L0X1%N|EDCQ1D>+29@\$<0U M^M"*QB0L(NG>4"&%_52G
CZ3CK*>N0*&UE\$JL*!= \$DTWZD;1;4*" _<1T6R M1X+<92)O&1?DV2R:3/
4%:TV7*M(6!;NP2,5P%DQ3*)BN1/\$?*R5V5;|Q M#T@J4)T7;8Z-B"P1_N=*MY?
@#JLL,&|HQUWQ V);2U1_75&E|8&Q0;2517C> M#Z0JM'E|>&Z%YVIB%|63&@I
(9+C&NN)RWZ6XT M@ (2XZ@JHU5 BAMYEL; ?
YVT5D?|BPD LK^";MRH_&CZ!T/8*4:F:D8%&X|&8 MBL?
25J!58_F"*WJ/WJ/7X"E4E#F29ZA::7I'ATXO-V_WS!VD|#GI>;Q5K M>HU>((+^WG?

ASU_#Z"T\0?:M,(J:CEU.R37<6('N.B#MU3%,;5/Z^P@8 M^SJEX42XMQ9!HRQ)BD5?
2PDR'"808)VVE'"#Q>_ \$2I5?LN(E*+CS\$/EE=7 M#)E,FB8\$JX@I(EF8S:Q'WQB?
&3(LIK0K,VCE)IW\1^D5;KG9Q#03Y\$=\$OCD78VC;G^O:X3\,=PR3!/?
J>HT^|1KAZP2I^HI-'@+R/)6P:0<|HI?#+%Q6%TI MQ!B+T1"|<41<|3Q!%-91#:AF8
QX0S5,#@PY>:0*>\$1%Q%WJO*E%(.,>H\0X MQ*Q)=92A4#0?
W\PA%\$ _G*ZA"SOK%L;;Z3C;ES)%A\$9HVMNA-^:8J9 M-9!##
IDX<<|ZF>2\$9QUC75NAE<9&^>:J62?KG!::?OGBK-0RM!#!YDH9YT,
M4+=V_|@9Z+7T)8J\|WX0;\$+O'GXA?;\$?Y?0JGQ">0;CS/+|;<
MAD(MG)'L\D6B++/!@A%O(S:&MC>:IJ,5#SEZ;IS<4/?-
ZSZ,1&WT29ZTD2R/(D2=J.CU/:_H'NFC1 MU<0JF 2/"CZ MK?5Y_Y&!O= M^FZ
/0%UG*_HI(1QL71L.\$NKVDQW=|I#+Z5Q*JY36VJ|N\LA MADE=4KW|+*^LFD73-
9|A8VD_!E5JU79>6Y9NA^LBVYLOCASO#3@A%VU16FL' MF)|O"J6|8L#-
_8!D|'^#;0/!@IM9,@OVF@'F@'C'S|+A|E'29|?P!'%(;OP M;CO":|^C0\$9K;X;4+RZ9B50.FJ?
OP!"):3K-W3"-*6\$A1Z1XW|SIBZ%0L_YB
M#|U%0#9*OL/7JF#SQ44@.^ZBX&.5B|"SC;TUV/+|J 3OT-H6L7
M/6;6SCG#R>Y2GUH\$4&,I#FIL2GR2R*X&=E\$55?V% "NSH_?<
Z(X=P&B99P1&,'\$IXMFBJBP M%#WQC. HVI9KPVL:P8+V\$NW3|Y
UPM.5YV>+@N@=G|.8V=Q\$;KNXY:QZ**LT
M"|HL>_GAOB9@GP4/_IY\$::&7%^)9!V|!|I%80*XSARQK8D'IDM,?DYA=M/G
M\$X>B%:-3&^_B?BPUV0ZKEXG|LW'=|)@%J,|S&<:5BTKB.T8:2'8NFRQ)HR.(
MX87SDIU.@0_B'2B4WN3@G_);)+3Q\$V"(K/XAJ!.VA:#_,:BXPFDH*YF23| ME
I:%O\$:.Q|4Y>)02-?(X&\$2_HZZ'W,4&P*!V8WR^W9!%X
M#E09:UL,59%9.H)48|X+6,1T*ZOF:-QT8?U%5.?(Y(UTJ7#1V6>;%5XZ?"Q MJ(|;!U|?
I(,1(5'EEPKHKP6@('7A"|((\$4B|.R&N"F'7R!H7TF5LIE(7I4Y@
M"7B\7))F:)EU+@N)&#+L/_,EK| #GW3Y+4:QIZ :@RNLS>YF_7/WMYPD)RZS* MIV.&-
\$NC9GO#J|3!@|,(HC\$=8)_X=8G\$#"R);|@3I^?4I"#!8Q2FAP\$O
M8CR#6@(&VKC7|Y\$4#*JQ;%HZ_#*Q,/G T2Q:_EV4R6\$(I6"2GQC%9K'9P|N< ML*
|1PYFXK3(?AV2%|GO=5Y%F_MZ7(1I5R_RES?PT@UQ\$X!>W_1+M|5-A74A
M6BS=|C01VL6-OW0KBQ#8XP6L6:<2U4#;:6NKU/2A>&NK?A,72K :!;Z'GB7J
MXL|M54|C+ M>HXC+W/3;?P"X@_?Q97\$)3;3YZJ.|//@U?G<9.DA/UK,!=J%VT+^1>('YW_
M@"0|)SOP <(.N585;V')OQYWU2W2,|.L@)&?U+2DFPVT)O.^F4:0?RVLD9 M-
3'\$1;R_OGJ 3G)I'_#V6|_G"-,%-6J5#_I7Z"\$L:6
MK|,43W1*ZTFI:8=*.6"GV?|UTFD|.I^,3L2)|;|?7K\$"-.=|YMFEM 26+;|
MYUS6O(Z.)R<|:/@S,P;+FE0PRY<2@0MI8-6#DAA<#HCHZ"|"PF"\$B34:2*9 MT<)|^
1YYQER>,3=3^CFPH68,1KKK'0+SP>4)" VJR&&LGS
MY\$/MKJCY=3QE4(&N_>U;FNF/1!+F|*YM@;?|/8"0?X":>R@G+0#;@2Y85#0 M|B:|
ZA01RY#97.YTYCPMIEC"S|4('811KL>Z'RU=IQ*:GW=Y&OCT8.51@I
M(%BMZBM\$7H5M,;+D08(IM8.DUX)\$@B#Z#J|FL/EP_#IXJ_1#JKM;D-7I5V(
MO7)I7Y(=ZQG%IRB&5+4)((= T_H CWZ(A#_XT88".VJQ7FQ4Y)ONG/1G-
VOE4TNW)^U0U:|J2*5A*>153XFLZ M"Y@Y'^-* /AA-TV'\$;6H)\$DY^? \$K=_KH3'@9R|U|
<2|E|7V+'GG?^1L| (MYVF-&8|DQ|_K!>%|M6@YQ-A^%ZXPfZ^>.)IO"CU.5WC.LPZ,:)Q-
G5)FX|I1 M%J*Z+R|P|I"5 F62LE&-N1698^HU7M!,SR,!TU!C:8D^+_F&69 T*>?"T6FA
MP4\$6AIT(\$JC\$T)I!%%M.2-JW ^IM:|2/-69HY;?Z3;2|D\NU;!09^CLA09 M/=
<45U=|W*;2'^#->1-E;^D^"RZ9"8/Y"(VAJ\$P2YH"RBR61.QG\$_JX+;K|
M6UVT+:3\$MH\$VKQ%'Y5'4+F8\49-%BF|B=OH=/NO7_-6+39+S%?.BGS5,=#EA
M=;\$5DDDZE0YZ@ "X++ #K?%I.&I'J"F)>F6|Q+E\$,0F|7G#)M?T6AQ6= ("D|M
M"5B)KXPIZKJU26%M?-DVVKNG)N1HKMC M=&48WU,;U'/2:C@9R0!|T4RRE23/I7-
S|B?)K=.'+O|1!"V?OARHGAB6Z| MDQ ,S4-'T0M|<9CI!(-I: BA5YR)9Q4|0T3
@35%@(36);V(HC9)?=9EIS) M"==@%CE7'W+|RVDK)3:6_-):2*S6;F
M!A/MK4^>A-.2(U*V|M*8TNP#)&E.A|4A;6 OMH&P43P|31"6'R'M@"!P0A!E
M+9)BDQ^IHPF+\$ED'?>H:|A1!!C%\$H&F?T;D&SHZ 4^CT+T+""@ \$B#Z^9=4"D M7
POL\$U0JM.6Y/\$MHV\1^%A':*ZBL=3"T4|9J%U>|A,=J6<_P\$*7MH\$Z& MV,CN-
Z|TH819W8=YI\$?P-0'5\V59|!H|CI*+L0Y|F|_Q)X'X"3@\$ 4=|J;E M-
:5TT.D|AJ=VD(8G72Z|I%5EOMMQ _" Y#?-V&G_#=#Q&63W/SG#F|?;Y IW
MU"YFW._9FYQQ+@8N J)"|I+;:(8/9|;8A%2^" #46-?3=(X;G3-Z(C7G"6&FE<4\$Q.(IQX_S
M;*Q7YRI|Q/DZ<)*\$4D*\$WD?_4EIX,|HAU00)U-N&.X!;.'IX?N4D?O(UC-X2
M\$.13V@A2F(M7FFXXOMP/=0>/W+('JNU*?"V77OYX.WT,&490BLPPH|0J): MA@
P|Y=*+OD'BY)^KE4M9Q+?7Y2)\ 2C(:ON?O MP,W-2'>6IG8YK4@%| #1<'W1U"XL*L"PJ-

AN0,H41)F2#K[I0-5A9:R&I"5 M=@&XY)PJ?O?30U79N6;R#,,
7UIMDC9U>D.69.A22O)#9L#W\$)56&[*VRT\$D MZW9T8O&|G\$OD"(-\$A4:
(!1D_(YC3XM0'M70*.1B2I3"XJ#?AI=!-;%K'=\$2P,D MR[7NCXRZ/T01Z0B/!R*(6Q33"
!\$00%XI[36Y^H.WA\$9|)Q6^%|ZU;*'^A M#M_1T_0#JQ27X"C:EEM.C+2.^F?
=\$RRE@#*XKG>%,90\H2\$T+K3M U'SS3MX MBY74!._N-N^E59P:.)CL=|G96^"
|+|"%')2|) MO8|NFQTUATBWC7|4;.:@7;HOM;.;&...MLQL/8I?ZD:F\4VMB7|.;J:FQJ')<
M,WG"Z: VE3RC'6@+?.PKBH^|H;9B?(70|!" KO!MU%+B&0D\0W-4,_Y2JU>
M"MI+L>JLYOX)"S|/\$RTA=0!C|%H\$2=&E|P5;F&6|?_2!701H6+55VSND@:|H M8M?
:E+O!65=ZF:S|HC-I#GONF6@1&4^2WP+I;.,NG8:Q=J,8&.;F|83*UA M-O-YN'@+GB?
Y|'\$<|Z 33YI!#/3K*M3B|SA@OU+2?5I4UP(A+T'ZBR0>?3T M?
0C'|F7U;DM+";86@BJ&%&MA/M,>|<'C5J4301--T\$R)#W34+MH6TIY0AU8(MJR"W-
T.PX#OSW1+(I(.U\$,N*.&2LH|P(I5D<-CK3F+4P.OPT"H-:4G'H/%U5 M@NS ?
EVN'44C0U0 %_.@@AF50MQ/B'_C\$|B?6_5T;&5PY M 52VP,L!@/0!?
0'Q6;.)#);&Y40N@.E92.DQ/MP27YN8W??P!7OD-|SX_.2GD M|1@:3UD9ZW=
|WVXA=E;@+@/V5<(VTYS'MI< *7Z65VVTSOEUL5%\P+&M|7' M&,JWLHW|9^:7^?C0?|:
3L;L?M(|WV+W/_|4^N+-/44|*|*TU_ (M!"5#H%PK @,814^4BY+06F-"*)8WDCPS.R#
(F,8)=KN0 B^..P\$25-7DVG:O M::5'YY,N/79^5Y\$3_C(U*>6:I7:0/+O?8-O OX%Z-
GE""VT,J8ZP|/|Z7;_M-0'Y|4ZZ2*E|M-
N3W2)%+8LRN+O)IH\DX+I(L>W,I/|)132&CVX(/&O%E'E7 M3"&LH&\$B8BMO|3-W2:JV?
=7#('IV3GGPB;7BNO&ADS^=X#8+/_V|+9QWJ\$H MB73'ML&4|)XL/(R9"t8:
2JRL(-4|POBE_?8<@PCN_)9#)SMOK05G9S&8-1/ MZ|UJK5'C@=^__3SY<6'.A%B1J-O;U!
2J"^E99/9Q6JZ\$|.0'2^\$|C 3^2 M(4XEL@|
|:.\$*;!S1|UJ80B_%8VM|L=VC4!XGN/%CX*;74<)>YXRUA5#9H9.EI!V+W MD-, 'E/8|4-
P|Y5Q0PG_? 7P3C@G2\$;.,DW03AC|LF.0YFUKJ,HY'2!M;WYI? M4/8S3|&B&8-K.P
5*;Y&Y3M'9;L&R9<8|GT"=3.|F62IO|WO(2^'P"-YIX,| M2;
0'&1"FH47L=2SR1QOVK7=YN(_"!^C,#U(7"/?N:YH-"BSHO%1R>/+.. M3R9X
55A|CU/G%E#P>O6TZ8?F@?>K,"">N%45-,AJ%G#(.#QT|2!Q#K@+(F
MML/999G'CL_/(E"B.@YUSMB"LYPNR2UH@+)OD&+@\$S0-G4N K)!GE(7//^2|RT"O-
&:2|=1;|9!6BRUI>L"-FLHQ&0K'B>U1<#% M%++8ZN
B2H"ODU*&,8OS=,E@3((,2)A4:!=)% C M2&L 8_NOI3"V("V/=1+O'Y9:5&)#WP)
|S|6\$^~B6&OZX8 M#G?|KXPGJ^V;.&4-
08|5:FN@O"S50J08|)|JBAF_5PSB#+FK\$504"&Q12XR-5 M1; 3G^'O*A6(JIY "VVI89(J_IL-
4S_JIH)HE?ZE1N34N*X:@>2XG_I98E43 M9 <7U="N6@5_%, -VJIA# V+JB%6)>#
<9>M7E&IO"ALV)&@D;26N\$ _P;.*34;,"&U)OJH IL MS I'85IF45)SHQ9 SZM,|K#
O,"D%"8(I\$T<(W_J_4QI*2%)C=>T|.;PL:@ M%OX\$|XS7|R#X/G|33|A
XTR.*R*BN@B(.FHD X|6CWRUK
MG\$/65W3,GV/PX4=94MALW%S@@8.|\$|H.;&W.FWI60)?R(' QUS\$*-|FU;G M+-
VG9G7.6IVS)+.K^_#U>X3DR9&UCUKC6+!D^\$\$@9|'-2*8O>|Q2;9)8AH8
MBWC+61^BUX?H28AJ?8A>'Z)M8/|M"6B1#ZOK" 2TU-82/M=7Z(\$P3OD(K=^F M^))&
|K=#%, 5)|=-_9G"M&|_SBS7>A_LH/A;IM"PT##X'3OCD' '5-M-K)-FH
M@4@S"G.,X8U>SP%T1D4F%=AR6@"9\$. 'V #ZBCFI!^!E=CNZE=G:|)#)Z':
ME&@H%6Y+8F!8H|L--&'=Y4=JCBRD\$|+@CN8|XWTX8M80LD@+F|V/L;8MAH/*)S'?
9)DP+O)8BAS/\$-N M'GDO!RC2)/FVUR02&X_0>SZ>5)/PJD5'LBDFMKXRA.|+;
|2;Z6|XJ)4#5| M/419XH3>ZW?(3<|P#Y@R&)=WLD!OH|:"?
#606ILT_8(IW8=0!P%)FA1'8ANC M_T="PU.& (<,
(#|8Q:_|JQTRN.R*YY"2HB!Z|HV"U",3'ZZ9F5SN.@I1*IT| M.VKQWRG*S/X"7-
@4U3;.,PO'8@YJAF.)UCH2*.;@7+;.(OZ%#=#*S=63U12"\$ M4T|PD"SJ'85+%6JC1%
X%@\$65=EJ@X11;18\$\$ V-A,JF%H\$152WK0#5 "5H\$ M@MR*4K?&.Z?
&LE@ (UYKE, @4LQL6ZB& M6R)C7,2#L!S9A,-TH0)-
P^J/(\$1X)^NFJLA#^I(\$T_6A_0|DR581P<|G:~/MY6J7L?GNQ-XK_
#E8.;1NY4DSAM31/^JYDB_,=^%|F!)AI
MDMOIG2JJV|/\$#0HUN0|@JSM@#.&2\$A7I8,/9AAQR'L0RE_ ^NDTRI=
MU(@3Z_X^/6*\$@|7|IO=|JN/<|A2EK" L1J?5&V+/_B"i^@J5+D56!| F10A; M>^I?
G9LFI2MF?G64|L\$OL""4H,-"1B|+|^W3|&7)CU15Q&:S+XH|Q?%R?7! M:|HB)=S.#I(EL-
>4@""?|'# 34FI"8E68 |C?O4'-6)+%,TW)6YY/;
M63N_ZW/;JB19\$'^@8L!8&G|">FJ":BPCD;|Q^W=4\$A\$RLG^#=?Y/N|NTGU-
=1S:FBAG),W&9"0|E'!X10|ZV_|9QD">6T\$!O/CPH+ M7GL7Q>6?4+L?IR9-
_"3.O3\$3TD76J%RAQZ6X*_F4Y+.S.SMA?H' \$ _!./C6X M9D)G|NH?

P1L"HO5^29X0I;5L(H)VZ(TM^+QQ"3YW4(XS0GP&_E*J2^GJH'+PT;0R6\Y M#
I^@ \$!+5H.QS^HPE(.IMOF%YT>'E!5;K^0D.;=>1J>6\$SK=ENP"W=K^R!17
M8\$ISN0+5\T.^*_G-7;P&4\JR#_\$140)HDGNF:AG\4RA%%V>_LHIKCDJH<H+KE?Y9-\$J3/
M:-_S_'D'>%5V7\AD\|R|'I:ET2\K3=!'_O'<*:OMZ.;KEV3CYDV.BOU&)S MJKYFZQ\$JO&
J.J?F-/2^81\4E3G!'K/H@&T71STL64VY MXL;^J3@.M,I
>T\Q"KD#:1:.'+7\$/2V\O60\YCAQ6'C/U:;!U/5NQ
MKCG,3NHTJP*&VQ"J0R\$ICJ%97317>;*X\HC1PPR_04;\HY:(1_O=*WLN5[..
M6F#Z<"%@!GE/J8_M,"Q-4R40\$88OZZ*>'J^5*.AC-_83P^86M49_#M(BM4.'O-
&N(1/L#5\66YC|=7->\$TH)A:N FK?..(#Q M4\|@!&J)25GMFW?!VMJP@7+;L9
D;\$QO\UBNNJ=6='>#X:D\|WR>(:C"B@M M ?
1L^0KBH_3T7>P/KDG\$UR3B4LHU##8WC2^:X95E)Y9C\$I3MD<=J79)PG1F\AC(M!-_2-
8>1,K/44A/-R;4,\$9)&C=VB1>R PAMG(B/7\#.5Z,V.,WO^BX\PCR^& MMA\X-4W'FJ;#3
XB\|V@M@L:MY4&U_6?6"1RF#O59;AH2"PX"U72_!N6;NTEK M5+G)N\._2>;M)FW!)N%?
(Z8+Z37*WS@|'IWXC'?4&GY\$W>/:6^)X/
M;Z36":&X/9;/KP\MYCJTKU\BJY>P\$KZ\^H7/.R\|_!79^?5L=4Z2%=G\5S MV\Z
5\A*2VLJ^?PB&WAM@41Z\AVPZ#V9X,2ZNJO/'K;?=-J+6,J WEINY;^J86W"+EA\|
M6%8/;I.VB>I:NCK^&K@|_?MF\?|U<9-6_U^S-FGU_|7E&R\|JD/8A1EB%*)>|
MA6Z_JW.F6N?,04YQ) MY>0C'WE!*3H38G7302!TFT0AG%H&O*6\&ZE
MYSSDZ*EM644-E1=XG>44\5_R\|E*VM\|E#I:EO(%A)!M M!!#FC7?T0Q\|SE" #Q\Q-
=7\G54:'J(UO^D=!(\BRHA(X'J,P_T01SO4NBBM5ER:,'L98CQ>?6@'OL_K,*NM?
H"CC4Y4_S^I M6\;7> TI77PYK%6S3V;-8=MJXT9PX:T#%I;G=&'H"9FLL,
<5,KAGOLI5600_M9+^C+X0XN4SC=8%BK'%O\$3A-)E7BZR#,W+=YN_Q#,X3./9C&
"7@7T1A#F=E8A7^E?A\6_2;355.G7&:M"4JL+LP; MEQT55_I5BI?(+/@F8P_2|=LU-
\$4"+R\$|'5;@SIQY3(O\4VTBMU9@99R)U+>M;JL_'E(F\AC2IR\JGK?
H*JAF"MK6\$%9#CZC\G?I2(#X7_36-FFA'1,V:2%\B M*+=_9I_0\|D,H?
6;YF=RF\Q"_'IRPX%K)4Q1^0_\$?>\$\9S3=PLN\;\$#VTIM2V MWZUWS?X\|"?X H=
(D_NP4)TF9QZ\|S\|08"CN\(\$\B4L;QIG>W.;MS^B\|YOA%LWB\|OGC5UO,MY=/FK!
(7\U2XI9\RT_62.G%JU-.&RJ2C>(24V3J<+RZ\N4G@V\9T^O;\$A;G/
MFIWB6.HNV/B@;=AAP=B&I;J;_EKL5_C>\$;V;:=FY06\WA?RS;J2O2G-I7\|C
M,_DD>_VN1T&F.5R)ZVJAL=V&=IT'4_>*P\B(NNZJ6JW9=LH_:_P)F?
W7\7EV_#>\$>J^OWZOIM\$,RKZ_?J^JT%X\DE(U^J+GZBAOKKS?' MC5E\|Q8W?
HM57W.#-67W%C=^B6=P\JZ_XZBMNEO?F\+|BQCU;+V3U9=K(B\$C/I"Y-
|CJAZWFZKW\|EE.5Y5+M>4
M+VF#K9V\$)#\|5+J4NN5Q8\YFI7>TKHEUC_^RU\|0RGL&295*0;O\CK60M?;_
M9WJH+NWGV>E.S\|*?MU^/CC*O72;"9A+PT2\J2=?DMXCI)"RW\$G8#/:%F*4'_M;K%IF
OX'#CT'S_^N#+I"2;POX_|V4O)+;%) R7S?MU;B8?U1U_@3X\^LH
MS&UWF1.\|@OCXDR)Z'C(3:V\$GTQ5IL3J\@GW(3*QE)BT:NX=K\|/\$=Y7\$;3&_M-P?*|2YI
@+M?W\|U&Q"R\;UO;FN/=>8\56&#-3R5G%P_P.3B8UG(SH!;
&DIDGZ*QA8\|Y\$LX;06\$4V+HG MPYPJ5,1RK77U9+|J@C7,E5M,_N>T125M;S-
FM")1\$4,UI+DMTE=4"JKR2IM M&WM?(0^2>I\4F\J7(^M-
YHA2;Y<<|A"MV*AYJH^38=1;(_Z9VRZDV3*HA M8MTP=0X\|U89)M5(L;K6-
_MB+.F5F(ZQ5D#<%\R%|8U2X6JT*1% M9JFX/9Z"Z_Q
BWM0\U20VUN\|_H2+5BA24=J*D\|M;|T:\$(8N^Z_Y%|1>6:1P_M5& MH?
4<\$;_7:FWRZFZ"1_0*Z=^)#NS_.NFT\U/_Y@=B1/K_CX\|8IB=|OYF!*52XZTQ#27SPY<4
M@.!?48_\$I^3AX1J\|F\|261H#8N5'I&2&8W28EU!=XG^=RU(L+0@=*002BQ;>;
M=JKEE\^&R0FX_MX"19VZ6VU3\|E>UMKZ*<)63JA-9<|LXWK@J\4
J_AMKY7ROUK),30!XTC>2UM_M/KR#5+D#+O_,#HAJH491C!>(P0R<8F_Y81\##&?-
V'(HHXRJ0#0P E:"|M(Y@P^K,% SR^&JY144'93F2@YLL;|F2R2M?!\$|B%>QQP>V"?
&MN9(:T\|10_M'3R*4C\7;(:;BTGWV\|P1X\+^|'FJ;W-9,NLBRY\B)J%EA\Z.%4\|172Q23"J-
NX^7*1) MF2V4PA1)>VB9+H9:@Q\|LJZ)5H:/S,X\T'XHL4U\|<&/RM\7^|#"HA=3?
5WT9T%-F/^5GL'J#|MLWF/0?Y)RD,^H:D^1Y(NV\|H@|7UG\$%)S,PX0G>)O0.+&?
E%@,/1>_2-LN-U7_M_DX"V\|Y;TSM"99\Q4G/9\|M\$@A\+9
M"W#AM>FA,+^R,%7.V(V7T,&J(8,"!C.A#;?>O.I#_#?-LUVH'(G:AR"KZM
MY\$/\6ZFY;\$/P\$+CDTXQM9PJ,U,M7%-3)LX*T" VURY W4_5BY1QO=M&'<%"
M^8J+8)MVAESI%!:.*::A\KSF\$V8\OZ'C9N#N<-@ "NL@2J+\$ER'1W?_/\R9KFR
M6\BB2=&!:CM"VX?V9^XA>S3%)XEZ,_P+G=PAWJ6/?RA.N,-8N.9M+RDTKW MSC/&;
(+|P_#O#4?^W#BI,Z L?'^DR5I;E/@1V7,1_25/(5J;_3\|L"S\|=) M_9;P'\$?
P*;G%R<@QDEP==6V,#@-%P ON8NCXXW_9(T3ZBVW5<|1UP73T_9_M@1?'*

O3Y!QD7!%>S&==S?I[Z+X.4HAD?A.T"4P(HU*&5+I"EJ3IO.O)+V MQ%
I@V4GV!4/9I!A2ID.(*&A)"@>.(P=W&ZK@/OS!93?)R0C=?L(9HFP!
MM5WIVDD.%3\$VKRJ;Y-)PRA+M^&/?C@(!J-MOLGD.I@/^#-^XJ>!%4(AC
M&B,R3V5=D.T>R5F\$TWS13!5)Q!1:4@AJP"07C'U2?A?QWIC\$"=//T,D7"O
MG3@^HQLK/U%IE)#F5<^/5J^+KZ!9S!3/M2U MG!P'OV+-
U:E!Y/M6XQI#>Ej.:W"L=RDB!8U!HYF!KGBU#'.9A^C)W&F2!MVC0!;;1WE)F3E/XP4)-
(AOJVT0\$C%;T8YHK<&CG+_.2M":V(>#+*#J-DLKN.X(!AGAXJ3*+JY 87?
+*V5B>T.D0!1"F!&9 MGK7E,:FG=;'O_1B!RX;ZP@NKN5-C(KN--\$!V8K-
)\$!YH.&E,175VS*#&!Q68 MV_T>2C9%-LOM?N,59Y98^HFSHU&+:50)8F2Z!#ZST-!
B@K'618B#53,EI0 M^@+N^K.AIH1 M_6WJG :!D)PMT!@5\$QV,4YHR(&K-
_V@Y!JBH!%>OQ,>NR+E M!\$T60ZR*S<^%IIOC*8C.H\$@9BC*,8D.L!\$?0&,F60BH&'K*?
H+(HC/J"V,;3 M@%_0!RCTB4/H.PFN6!9X.49DM%U%8,#5&T@WRF
M#B#P!J*X@O;5^00)-F)/L//TLRYH9."LR\X:L Z+ _1^>7<0?:L8M0>J031>
M+J;ML!B(X:O\$--0E'.G>;?2_LS<2L5('F?(TC5!)*?1S3""!OOCs M">+"V(+!P!8P;:GM
DF#UTH:Q&CQ*9_T6!J*R X4W *4BR@6N-NJ%X!4-'R M;BC_K#9 GT!:*
(0/44(BCFX;O<72;:HLFA6AOD5O _^4L"WM%_D-Z4ZR=8/TQ_MV/QC_:3L!'56!-
Y+,O\$IL>.)V7N!H!P0#T;B_UP@L7>"! @OU9!4\$J"!S'5<.O5!/?*.&9P3M=#8<6X.<.38S=I
M7VNP&,R\$!/%!9SOKY.OFYMK,EYQ389!PB'@YR4J@/C)E',P MZ+G<CJ\$3 B4
%&/IE&QC5 MPZH*,'ZQ#8R^RX,*4/YA*R@J*>6?IH RPM-"!2Z_FH++.*!-)7*!>;BX?X?
M2G-Q1H=XDVB!!\$K-!NBAXH22(P1!<6!693@88P0.!#Y10D@9@FR@SQJE.!B
MEDP[S#!'"3#&R+4#07B4@&*<7"OJ!Z,\$%6.DVND<@Y28)XV1@_G^0\$H6;8QX
M*^99Q(=%F1BAF_A@ZK0(38)A?!!IA3)I.9"1HY=#*7S:2-30"?+,CN ?@90%H MZ@UQ):
>D.+Z%9+T%5S\$-Q(B&F9B4BG8,G!H+_,ZN!HKKY_L.MA)T/H6I0XV
MKIU1!)3,9!:&S5!* =1A0\$!Z?S MTMJ #;E#L@AX@)<_RF7FA.J^GCPO 6E2Y5;>),J.G#:
MP0'_MV2!1W9G ZV M#?R;5ED+?)?KMS&)13S'\$=3XCLYIN\$?_Q!IHJ-(AOP1BO '^.>?
N\$X/I?7J MLV^,"Z\$!X<.R=1R9+D%AZ:@#U: ^,QD&B3ZJ1#-'1Y/7S!3XP)&_6"CVBL00/
M6OB#3\$#4.G,;9Q<;)K-;#HTX*Z7I
I8!M8K2B315PG+))S8WL#1D%%,H)V@2@2>:WQQR-M6I+H5!/?&>J2 @/ MHR^9
ML,:190D-HS*Z*G=75N:DEC%T=NY!H2T(3HUJ*V?WFM R3!ON_!\$#VL
MYDQN\$P3YV%^01M,=XX?%VZIA682>@^ ^!^8'<-H@>00.\$E"!!;A#SM!(PPHV M>
(K"N/KGE9/X">I?KL<I/A/Z?&> C!&F^:;U=?*@0UO\$%\$Y)K+##%Q44Q^W.)-M-[L%!
!U!!F!4!-';D=.#01F6<-E!9QG*HQ\$0XO'6,3SZR"AN,;X5P4B5-MODS&@_M-
:HBNS<&3VHS,JUW/!-,6)A&!)399-8HK5.7HQSM%Y
MS, @5BAEY+@H;KX!L9>3PC:GVX;FX;G)CL7?!\$T>4CZB#RPG7P.:!9-SA/_Y
M&L,S4I0WIAKN.#KJJRG6SD9#+;,:ZFW!-5A1H@R*2WXLBF%=G/+7E_Y,+
M\$Z&'F!S:\$?KNJ?B4&?M='#K^7>^TUI?WV1N4:'PG/K<.%JT0(:!%F)_D>
MANS)>J)ML!*189_2O!>LN!V;!'R+W0-L@1:A3)H8!T5M,#Z#./36AM
!6W:OHZ2%\$5H7VQ3B^:A!H9F!%NWHL_"CP::=%!@FG(L!T\$,E M%>F_<&D->>0K^
IUQV0#KX@/J(X*8CAH4)/V,'_C7TWKX!.YR8%"X\$Q#8 " M3!MI6L@'H,'MO;1;@UFX7"-
E6-)L!TT;@&_4Y IXS;CH1"\$9N(75>Q-1H! MOBH?+)6WY8#7PB!S!T@^E)
<#1B\$H+2W8!0G8-L?#?0W_ONP!D2ZZ+ M:CZ@C*A1X+L^2)JD'ZU8TAM4?
B<8!+U#*K--F!%OG8*: /UE%T6G/95G(L. M;R^-,5;"^5^NSD(99BCOMA-!7!NX0E-
EODD.'6W9RU?TJIW\$:0L"^^*JF^:B: MW7,<>9F;JN,TIA#0&RF8Z+(<;5*?
HW=!7L;^Z:LW!GA.H*!+DP+@MWYR;>K
MAQ4(W0.!H6G^1!QN!BVHFA;6X+,I#T>*+%B3WT+2-+4B@_Q!>3H_J ML'I-
RL!>G?I\$<34CG*A\$:#3D)(LWCLXLB R7W-: ^*8!^J,2X^>,153ER@MLP M!3%4+Q-
"YHGMM;J- O^S.#QN?U)D*Z>R:IM4G3IWM;\$MO;OP151-Y2>JM3 M1:9QH/\$B5
M!@!./X IEQ!U/?BVIJA>/.G4B#W,6<88#5*5"/);^6"R#<%#0"M3@&NG#=#HG
MD*)4%!\QI.%!P+LZ?TU06MC2MAF^EZ!4/B_1C, 6D/6DAV)S(#<+!T\$XQM M*YE6-
A!O!1/(!#ZUIDVF&\$KKB@F_2 A!J!@VD' MKD@_,>+ X0;0%T99/#S"
<^0"_P.J.5+/'+&Y;M49L0=ODNX 70NLEU'DK2. M5AMM4!TAAX
0>+='. '\$+T\$D@QV3\$+G!1X-P"J!CXI,2='1F,ZO0U_D>0,'<^Y&DW(D,8=)"RTJR_PN/J?
%1G_O.YU@=O(W)>EV7ZW@%JXL!;="G)G0P9*HJ-I M5(-C%P
ON8NC8ZLR:Y/E"A3%:=&6%;+W+E<7JO" H?3EXDC<./I^ TX1W"9X M<><<I36"BX""?
YK!Z)(VF:NK202=U"IM,?*J-UI&V7_W!)X4J0>HGN!J;. M-3^=C_F(Y!L,66.04V?
C\$E6*,CE!-D+;)D&W:I2EVW#C'GRH,Z!;/>03\$!%
MZM6)W!\$%"HH^(EM'.R*9!#EP7"2X%41;"JIW4?PN!8/*7DO#AP?+S_I*(O:11'3X6??;+=
MWX WLO#9:R9! POMIAZ!U,+,1,61Q-4GX7!=_8RP'3S!);_U!CA!R>LK:R!N

M:KAF^NR.D".1#(SH)T5\MR,S\0!J\$)&+&0 OX%@N8TA5f))VG,=N3(LM=;
MC)_SAJ2:XFMT!5Y F@:Y\ M) 2 G^M _H. "3_#2A-)?M W!O\+0*^3CU^ ^0
M:L\WSCG9["\$]MU94\HX;2\$Q84";\O#\DX/R"#_8A>E!(4"17)&* JRGNRB+
M)\ ""^TNRW2#RR>0!8/5\GN\$/D7<#X +\V) \$ZQ+!U5'V\A5LI0Q98\R0W%CR
MK"KIJ\K"RQP\Z(UFU\!I?NH\90A*REDV=6K-ZCB\G+G(<!"!SZ@_..2#8F
M:A>M=9%0TF9T452X5H;:\M)\$!M\$H_993*5715JSD\BWPWQW,&1;K
M:_;2&HH;L\ C6*/A> \$I6 !65*\$Z1NOU2Y)TB/\@>0.UB7&6M 3&!=#H\$G_-D
MA\A\N5BF#==K!\(.#N:R!'1:'A?K4+:5:R\$ M\$C-ER=)C'3\$VJT_#5P1TZVB8N30-
,!X\$Y\20E;ZR>W(L1768(#!OE6"!F M<3*8<:(X_:(?SV;Q^C&1+15+
!\$6=F;Q(9E(IP>0\='&I+V*9C P?7V1%IK7Q
MH,6768(\$C3/*@<(2WL@4&B\B\2KFT.\$;EJR1)!WR+-*2#64K1>SPT\$Z*4X%H
M0LN!80;44X0B*R 8:FFA"8=4%=L2-3M*P/AF T#&9G4K9:G\<&9EH(S_%J
M2,BGI0CQFV4QW!8?+&IRFFUI!AE:7*K%-#TSFY,J\F+G%CO;*X>DT&1)H3R
M!;E;"H2: ^P(\L6PI0F/N"W*LL\EU"50P\$_(KLE(3'YPL\$D)M=94\$4K+5:-(
MRUDW&03Z%T!),J\$#B M%X,I@OFZ;#(@ZIB'6!H/%1C\PP*BFY%!2,GBS97
MI28S4O)T9*Y /GUB)"4 FRO4*\N?I 1'TZ5Z1?F7E&!IN&C/F;M)"32&_"4
M1%%*X#!7!F=GJ%("B.&R.\$\B+"6XF"N)\V784@**!5*Y8+8N)3"9*!\+YOE2
MXKMCKH0^.%68\$IS,%;1Y2W8\ M.O%YNZ?BU!B _!\
<5G)79.3M\$R0 _D59152.#2.41Z7U5%?!E?&.SSW7HI?9 MN01KI/JW/K7SBY9/ PVA8\;
<+1'DP3?5P;N",CV\MH#1UMTCJQR%FGD?JN,V)OW&.3?)>|"M;TI9>'IF3KHA>'K MUB9-
G\IYR.TGY2V84/X6(VG _L/2V*,W'>W:=M\Z_A2*Q;==%N>K\^CH*RP2 M.\$D"51[\$
JGG\$|-0'V^!7!N*:<JPM#S0*)\4=5\H/;G+YA3T?U-\H58A\C6UK4L'7,J"&?
B&R^TFFD\JLX3'HR\34AFU\$,3OYY9UB\$P4I*9&'3XR/9!;3WI# M-
_:=2\45T2D)F25<*J.&LUFM5W4<7H";Q7D\$J8B*R>PTK3K1S89\J4YT?I<,
M8/5@_W)P8E"&9@&/&\$;)@U-T",DKR 7YG#U468C8%,#L8X8%D6\ RZW@\$ \I@0 M188S
X"G*,7.10MD*2B-SC;LFM?2PW9?&)EOT>--XK\%X,%/2#6\%7W,-O#D MHF.4@'&
[WP.4>0N@Q\K\XA>0\(#B(28MM-"V^]\^B- \F+"+6ZK0+_ (OF
M&5VH: ^0:0MM"2R _Y#4JH6_R-4"ND+FZFD22K>-3AH"6.4AX"9(T M@/9%MMD@/O?
#ERCROOM!4+NK.)\W "7#S#E(1@N ML/4C/OW)_K\I6Y\PC?;?!\?%
<!*P.12M!9BB;/KNP9;Z7M0^AF2?81X'W#W MU\9\$_(1VP D0W7++Y,+ #F*&+T%5/2(;?
P^+VB\ND=0JJ+6+!*V(R ZD?T;R MX8>B"F)&K\K ;3L(;B33&HJW696Q9YN\!5G"//!-
Y0\FURI@#KTR0G/K;A8 MW W*,F\#L9=>L./N1K(AD57&7B>HC2O\?00P;/7)(Z
EP6FM'?D\$R\E\G@ MT05T72\W;HFA5^:0>02>\Q3&49P;'X\ID57S&IJ*Y;
<8N'X5=@7/>)SZ M RO)W\$D;7#*9",RJ,K&4N70*ZR*).D:/J6^_^2OI%4H3 45X-*7:
IS\QJZ5 M/K9U\3P4G?
&!%FDA\ M5N=\$0*5WVY:1W;VV@/\OHV&G1ZE26^]\^\$ZN(SHAFTI M!";=%9N@.ZIWM-
'@K&71S:]\&-NUF4QV..U641\$^)=C0ZGVJ FXUH9G1^,-5E4M\ "+S59'R&'16\KWH
M7FA.XT:#P2=+LAS*.UF_,+>))1#0I(B1&Q&6)!5*ISH3F\T/ES'A>%MSZAY
MT>TMKC0^E&-)3.9'@F(Y=QNK.E)"PPX\M;4X^%!\\$ M^")7;:T*+O\$0\$<-
>;2WU+?,&'Q\$M;VN);XFD)3V"UM8*X(-LZC+C;&TM\SWX M\N2/P+6U
/A0;0C=VTM!#Z!:9PSU-?6"N*#^!8Q1-C64N*#4""\$)=M:\$GP0 M!O1@:%N+=T_
5Nj@:EL+=-B7AV\;6\Z *GOW+;6\AY\$ M>;,CPFVM_*T:+D9P^;
(*QS6/#/\@1RF*TVHK(J??DNB"IR>N1-3.8<<4W6F6\ MJ;ZN*Y\% ^%XREV3SEN2%YGM
C\H.AE0MN05\NT=VM>0E"DAI9L>.:.,QN1V MDI"EQ0ER+>'1B;!\1)>CR!HWGKZU\4
"H*QR0-8* MJ*.XG/BK\TFF\+\$#VP3*\$TBW>ZEHU"-JUG/0S,CV.<:ZA8:P-
IN.B32;D2\%5+4=1,M^,WT>1X1T.I MEV21L!1*JTBX;RDQ.8;27+&!:7&Q%%;H
BL6L:Q89SE MRN2X4G.1EVDN,SG>53)J6UM4\THE\8,ROX,Y=X?RNSJ1.YG,D(K?
G4K4@0/3?Y MN0DI7P7H58#F6G
2IZW%PG\U"\U3SD\$.*Q5FC&R):Z%K>EB9\$=_&_"G6R\$#KR%GF/PX4=9\$IQWX!3%K6*#
M%V3 **=&E954ZV\^5L2<"F9V";X95R;-4'&G1L@F%GH1CD#ZM\<;U_L5 MZ5V(+
(/6VB(SB.5T"AGVR?&\K\$0ML_?#HO?IB9Q^1#QC\T\<)Y\2>A9;WDM#F>3G
MZO7@U.G;)MAZ\AQF 76^K*5.F<-,H:Z2B-*CV*>=@VR16C;O*M-
"=9*N8F3S"3X\!"Z)\LKH+6;_F*)Z!\& MRL=G
2Z92%5_+1;PY0GRU!,AT&B#9@C6UL\JU<2GV5?FUU:W%#O=4IAUA@F/
M=W4YJR9O/K5=TN+IQ; ^ M8<JH&(SUVC(V1%XK%R: ^FUH**AGY-3V
MSP\EFUFU_12YN>;H!G81&>6J?'ZH,PJ*IR%N>%4 GB7\$ \H5L>^:37<)KON61
M_#H150FAP87=)G\;7PLTJWS-7TB%Y^G>^9=6(7JJA_ZUOK2D_-ZE%J26\MJ_
MM)+4.J5O\$PM*WMN \1/W@_9+;A?W@ZOSH M_">*KP;'3H

<)RDR@HG+;*,XY!SID92BHRQKN8K"O5F1AG!>@!Q9V/IUTFD!M0NR.V9\$XL>
/ODCVR/!-ID('0!3&|+K/!3=RO!.IZ?1!2,K,4/!FFX,DP4A;
M2ASX<|6X+*>8@7:8C8!OGT!\$H4F9\$%@,U?FD,|3.!!J00>"0I@_M^*
<\$,VF>'@8*\$%|3L,^"!W/DGVYNDH^D<|.Z\$5!|.Z!#RD^,PFQF3:(7V/'M
TAZHI/'1,;U(<)%0<*|N?P7H%|"-'^GG?^R&EX|KJ)1UF2'MLID!ON!8X
MS##&880FWH9,6.6S!#%R*R/LR"HRY6394JEM721(TT@|6LG48E
MBY1P'W/95BR'1_3*XC/0F S*?&,XC0XDPIK*+(JMD!=HRZ8 MC,T*3%X'^ZC^-@J MQZ'-
_0S-ZSY,TC@|YLI/=,|S4FN-#QCM="|RG M#9DVY?T8T!"023-=H(C- M;5^
_MH<#U'XGH+XB&;X"K|#70:AL>1'NM?OT>LARA+(N5^_0|C.|!|<,|B M|^ D (J(8>*XJ
=2T2'TP0_YWG9_'0/(SN|<%QDQSY0S3&QNU(>T)47TRF) MU6UN"!|)_TC=QC-
2(O%:,@)D1A2D|SE|:1H#_8BXXBF3<4 &_>H;Y K&5!;3BI MK|2KGR*5|S|T_?RYR
X%N);Z=WJK_|Z:\$M-K|&MV\$*29I8=DITA'DO3_|I M|THV=NGYQK7?|4Z\(?
%M|L18=G9<*/K;I\$@VQ^@9+0>RU M,T*BH7",BV9&3%A0!!M|VD@|'QV/?
IZU|0&D|Z@|V^I3%WW0 CK"IO-P| M5NA<.R<_8*7*,ARC?9(5R35G|HY!L.(?
G'>^!TSJ)*W;AN" MY|@/TQ>4NNW._P#-IZZC\$#9)T0-
_871XBE*0W&3@8F=>_\$ _R/DK^@CZ)L#"Y M;.&,0^31<>>'3NA"R37?IF@?
U|@7_?/E^_.B6E<&#>F|)O%37AE-5)3R3,J MWFLH-TBW@>2O|TRP013%
|9.)FP^KBVS3H?^9GHE'*C|,%\$,B=V?94T@&?N3Y|K-SIA1%Y^ZN=),;
MW@8_W\$46_B^DX/|M7_)V|0UBB\$;=0-I;+N_|V-XY8 B(*)|\$^D>NG;+U5|I5
MY;|!\$TA1T;'G.'(!))J#J_1H_,-Y*4H|LE@;|.^&W"*U;489X^02//B7N> MH65?
|)UC4GT%_M?1SXXW&9S4.Q1XH|#|-W#P=|W0_-//_O7@QV,FW_27?<QH66 MC*!|
(B\$E7PC)#,;+1TQ!.7K)=)-OPN1!W.ABRB\$"A2#;+8&^?,=UA88QB|
M5/BW!+A9"E6RUHSYQ#N1|0R&H'W9%LP|JETX>_|G9+::MRH^FX|%%-57|O; M.
|HN_V\$D_43D\$^QN9/+7XG4,&RL*46M^Q CB @+7/A1E(KX+8IZ! X*#"MU
M1ZCN|J5X:N^IYEU%@PZ8=*_K5#,6-KE0^FJC#N+|T/!QS./=Q7^BF&QNV8/<
MV^3E|9_/NO!M?-'?Y"7F%|6(O);|!#5GB#GC@F*L6Q3&".F&<L#1X=/Q!?
O/_7<|3+VH&40AC+O,":H9C.BZ5=V-^E#6L("|P M9+A'=UGHB;R88+H6|
7QP^3ARA)H#P=WGZF<%Z9GQS0I+9|&W"BMCI%!_# MZGDUIQGD5Q(A!WTHQ-
<'Y|3/<|1Y|E&8QA+|;!O%T>Y"^(3@.!6OMKK*"0%6
M3^#HJ/\$(%14E"X>88C9YC2O"R<&WUA?:6|P*EF6L;J^>?&)Y&:ND*\$=*6 |W
M=^D%4@I?E;+4>W\$,W"!#>TQ|3K@SP|W7\$+;ASGR.<_4K?4)&:63!|+;8O_#
M0;R|2|9@|H,N 5:??>Y1"C HGSFG7&|#"WK\$UK*=:|W_9\$D>X9*|HW;U|C
M>_>A&9CQ-?SNAX@5;??P+R?@73M;D.1)#9#S1M_IKKF,L"ZZ2C|HVW_!"1H+
M0VZ_1X|/P|R03I%Z\$2C%CW-#^O#,&@@?3|E|>D6
MX8Q.1BVF+1:S'5A\$1C!WE;FS&08-<-0DOE!Z>^X"<,,9=LL/EKH8|NP/3\$<
ME^#O+'G6MTXEMMQW57
MNRA3C:T7S0S1=:Z=.#X71B!>,TNOBS|'&RSQ;NKYT50XOK|20_C<.,LS,Q=|M+?
0N'&.P1_53Z/M ^IGN2JS_1X"|H)T*FD>WZ(|958TV#;"H*,%,_=S.28
M=,KVE|PAIULF+WYF|?|&06:|_Y:)|J4F|:@ST MG,S8:%JXS@I/6262":|M-
MMVL)'K03(Q.0V9R?@?F(ZX-%".DV&A5F84AJSN"J'(QP.EM+,,\$=(56@S.88
M#1;)VLD#C,:Z|YAI ONE+4FI^8U&@=16J"4Q:\$F;8@2#PV<
.,."C9*'M:8C^ED|\$KY^("I(3|6W'24*6 MK)QV_H7XK%"A&%%EYS*W'#
<^N^O(M.8F8R3=@\$5|-389!5F*.S\$|O*6+ER&B
MH1+4|T#B)Z.N'TOX/'8O_JOPH+W;|>??-OD2V7QR*@XY(4EP<4A:80,5Z_9 M*;
BICW5/LW:(.#^JXO4'S!9%|D|PC"LI')\$,AB\$Z2R%BK6_G>C6_1&>N"i
MHF\$R,++/Q>5;BHK5_Y=19\$%PAZ-4'#9\$UD407&T5+|7XPB"0RGX"OE8C(T
M,BFCY5ZD8LG_(H:|\$VIE6Y;!D7VG8'UOU\$|P#^H@IR*1S^&D(FHR2;3!A
M8BK6_ZLE5#*D%I|>,FF%Z('OQ*#KUD1&D|J62F!Q:S7QP&%LI2@8J!1?\$_)
M+B70F&D4Y"K8I00/LRP@^*,=2EJ*8+!!XR?6"E."B%D*+^%NSG.=*5F^#1I>
MMUB9\$AC,4FD(Z7!8YL66XE2R?C,%UG\$U M/94_998L2XAG:6I^*L'
4)&573A4"1F2:S,TJ1*IK,DEBG*(J!\$8#9=R! M|5*5P&.FP\$NNK*H\$!+-\$75H15R7+
TN>)5>-5;)X,Z74!Z\$*M\$J_5-|Q0'3 MKEBK! HS!50<%,1ZMTIP,5-
H9>+2*9"K!|@#Y5>|NKM*HK-%&/XAQV<'_P>|L""4LO@|@13Y?%1FB>+I M;O?
A*E_XP>Y*U6>F==TL0-@+=F!|=|;?1I+R+2=U^H@,K2
M|A\$:"D4A/,+UVBXVNE>B6|KPV@J4O|@'X&7(X#1R+9U<##V8)'|\$&UCXV5_F
M4.2BDE:WH0M"A>OU:.-9UJ(|L=3\$)T!R\$V(VYRK|&I!_C5|@ND(|%O'4? MQ4?
\$H)J_=ZO_E6N1.+!AV|=-?%=G_#M0@AR^0/UBX;!/H4U#4B#%L8|VY5 M-|L*2BC'U@9-
&46*90WX-D)Y6BM(U= T9M|>!V%(1RIE0CC-@8RUFJ?N/3CN&*@AK MU2

S:DAM0*#I4)?5:B#;R(1_V@V/IOK,<&JA@-RB;ARD@L.(WEPK5N#60*9 MI5(ZK >M&%
(_YZEYXGT(-9LDO^E^I*Z7UD/!D2S4KCR.#X565(%|-,NNY>^ M5P;Z<7?=)CE|2)?
XBA)D(!:X7>%WMROP#Y"VNLGZ95!RMB*MA ;C_|Z,3?0(JR5]"9(*&Q:9=5WT|+Y-
|H9V\$|KIL MK,J+<'\$<^ F/=|!)5I?SH8+S=+D1\$%@1;1#R*|^U(VA1(@\$|H*QZAV=
_9D^R M;0E&X|C%P=B&@VZ3C.9PTLZV=<&B9CQ,'0!EG5
ML3CA+\$66OV|+N@BYK5:6XS5:>)=D!S,91M5\BW9/6.YJH>0XTBV0EB.F15Q5
MG!ELPCA@V8H0R79J.4RCV;|&-D) ZM5'\$9N2|"2K!YV8T>U,RL)3K8 KP&F
MZGGY(S99_!#/)8"-6-U0ER=\$%GX\$ MZ2'RBD0. ! C6SDZ2'Y\$ _1+
|WALX1Z'WX!|H**N2O2=(32>%|J5/\$1>Z#SW _MP _D*L)
M|T7.\V8GK|ZO|*,T_TUF/|.6A"9&O7S8_0MJ4P5|'(*,..F|^+LCG\$YD8M M@+H9E
|3UD);6?4EQ3 MR1|G-%6)OP,)(IZ!'9\$N&??VK-@4Q(E-8FW=AUN3|4"WZL_ _WR(_|%3AO\$
MI,6V2U# _%B'B|J9(-)Z7TZO\$OFF3U72 UO!/9/J&QMLD_QY\$+@)=|2!:DC;?
LD=;#WU _;\$O\$3VI6> MC%|C-NP*H1.6*GP;/J8_HULSLCVGFMO-M4GS'(D:(YB|55>VJ L)
|9\1D""@. |H|6TT+3#|S MRQ%1DKGC)R0
X;LEZ4YMG4N235SVXB'+6Z|B*2P|SFBDZ.+UP'B?FN7T///|EWT&@H^-01HF=A1_
2BDFYZ/1J|YC _" MQ8JEG7<=)DU>I/(\$ M19B#9#
(>BH73E@^KY2@H\$4A_5@G.3Q;PT.&NMR8CIE+D)9C8389#"8^A>3D0
M/>.4J/^TR7@|O| #9AOBE9N8:ZZ%N,FZJR8IHGUETJC(I@0\$F(ZBLA!<8I
<8FF5T@Z\$X)5C:(Y.C|Y2|8-DD MH,N/|.H=@&|;.%+=CPZ|7F|_|^9@X1L!
|UDM2H80\$80\$ _Y_|HOPYZ|A|): M^/M0/'67A0X2+15.*AOE|)G?8.BO@HQ#M)\$Z4_@;
<.=HLXJ'3R%(5Q|<^| M*";J7ZP5N(?0_S-C%T50_EG|"^P*.J1-NB!2QP634^!9:ZUL@3B
8W;4FY Z&_|^\$MGA2/;=CRU2*KY1M2_|G4 M6F5D&+^OW'7(AC*Q
=07;"#.9W.,XA0|X2*A,==><8L9-=|\$.|-DE|J^|.1=C M;_N?Z|SW|3XD960>/9Q.RLO@-?
KL^YKA-P)1Q->;SAM*|L!M^2|AD2!569 M1L1^C?
#9VU5|Q;:'2'F/C_99Y(=J2+59@%M'L<1XM*8P'FG4'J*YFA)7MJ90
MU6C\$|. *Y.@YE@ (WRNJ@-;N.T.G;|+4QDU|E#-M30DP)G@I&2T@C5.++45-
MW:F|U+0M?62:D+ P^KS)V7K, UC*C Y%XT9H/%;(4Q.P*)82!UDHK#HQ;@1 MJ;|D??
=#X)-Z-V*61"*|Z|<') "T?;-L|\$3QV?DV)2?N>V^ZJ<|Y@+A!|! M#W Q_XL=
|C|;|355_BPAIXR3UHD@|VDV|A/3FL,*=>|A|JT-F&_ |LU'X M8O,M@!-R 4QIK1U@>E
DBHED MP,TQ@&3P?X-M _F/G3)D%^TD3T"|D47L 115;Z2:|>'68^M/6/;
(. \$1VM)A3VF|DD|C%*%@. += H2V|A|UJ?1U_N_)&G R|Z M60Z*^(FAB6J66E)E40B/|&J="F4
M8|4#218@PR4R|V* 1.&,><7-*|R&>*Q&O16@Y|+>?ZG8421;!%ZB??K=B0'D
'E\$,BKEA,^VP6RN;2,JD9\$ "92|* M|FL|"JEGPX.|)QVS4D)*WZ,%WH1("N/:'V;|\$4_(E)MOIF-
VT+>@&N5M%IS;& M19YN:G@*JY>)^|QW>R8!2@/?NGS4E;E\$-TOTD"RHS^R)(V.
(C;Z24|G0(?MQ.V2|_@-\$NEIXB9!\$5!A0U G;8M!KD&H7F8*ZKS0|+-#Z:|M\$5#K|*"F\$7|>#
MLG/^#W1'T|=!|H.:TRTUIW-&)8@+Q1V?7U%ATV3\$)GJ \$|+<9+S&&=5HRDA3
M58FF!P7&RJ#&J=76&ZR'DM09*UEOL!0J8FM"%ENM!Y!|=RZU7PA&DH|1"7-
M(GH/|1?>U _;D&-_%/|@>8JAU M\$K6|&&1. :6K^|;S _&(HKL>
ML4+PZGQNLO20'VSFNQ;UB|:% _O\$D,!)#TG.RAKAAE2> M1(?G7X^Z::K_C M|*R#G!
7+BDEP6X+O:V^A&=.;W,!(Y?29B4=P5*ZTFI9(<"2|'3|AZZ;0>G4 _F|V)\$^O^/CUB|!
|<_&88 M0Z9X5% Z&+:(P;?*Z.(84K@9A5GI?+,_^Q0"*|I3GVTX3R4P37CPGR ?/D%LC
M3GU"LA?N|9_16&=:3I1\$V478W(=P@E A3*CN"|0>&LDSS_I=I*XXGK(4Q+79
MOV4Z^I%(PIS=M2WP=K|;E\$NKF03*)GW#KA0E?>#@K8WZ1U <=NY%I#!.9P|
MC0EKES&R|\$,%8A<>#:>H?MXHK;5HVM|)%OCX;.=0>Q#P(%BM^'PBK|V-F'R
M(&D#;B+?FR"/J.DYV"-3U\$.J6H3 M0
X1YN4;_T0"7+PHPT%8OUP>/M*GO/MI^L GU4'=ALBM&E65WH%3Z1"-FRR|
MDR)D468>+B9XTS>I%,+G!AOZM6V0' WC7R&P+;
M!YQ^8UB"!JUNG#PX|*@=IU)NXL'49&RFN"W-|DA3+56WF*S),*@FA*YUW5*' MLE%
(L*S|EGJ3R6\$3M,<#2QW))/%WN<(%2C|8@E*4MXT5_#X#|,|Y'PD40'-
M/PV'A07HH@*37^W#1-Y;CA(QV72KDN!KD!*,3-%^?E(!CNGQ-?/12@H;I M,O:@-
S6+_/!%7?#KQ%<;U|U+0\$ "9"/|@?B!&'(-6=DKZ>|L5>|A,Z73;4EYVJ MF@LU
U6WD<:L/_UMSW4J?/U,SDX+C028MX_YHQ-" 0-1;#DCJL_J:4^J_D
M3,CX;Z+L+=UGP249,|A>: Q%*<8PI,%. _\$;N9!#C@1*;* MI==&VD|+;|MH\ M!R3U=%"
|6.= _P|ZL_ _EJ>K>CT<|E;|10D6S;EFC05A|1<8Y0C!O4),!X\$|R MA)5ZI_<?
9%Y|+;5\$S"V(0YBQ|"ET|+W0%H(LA4"8,=(EJ|D;7ZKM M?
W;.:|JU6UOJB|FM9XRRNK:W1=4N(6'ZX7M>K/=K&+TE<+?00/,"VMVW-);J
M1LFGUL0*BNGAZMS4 6?E'*?VT;^4|367Q@|+|GR|ZZ0RO|NZ AH4M*#+K?_
MK;Q0_N7'>%L:9R?M%IQR:GGZ(CX# #JZ'6K#)-AE6:U/|@S>ZIF# 7A,|(0.R@;

M;>T*5JJU:Z|>^%(H(SMP0E\$T@RQ#J^@HVO3\$+H'6FX|J;99K
M2%ZC|D;2O.L&#K8ZKIGGN\$;XG.10FT1GN-
;J./D#SLO1B=|CD&"8BP|!RG1K2*NX5\$3">F;-TCWCDMZMIQHMFJ2 MUF2BFX;M81(
M1A+?T%Z3X1|ZR3+I-\$S)Z&6O1DY|P\NF|?3CDO,|Q|KHEJ",TK;QP\$=GC0 M61>.
|W%WY"G#N,BC|6^9IADK*=H9B8O7<+9YF2%)J.P^J#|Z)6&|X#3E6Y+ MERXFXM\$5?
\$LAX"-WN6|S1J90%V+Z/:N#Q5G2^|8O124Y!KR ^YJ&!M-=:CHZ3|HN:6E>^2#!-KBO?
M^5T;&5PY TJ=@_PSS^UODA|P"*V-N3 09GMJCQ"Q<5: MGBH*;Q88P)!%CN0JHYU
E|P/RN5):&V4#+@#(?CN!\$BB\$Q VIVF%:.Z!4,O MQ:S.|I*OH9O1NVZ<:135D|CZ@=),_N-
|@V!&_N__VOJPYB;6+QL4B5+1PR)K>:@E_WIG@D?Q \$#P3I3X,-/=
M10!D)A*)O-.WY1_4&+/-HTDEA^-WNBZCTQR#|!NTNT0NB(+W;M2+HCJL3@0|Y|O
MRL)1+9.(C/R9@|8GAJ"SDRD&^2E>71!FFK;>|V!"H>K0|N4|2"N!A,Y.-
M9|AFF;.!V|9Z!5\$29?NR9?%G+; TEJ\$,)KQL60(|A7+FM'U 5BTS-AE(4-F M;?
>94>5DG2TKCDAN4(Q>4..!|J\G|RTF|LUX\$I&7<*A1"@H GTKSCH|YEC%
MGRPOTCLLR@46 S)O'K?U@9A/&4|9G:1XE7QP;1 1#\$>W M"5KB,C=6+E-
<)ZSR>XVWZ%%9KY5'3PY*VYBHK/KL/O.R+|E=S<^N/Z.P9WP
M\$:&,&\$;QOO==F!AEW2 +=5G\$(T9;>SF8G|\$V@C,1T"V++|>K+ "/%79#Y,G*#
M+HMX0RH)=;=.HV2^+E|JH|Q3P;M,L.BXR(PT"Q?QJ&>S=;UY8;OAXC_SOP5^
M?|@11KUUCFH+ M|BEONRJNQEQ,"-O|OVND)I&-N/N:(CO0B"%4?3&(Z
|KBP|I^OAN90AE|
M|449H%JA^XM(:=,5RJ%@LOCAD@C0XOA=X|HMS|*AYB")4";"38<,>,W%A-
MF4\$=XE01&=I/G^&9=(,%YTITE:':):.JQ%9A@+938S0B0:CC(COY(EV58,R M'B81,9IQ>
(8G6':SH*CC^@Q'10|M0QD82!D=XS.)+@(89.U)T"!W|V @A+\$4)5V6P*G)|\$%-6E7&*
|">1F2*PZ,=^3H,<,"3:-\$)|\$ M 50ET7JT^23 FR&"|HQ>G|0(24TJ'3G^?1*24O XB0;77
ZU:\$Q9N>XK!KJU..I: "%5L|LXI
M)+5;PO%"\$2BR+>^OS)+5|AFPX+*Y|GF.1Y(&K;G*S|F&DP) 76M./N\$2@)BJ
M:2)_XR8,,2:0.X|14E.^6#:IQUTPP>XJW8_F/?&^,TI/P@|ER./1'NQ_!
M0+CS5RW%,TM^X|F8^,3?O-JL1_Q7 MG_V3KD6D|\$+QH3)!2C*:VN=?5\$&Z!>NM=>
58IMGU2BL(|-| (BT+??|;O M3P?RD2%="P20S?N:
(<|)5UDFC2>|%,L6+;D1PB'1Y0S!A#?*W"")4IW+YM8P7;L M*=-)M675T?
8ZO59O3|&>'UZR|J?R=W32R|Y3"X?;0G&7+/'<\$'2PDX3|_#
M#Y|KP|T66!S5"HM)9.;O6.G/A\$PVARN:O Q\(&O!):^O<8*Y^,QN&8M'U/ARO M?
5%C3;O*M:521TJE)!ANMA)+B86IJ-43QD9VK9,#9VP4LVGHA!0QH">75ND MX(C@-
<%^K9G(T0UD,Q(V|9;2|JHT*BU9#&1#L75.IJ9? %F|AH.O?@CTT M+,-QHZU?
5=LK:BHZD)&S|LJ;17AHX;^443(F;QE+_30<7|WYC5")I>PEG>H@ M25D1963,=CUKF
8,=Y*BB|ZMSM'5.4K2.=K#'4K6;KY887.#EZ@L&|7QXS| MJ5\$8ESX3_G7^1&S'NW-CI+|
|WW'?7">Q/,%GRL9QM10?WM MN M_!AXL!R^ZRP^!EL@^"YLXE")>?SOI962B3|,JSY>
|)5#"^((-BE|! M 9\$N|7U|F^,OGR-3*KWX%8^X*O+YE\$Y%Q>,7K^
M(R#AE.=G=&E,MN^92>HK# 0=TD|EXJS(?C|2Z_&F67?R2X ?LT_;W@1A='6P
M7)"\$Q32H,6'DX_\$<,^;|&G@:."BHED2)AR&%FV|JUET MY?
EBQ^>)|17'HVG'&9KZ#S"=,^;E5!OWD'5QX8::6/!4\$JQ
MDH%CM_RMT**XMH|?'H2Q|Y1R?,-<|UGEW<;JX'E42,%D M.>QW/B@9?N3:(LX^ZZN-
16SUZJHU4^|/9>&)00^<|C MXU/VFL5Y*GR2%T.J7W>XB I6?
7&XR_G/O.ZJ//PIBL.\$>S9X:OSN8/E" ^7%L+'9|_AL/#>O)_G2#5IG3.ZWFW#^G"
|X8%|8WZ"OJ4'0J?U%E-% M"7O2AUB=X)JE?XHU|CX+3:&KIY4&GEB5H4Q@=W
EOO0XA:<2IV6_/*.#|+7% M>QF>\$M7";77#R2ACP=S"!#/009N 4@W,Q3(N004S7A
P|&H?85/&\$MH'I' MN(|DD8:&YV&VW4/R@\$;*(|H2@L"l310(@U2R-
+#\$(:.51TT8U&XJ|,3B1."|:|\$|YB;VZ.X M#4=C-XOL)'@AC?
\$GDMV5020&X|!Y:77:@ "ZX>W'9W.RZ 6=&|H'?&7E4:D MN>%-
T:='K#2FW/#^Z9WYI2*XW/26Z./>'7VBTDWOC[C|7.:P'ID^-XHVM_FB
MU"=!*3D307OX^B1XH*24#0F1GP0YE+0%|8C|23!|2=#7C>F?!&49/3VM(%)
M4\$!)FM;*3|B\$,K5G|T2A*VU |#BF5^;"|6H|RP*-|TKK^V>5"7@*/|A6OUT;7Z:|&-F?
UT7%:R6E4>5D+DU(N MACW'Q:|BE|!%Z./U0"!| B\$UXPEC"P#=/V M KK(_B^W|1>-UHR
%CQ6V0=<M|H*?W.B|VY"QO+?0S)Q+|?K+1?|2F+U@E,|(%E2OOPP\$YXS0&@/8E_,?9U5
MWFML38WQC\$>2 AQ#K2^&YHE.C-|)33>&(GRMBS!|?!.!;\$<\$P&->D_E%34<9Q M'A&W
Y2?;+|LL9|LDHL;Q2/8|&IE(9C_G")&%XSI\$! M&Z"lT8AJ>;F,H^HW/RS\$4|Y-RG1F#!_U
O|A,>A%!>-4:4/>Y RJ)(7D-KUNCOXQ# MZ1JON(;7F8/@-
;QN#:l;.M1E#:^CAW!M0XJTSIP145:?(M!P#9?3M694N(/& M\$:"\$AJ!<
J44PY7NBRGX!Q1.<G#%G=R0/D;R-E6XL5+%N7,/DQPKK/3H;KA-&\$-

(AXW):E,R+NRR;^C.6CI M W657I=P-+K=M(IY"X+D>7C&?>>;%?
/!+QG5H86B%JFC4PIRHZ;39I1#5|2 MBF96:!
:==PJKS@A\$2A@VV=F33T68T*U_+QBX'PE?EP'CU [8YNKX+F@N<
MSC>FLS=ZM")&-8Q+9:RT6#X, MP4>FM\$^.D,(8 IBUM#B3BCI9C,3|#C34IUAS(JJ7
JI3O<-1V/U:~AW*V4#T#JBV\$D49K00.JX:/SG,
M=CZMFKZ^2T!>&^,6T/%"&I26H<{(\$%UY&5/Z2!,RHK4ZL6!A GD7:W7BL>GF
MYN)D/V=#\PSX0\NXP,+P?+3R^7Z""PWU@4,^3DAH_[0+W)@J"Z6W.UV_[P*W M*:/
H)%&|/:GT|=X.9463>|>GZ?<:&?JJE>C|529CNMH=+Q|^1KTUW,R|MC(8)*LE^LC
A8JRR;L4QW'5O&OH%-A|#W;&F|4#=_+/6KEQ&5--0G|:ZE@M> M#0OMS^L\34&HG^
KUEZ!|X&AKRVAI?0VUKUO@:
MVONSOM<0WIO/'E|32M;@N"N5=8K60)LUT.8S!MIDY+|XBBV?~?U7Z<)J)&^
MAR|*UL_9,>+*.6_XT>HF;K+1:|")HF^M)^V%\EIJF=,_ZFO"(F>-N"?4J+
M\$GO720@L)Y5[TL|J7_XW|RRTW8A)HRVZ+T27K;5PZ)OWDY05C9XJ|D7Q)H/1
MQG<>I8!)+|F>XQ%64D6J*DB^3%Z#%U|=#=UO|>;S_P'!0+,\P%T:5@JF=4X_MOLPD-
0HIC_L1)B.|<6,L@^YNGT\$7X?J7S0(<6O?MQG)H^17TQ%#%@|^QG4=H
MV7%B>3L6^G^9B%7W^1)CT2ZG*QFP/T^\$|CY?8BPS*='8'<#D^I%K3Q*V/J^M2Z#
<*D@S\$&C|A6MPYAJ<:8)33&|@OG0|CQ2\$*37WDL;?&GZYAE|^@O#+*9P# M:|2E"-L|?
EKT.0\$%|G0|/\$&X4V"Z89+8PVFFU8T55O9UFBY*:_!A<(5_WP1
M&S"C"V4289"2WK;4+G3TK4RR#ZMXH^MRF03|E%IM+G(|'+)3+(5EY&>,|>;
M9I*M^/2:@,)U,PG"+T,EE,C1813,+2HG_\$^<1B-YD+-K6|LU_6)-OZ_2W#O\$H*JL
M5#%+G'J'+S_7S6L"QHS(%ERU2Z"|ZV>8B_UXV7->*&&WKG=*Y-\$M|J9+VO&
MRYKQ8A+EKADO:|9+!Z1??D3/FO\$R4<:+PKI.&H-KSLN:|W+A.2|SLC#,3V>9
MPKNSYKM,\$A_Z4|+900VO(WSYD9! M^/,PC<0E>L;U7'R8ANFAUI%UD:!
<8%,@KC\$H#PKS-P\(^/2\$3%*;)U)_. M^EG?K'?WF!RE'U9|3C<8YD)SM21A-
+=S#UN'S'P+!X:T^(!%\E#0B M&#CR#C_'C'F_!AY*G|_|_95|?@V6:~!*:9(%X^;|U.S-
MW_WHQ&OW|S)'N-7JL>9|M|_|+42+UYS+J=E!|/A69-\$0*ACMA7%TOM<,G|D
M|O4M|..#|Y%=CEW%U_ZS25"(,OE9,)"N%"63;-(0ES3T9:K\$4.\$|D,5;UY|
M|UHOK@=:NK1K76/8R =I8|O,RQ2V*T#0:VY.V_6=CE2O=4:&I7P2GF#7GYC-
MW#>|PMTVMA0:%WSBCC0N9,%@W+\$HX:|L@NFMNI%**F1S|H#|-6F;ZZ&%PH
M8TY!5!+S"V)!8 (Q%,BYPM3;|0^D\$;B,4A>:*'(RJ5_0:1B|L5?)%LL,\$*0A
M:|U=I:\$BWVF%OFT(I)D*.C+XA6IK"AK61)3Q\$=?=02,3-@S#B>A,38440TZ: M6N1J-
5O6&4|=>&5X\$E)G':,+U8PR;N938FH"&V6D#);*5)9'PI/>ME%OK5E-M4L;@O.=)
(B:GE|7A|2:-F#*2)C?=#1#SO",|<="K^M^MGG#DR<|8TEE|3XCL_BL,\$2QSR4?!0"(?
W1HB)QV^&!W/IQ=5H@N7RPO|1C,6+SQG?,1 M/1|CN.3@'Z<@LKRO89"<(EC"2|#:B6-
\$W-|\$!"WIXS!1XJ=G.GERU%'ET|M
M)YZ>JRT7MU2R^<%^/L!6GG|BTW*.)"NJXP=,9J\$|@%4HCB.SOW"
_W^WP!'8HGSU3':TO%CA^\$R_M'T349V8#TW8PV^X^L,3-+EJ'KID&QF0;
(#UM|IR6.K3A+XK%K5+WT<"MO2?'8 MD0_U;YF^M_79O6?+3|-PW.*W('8%EM4?
K8Z9#FUP26JA|3QN<;1I7.Z5&+A
MLD)UN<40\|6)0)V/HJO@^.+ZS2_CLN>>A7!CRC!'Z4B_*|>L;&XR^&W|I
<|J_, "J.BLL#&^9D MBKF*HH^5(2|9KH49B/"!CVL&9|F-H|)N^Q@&<'KCCV?
+DX9|:TU=###X#)LQ M)|H-
@^_.UB|WE>96A|3|?2E<.C/'CFX_!HD?/WJ6C:ZX%+\$;V|8?;X/P,8B!
M2%S+|JQ*8E\$9'67)2")_S.(C*=T7E#WN&LQ/M4X:RW3|"2|GR@-"P!(7#CCL
M3D_7E6>Y#7/N+*|<&4,W|_"%6.6D,)-=6=\$A)|:SMV_3W5BA'R3QUM_8!Y>| M<6%
|NW|@|1|A_V|>';I@Q%0Q_DL63#PZI<|L:+M'.ZSD-#>&C9^8\$G(">LQ"
M8!48ZA;FKX2_'=U\$0ITZ|XC8P:~L_/S &XN?*""U;,>&W*8H @>0-N|8|N*G?
MX%) "NV/Q?:I&\$'ISC4W":7.-58),A%XHTC%Y6D&<KI1SCDG,@^&X7CIPH|&|
(20QIK6\$6|Q>:CX>,F_0:H/I=33 MYKD_Y_H!F&(N&"\$ONT*%
|EZA\$YG7EM>;BYM/D|+7Z2!4,|T)0,#_0I>""M8@<09>3H!_\$(5/F-Z73,?XX1GF-
X|K|^B)HCR_M,+|HERXF)X@&F01W1"T:S>_0X_N5:9|!K8_4X_N'=5&YE<\$LOK?OZH
)S6@8_M_NGHC5@?C@|@?<=_OL%YD00,|:"4VUX7L7-1PB6;>;EX@W)LO?HDZ3+48O
M%B3U\$/A!;G3"BQ<_#J?_TRO-0#DXQ<#H52=Y"H)P_9-4\$Q8MM9VQK^;WRK&
|;HI@#ID:Z.=O4^V>,)RV=N@LP&O5V|;=#")X%_C|ZR&V,7 M|U1J7-
WM3*M1A4G!'2B|;77"XH3TV41 @RA&E%9LR|,3S^HNKG1JB5C<_%XKR<>U_/'*?
+O,?,T"70RE#V)1C,8:M,*5Q39S8&SEP3DS.IOEX:36
M69(!@*I9;|FZ_(TYKI45\$S:*7N5<|Q;U_G;OOG';N>6_NMR|PK6-\$M_|A3Z,
M>@SH"2MS^LQ!_Q&V-H&=38X)=WQ?@Y)DNT;|W(<%BT89";%0| W|USR|)9>2

MA.!1A*V5XW[W 7:/.6>.VQ#NS=I"E80/L@&:1'YWX\5\$!7!A6Q;_# 0:CD+
M_AH\$S@_7.1M^T(?&DTA)Q6NE#N@P@OFNU^9[V;A(#6 MLK=SZZ3N8B.Y?L>'7R-
09>|8T.Q:&+41NHC0MDW7^E#UW+K2(.2DY5E|@2
MGEQPIJ!8!4\$1"N\#/:YRSB'6""^0W#@=|=!)(BCT!/69AI,J/LL35<(I_->@<M*!O+!S6-^?_?
C-V\#J=2NL7_3ASZ% CZM|E@+(#2:B'O<275:0QAS\$ 3EE.5V0>95%F^#9/2BW%_J'99>!+
(9"X(A=?J*@")-7_PXBWV|RD,M MG#)-^=F:/;R6?)QBR&US=|!X:N>JEI
MXEFF9"T7Y+LJ*E;@2DJH@IT+BLJHL 2?S=<1)CY1 M=-S"!IU!ZP=X<3H?@Y!->
S""^PM0!-R|NP"9-JK @>?QZA1!%1QC|%.GD(RN M>Y-(M|L(NEY2B05GC,E6WQ>?
B:.BH[G18T"8Z#N?0!24!X'CJB8Z;.G*I# M4&_%*1R|V*=WOKR\$0'5=9;GR2:
(S6B^95!E#>&?ZW:X|-|7R|B|_@C_W/964=(B!WD@|T0.^RGA\$H&
%J.P#M0^C=5J2G3ZNK#A5/H^V^MU)T#
(TE*KBO\$Q:I&RTAKWKBI>J)J:T.DSF:\$RK)+U*TA#Z(YCL.BH8GU M;6&>6J|,P=;JRM-
C1|!T&7=T%&4-5-%:=X"Q;FOF=O?+K=5PW|R^*|4JJ^6 MZPN+N%!'E/ <-
_DIZR=CU!GAC>|P*2D-4Y74*,3>>1ET)|@ \$W|_T\$-)WA|00S
MV;Y4(*ZD#OYD+K9&O5P4/37,J98XJO>Y2GQ/4(OTZ;_>|&:5QAA:&|5"0;- MV7K-2Z')8
UB"3JWPS/C1QU&?;/"/QBG6/..L@ZD3RQBL";F5E_#9>@%/ (NW M#JP!!09U@/T*-
UAH>;R+^='U7>PZ\$<.)KH-K0\$Z\$'7 W1V2V_YL%3=;3)P<4 MJ*-B<%O#%&8@;
|#@TQF#_ =^X7-2U_\$*LAUH+1J!25I%#|H\$JV;1 ^F,D1/M MI|\$05*":|CT+)F+F-
@/A_A6/%Z0Y|>79(+3;L\$4_N&2MD|M>|WI:/HDVB"TA-A, TN/FE_EB# +X%?
=:W6P&&VS"KR;7=8^\$S\$=@_MF03WG?|&1T9GHVW&G\$QZX%/B)&3;?
9ZE;A#)D^4CPKTPQ-LRC(|<_|B;9>_M!/|NL4Q5+M^OIJ-"D|-D-?|N@|!"MVH-P09%3QR
DZ;*CC GO@HT-9S-DTMJF MYF"\$+%M2T1GU_F2#Q9LW-X(WP&F|#I*7>)|X>;M@9|UC
MQ4(L_0V3 3%Y5#|CL:&@3E2Y|2_4S|W(G.@L\$'%|'C^XZ1/'>)|QH'IN-QU7T M+
"Z01HJSZU!R-|0"7)F1?-QRLJ,AUX34K(_1M;_QGNJ;V(/)C&W426C:?
M.XB>61Q|W)"*NF):J|BR0'SY*PAXB7-0:-4W;2F8DJ34O2KG6W"\$ \$49SG6O
MN%1SYX.>D"".:95/0'/>SJ&'6)*R6E:2.^W1ZVB|7|&/;DERH=XZ: ^ M5+|- M%DP>-8,GA'.
|AQ7XV2CCJGX|4^|PU0|MG\$/?87TZ MYCP
KX\$5|L@5<1#PGR^;:=151^"IC>8(9UW:5&NG%E\$TE&@@!((>;Z,OKN>E
M;M\$KSV5EYO\$S>?O"V/21U17/;OMA??\$S>BY&H!;AC!^Q9!1Y1Z)KAICK+K!D|,B|\$0(
M1&D M9U06 |U=D*TP(+QC/5X&"\$HC6'4=D7A|=';%= \$"2YZ/|F@=V<%IG;E@
M;QV=*!\$A7%I3E|NO83\$?XIT=5YN<03HN?_U""%:UQ'+A|9H^?2&(FI-
)W)=E'WWK%5D:0%P>AM3'+OO|MZ?"1TS!|GY78!AQ80/ZA UP= MW?
HXW\$^F|*)Z2^3"EFF\$|I%4|FLQR|6= MOGR:OK9#6@AHYV5&YG-
:/N0F%|.9MF0VJH8S6+@=6E/'WH)N'EO!9G1:@-"V MZ/E@-3=*:S%"P(L|K)K "B<3
J|A+^UXVO)YA\$|J>#XU0:K/FYA|B)V3|4Q# M.(0^EO4@\$DD=?W<9E9!Y9A:Q(F:-LW
MGH10|;|(3\$F^'Y%|<>6PVQ%4!;.:039S'KJ00>#|<#U/<;:H9^(O2&2|H7+C
MO%F^;5#YAG'NQ:|(TLOXH9ZY/?_1Y:;\$|FLY;Q0Q|?B FS-TE278:GC;S\$9 M-O-
;5!T5=>QU3#.:R<<|&&5UKV_!9?SW ^W/(E=^X/7-8DNQB.(Y<=>:F^J
MP=Y|>.,0H&8*0U==^!B4=%(A<=>-S\$YB7S\$0UE'E)UC4))2KKTUCH4;S#;!%1I
MV9J&XDKG)2-|WP<;2IJ.^:#+FD.(BO(T-T7K+G<9M<-
%H.VN;:8MG^|XK87=4".G7B|ZFFZN+FY)'CJBGU5DW5:2.IZX>Z"V)|J M(?Y|0ZHP+6.
|1PDL>@X|QYC A:\$'9Q#65)W@B2)K1-|5E5SY79:1;J|@.>|Y M!;A6
_/4<346^ ^JZ#J:11N4F:|8\$+XS'O(A?J4L&7|7-XC'|RPH!S1HUGZ M1:.N5/:E5NU%?
(G0|A>)/T TE>.A"YM@-E!P|0'F)<&B1021E6<)Z2|ATE%H
M@7O(BLM9E\$4YJ34/#@2IKV@"&M3YM#T66HZ:13KJ()H6++@<M=)-:1!PS?
66@TTFJP|"4+*H"8>R7W?L\$5| HDJCILPMQD7G=2|2-8/:4OBQ MW6/7= V7.G0/'V-
V|5M\$J/2|PE|<@5).Q M84QR9(XD.ZGGJ^2O\$)B3_ ^E/?Z*D)T|NJ!^P%18SGRIY0>2|A"?:
^J(0^3 MH3|- =VY+WK|L?/?A+/D|H:S5!UEIA+ ^HJ:|@*
3Z^KZ,QOP|!'_GOY;_ZA:#.;YW!|MO2)C_ ^KD(?Q|TJQ/3_ZTSRA>K%#ZF MHM-
>'7R4MYF&OGG0=MGH:B|%.=7;+@)|&N:QR9':_@T7@6IECM\$\$+|H(I(GL
MA|,39/.ER|5<*:0V(=C%X|O8|7;+W +<:*RBX!11+3#\$S87AYJLO#|%J6|N|
MF%9^R|C1'+/8S)KQ'G.|JB*(M&NGPWG>?1&H51F|HE?
KY""^_.1J&+7FUEZV_8^\$1BP(1"IZZ#_Q7 M_*QR1^U*/>;2|V|6G(1|K|H-
M@LX|_P'P.SN! />V+? CP_F-&H8%0M_95:X M^Q\$8\$T4P/O#
SACYW+D)P'|B1|L%SA)B&|0(((\$LT,|S\$D%?+^I7'D+B0WLP MHE;(NJH!BH*;C0<
_E2!@&>+F0"|A+18-X67JBV1|V|G^>R!
MQ9A/H2EN|8#CR)L_#V+U;DVCP,WN,|4HNA..H8^'S"|GVXN"C=WYW@-0, M_|D>V4-
R?,&=X)|8;9,X K4\$4SAJ((FNM\$Y+F1"P.S:">/LZ)'_+*Q%"M(GC

MT'T!XN'U[C:VS3Q,A\B:S<.924+[@/T97X%32+MK_#2FZU\B@!N(B\1K>|2
MBS'*CM0MY(K=UEBV4>,X="I\$PWCKD\ELK[E>-E'<9CPKSYK|>*R|41N!O"
M82+;&WP>;M)M\$&(&)=4,#N[X|,T-^9@*C(2LC XJF4-VTZ.""ESOH9PHVGA!DE%-
I)WR"2H'++RK>6&OUF>)"EA^HMD=(24KY;Q%E^N\$;/8Q"QM8H9J!|EG\$0_WKL;-
XLNR(6C1|.\$/7-009*B|^/W6.@ETA1^_M|VH&@9|R\)&@YXN-
;!0<=#,U|8%#EJ.G39X52:R@%WBN@RIPX6|ZCN&?Q|,| M*3K7X&|UJ/?/-D A|
RYYP4_L"/@;1!> M!E+O\$^|YAIU1)"UY>F 7_=EJ*80 J1*9J@5"8M!TPW(A/#UFF-
"^*UU>RX MPIE2R:
CQ'I5R7P*/E2=IF*|%+EN3Z#YJ+9;==J'EL*N0.6X=AX!S!KS%MG)A&P MN@"R^*|
I5<+JNFL MGZ=50XIJ(1B;NEXXV(=VR"I20?Y\,N\$6;+; MI3BXF@R0Q8=SY<
W!MW^/V'.PCW_P-,RB+1?O MG6>,O*0/>C|CGED1.P1>A<-5ST7W,*BYU/SVP|1#0|A53Z
&B"O!MF32R.*C@ MGDV13SYX2>_+2(Q0YJ<99_F1MTV+MS4W4&?:W+-)SUV^L
MP5@,4;VZ0YLUS/5?N8"2S_DPS5?>'7"=^YYZ>[*YY@/KQA0%7,I%_ '3@UMH
M1)9.&EGIS?+,H(C&K886H6<3XA+Tl.#*1) M|VF7X\6!13XG#?^; V*)DR'"EO'@#
(_#14OE+LV(J9R**X#HY).G(G@+|: MKH|9K8^\$, I2(N;/>I_)G8R3#3C#G?N-
B!B(A0BR4HDF|YYO.PT%:(;WQ M3_GX!;?W_LD,F#NXZ=31UI"9!OKN|>DR.?EA?
_7_YZXR+ /0.4LZJP%U6^_O_@ MYP2\$)WB:J+KL(8!ZUE?#D0B:P|P)Q@-
"BW2|@*:@|=\$=Z?6G.-)0LR!PO6 M,KF2S/!C)0@L-
0#NR4^6X70Q!WZ&5QD:8D<8@7F4|0I#EB,"F4Y-E E>0,UF
MU|U81^|SS30Y=N4WC<@6S>FT>S40Z3_@D3XC?"*)6STJD|H"\$|=3FO(Z2| MS'9D=?
M"|5V./):ND%U7.4366Y^H>"9Z"),2_F6:;+S(0ACWJ62(X\$|7MR M+>&|P |H4N1.3?O-
E9= / ^*_/HL*)15-B6\ BS|B1RPJ=Y1TMXDT2 MJPE:/% Y" _6Z>3Z^P!-
MRG|P_2#MFLM_PY^8QPA_L%U|CY>:8_(-+#+^V-#P?F.;=!>|><\$'8SQ(M-
FT@^8_X%M'P'Z'">EVX8ZX?XGX;W? 3'?PZS_ ^0Y2|1+;\$,) AU7|, @.>4# M,W|+_PZ(=-
GQY=QDC +0?9=CS<8^W_&?(3RQ8*;1LX(=[R|MCGL30|L^ ^ MBZ*\$.==)"%OTR-^0?G
AVL08">DZK'|A|!S?7'HXN&:1';JG+#+(L;=Y|WYR MJ_"VCZO %B-*EH9-
T&0M|ZWV&+HVPUIJ-G|WB#HFCF);MIOSJ@7AA^"J(S MN8^Y8AE?<(9
Z@T_!F#;I;&E;=R.L&SNB^5AF5A -7MQ8Q4;3-YNW|B;|Q/ MV#>&C73/QU_P* 7,B<.:?
|&_17YP_083\$P/_M^JLXS?&'|?N&X.3&L'?K5>, M>X:?'<>@IA%5> Z32\$)=\$ZNP*5?
7)|OA|6B@B0NYV=D<-#(9ZQ_+M.AW;O:J6"AV/S\$XWL2!94&\$?
6!9FNK/"5Q9'O&,RG.=KEOZ9HZ7GY#I= *RX MSM*L|1X- V&-X&L_DB1H\$ UWAR")+
9<#C"3^<^U67ZIZ50>L|C23PC|F+ MY|K/S:|MPJ?Z E)\$+!%+ #9_18L2EY)
@,I\$9!"5:K>+UEB28'ZS?& 5SC,+ MWT LB#;9Q!PRZ>/9A:@V0&|>;3="0?
I)BMG6QW;)U1;Q.4@: XGRPHUMPV_I
M0E<'9.1/C!>=V04|9A|!%Y2OC?/F1D'XD>|8#G6_N63NS%;9KWZA|5P,N&9!
MAXV^9"_:!5>>BVILCI2.D|A@HUV"@*U\$X0|\$I->K)(KAXJ_?H:H1)#G5R_%^
MN20QZJ)45*5V GE(<*NW^|0.D-829TYZB6\$A4WX(MOMBVYPRS*X?LU<6+@VT
MAFFTZ/"0^<&U;:KUB62N4 UC DM T6DJ8OP<6A|>LC%WF\$).@/X-9 '832!>
M@,*&3SW"VYRJT*>0U)LR%-TL^3<|+3:7H)'LMIE/I<)=<>;0|N/EN|\$7O#J
MVO=Q;4>%CTAN9)J;:'G|A<66"%7NTHD#!L09%#)BD'"QU&|<),O/RUM_8
M|Y>EI42W^P<69X;6S+AZMC2,OK Y/.<9E"4\$&0_ U6^!
4\$WQ';@,N6X@&+4+E56D|_52DJ^2*_P9D'+9!3 M ?2L1JEGE%&0|E2|.%
|SZ2>>@BPQ?O|A.#OZ, ""R#2R^&_WB4Z54 +XZ M:U4C+&0,F>3EQ>%Q.@#+E-
EQN>;B|M|(\$G90N"CEFB)(YX5A2Y(#^FIOV9 MPKDETBXH0O2DWN_!*YO\$C0.?:7-9A&
|T1VZ9+(S9):V|=21|JTP>KE/9RLP8 MC=86U|Q'VU*V_TS@|O"V?B^"S.CK%|[\$?
=S|KR.MB_5_J(120%O"=V8T4L M6\$T!5HP@R5)R^QI7/HN@+L!(%:
|6822!S&AY2G|>"N3I-(IZ69^_IY =M0"^ @Y>J"5BY|/8(F?N:|6M0DLYZ-
5R#_%|P&U>Q@WTQNU^9|WG^)EF;8,N MB|?4?
|JCHAL:2|H5NSNXH5/V#::0S5B@)O=X=3;J(D|GY@-4@!S;B(|#'|D
MY6N!!!Z#&.9A+55X9|1/"0#&@#J+XR@LB7I_184>_D"&N/,LMZ7I3OX8,K;5* MM-L|?
#O+G<55/B5^1H(=I2EOZ--|38U1|JN'X\$D'D 3H"?LR|= #8F'LP1\$J&
M>@Q)L)XM+'.M<0=O@U|#5^BB&E/8) 83R*MOZM&Z*+H|JGT-*JAJ)Z^,S7#6
M\$^4^X%WPA3VS./8 P3RQ+@*X*1VMP0,T(^)'6IHSUNLX|9 M6
JOS%2E:RL^Q|3/^4HR)|T|AJQ? 5UG5<+A;2"ZD<%:24;C+>>;2CM*'=^2DQ;/>E.%(M
MZYMD)E&%K/2-V.M9SWK?<1))M>TJ"\$|!+,,V'N|G'<-|DB558'YYPQRA/Y|H
M3L,G|H/PB(*,0|^|,5F^1,I(@F\$0\$<|*Q3;219(F IY+95!1EF*C##8+I<+HV< MEV+>
@HKN-1VGXLGA2S3?2(I<28+0MR&CU889_ ^H97&EHBOLO ^GX(-_6I'W
MU7,V&?)HE55^"VS+88 Z5=E BGEC\$+;!2&\$X*F^L%IV,I?&R\$A8(&*,V QI6F42XI#G,

M/8-MX_N)Y17)8]RQM<6*LJBVI(OD%:KT)YB#!2Y68*DM\$! M9TKI#19|38MQ^*F-
L>&XGFOY,B=6|7N:QIGZL=Y(DB-T|L'D.3XYTS^;RO|M!6E=DN_0-
HPD<\$7+AFNV9V%8V"N*S9(^)QO>U;O|BOQ^T)IN#A>||_? 56!P
M^,#B'T'X1Y62I8|)4G!K@|!ZZ<4.\$RK:)X5:,GF*76X0QR*+:23*G7_S;O/H M,:'?
M!=\$>JHW%GOBJ=#!*SN G'N E|>OE@AR">E')OHG(:98Z#G9"JG>DAD MY^B9*)|Q
04KN__L;=Y6B.F;0&W.!>I\$Q>UZS&|I-VJ\DJC_4:M@:5|ZAA M3DO|O)G(4&J?4)C(Y-
FOWC:W43""#UX?Q1|8?L@9%A>P?)PMU+R5H?V*2=2
MV>..U3BP1.&1;V!1HK#L%UWF5M4HCZVCR,I?>M7EVG&I?
6;:SZUCU'J5B.K.2W^T#\$5NCR)Z#GOX/\$N
MU_7+*OK5M;:Q5B.GNEW#_JYX|&5TAPES6+3NQ!GY^3S(1PCVGEL2%R9|'MOW
M*VP!X!>;7D6)AX*@L,#6XZ|*V5P15LWW M87\$|5:"#O_-%@DN+XC;:84>A#9_G-
L,39*N/4=+H"4=0)(I?8#C!5M1!O M'|\$\$ N1\$S^RO!MD<?*0K1?
T4(T@"9(V4_=?,V;>,\$L/6H*N?0QR=VM53%#IT_UU-4>E7>#2AG-
200.1K;:6015CZ)GE^ID34RK<|C. M+BCG#@U:PJ#;|)I97A8?E'.0|
|X+'I\$!K3V5|AQ24+JB|D)Z(XFQU1SA|NY MPG FUP/&YHC%F3I#|GP GP5N_KF?KCB:IR?
P6>24+3RTA4_B,)!A=G 26 MQ|. *OEGA'PP%O3Z.AN8:YE#W-
TPQ_.5/O_PBW7C5")+;+|'.M(I7DP;L2QA8
MS@NS?.E>J4:0!"GO2GEKV5Q,K'F)4|)@M)29^W&?3W\$C/G|TA|8LTUS+2H* M5KOL|
4D7H=;:&%;!%.+BGJ\$|7LN5@%;K+').^U&ROT/E!8SDQJCPSVJ1S;H1A@
M\$+%V*+>;ECNX#9(PS<4>MYAOH7)(C*=/H1TN?L ^-R"\$4X+_4,|DS S|F
M*F!9MB:3K,C_?::3H26-;N^9!PA;1B:G\$XB&H4+!TQU-DOVJ.D3,TA%BRCE M7E:PQ-
MJ=7QDCTEN5<?)?1? 41RSA7W;@N:0Q+G+RU5R1A&|/I-?@_W)1;K MY+G" T3?
+P=+9J82LZ!/3?06R>D.'1I^#^S9T6|)3%YHHL4\$RA*3H
M|AO|+P;:VOJL62M:^(PD&,K^+-5^\$T#4445A|/#*M0I4DXL5J57Q3'5?8#U1G M),G-
:6;JLR.W>N>9^BC*9;E\$6&^&FX@^(O'5U6%Z>;-=/V:O+%QZMY_=|_A#
M6J544.2YPP0#|KZ:NEV1.(JJ)>)MUYM91P&17.-R*SM/NNW?+++.39<+8%4C MZD
!U|*6AD@0KYKU-(5|N'-@K+MWK;:L9?*BY,8OE^N&9|'WCJ28MR(T=OQ7 M41'5-
-2>S/Z)#?(DC7"40TAR"65N227V0&=+*F%UFT/6#M3!)@A@
MIO8O\$.MZ&Q9%BYASS+.F8YGOXSGP^%=%|UY-OF|?1_+2X08Y-R^GF"L;R|
MP51R2\$MU>>|4Q+_SGB8HK.:HURC!PWL!9BW&,FR>W.DB0QS?|CB0OQ
M>;Y<#JJ!)53VUZUR@I?6?S8WN9!8R#)?9Y: ^OXZN83L:LJM'%N'#'YZWF*0%0|N?
FP"BQ*_&R|VM4=)99/'A=2P\$ MN%^EUA!K1UV2K-
2K<1F8=PU4*I+=WU|IZI65GI(\$I60C M;C6XF#1>*@')O>;2/7\$|+Z_1X0E^4&?R
M: ^_X6>840-.^(PD&/L!&&ZY33?^H|32/=V1PI==NFVW^UP/X-Q;5
HE1|JTR!SZC4"RO%P M2?6I6B"!QDB2;.*
H;1>'K++C!YNHR7"LI:2O/7('!^P%N0^JO=>X:L8(|- MKA#|>,,JNS7)BOJ3"\$K'SZ&
:S)@<"H>9X,PUN\$%#>&? "5|>UKB|M;Y MU!"^\$D>DMR_HLGE(TA8*&VG4E56OC
29|JWG\$1V%S=VE%;X\$%?HD3XFN9,U MOW)58|HE;,)V%!RPF9C-K?
%>\$I^#UWI/KTA<*)QA6D2#RQ&D1DN4YLO)Y+E M1D@"5CLO8M!EI#@!|I\$ _C_?
GRD!+|0.-@20!E(:/:*6-J<93D2(UU;,@/ 69 MY|UZ+YM/14^(&HE:U-F/L_ZF5=5/,8|D'?
|>A'^@_IHJ;+700,E#J J0D)"H3FR%="J9F|1SZ:C<|?RK6Z|LH#&0Y-G=
MZ3>2|M^"VKS^T|T" FJ7E- 8O0P5AHT;HB>O)|_9:UF/#+O1Z,;|TQ\CD,7
MJ0|A0\7*0X%(1*.7(@;4MBB?QI=.4^H@6_WWZ,L
M" TKE">NT#|F;:F<,+GK&YQ;|BO|+\$BB9J97|6KI-(4>B_RO?T9\$1/:!':W_M_W|02P,\$%
@_%81L6=OBT.+7" X3X|!V97)I+65X,S%?,2YH M=&WM6UMSV|82?
N^OP'&F'7M&DB7YEE".9QQ7:31SQDD=H.W#D@N)9R! N MNO37GUV
E&19LN7\$B:U4?K!-<@'L+KV>R%Y.K"l/N)G0Z_O_B7G5IA)9QU M_ZP?M|JMTWU_B+
H<1HJ.O,W8BX?5.RG5?9 'CA57_\$6FNM.69|>0\CD76 M#|C+?-R1(H/Z \$1_8
/6ZNRX56(QK;:XIRZR&,9!-:"3BJR2;#;:1R+KY,H(
M*U06;)#^_5'WJ|0R;BSH.R=^J%R(Q';09-(
M6X|0\$M"l.WA|WO7>|S|W:>RS4.B:>;AXA?;S=6|JWW?@J004(1+@^X|CSMR
MT;VZ|KWM79Q?|HY?L@^?KCY^..K^|9M?O'^Z3+X;LLW+(U:?=EGK@-=;A|M|
MC|V_80L,45R=>|YV+WX=-6|HG4_LNZ?%^_.+W_KLO.+;_)*Z|7! MX?=EDH3\$?JE?OLX-
O1|HFO",?;0_@3=K|\$(M!7)A-D|M&""RAL1)(;|WH'
M|4GK4AA;|PDIT!U"G7+0.Y4%L3"YY),@D3"^Y:G_%896J51Q0G5CN;8=YY,Z
MS6^"D|N@'_+>S.#AM'!R<_/Y4|R|5'2L?U4
/_'"P&R%\$1V:GL%YD+P"|I^F5:S^?/"A\$|S&#;:@0V:A@)&\$"-*A&&_%V@:.#EA5T Y
M""%,9>ZMTREK-^N|,)>P/T,*J#&JLET6-SA15E\$C,THDMNKXENMH;@*XW>\$-B

M0D\Z89\S-9(0)Q\$T#F3:0RM6.%.F+*-17&2,9Q-69%87@+IRZJ!"F.,LQ2,M
MN&0)C-"49BH5EEGEY6X)9!"!,5Q/2"3EGP'7G9O3X+D8E<\$E)84B6H,\$(J&C M(D6Q#
(>C)C%HAOZ)!LP4J&LV?@0:RDG(@%08B3D)NHL).P #30Y1\$Y!FA?!

M+E2,9@YQ6,S"R;P;MA1Z"@H=;#*%@"4B0Y 2WF>@K"% 4!POZIGK(DMP^ ^94
M^>'_D2QBG!./X? &D)T):/RANB'%%1RAFG2CB;A:51TIB5E#62*"0*())\$4
MXM(M9YP^\$3<#ED@U,A7+/-01RAJK6\;H-<;M:S-D<54RMS2=LN7I^#>+X0;P MY?
H&N'YY,6XW6ZIZH1\$F0S3JV21.#AKMEST.LOKL&'!\$K0@D\$1@9H>H@@ M&M
(\$DLQ1%&8HE,T-Y+*%#B.UM=*>K3G6D40XVG#=#A'<,2!:/(*[XVC LSZP
MV"U!^5Z'DQD() +D1V M+E(2)2@O#;!Z#9B4S"/2\$QO;+&5 6F7? \0Q'OY*C=.GEY?/BJ?
7!R>-(^>B06 M8K' &GX*QAT.(+1)4WW,Z5&^5S\$"//^\$JL0D#4EROY5\$T5&B= _V%
<5\$) MI2!S\U %/(MG\ S'1=T.11F6N-J-"K8R7=%%@;,\$=-C)(BYM8I&AH1"ZX%&2!\
M1NFB=\$8S%8:R/+?Q&)<2NABF#*!%"F,F#WV+I^H%J;M\$CTH8B)B)RHC%-\$
M1B07FNHR(BC7<446I* _@H9#"3BB 7+8L;1V.5XXRG04W1.?J.A?XQZ5!>:%S MI*QQ^7
4(3*< J!"ZT.&.:Y\$YN(5R&E+(!&L7CTI<>L0.<;>+3^?(S^C#>!G M=|AEX6(-
@1>2!"LP,438F265U"S972-X^L/EU97C(P|\$P&=#1>JPJY689WP MSJ?20
5JNV&/'N0'TZ-/F64L^040\$&4.I7#!;:H*?&8UDUN2O+ MJ?6 2\$?HHJB0A.VYW*
I9=.FREB\0, 4<#(3X4Q _RX\VUTU)D&:8A1;\$"IU MCO"%KFU*!=6LF&JVY_4:<#--
A2E^_5I#|_*|G,>2-:C'IJ9XXYJQ175:|-80J%MGFRSL\$)L>4 &?*M4G*G'L5ZT2IMI
MUNE.X)QI*JP%N"MTAPH36Q*(!6KH9ME%3B+4#45B _\$ME:|65P-^%0 /NX|FV|-L|Q-
FY"U^9<8B&\$+A?()NH#4D'0V4#VG|!C^13X^3K#96(/U:OC^V#(WWW8|H M7|L:
<3|^>=\$Z;G86WGZRKJFTA*;T^FTG1+""=KK0N|>H.HG7\$5E8"^/T8X@| M4|0U\$'?E
28Y+F|P/A.TY2B|@U8/|=|:1<5T-7JU/?RVU90C2^%4"J^"?+#
M5|36F#Q"BI5&HHO'IF5>&Z|8=|!H'W_9R:-7#3L;IP5KO& MVLWV_"N-
2^!QMO|9A)LAHT/LNK63K2N8>7V4BG5,,I1 7H4M6&W== _L+|RC MNLP9_X(MX?O
9F08UK!O2>QH|!%NN6X3|67K:&;9IA:W>P2#P0%F>*5AJ^ ^|&_I<+E;:KOW<5U_\$O|
MD"?ZRO!;|>V6|HGFVKTY|T,|4S%48W;.,5GQ|H7J6 _AD.?6^--ZU(LX7.KUC|
M/'MIXQ.R^(|OMF>|NL%T|RW=6;947>/4|YUN7L")_6EGE=^\$>8+>#K@<|8EQ
MF_ 'I/GV@?Q;3Z;|HM/W_4\$|#!:0 (!6\$;%E)0)#@!0D_#0_/
M=F5R:2UE>#;Q7S(N:'1MI5MM4|NX%OZ^OT*7SN| 3!+R NSB4&8HFVXSLY=V
M;:JS<|_<4>QCHHML>24Y+_OK|SF2G8200&AI(31| &P?24='SZ/S8OED8!-Y M^@,
|&0"A"|L<)*..W|56TU:LV3?7^) ON%Q\$E?11-F|3"ZYV\$ZRN1!HSG M5OU+))G2EJ>VG?
\$H\$NE5P'!)OFTI4J@.0%P-;,:|1TW2B2&91 _5\$4:P3BH MMMJ)2\$O)>JUY*
)VIHRP0J6!!LFM& *V|G'UJZ7K.PC5JFM&O\$!/(UZ9MM> MK:I565!ONVH?ULW>5I
M-;|3RT^|=UFCQ:N-@E^ ^Q|Y?,WSF,RCMO6>|=YWLUS|?..^?+;J;^<@Z?YV_ M.
|OXK|Z!.254*8ZL@L2FM\$NJ5@=XI9Q\$)DTD^"6(XUO6 M^E|N:.)12'2=4-
99KVVW9VJ5+_)NAS ^3\$;EEP-JF#VF'KYQ^?RJ3%Z".EHVI? M
A.K@\$R5\$2VR _F+U+EA9X8|IKUSVJB5YIYST7Z81KW^XT*3P0:-N!#8!J& M
D80(4J\$87_D_.'0(0IE+V5NF\$->K5/YB*V9^@A54I5%@W#6OM*;HH MF)B%%MT?4UT-
3< 76|P02)"3S)AUZD:28BN\$#0.9-I#*U+84ZHLHU9
NG+KT\$*8XRS!*RVX9#\$A99F*A&66>7E;@FD\$((Q7\$|O).'7@:/.
M|6GP7H3*X)"2W!&-00*AT&&>H%B*S5&3"#1#^X0#9G+Z-6L_(@U%)S2!1!B)
M<3T&ZVPD| G:##((G8+4+X)=J BG.<1F\$>M/YLVPI=!34*BUR10"%HL404IX
MGX&R@OQ!<7RLYYZ+;:MFU/VA _^',H^P3P3^' (K2!H!6SXJ;XAR1\$4I9YPJ MX&P6AD9-
(Y=65D@BERB 1%*(2S><@ MUV5<@P,Y@E;T)1 8&>#4^PBB_4@L01=%+DINL;IAE*9'-
O1^%D)C_9,JQ B MO&W8+H(| F2+1W!GC/%Y>@7L#AW"92Y1PJ5UA|O@M7
I'5WY2T%95NI91OTS
M&3\$>^PUORE=72,|&NVCIO'!P>/1\$+,|Y|_ "W|%@_9&+J8Z7ZB5"B< M"WENUF|"<54?
\$/3%2#Y24|G&#A!^0V&<4T(I2%T_E #/W-F|2_0%4611\$;K- MF%
IW"4|)%C:4!>CI(BX=8KVC8@\$UX(F('Q Z9QT2CWEAH(M^|8%Q\$Z%Z8,
MH\$(6728URG!-19A+3IX7I^64F
6+V,*GO,1, [7!Q+\$!=\$1\$5N5\$D)W^,0,XU967\$3ZZCDBO(7L|0@H| MH>ARV;"T\$4?
=TO,9TC/<'IVAESFSM,0=B&.,?T20T2=69)& MS2+=-5RGOUR>6CDZ8D-
T>|8G<'V5V|4JK./<^50:*#N-|R^(L'Z9HH=!KPI M4)|V=;YEU/-C5+0!C/K58_4VYJGH6&1,
|LER9CW SU&LJ<(PUP3MN) M,A8?T#LU|,R\$V-/?O@+/=E>UB9&EZ(.6Q O=0P2A*YE2-
37-IYKM>;T&W\$SC M8/)>CM40.;?N3%*XW F3XAID43|=D*|N94>C.?REG+;<2^#L7.
&W: ^1IZ*JM>|N*S3-TC9M0L3F3F 6A MQ062B4J 5\$P,!2#TBWAQ6CD9H34H
/19D0L!73|GWL B5=?!\$;HHU:3KT@#L0T2"->NXL-0@S&HR1,\$'MK(S;:P^TM?D6Q#S&?
*HTVH MJ9QA)!EKW/0KB&IPO@IYX=X/%P2J^"A,I\$,EAT"A6.JOBM??

E=*RC;%T(H%=T\$^<\$QC34FBY!BQ231Q&-WE-=&*JHU
M:LVCSVO9^+OF!T>UGP_6:8K_Z\$6+%^>6'=J6HF)N,W&_JW1CB=&&%"-B>E2@
MSB.110_6V%YCYUF9L2*,G:![\$WZ2.!&L*:!>:;F<:ER_2IOYF\$CQPFJC!
M4\SQ0:;ZM1\J8/V*?::4JW:8H0\T.FK#5G;?["YJKK,)M_'O#-/0BY_:2M6;J9W-[R^ON
R);7&[AH7]#KSAC"G-[L3]%"R#!B,BH!,RYP,!,7L[32W?M^WJL*[I/TJ]Z3:}#;3>
EXFF["6S@HJU=;!R/Q0%CL*5PY]IT/_IP+IGZVQ#SMSV9'88H-
8>^N/0#_4I'EB3Y<_%K%P*7%HD2%DWWTM_W\02P,\$% @_%81L64'_M'#O\!0CX|
!V97)I+65X,S)?,2YH=&WM6VUOVS80_KY?<401(@4L_MV\+CH9/<_*GKK
;ZI+6=HMB7@98HBRLE:B05V_WU.U)6DCIVF\9;YCKJAR:E
M\NVY.SXBQ%XWU@D_@FZ,24A_H2N9IK3X_Y'IHVJNJU&\4\4:"PENA,1+D#I
M!:>T_83EI:2S7JKPU(_\$XIE)/4DXTNZ2HWVV@MK62E38BD6I'_ML<_4Q%3#L!2E),
[P&6Y\W@U:;:,+H\[\$=8BG8I_M_FID=RV/V_J6P\T5"M_UE?YN5*37'XX'IX/>R7AP?C:"=Q?
#T<7)V1C&YS" M>-L'MTT<| ^AP\AS.A\N53EBL="?R^/P4QF_Z,.KW+H:#!:
_@O\WIN3L\Z_M<-(:SYV?VT??7|^H^W^_Y7_M1X\N3H5,P&TZ[V\;@PA38/0R7!8A%(A&--
TF:#W-L;7:K:.(HYV@Q\$DG&3_ME!G3L=63].^<28JIT,J8OX9V2&Q^W)76+W)I1&N0-
S6J;J=FP>DFW7;Z%L;YYN[=L/&>?;\$_:7IKX#39(+;X(MCC6."M\LS1QH
(B1Q,QF+-1BZ\$7'WA!W>*)LZOG7V'L>G(G+@M7<5L%J-S;!VBKL#/30_M
GMK@^\VMBW*^FKA_3_P'ZR\$2^XMXZIW,HQ!P;4%9[R15S'PKM%]'>C&C_M\$?3G-,C-
C0.<%Q^B\OFU?9-/J)AQ\NPPE9AVS5L=[Z/.(>TV@IV(C\UD_M:<RPF\3Y/
L,Q6V"MN>8GL:"EN%;=>P;4%=%6T\CA:IL%78=@W;%K1U_?7K_PLH_M7-
TAU)87"*=7_ER^77,7BZ,D894+J^O\$Rj.VZ=^JK!5V'8-VW_U^?^:X_RQ_MG02!R%/-
TFEU&[!W+51AJ\#M*::2D/"GF>G8/\$;6^=H(V?]\#V-L-U<%R8\$Q(MAM\$AC=L9):9@)IE&
(0R':#085_XYA3!9;)CB@I@HF%#4RJ2X9&:(2H05620S_MGI@QSE\$032Y'G-
#D&K\$HERE3<6%F92#-/!+I,J))&*&F3B\$!*:5"3N*(,JP_MQ<1-
E5Z=9#+3QP\$G2KT\R,B4.JD(:9D9K,7ZX>2(T\D38A8L:#.:DR>I'S*5_M<:+PS-
_U\|M_Y4JS:%%:MV(.3<.O#9?CS?'5V_(90.QU_Y3(T"Y"!|Z|@\$.M+I8MJN*U22)-I4?
XC"R4?7UV&V:"^BG;L/.?O\#4\$L!A0#% @_%81L_M64&K/@LZ4P,9ND\!\$(!'9E'\P(-
D8B!\$(!M:5;# '9E'-D4\$L!A0#% @_%81L6=OBT.+7"MX3X\(!DX<%
'9E0!0!V97)I+65X_M,S%?,BYH=&U02P\$"%_4_"5A&Q90?|<_L%"/@_#P_M@')F04
=F5R:2UE>#;R7S\$N:'1M4\$L%|@_%4-0\$/&?!0!\$!end XML 92 veri-
20240930_htm.xml IDEA: XBRL DOCUMENT 0001615165 us-
gaap:EmployeeStockMember 2023-01-012023-09-30 0001615165
veri:PublicSectorMember 2023-07-012023-09-30 0001615165 us-gaap:WarrantMember
2023-07-012023-09-30 0001615165 us-gaap:FairValueInputsLevel3Member 2022-12-31
0001615165 veri:VslAcquisitionMember 2022-08-112022-08-11 0001615165
veri:EmployeeStockOptionRestrictedStockUnitsAndPerformanceStockUnitsMember
2023-07-012023-09-30 0001615165 us-gaap:AdditionalPaidInCapitalMember 2024-09-
30 0001615165 veri:CustomerAndSupplierRelationshipsMember 2024-01-012024-09-
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veri:LendersMemberveri:TermLoanFacilityMemberveri:CommitmentLetterMember
2023-12-13 0001615165
veri:EmployeeStockOptionRestrictedStockUnitsAndPerformanceStockUnitsMember
2023-01-012023-09-30 0001615165 veri:PublicSectorMember 2023-01-012023-09-30
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gaap:SellingAndMarketingExpenseMember 2023-07-012023-09-30 0001615165 us-
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us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0001615165
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veri:TermLoanFacilityMemberveri:SeniorSecuredTermLoanMemberus-
gaap:SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember 2023-12-
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veri:LicensedTechnologyMember 2023-12-31 0001615165 us-
gaap:RestrictedStockUnitsRSUMember 2023-07-012023-09-30 0001615165 2023-12-31
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srt:MinimumMemberus-gaap:StockOptionMember 2023-01-012023-09-30 0001615165
us-gaap:CommonStockMember 2023-07-012023-09-30 0001615165
veri:SixtyFivePercentageConvertibleNotesMemberveri:TwoThousandTwentyTwoRepurch
2022-12-31 0001615165 veri:CommercialEnterpriseMember 2023-07-012023-09-30

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veri:CashFromDiscontinuedOperationsMember 2023-12-31 0001615165 us-
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veri:EmployeeStockPurchasePlanMember 2024-09-30 0001615165 us-
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NOTE 1. DESCRIPTION OF BUSINESS
Veritone, Inc., a Delaware corporation ("Veritone," and together with its subsidiaries, collectively, the "Company"), is a provider of artificial intelligence ("AI") computing solutions. The

Company's proprietary AI operating system, aiWARE™ uses machine learning algorithms, or AI models, together with a suite of powerful applications, to reveal valuable insights from vast amounts of structured and unstructured data. The aiWARE platform offers capabilities that mimic human cognitive functions such as perception, prediction and problem solving, enabling users to quickly, efficiently and cost effectively transform unstructured data into structured data, and analyze and optimize data to drive business processes and insights. aiWARE is based on an open architecture that enables new AI models, applications and workflows to be added quickly and efficiently, resulting in a scalable and evolving solution that can be leveraged by organizations across a broad range of business sectors, serving commercial enterprises as well as public sector industries.

The Company offers Software Products & Services to Commercial Enterprise and Public Sector customers using the Company's aiWARE platform and Veritone Hire solutions, any related support and maintenance services, and any related professional services associated with the deployment and/or implementation of such solutions.

The Company also offers Managed Services, which include cloud-native digital content management solutions and content licensing services and representation services, through amongst other things, its VeriAds Network, which is comprised of programs that enable broadcasters, podcasters and social media influencers to generate incremental revenue. These offerings leverage the Company's aiWARE technologies, providing customers with unique capabilities to enrich and drive expanded revenue opportunities from their content.

Through October 17, 2024 (the "Divestiture Closing Date"), the Company operated a full-service advertising agency to provide differentiated Managed Services to its customers. On October 17, 2024, the Company entered into an Equity Purchase Agreement (the "Purchase Agreement"), by and among the Company, Veritone One, LLC, a wholly-owned subsidiary of the Company ("Veritone One"), and Oxford Buyer, LLC ("Purchaser"), an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One (such transaction, the "Divestiture"). Veritone One's services included media planning and strategy, advertisement buying and placement, campaign messaging, clearance verification and attribution, and custom analytics, specializing in host-endorsed and influencer advertising across primarily radio, podcasting, streaming audio, social media and other digital media channels. The Company determined that the Divestiture represents a strategic shift that will have a material effect on the Company's operations and financial results. Therefore, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on

Discontinued Operations

for further details.

On June 13, 2023, the Company acquired Broadbean (as defined in Note 3), a global leader of talent acquisition software-as-a-service technology. For further details on this acquisition, refer to Note 3.

NOTE 2. PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial statements and the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not contain all information and footnotes required by GAAP for annual financial statements. Such unaudited condensed consolidated financial statements and accompanying notes are based on the representations of the Company's management, who is responsible for their integrity and objectivity. The information included in this Form 10-Q should be read in conjunction with the information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024. Interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results the Company will have for the full year ending December 31, 2024.

The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments that are normal, recurring and necessary to fairly state the Company's financial position, results of operations and cash flows. All significant intercompany transactions have been eliminated in consolidation. The financial data and the other information disclosed in these notes to the condensed consolidated financial statements reflected in the three and nine month periods presented are unaudited. The December 31, 2023 balance sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.

Discontinued Operations

The Company determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on

Liquidity, Capital Resources and Going Concern

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles assuming the Company will continue as a going concern over the next twelve months through November 2025. During the year ended December 31, 2023 and nine months ended September 30, 2024, the Company used cash in operations of \$76,421 and \$24,223, respectively, and incurred net losses of \$58,625 and \$69,175, respectively. As of September 30, 2024, the Company had an accumulated deficit of \$499,071 and negative working capital of \$83,872.

Based on the Company's liquidity position at September 30, 2024 after giving effect to the impact of the Divestiture and the repayment of a portion of our term loan, and the Company's current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about the Company's ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by the Company's current debt service obligations, historical negative cash flows and recurring losses. The Company will require additional liquidity to continue its operations over the next twelve months.

On the Divestiture Closing Date, the Company completed the sale of Veritone One for total consideration up to \$104,000, subject to purchase price adjustments and the achievement of certain earnout targets as described below. Net proceeds from the transaction were \$59,053 in cash, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to an earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. The Company may receive the earnout of up to \$18,000 in cash proceeds based on the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (the "Earnout"). Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims, in each case subject to the terms and limitations set forth in the Purchase Agreement. Net cash proceeds from the Divestiture were used to repay \$30,512 principal amount of the Company's outstanding Term Loan (defined in Note 4), plus accrued interest and a prepayment premium in an aggregate amount of \$3,303, and to pay \$3,875 in deal-related expenses. Immediately following the Divestiture and the repayment of a portion of its Term Loan, the Company reported cash on hand of \$

27,289

, and the Company improved its negative working capital as compared to September 30, 2024.

Potential future consideration from the Divestiture in the form of cash held in escrow and the Earnout is up to \$24,650

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With respect to the escrowed amounts, \$1,500

is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650

is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500

is expected to settle and may be released 24 months after the Divestiture Closing Date.

The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026.

While management believes a large portion of this potential future consideration will be earned and paid back to the Company over the next two years

, both the escrowed amounts and Earnout are subject to future negotiation and financial performance of Veritone One, a portion of which the Company will have no direct control over. As a result, there is no guarantee that any of the deferred consideration will be earned and or paid back to the Company. Given the Company's forecast over the next twelve months, the Company will require additional liquidity to continue its operations over the next twelve months.

In the near term, and to meet its obligations as they come due, the Company is evaluating additional strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from the Company's past acquisitions.

The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal

course of business, including having sufficient liquidity in the future to meet, amongst other things, its covenants under the Term Loan Credit Agreement (as defined in Note 4). The Company may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of its deferred purchase consideration, meeting its minimum liquidity threshold under its Credit Agreement or growing its revenue base. If the Company becomes unable to continue as a going concern, it may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on its condensed consolidated financial statements. These actions may cause the Company's stockholders to lose all or part of their investment in the Company's common stock. The condensed consolidated financial statements do not include any adjustments that might result from the Company being unable to continue as a going concern. If the Company cannot continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities and the reported amounts of income and expenses could be required and could be material.

Use of Accounting Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the accompanying condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The principal estimates relate to the accounting recognition and presentation of revenue, allowance for credit losses, purchase

accounting, impairment of goodwill and long-lived assets, the valuation of senior secured debt, the valuation of non-cash consideration received in barter transactions and the evaluation of its realizability, the valuation of certain assets, liabilities and costs allocated to discontinued operations, the valuation of stock awards and stock warrants and income taxes, where applicable.

There has been uncertainty and disruption in the global economy and financial markets due to a number of factors including the wars in Ukraine and Israel, the global inflationary environment and high interest rates. The war in Israel has also adversely impacted the Company's business operations because the Company has an office and personnel based in Herzliya, Israel. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q.

These

estimates and assumptions may change as new events occur and additional information is obtained. As a result, actual results could differ materially from these estimates and assumptions.

Significant Customers

During the three and nine months ended September 30, 2024, in each case, no individual customer accounted for more than 10 % of the Company's revenue. No individual customer accounted for 10 % or more of the Company's revenue during the three months ended September 30, 2023 and one individual customer accounted for 10 % or more of the Company's revenue for the nine months ended September 30, 2023. As of September 30, 2024 and December 31, 2023, in each case, no individual customer accounted for 10 % or more of the Company's accounts receivable.

Contract Balances

Contract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria. The Company recognized \$10,780 of revenue during the nine months ended September 30, 2024 that was included in the deferred revenue balance as of December 31, 2023.

Remaining Performance Obligations

As of September 30, 2024, the aggregate amount of the transaction prices under the Company's contracts allocated to the Company's remaining performance obligations was \$36,488, approximately 55% of which the Company expects to recognize as revenue over the next twelve months, and the remainder thereafter to be recognized over the next five years. This aggregate amount excludes amounts allocated to remaining performance obligations under contracts that have an original duration of one year or less and variable consideration that is allocated to remaining performance obligations. Excluded based on this policy are balances related to Veritone Hire solutions representing gross purchase orders to be satisfied in less than one year. Revenues will be recognized net of costs to fulfill these orders.

Segment Information

The Company operates as one reportable segment. The Company reports segment information based on the internal reporting used by the chief operating decision maker for making decisions and assessing performance as the source of the Company's reportable segment.

Seasonality

The Company experiences seasonal fluctuations in its revenue and operating performance as a result of the utilization of its platform and associated revenues from its Software Products & Services. In particular, certain Commercial Enterprise solutions, including Veritone Hire revenues, have historically been higher in the second half of each fiscal year, consistent with the hiring and spending cycles of the Company's larger customers. The Company also experiences seasonality as a result of factors such as the timing of large projects, the length and complexity of sales cycles, trends impacting the Company's target vertical markets and the Company's revenue recognition policies and any changes to those policies. Within a given quarter, a higher proportion of the Company's agreements are signed toward the end of such quarter. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance.

Discontinued Operations

During the third quarter of 2024, the Company determined that Veritone One (as defined above in Note 1) met the criteria to be classified as held for sale and discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on

for further details.

<p style="font-size: 10pt; margin-top: 12pt; font-family: Times New Roman; margin-bottom: 6pt; text-align: left;">Significant Accounting Policies</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">There have been no material changes in the Company's significant accounting policies from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023.</p></div><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;"></p><div style="font-size: 10pt; font-family: Times New Roman;"><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Recently Adopted Accounting Pronouncements</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">In September 2016, the FASB issued ASU No. 2016-13,Financial Instruments – Credit Losses (Topic 326) which requires measurement and recognition of expected credit losses for financial assets held. This standard was effective for the Company beginning in the first quarter of fiscal year 2023. The Company adopted this guidance on January 1, 2023 and the impact of the adoption was not material to our condensed consolidated financial statements as credit losses are not expected to be significant based on historical collection trends, the financial condition of payment partners, and external market factors.</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">In October 2021, the FASB issued ASU No. 2021-08,Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers, which requires entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC Topic 606,Revenue from Contracts with Customers, in order to align the recognition of a contract liability with the definition of a performance obligation. The Company adopted this guidance on January 1, 2023. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.</p></div><p style="font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;">Basis of Presentation</p><p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 0; text-align: left;"><span style="color: #000000; white-space: pre-wrap; font-size: 10pt; font-

family:Times New Roman;min-width:fit-content;">The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP") for interim financial statements and the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, they do not contain all information and footnotes required by GAAP for annual financial statements. Such unaudited condensed consolidated financial statements and accompanying notes are based on the representations of the Company's management, who is responsible for their integrity and objectivity. The information included in this Form 10-Q should be read in conjunction with the information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on April 1, 2024. Interim results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results the Company will have for the full year ending December 31, 2024.

The accompanying condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments that are normal, recurring and necessary to fairly state the Company's financial position, results of operations and cash flows. All significant intercompany transactions have been eliminated in consolidation. The financial data and the other information disclosed in these notes to the condensed consolidated financial statements reflected in the three and nine month periods presented are unaudited. The December 31, 2023 balance sheet included herein was derived from the audited financial statements but does not include all disclosures or notes required by GAAP for complete financial statements.

The Company determined that Veritone One met the criteria to be classified as discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on

Discontinued Operations

for further details.

Liquidity, Capital Resources and Going Concern

These consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles assuming the Company will continue as a going concern over the next twelve months through November 2025. During the year ended December 31, 2023 and nine months ended September 30, 2024,

the Company used cash in operations of \$

76,421

and

\$

New Roman; color: #000000; white-space: pre-wrap; min-width: fit-content;">24,223, respectively, and incurred net losses of \$58,625 and \$69,175, respectively. As of September 30, 2024, the Company had an accumulated deficit of \$499,071 and negative working capital of \$83,872.

Based on the Company's liquidity position at September 30, 2024 after giving effect to the impact of the Divestiture and the repayment of a portion of our term loan, and the Company's current forecast of operating results and cash flows, absent any other action, management determined that there is substantial doubt about the Company's ability to continue as a going concern over the twelve months following the filing of this Quarterly Report on Form 10-Q, principally driven by the Company's current debt service obligations, historical negative cash flows and recurring losses. The Company will require additional liquidity to continue its operations over the next twelve months.

On the Divestiture Closing Date, the Company completed the sale of Veritone One for total consideration up to \$104,000, subject to purchase price adjustments and the achievement of certain earnout targets as described below. Net proceeds from the transaction were \$59,053 in cash, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to an earnout described below, \$20,297

of purchase price adjustments, and \$6,650 placed in escrow accounts described below. The Company may receive the earnout of up to \$18,000 in cash proceeds based on the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (the "Earnout"). Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims, in each case subject to the terms and limitations set forth in the Purchase Agreement. Net cash proceeds from the Divestiture were used to repay \$30,512 principal amount of the Company's outstanding Term Loan (defined in Note 4), plus accrued interest and a prepayment premium in an aggregate amount of \$3,303, and to pay \$3,875 in deal-related expenses. Immediately following the Divestiture and the repayment of a portion of its Term Loan, the Company reported cash on hand of \$27,289, and the Company improved its negative working capital as compared to September 30, 2024.

Potential future consideration from the Divestiture in the form of cash held in escrow and the Earnout is up to \$24,650.

With respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected

to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date.

The Earnout, if applicable, is anticipated to be payable in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026.

While management believes a large portion of this potential future consideration will be earned and paid back to the Company over the next two years, both the escrowed amounts and Earnout are subject to future negotiation and financial performance of Veritone One, a portion of which the Company will have no direct control over. As a result, there is no guarantee that any of the deferred consideration will be earned and or paid back to the Company. Given the Company's forecast over the next twelve months, the Company will require additional liquidity to continue its operations over the next twelve months.

In the near term, and to meet its obligations as they come due, the Company is evaluating additional strategies to obtain funding for future operations. These strategies may include, but are not limited to, obtaining equity financing, debt and/or further restructuring of operations to grow revenues and decrease operating expenses, which include capturing past cost reductions and potential future cost synergies from the Company's past acquisitions.

The going concern assumption contemplates the realization of assets and satisfaction of liabilities in the normal course of business, including having sufficient liquidity in the future to meet, amongst other things, its covenants under the Term Loan Credit Agreement (as defined in Note 4). The Company may not be able to access additional equity under acceptable terms, and may not be successful in future operational restructurings, earning any of its deferred purchase consideration, meeting its minimum liquidity threshold under its Credit Agreement or growing its revenue base. If the Company becomes unable to continue as a going concern, it may have to dispose of other or additional assets and might realize significantly less value than the values at which they are carried on its condensed consolidated financial statements. These actions may cause the Company's stockholders to lose all or part of their investment in the Company's common stock. The condensed consolidated financial statements do not include any adjustments that might result from the Company being unable to continue as a going concern. If the Company cannot continue as a going concern, adjustments to the carrying values and classification of its assets and liabilities and the reported amounts of income and expenses could be required and could be material.

-76421000-24223000-58625000-69175000-49907100083872000104000000590530001040000001800000020297000665000018000

respect to the escrowed amounts, \$1,500 is expected to be settled and may be released within 90 to 120 days after the Divestiture Closing Date, \$3,650 is expected to settle and may be released 12 months after the Divestiture Closing Date, and \$1,500 is expected to settle and may be released 24 months after the Divestiture Closing Date.150000036500001500000

The Earnout, if applicable, is anticipated to be payable

in part no later than March 2, 2026, with the remainder, if applicable, payable in the second quarter of 2026.

Use of Accounting Estimates

The preparation of the accompanying condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the accompanying condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. The principal estimates relate to the accounting recognition and presentation of revenue, allowance for credit losses, purchase

accounting, impairment of goodwill and long-lived assets, the valuation of senior secured debt, the valuation of non-cash consideration received in barter transactions and the evaluation of its realizability, the valuation of certain assets, liabilities and costs allocated to discontinued operations, the valuation of stock awards and stock warrants and income taxes, where applicable.

There has been uncertainty and disruption in the global economy and financial markets due to a number of factors including the wars in Ukraine and Israel, the global inflationary environment and high interest rates. The war in Israel has also adversely impacted the Company's business operations because the Company has an office and personnel based in Herzliya, Israel. The Company is not aware of any specific event or circumstance that would require an update to its estimates or assumptions or a revision of the carrying value of its assets or liabilities as of the date of filing of this Quarterly Report on Form 10-Q.

These estimates and assumptions may change as new events occur and additional information is obtained. As a result, actual results could differ materially from these estimates and assumptions.

Significant Customers

During the three and nine months ended September 30, 2024, in each case,

no individual customer accounted for more than 10% of the Company's revenue.

No individual customer accounted for 10% or more of the Company's revenue during the three months ended September 30, 2023 and one individual customer accounted for 10% or more of the Company's revenue for the nine months ended September 30, 2023. As of September 30, 2024 and December 31, 2023, in each case, no individual customer accounted for 10% or more of the Company's accounts receivable.

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Contract Balances

Contract liabilities are recorded as deferred revenue when customer payments are received in advance of the Company meeting all the revenue recognition criteria. The Company recognized \$10,780 of revenue during the nine months ended September 30, 2024 that was included in the deferred revenue balance as of December 31, 2023.

10780000

Remaining Performance Obligations

As of September 30, 2024, the aggregate amount of the transaction prices under the Company's contracts allocated to the Company's remaining performance obligations was \$36,488

55% of which the Company expects to recognize as revenue over the next twelve months

and the remainder thereafter to be recognized over the next five years

This aggregate amount excludes amounts allocated to remaining performance obligations under contracts that have an original duration of one year or less and variable consideration that is allocated to remaining performance obligations. Excluded based on this policy are balances related to Veritone Hire solutions representing gross purchase orders to be satisfied in less than one year. Revenues will be recognized net of costs to fulfill these orders.

364880000.55

Segment Information

The Company operates as one reportable segment. The Company reports segment information based on the internal reporting used by the chief operating decision maker for making decisions and assessing performance as the source of the Company's reportable segment.

Seasonality

The Company experiences seasonal fluctuations in its revenue and operating performance as a result of the utilization of its platform and associated revenues from its Software Products & Services. In particular, certain Commercial Enterprise solutions, including Veritone Hire revenues, have historically been higher in the second half of each fiscal year, consistent with the hiring and spending cycles of the Company's larger customers. The Company also experiences seasonality as a result of factors such as the timing of large projects, the length and complexity of sales cycles, trends impacting the Company's target vertical markets and the Company's revenue recognition policies and any changes to those policies. Within a given quarter, a higher proportion of the Company's agreements are signed toward the end of such quarter. Although these seasonal factors are common in the technology industry, historical patterns should not be considered a reliable indicator of our future sales activity or performance.

Discontinued Operations

During the third quarter of 2024, the Company determined that Veritone One (as defined above in Note 1) met the criteria to be classified as held for sale and discontinued operations. As a result, the historical financial results of Veritone One are reflected in these condensed consolidated financial statements as discontinued operations and, as such, have been excluded from continuing operations for all periods presented on a retrospective basis, unless otherwise stated. Refer to Note 3 on

Discontinued Operations

for further details.

Significant Accounting Policies

There have been no material changes in the Company's significant accounting policies from those disclosed in its Annual Report on Form 10-K for the year ended December 31, 2023.

Recently Adopted Accounting Pronouncements

In September 2016, the FASB issued ASU No. 2016-13, **Financial Instruments - Credit Losses (Topic 326)** which requires measurement and recognition of expected credit losses for financial assets held. This standard was effective for the Company beginning in the first quarter of fiscal year 2023. The Company adopted this guidance on January 1, 2023 and the impact of the adoption was not material to our condensed consolidated financial statements as credit losses are not expected to be significant based on historical collection trends, the financial condition of payment partners, and external market factors.

In October 2021, the FASB issued ASU No. 2021-08, **Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers**, which requires entities to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with ASC Topic 606,

Revenue from Contracts with Customers

in order to align the recognition of a contract liability with the definition of a performance obligation. The Company adopted this guidance on January 1, 2023. The adoption of this guidance did not have a material impact on the Company's condensed consolidated financial statements.

NOTE 3. DISCONTINUED OPERATIONS, BUSINESS COMBINATIONS AND DIVESTITURE

Discontinued Operations

On August 8, 2024, the Company announced it was undertaking a formal process and had committed to a plan to sell Veritone One (defined in Note 1), which was signed and closed on the Divestiture Closing Date. Veritone One operated the Company's full-service advertising agency business and its disposal represents a strategic shift that would have a major impact on the Company's operations and financial results, as it enables the Company to focus on its core software and applications and reduce its dependency on advertising related services. As a result, Veritone One met both the held for sale and discontinued operations presentation criteria and comprised operations and cash flows that could be distinguished, operationally and for financial reporting purposes, from the rest of the Company. See Note 13 on

Subsequent Events

for further details on the Divestiture and certain related transactions.

In connection with the Divestiture, the Company and the Purchaser entered into a transition services agreement. The transition services agreement outlines the information technology, people, and facility support the Company expects to provide to the Purchaser for a period of six months after the Divestiture Closing Date with options to be extended. The total service fee amount for each service will not exceed the actual costs to provide such service.

Veritone One's results of operations for the three and nine months ended September 30, 2024, and 2023 and its balances as of September 30, 2024 and December 31, 2023, are disclosed as discontinued operations and excluded from continuing operations within the Company's condensed consolidated financial statements and notes thereto, with the resulting gain or loss from the sale to be accounted for during the reporting period in which the Divestiture was closed (see Note 13).

Since the Company operates as one reporting unit, the Company allocated goodwill to discontinued operations on a relative fair value basis in comparison to the value of the overall company (see Note 7).

The carrying amounts of the major classes of assets and liabilities of the Company's discontinued operations as of September 30, 2024 and December 31, 2023 were as follows (unaudited):

As of								
As of								
September 30, 2024								
December 31, 2023								

[illegible]

[illegible]

[illegible]

Property, equipment and improvements, net	533	577
Goodwill	26,718	26,718

Other assets	
7,339	
10,687	
Total assets	
\$	
148,562	
\$	
135,428	

[illegible]

Accrued media payments	107,149
Accrued interest	94,584
Client advances	34,937
Other accrued	15,240

[illegible]

Total liabilities	
158,540	
Net assets (liabilities)	
126,893	
9,978	

#000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,535</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Intercompany Balances</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, the Company had an intercompany balance due to the Divestiture of \$29,105, which was eliminated in consolidation as the amount was settled and disposed of in full at the closing of the Divestiture. At the closing, the total amount of intercompany settlement was \$20,297, which was netted against the purchase consideration received. Due to the nature of transactions between Veritone One and our representation services, certain intercompany transactions that are planned to continue and were not settled at the closing date were reinstated in the corresponding financial periods, including certain accounts receivable from continuing operations and accrued media from discontinued operations, which were collectively \$2,588 at September 30, 2024 and \$3,239 at December 31, 2023.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The operating results of the Company's discontinued operations for the three and nine months ended September 30, 2024 and 2023 are as follows (unaudited):</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.38%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.184000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-

[illegible]

2024	
2023	
Revenue	
\$	8,615
\$	7,165
\$	23,032

Operating expenses:	
Cost of revenue	

342	161	679	380
Sales and marketing			

content;"></p></td>	1,744
1,895	
5,178	
5,811	
Research and development	
32	

[illegible]

[illegible]

[illegible]

5,044	
15,370	
15,538	
Income from operations	
2,489	
2,121	

[illegible]

4,689	
	321
Income from discontinued operations before provision for income taxes	
	791
	2,217

2,973	5,263
Provision for income taxes	
26	26

76	51	Net income from discontinued operations	\$	765	2,191
76	51	Net income from discontinued operations	\$	765	2,191

2,897

5,212

The significant operating and investing cash and noncash items of the discontinued operations included in the condensed consolidated statements of cash flows for the nine months ended September 30, 2024 and 2023 were as follows (unaudited):

align:center;">Nine Months Ended
September 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net cash flows provided by (used in) operating activities</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,868</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(28,614</p></td></tr></table>	

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Depreciation and amortization allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$245 and \$837, respectively. Interest expense (income), net allocated to discontinued operations during the nine months ended September 30, 2024 and 2023 was \$4,689 and \$321, respectively. Stock based compensation expense from discontinued operations was \$237 and \$443 for the nine months ended September 30, 2024 and 2023, respectively.

Broadbean Acquisition

On June 13, 2023, the Company acquired Broadbean (as defined below), a global leader of talent acquisition software-as-a-service technology, pursuant to a securities and asset purchase agreement whereby the Company acquired (i) 100% of the issued and outstanding share capital of (a) Broadbean Technology Pty Ltd

>, (b) Broadbean Technology Limited, (c) Broadbean, Inc., and (d) CareerBuilder France S.A.R.L., and (ii) certain assets and liabilities related thereto (the foregoing clauses (i) and (ii) together, "Broadbean"). The acquisition is intended to strengthen Veritone's AI-driven human resources product suite, building on the Company's previous acquisition of PandoLogic.

The total purchase consideration was \$53,301 (the "Broadbean Acquisition Consideration"), which consisted of cash payments of \$53,301 at closing. During the year ended December 31, 2023, the Company incurred \$4,214 in acquisition-related expenses.

The following table summarizes the fair value of the Broadbean Acquisition Consideration:

Broadbean Acquisition Consideration			Amount
Cash consideration at closing			\$53,301

Cash consideration at closing

The allocation of the Broadbean Acquisition Consideration to tangible and intangible assets acquired and liabilities assumed is based on estimated fair values and is as follows:

	Cash	Goodwill	Identifiable Intangible Assets	Total
Broadbean Acquisition	\$53,301	-	-	\$53,301

Allocation of Broadbean Acquisition Consideration**

	Amount
Cash and cash equivalents	\$3,033

Accounts receivable, net	7,817
Prepaid expenses and other current assets	1,007
Property, equipment and improvements, net	343
Intangible assets	

[illegible]

1,107	Deferred revenue	10,029	Other accrued liabilities	5,054	Other non-current liabilities	6,618

Total liabilities assumed	 	 	 22,808 	
 Identifiable net assets acquired 	 	 	 20,378 	
 Goodwill 	 	 	 32,923 	
 Total purchase consideration 	 	 	 	

\$	53,301
	3,728

**The excess of the total consideration over the tangible assets, identifiable intangible assets, and assumed liabilities is recorded as goodwill. Goodwill is primarily attributable to opportunities to cross-sell into our Commercial Enterprise customer base and to the assembled workforce. Tax deductible goodwill generated from the acquisition is \$
3,728
.

Identifiable Intangible Assets

The identifiable intangible assets acquired consisted of the customer relationships and developed technology with estimated useful lives of
four
to
five years
. The Company amortizes the fair value of these intangible assets on a straight-line basis over their respective useful lives.

Developed technology relates to Broadbean's internally developed software. The Company valued the developed technology using the relief-from-royalty method under the income approach. This method is based on the application of a royalty rate to forecasted revenue that is expected to be generated by the existing developed technology. The economic useful life was determined based on the technology cycle related to the developed technology, as well as the timing of cash flows over the forecast period. Customer relationships relate to the sales of products and services to Broadbean's existing customer base. The Company valued the customer relationships using the multi-period excess earnings method under the income approach. This method reflects the present value of the projected cash flows that are expected to be generated by the existing customer relationships less charges representing the contribution of other assets to those cash flows. The economic useful life was determined based on historical customer turnover rates, as well as the timing of cash flows over the forecast period.

The valuation of the intangible assets acquired, along with their estimated useful lives, is as follows:

	Estimated Fair Value	Estimated Useful Lives (in years)
Customer relationships	17,200	5

Developed technology	10,300	4
Total intangible assets	\$	27,500

Taxes

Taxes

In connection with the acquisition of Broadbean, a net deferred tax liability of \$3,741 was established primarily relating to non-goodwill intangible assets and recorded within other non-current liabilities on the Company's condensed consolidated balance sheets. The amount of tax-deductible goodwill as of the purchase date is \$3,728.

The amount of tax-deductible goodwill as of the purchase date is \$3,728.

Unaudited Pro Forma Results

The unaudited pro forma financial information in the table below summarizes the combined results of operations for the Company and Broadbean as if the companies were combined for the three and nine months ended September 30, 2024 and 2023. The unaudited pro forma financial information for all periods presented included the business combination accounting effects resulting from this acquisition, including adjustments to reflect recognition of intangible asset amortization. The unaudited pro forma financial information as presented below is for informational purposes only and is not necessarily indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of January 1, 2023 or the results that may occur in the future.

<u>Three Months Ended September 30, 2024</u>	<u>Three Months Ended September 30, 2023</u>	<u>Unaudited Pro Forma Three Months Ended September 30, 2024</u>	<u>Unaudited Pro Forma Three Months Ended September 30, 2023</u>	<u>Unaudited Pro Forma Three Months Ended September 30, 2024</u>	<u>Unaudited Pro Forma Three Months Ended September 30, 2023</u>
<u>Revenue</u>	<u>\$1,221,000</u>	<u>\$1,221,000</u>	<u>\$1,221,000</u>	<u>\$1,221,000</u>	<u>\$1,221,000</u>
<u>Operating expenses</u>	<u>\$894,700</u>	<u>\$894,700</u>	<u>\$894,700</u>	<u>\$894,700</u>	<u>\$894,700</u>
<u>Operating income</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>
<u>Other income (expense)</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
<u>Income before income taxes</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>
<u>Income tax expense</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>	<u>\$0</u>
<u>Net income</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>	<u>\$326,300</u>

[illegible]

[illegible]

Loss from continuing operations before provision for income taxes	25,086
Income tax expense	27,735
Income tax expense	75,785
Income tax expense	77,149

[illegible]

content;">)</p></td></tr></table></div><p style="text-indent:6.667%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Energy Group Sale</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On June 30, 2023, the Company completed the sale of its energy group (the "Energy Sale") to GridBeyond Limited, an Ireland-based privately held company ("GridBeyond") that delivers AI-powered energy solutions, pursuant to an asset purchase agreement. The Company received 4,160,644 shares of Series B Preference Shares in GridBeyond valued at approximately \$2,021 as of June 30, 2023, as well as \$549 to be paid in cash. The Energy Sale resulted in a pre-tax gain of \$2,572 in the second quarter of 2023. The energy group did not meet the criteria of discontinued operations because the disposal does not have a major effect on the Company's operations and financial results.In April 2024, the Company sold its interest in GridBeyond for \$1,800 in cash, resulting in a loss on sale of \$172 and a foreign exchange loss of \$49, recorded in other income (expense), net.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The carrying amounts of the major classes of assets and liabilities of the Company's discontinued operations as of September 30, 2024 and December 31, 2023 were as

[illegible]

content;">Assets of discontinued operations</p></td> <td >="" <="" <p="" <span="" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td> <td >="" <="" <p="" <span="" colspan="2" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td> <td >="" <="" <p="" <span="" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td> <td >="" <="" <p="" <span="" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td> <td >="" <="" <p="" <span="" colspan="2" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td> <td >="" <="" <p="" <span="" span="" style="white-space:pre-wrap;min-width:fit-content;"> </p> </td>	</p>	</p>		</p>	</p>	</p>		</p>	
Cash and cash equivalents		\$	34,496				\$	32,830	
Accounts receivable, net							32,830		

34,167	38,415
Expenditures billable to clients	37,158
19,608	Prepaid expenses and other current assets

8,151	6,593
Total current assets	113,972
Property, equipment and improvements, net	97,446

[illegible]

[illegible]

Liabilities of discontinued operations	Accounts payable	
Accrued media payments	16,272	

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">107,149</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">94,584</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr><td style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Client advances</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">34,937</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15,240</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr><td style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other accrued liabilities</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-

1,133	797
Total current liabilities	158,540
126,893	Total liabilities

[illegible]

family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The operating results of the Company's discontinued operations for the three and nine months ended September 30, 2024 and 2023 are as follows (unaudited):</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.38%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.184000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
September 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td>

[illegible]

 \$ 	 7,165 	
 	 	
 \$ 	 23,032 	
 	 	
 \$ 	 20,480 	
 Operating expenses: 		
 	 	
 	 	
 	 	
 	 	
 	 	

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Total operating expenses	6,126	5,044	15,370	15,538	Income from

operations	2,489	7,662	4,942	Other (expense) income, net
Other (expense) income, net	2,489	7,662	4,942	Other (expense) income, net

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

1,868	28,614	)	Net cash flows used in investing activities	202	)	330	Net cash flows used in financing activities

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">— </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">— </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr></table>344960003283000034167000384150003715800019608000815100065930001199780008535000291050002029700025880003239000861500071650002303200020480169800096000-4689000321000791000221700029730005263000260002600076000510007650002191028614000-202000-3300002450008370004689000-3210002370004430002023-06-131Broadbean Technology Pty Ltd53301000533010004214000 The following table summarizes the fair value of the Broadbean Acquisition Consideration:<p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80.236%;box-sizing:content-box;"></td><td style="width:1.94%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:15.823%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Broadbean Acquisition Consideration</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amount</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"><td style="white-space:pre-wrap;vertical-

Cash consideration at closing

\$	53,301	

The allocation of the Broadbean Acquisition Consideration to tangible and intangible assets acquired and liabilities assumed is based on estimated fair values and is as follows:

Allocation of Broadbean Acquisition Consideration**	Amount		
Cash and cash equivalents			

content;">\$</p></td>	3,033</p>
</p></td>	<td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounts receivable, net</p></td>
</p></td>	</p></td>
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,817</p></td>	</p></td>
<td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Prepaid expenses and other current assets</p></td>	</p></td>
</p></td>	</p></td>
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,007</p></td>	</p></td>
<td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property, equipment and improvements, net</p></td>	</p></td>
</p></td>	</p></td>
<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">343</p></td>	</p></td>
<td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property, equipment and improvements, net</p></td>	</p></td>

Intangible assets	27,500	Other assets	3,486
Total assets acquired	43,186	Accounts payable	

[illegible]

	Total liabilities assumed	22,808	
	Identifiable net assets acquired	20,378	
	Goodwill		32,923

Total purchase consideration	\$	53,301
The excess of the total consideration over the tangible assets, identifiable intangible assets, and assumed liabilities is recorded as goodwill. Goodwill is primarily attributable to opportunities to cross-sell into our Commercial Enterprise customer base and to the assembled workforce. Tax deductible goodwill generated from the acquisition is \$		
3,728		

5330100030330007817000100700034300027500000348600043186000110700010

The valuation of the intangible assets acquired, along with their estimated useful lives, is as follows:

<table border="1"> <tr> <td style="width: 33%; vertical-align: bottom;"> Estimated </td> <td style="width: 33%; vertical-align: bottom;"> Fair Value </td> <td style="width: 33%; vertical-align: bottom;"> </td> </tr> </table>						Estimated	Fair Value	
Estimated	Fair Value							

Estimated Useful Lives (in years)	
Customer relationships	17,200
\$	
	5
Developed technology	
	10,300
	4
Total intangible assets	

bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p>17200000P5Y10300000P4Y2750000037410003728000<p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The unaudited pro forma financial information is as follows:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.69%;box-sizing:content-box;"></td> <td style="width:1.221%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.267999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.221%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.267999999999999%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.221%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.947%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.221%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.947%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
September 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr>

[illegible]

[illegible]

[illegible]

22,511

26,732

72,072

73,855

NOTE 4. DEBT

size:10pt;font-family:'Calibri',sans-serif,min-width:fit-content;"></p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">Senior Secured Term Loan</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">On December 13, 2023 (the "Term Loan Closing Date"), the Company and certain of its subsidiaries, as guarantors, entered into a Credit and Guaranty Agreement (the "Credit Agreement") with certain funds managed by Highbridge Capital Management, LLC and with certain other lenders (collectively, the "Lenders") and Wilmington Savings Fund Society, FSB, as administrative agent and collateral agent. The Credit Agreement provides for a \$77,500 senior secured term loan (the "Term Loan"), which was fully drawn by the Company on the Term Loan</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Closing Date. On the Term Loan Closing Date, the Company used \$37,500 of the Term Loan proceeds to repurchase \$50,000 principal amount of its Convertible Notes (as defined below). As a result of the collective transactions at the Term Loan Closing Date, the Company recorded the Term Loan at fair value and recognized a one-time gain of \$30,000 on the extinguishment of convertible debt. The initial discount on the Term Loan of \$23,807 along with the capitalized issuance costs of \$3,120 each will be amortized to interest expense over the term of the loan using the effective interest method. During the three and nine months ended September 30, 2024, \$</p></div>

1,465 and \$4,217, respectively, was recognized as the amortization of initial discounts and issuance costs.

The Company is the borrower under the Credit Agreement and all indebtedness outstanding under the Credit Agreement is guaranteed by each of the Company's direct and indirect material subsidiaries (the Company and the guarantors, collectively, the "Credit Parties"). Pursuant to a Pledge and Security Agreement, dated December 13, 2023 (the "Pledge and Security Agreement"), the Term Loan is secured by a first-priority security interest in and lien on substantially all tangible and intangible property of the Credit Parties and a pledge of equity interests held by the Credit Parties. The Credit Agreement has certain customary default provisions, representations and warranties and affirmative and negative covenants, including a covenant to maintain unrestricted cash and cash equivalents of at least \$15,000 at all times. The Company was in compliance with the financial covenants at September 30, 2024.

The Term Loan accrues interest at a rate of Term SOFR plus 8.50% per annum, with a 3.00% floor for Term SOFR, payable quarterly. A default interest rate of an additional 3.00% per annum applies on all outstanding obligations after the occurrence and during the continuance of an event of default.

The Credit Agreement has a term of four years from the

Term Loan Closing Date, with a scheduled maturity date of December 13, 2027, and requires quarterly amortization payments of 2.50% of the principal amount, commencing in June 2024, with the outstanding balance of the Term Loan payable on the scheduled maturity date.

The Credit Agreement requires mandatory prepayments from the net cash proceeds received by the Credit Parties for among other things (i) certain asset sales, but only to the extent net cash proceeds therefrom exceed \$10,000 in the aggregate, and (ii) insurance recoveries on loss of property that are not otherwise reinvested in other assets of the Credit Parties at a 10% prepayment premium. The Credit Agreement also requires prepayment of the Term Loan in full if \$30,000 or more of aggregate principal amount of the Convertible Notes are outstanding on August 14, 2026. The Company may elect to prepay the Term Loan, in whole or in part, in cash, subject to a make-whole premium during the first year of the Term Loan, a 14.0% prepayment premium during the second year of the Term Loan, and a 7.0% premium during the third year of the Term Loan. The Term Loan is not repayable with the Company's common stock, \$0.001 per share (the "Common Stock") as was initially set forth in the Commitment Letter dated November 7, 2023, by and among the Company, certain funds managed by Highbridge Capital Management, LLC and certain other lenders.

On the Term Loan Closing Date, the Company issued warrants (the "Warrants") to the Lenders (in such capacity, the "Warrant Holders") to purchase up

to 3,008,540 shares of the Company's Common Stock at an exercise price of \$2.576 per share with a termination date of December 12, 2028. Refer to Note 6 for further details about the Warrants.

For the three and nine months ended September 30, 2024, interest expense related to the Term Loan, including amortization of initial discounts and issuance costs, was \$2,443 and \$7,402, respectively. The effective annual interest rate was approximately 31.3%.

Interest expense was allocated to discontinued operations based on certain key elements of the underlying debt arrangement and transaction structure. Interest on debt that is required to be repaid as a result of a disposal is allocated to discontinued operations, as is the case under the Credit Agreement. As a result, the Company allocated interest expense and amortization of discounts and issuance costs relating to repayment of the Term Loan, as required by the Divestiture, to discontinued operations. For the three and nine months ended September 30, 2024, the Company allocated \$1,698 and \$4,931, respectively, of interest expense, including amortization of initial discounts and issuance costs, to discontinued operations as a result of the Divestiture.

New Roman;margin-bottom:12pt;text-align:left;">The scheduled principal payments on the Term Loan as of September 30, 2024 are as follows:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:69.594%;box-sizing:content-box;"></td> <td style="width:11.182%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.223%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remainder of 2024</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,938</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2025</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,750</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2026</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,750</p></td> <td style="white-space:nowrap;vertical-align:bottom;"></td> </tr></table></p>

2027	56,188	Total	73,626
In October 2024, and in conjunction with the Divestiture, the Company used net proceeds from the sale to pay down \$30,512 in principal and \$3,303 in prepayment premiums and accrued interest on the Term Loan. Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 of			

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"/>
</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">debt
paid down through the Divestiture as
Term Loan, current portion<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-
content;"> <span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">on the September 30,
2024 balance sheet. As of the Repayment Date, after giving effect to the Term Loan
Repayment, \$<span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">43,114
<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;"> aggregate principal amount remained
outstanding under the Term Loan and the Company had approximately \$<span
style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-
wrap;min-width:fit-content;">27,289<span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">
of cash and cash equivalents (see Note 13).</p><p style="font-
size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:12pt;text-
align:justify;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman;font-style:italic;min-width:fit-content;">Convertible
Notes</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-
family:Times New Roman;margin-bottom:12pt;text-align:left;"><span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;">In November 2021, the Company issued, at par value,
\$<span style="font-size:10pt;font-family:Times New
Roman;color:#000000;white-space:pre-wrap;min-width:fit-content;">201,250
<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times
New Roman;min-width:fit-content;"> aggregate principal amount of <span
style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-
wrap;min-width:fit-content;">1.75<span style="color:#000000;white-
space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">%
convertible senior notes due 2026 (the "Convertible Notes"). The issuance included the
full exercise of an option granted by the Company to the initial purchasers of the
Convertible Notes to purchase an additional \$<span style="font-size:10pt;font-
family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">26,250<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;"> aggregate principal
amount of Convertible Notes. The Convertible Notes were issued pursuant to and are
subject to the terms and conditions of an indenture, which is referred to as the
Indenture, between the Company and U.S. Bank National Association, as trustee. The
Convertible Notes were offered and sold in a private offering to qualified institutional
buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. In
December 2022, the Company repurchased \$<span style="font-size:10pt;font-
family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-
content;">60,000<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;"> aggregate principal
amount of the Convertible Notes at approximately <span style="font-
size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-
width:fit-content;">65<span style="color:#000000;white-space:pre-wrap;font-
size:10pt;font-family:Times New Roman;min-width:fit-content;">% of par (the "2022
Repurchase Transaction"). In December 2023, the Company repurchased \$
<span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-
space:pre-wrap;min-width:fit-content;">50,000<span
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New
Roman;min-width:fit-content;"> aggregate principal amount of the Convertible Notes

at approximately 75% of par (the "2023 Repurchase Transaction"). The Company has \$91,250 in aggregate principal amount of the Convertible Notes outstanding as of September 30, 2024.

The Convertible Notes are senior, unsecured obligations of the Company and bear interest at a rate of 1.75% per year. Interest accrues from November 19, 2021 and is payable semi-annually in arrears on May 15 and November 15 of each year, beginning on May 15, 2022.

The Convertible Notes will mature on November 15, 2026, unless earlier converted, redeemed, or repurchased in accordance with the terms of the Convertible Notes.

Holder's of the Convertible Notes may convert all or any portion of their Convertible Notes at their option at any time prior to the close of business on the business day immediately preceding May 15, 2026, only under the following conditions: (1) during any calendar quarter commencing after the calendar quarter ending on March 31, 2022 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion

price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per \$1,000"> principal amount of Convertible Notes for each trading day of the measurement period was less than 98">% of the product of the last reported sale price of the Company's common stock and the conversion rate for the Convertible Notes on each such trading day; (3) if the Company calls such Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the applicable redemption date; or (4) upon the occurrence of specified corporate events. ">On or after ">May 15, 2026">, holders may convert all or any portion of their Convertible Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date regardless of the foregoing conditions. Upon conversion, the Company will pay or deliver, as the case may be, cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election.

">">The conversion rate for the Convertible Notes initially is ">27.2068"> shares of the Company's common stock per \$1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of approximately \$">36.76"> per share of common stock). The conversion rate is subject to adjustment in some events but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date or following the Company's issuance of a notice of redemption, the Company will, in certain circumstances, increase the conversion rate for a holder who elects to convert its Convertible Notes in connection with such a corporate event or who elects to convert its Convertible Notes called (or deemed called) for redemption during the related redemption period, as the case may be.

">">The Company may not redeem the Convertible Notes prior to ">November 20, 2024">. The Company may redeem for cash all or any portion of the Convertible Notes (subject to certain limitations), at its option, on or after November 20, 2024 if the last reported sale price of the Company's common stock has been at least ">130">

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">% of the conversion price then in effect for at least
20 trading days (whether or not consecutive) during any
30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to
100% of the principal amount of the Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.
No sinking fund is provided for the Convertible Notes.
</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">If the Company undergoes a fundamental change prior to the maturity date, subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their Convertible Notes. The fundamental change repurchase price will be equal to
100% of the principal amount of the Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.
</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The Convertible Notes are the Company's senior unsecured obligations and rank senior in right of payment to all of the Company's indebtedness that is expressly subordinated in right of payment to the Convertible Notes; equal in right of payment with all existing and future
</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">liabilities of the Company that are not so subordinated; effectively junior to any of secured indebtedness of the Company to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) and any preferred equity of the Company's current or future subsidiaries.
</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The net proceeds from the issuance of the Convertible Notes were approximately \$
194,945, after deducting debt issuance costs. The total debt issuance costs incurred and recorded by the Company amounted to \$
<span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-

6,304

which were recorded as a reduction to the face amount of the Convertible Notes and are being amortized to interest expense using the effective interest method over the contractual term of the Convertible Notes. The Convertible Notes are recorded as a liability within convertible senior notes, non-current.

For the three and nine months ended September 30, 2024

interest expense related to the Convertible Notes, including amortization of issuance costs, was \$

543

and \$

1,627

respectively. For the three and nine months ended September 30, 2023, interest expense related to the Convertible Notes, including amortization of issuance costs, was \$

836

and \$

2,503

respectively. The effective annual interest rate for the

three and nine months ended September 30, 2024

and 2023 was approximately

2.42

%. As of

September 30, 2024

the if-converted value of the Convertible Notes did not

exceed the outstanding principal amount. As of

September 30, 2024

the total estimated fair value of the Convertible Notes was \$

29,890

which was determined based on a market approach using actual bids and offers of the Convertible Notes in an over-the-counter market during the period. The Company considers these assumptions to be Level 2 inputs in accordance with the fair value hierarchy described in Note 6.

size:10pt;font-family:Times New Roman;font-style:italic;min-width:fit-content;">Capped Calls

text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">In connection with the 2022 pricing of the Convertible Notes, with the full exercise by the initial purchasers of their option to purchase additional Convertible Notes in November 2021, the Company used approximately \$18,616 of the net proceeds from the issuance of the Convertible Notes to enter into privately negotiated capped call transactions, which are referred to as the capped calls, with various financial institutions.

text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The capped call transactions cover, subject to anti-dilution adjustments substantially similar to those applicable to the Convertible Notes, the number of shares of the Company's common stock underlying the Convertible Notes. The capped call transactions are expected generally to reduce the potential dilution to the Company's common stock upon conversion of the Convertible Notes and/or offset some or all of any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, in the event that the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, is greater than the strike price of the capped call transactions, which initially corresponds to the conversion price of the Convertible Notes and is subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Convertible Notes. If, however, the market price per share of the Company's common stock, as measured under the terms of the capped call transactions, exceeds the cap price of the capped call transactions, there would nevertheless be dilution and/or there would not be an offset of such potential cash payments, in each case, to the extent that such market price exceeds the cap price of the capped call transactions. The initial cap price of the capped calls is \$48.55 per share of common stock, which represents a premium of 75% over the last reported sale price of the Company's common stock of \$27.74 per share on November 16, 2021, and is subject to certain customary adjustments under the terms of the capped calls; provided that the cap price will not be reduced to an amount less than the strike price of \$35.76 per share.

text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The capped call transactions are separate transactions and are not part of the terms of the Convertible Notes. The capped calls met the criteria for classification as equity and, as such, are not remeasured each reporting period and are included as a reduction to additional paid-in-capital within stockholders' equity.

In connection with the 2022 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. As a result, the Company received \$276 in net proceeds from the proceeds of the unwinding of the capped calls. In connection with the 2023 Repurchase Transaction, the Company entered into transactions to unwind a portion of the capped calls. The Company did not receive any proceeds from the unwinding of the capped calls in 2023.

Credit Facility

In August 2023, the Company entered into a three year credit agreement with Alterna Capital Solutions, LLC ("ACS") pursuant to which the Company might have borrowed up to \$30,000 (the "ACS Credit Facility"). Loans under the ACS Credit Facility were secured by certain domestic receivables and other assets as determined by ACS.

The ACS Credit Facility bore interest at the greater of Prime rate plus 1.0% or 9.5%, and minimum annual interest of \$250 if no funds are drawn under the ACS Credit Facility in a given year.

ACS was a senior secured creditor.

On December 12, 2023, in connection with the Company's entry into the Credit Agreement (as defined above), the ACS Credit Facility

and the related Commercial Guarantee, dated August 8, 2023, were terminated. Immediately prior to its termination,

no amounts **were** outstanding under the ACS Credit Facility. The Company did **not** incur any early termination penalties in connection with the termination of the ACS Credit Facility and related agreements.

775000003750000050000000300000002380700031200001465000421700015000012-12244300074020000.31316980004931000

The scheduled principal payments on the Term Loan as of September 30, 2024 are as follows:

Remainder of 2024				
\$				
2025				

7,750	2026	2027	56,188	Total	73,626

style="min-width:fit-content;"/></p></td> </tr>
</table>1938000775000077500005618800073626000305120003303000305120004311
payable semi-annually in arrears on May 15 and November 15 of each year, beginning
on May 15, 2022semi-annuallyThe Convertible Notes will mature on November 15,
2026, unless earlier converted, redeemed, or repurchased in accordance with the terms
of the Convertible Notes.2026-11-1520301.3010000000.982026-05-
150.027206836.762024-11-
201.3020301011949450006304000543000162700083600025030000.02420.0242029896
receivables and other assets as determined by ACS.The ACS Credit Facility bore
interest at the greater of Prime rate plus 1.0% or 9.5%, and minimum annual interest
of \$250 if no funds are drawn under the ACS Credit Facility in a given
year.0.010.09525000000<p style="font-size:10pt;margin-top:6pt;font-family:Times
New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman,min-
width:fit-content;">NOTE 5. NET LOSS PER SHARE</p><div style="font-
size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-
size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-
align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman,min-width:fit-content;">The following table presents the
computation of basic and diluted net loss per share:</p><p style="text-
indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-
bottom:0;text-align:left;"><span style="white-space:pre-wrap;font-size:10pt;font-
family:Times New Roman,min-width:fit-content;"></p><table style="margin-
left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-
collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td
style="width:50.56%;box-sizing:content-box;"></td> <td style="width:1.12%;box-
sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:9.24%;box-sizing:content-box;"></td> <td style="width:1%;box-
sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td
style="width:1%;box-sizing:content-box;"></td> <td style="width:9.24%;box-
sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-
sizing:content-box;"></td> <td style="width:9.24%;box-sizing:content-box;"></td> <td
style="width:1%;box-sizing:content-box;"></td> <td style="width:1.12%;box-
sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td
style="width:9.24%;box-sizing:content-box;"></td> <td style="width:1%;box-
sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-
space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold,min-width:fit-content;"></p></td> <td
style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times
New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap,min-
width:fit-content;"></p></td> <td colspan="6" style="vertical-
align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-
size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:center;"><span style="color:#000000;white-space:pre-wrap;font-
weight:bold,min-width:fit-content;">Three Months Ended
September 30,
</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-
align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;"><span style="white-space:pre-wrap,min-
width:fit-content;"></p></td> <td style="vertical-align:bottom;"><p
style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-
align:left;"></p>
</td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid
#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New
Roman;margin-bottom:0;text-align:center;"><span style="color:#000000;white-
space:pre-wrap;font-weight:bold,min-width:fit-content;">Nine Months

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

1.92

The Company reported net losses for all periods presented and, as such, all potentially dilutive shares of common stock would have been antidilutive for such periods.

The table below presents the weighted-average securities (in common equivalent shares) outstanding during the periods presented that have been excluded from the calculation of diluted net loss per share because their effect would be anti-dilutive:

Period	Weighted-Average Securities Outstanding	Weighted-Average Securities Excluded	Total Weighted-Average Securities	Diluted Net Loss Per Share	Basic Net Loss Per Share
Three Months Ended September 30, 2019	1,234,567	123,456	1,358,023	(0.15)	(0.15)
Three Months Ended September 30, 2018	987,654	98,765	1,086,419	(0.12)	(0.12)
Three Months Ended September 30, 2017	765,432	76,543	841,975	(0.10)	(0.10)
Three Months Ended September 30, 2016	543,210	54,321	597,531	(0.08)	(0.08)
Three Months Ended September 30, 2015	321,098	32,109	353,207	(0.06)	(0.06)
Three Months Ended September 30, 2014	109,876	10,987	120,863	(0.04)	(0.04)

Three Months Ended September 30, 2019

Three Months Ended September 30, 2018

Three Months Ended September 30, 2017

Three Months Ended September 30, 2016

Three Months Ended September 30, 2015

Three Months Ended September 30, 2014

#000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common stock options, restricted stock units and performance stock units</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

[illegible]

2,654,628	496,612	2,820,462	496,612
Common stock issuable in connection with convertible senior notes	Common stock	issuable in connection with convertible senior notes	issuable in connection with convertible senior notes

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Weighted-average common shares outstanding	
38,086,765	
36,991,650	
37,752,562	
36,810,878	
Less: Weighted-average shares subject to repurchase	

[illegible]

share	38,086,765	36,991,650	37,752,562	36,810,878

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

10,729,798	
10,909,888	
Warrants to purchase common stock	
2,654,628	
496,612	
2,820,462	

[illegible]

3,842,961	
15,692,441	15,398,135
16,032,881	

NOTE 6. FINANCIAL INSTRUMENTS Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs that may be used to measure fair value. Level 1 and Level 2 are considered observable and Level 3 is considered unobservable, as follows: • Level 1—quoted prices (unadjusted) in active markets for identical assets or liabilities; • Level 2—inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; • Level 3—unobservable inputs that are not based on market data.

NOTE 6. FINANCIAL INSTRUMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The fair value hierarchy is based on three levels of inputs that may be used to measure fair value. Level 1 and Level 2 are considered observable and Level 3 is considered unobservable, as follows:

- Level 1—quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2—inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities;
- Level 3—unobservable inputs that are not based on market data.

[illegible]

[illegible]

family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Cost</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Losses</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Equivalents</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cfff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash from continuing operations</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-	

[illegible]

[illegible]

	\$	—			\$	45,918			\$	45,918			\$	45,918
As of December 31, 2023, the Company's cash and cash equivalents balances were as follows:														

[illegible]

[illegible]

[illegible]

46,609	
\$	
46,609	
Cash from discontinued operations	
32,830	
—	
32,830	

[illegible]

79,439

Purchase Consideration

100% of PandoLogic, Ltd. ("PandoLogic"), a company incorporated under the laws of the state of Israel, pursuant to an Agreement and Plan of Merger, dated as of July 21, 2021 (the "PandoLogic Merger Agreement"). The total purchase consideration for PandoLogic included up to \$65,000 in contingent consideration based on achieving certain contingent consideration tied to financial performance of PandoLogic in fiscal 2021 and 2022, which amounts were

payable in a combination of cash and common stock (the “PandoLogic Contingent Consideration”). At December 31, 2023, all Pandologic Contingent Consideration had been paid.

All of the Company’s contingent consideration liabilities are categorized as Level 3 within the fair value hierarchy, except when the amount of the payout is determined to be fixed. Contingent consideration for the PandoLogic acquisition was valued at the time of acquisition using Monte Carlo simulation models. These models incorporate contractual terms and assumptions regarding financial forecasts for PandoLogic, discount rates, and volatility of forecasted revenue. The value of the Company’s contingent consideration would increase if a lower discount rate was used and would decrease if a higher discount rate was used. Similarly, a higher revenue volatility assumption would increase the value of the contingent consideration, and a lower revenue volatility assumption would decrease the value of the contingent consideration. Contingent consideration for the March 2022 Acquisition (as defined below) was valued at the time of acquisition using a simple probability of achievement model, with the probability of achievement based on management’s forecasted outcomes for 2022 and 2023 fiscal year results for the acquired entity. The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company’s management with the assistance of a third-party valuation specialist when deemed necessary.

In September 2022, the Company and PandoLogic’s former owners entered into an amendment to the PandoLogic Merger Agreement. This amendment provides that the PandoLogic Contingent Consideration would be no less than \$10,825¹, irrespective of the actual financial performance of PandoLogic for the PandoLogic Contingent Consideration period. All of the PandoLogic Contingent Consideration was paid during the year ended December 31, 2023 in a combination of cash consideration and stock consideration, with the number of shares paid equal to that stock consideration portion of the contingent consideration amount divided by a price per share of \$20.53² in accordance with the terms of the PandoLogic Merger Agreement.

On March 1, 2022³, the Company acquired 100% of an influencer-based management company (the “March 2022 Acquisition”). As part of the consideration, the seller was eligible to receive up to \$

[illegible]

Fair Value as of		Changes in		Amount Paid		Fair Value as of	

[illegible]

Contingent consideration, current	
\$	
8,067	
\$	
\$	
1,651	
\$	
8,718	
\$	
1,000	

[illegible]

[illegible]

Stock Warrants

On the Term Loan Closing Date (as defined in Note 4 above), the Company issued warrants to the Lenders (in such capacity, the "Warrant Holders") to purchase up to **3,008,540** shares of the Company's Common Stock. During the **three and nine months ended September 30, 2024**, **0** and **499,857** of these warrants were net settled in exchange for **0** and **298,110** shares of Common Stock, respectively. As of **September 30, 2024**, the Warrant Holders held warrants to purchase **2,508,683** shares of Common Stock.

All of the Company's outstanding stock warrants are categorized as Level 3 within the fair value hierarchy. Stock warrants are equity classified and have been recorded at their fair value, on their issuance date of December 13, 2023, using either a probability weighted expected return model, the Monte Carlo simulation model or the Black-Scholes option-pricing model. These models incorporate contractual terms, maturity, risk-free interest rates and volatility. The value of the Company's stock warrants would increase if a higher risk-free interest rate was used and would decrease if a lower risk-free interest rate was used. Similarly, a higher volatility assumption would increase the value of the stock warrants, and a lower volatility assumption would decrease the value of the stock warrants. The development and determination of the unobservable inputs for Level 3 fair value measurements and fair value calculations are the responsibility of the Company's management with the assistance of a third-party valuation specialist.

family:Times New Roman;min-width:fit-content;"></p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Investments</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company holds a strategic investment in a technology company that was determined to not have a readily determinable fair value. This investment is carried at a cost of \$2,750 on the Company's condensed consolidated balance sheets within other assets as of September 30, 2024 and December 31, 2023 and is categorized as Level 3 within the fair value hierarchy.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As part of the Energy Sale, the Company acquired a strategic investment in GridBeyond that was determined not to have a readily determinable fair value. This investment was carried at a cost equal to its initial estimated fair value of \$2,021 on the Company's condensed consolidated balance sheets within other assets as of December 31, 2023, with that initial estimated fair value based on third party valuation at the time of the transaction and was categorized as Level 3 within the fair value hierarchy. In April 2024, the Company sold its investment in GridBeyond for \$1,800 in cash, resulting in a loss on sale of \$172 and a foreign exchange loss of \$49, recorded in other income (expense), net.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Because these investments do not have readily determinable fair values, the Company has elected to measure these investments under ASC 321, Investments – Equity Securities, at cost minus

No impairment was recorded for the three and nine months ended September 30, 2024. The Company re-measures its investments if there is an observable transaction in a class of security similar to the Company's investments and there were no such re-measurements for the three and nine months ended September 30, 2024.

The Company's money market funds are categorized as Level 1 within the fair value hierarchy. As of September 30, 2024, the Company's cash and cash equivalents were as follows:

	Cash	Equivalents	Total
As of September 30, 2024	\$ 18,400,000	\$ 1,000,000	\$ 19,400,000

Gross

[illegible]

Cash	
Cost	Losses
Value	Equivalents
Cash from continuing operations	

[illegible]

[illegible]

[illegible]

[illegible]

Unrealized	Fair
Cash	Cash
Cost	Cost

[illegible]

[illegible]

	32,830
Total	
\$	
79,439	
\$	
\$	

[illegible]

Fair Value as of	
Changes in	
Amount Paid	
Fair Value as of	
January 1, 2023	
Fair Value	

[illegible]

Contingent consideration, current	
	\$
	8,067
	\$
	1,651
	\$
	8,718
	\$
	1,000

[illegible]

[illegible]

[illegible]

space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">53,529</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Foreign currency translation</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(419</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance at September 30, 2024</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">53,110</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table></div><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">As of September 30, 2024 and December 31, 2023, goodwill allocated to continuing operations was \$53,110 and \$53,529, respectively, while goodwill allocated to discontinued operations was \$26,718 in both periods.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Intangible Assets</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which continue to be amortized:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:36.12%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.52%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.040000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.040000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.040000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.040000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.040000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.16%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times

[illegible]

Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization
Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount	Software and technology

[illegible]

[illegible]

[illegible]

[illegible]

12,782	44,100	24,601	19,499	Customer and supplier relationships	3.3

99,000	47,226
51,774	99,000

36,323	62,677
Noncompete agreements	0.0
800	

[illegible]

Trademarks and trade names	2.3
2,300	(1,368)
932	

[illegible]

[illegible]

content;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(66,859</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">83,423</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table presents future amortization of the Company's finite-lived intangible assets as ofSeptember 30, 2024:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:77.105%;box-sizing:content-box;"></td><td style="width:2.26%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:18.636%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (three months)</p></td><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

6,018	
2025	21,427
	2026
	16,569
	2027
	13,541
	2028

[illegible]

30, 2024

using a market approach, which estimates fair value based on the Company's market capitalization and an estimate of a reasonable range of values of a control premium. The Company determined that goodwill was not impaired, as the estimated fair value of the Company's reporting unit exceeded its carrying value. Additionally, as of June 30, 2024, the Company performed a quantitative analysis of the recoverability of each of the Company's asset groups. The result of the analyses was that the assets were not impaired, as the expected cash flows exceeded the carrying value for each asset group.

The carrying amount of goodwill was \$53,110 as of September 30, 2024 and \$53,529 as of December 31, 2023.

Goodwill		Balance at December 31, 2023	
	<p></p></td>		

	\$
53,529	
Foreign currency translation	
(	)
419	
Balance at September 30, 2024	
\$	
53,110	

531100005352900053529000-4190005311000053110000535290002671800026718000

The following table sets forth the Company's finite-lived intangible assets resulting from business acquisitions and other purchases, which continue to be amortized:

[illegible]

Weighted	Average
Remaining	Useful
Life (in years)	
Gross	Carrying
Amount	
Accumulated	Amortization
Net	Carrying
Amount	
Gross	Carrying
Amount	

Accumulated Amortization		
Net Carrying Amount		
	Software and technology	0.0
3,582	\$	3,582
\$	3,582	\$

[illegible]

Roman
Licensed technology

0.0

500

500

—

[illegible]

[illegible]

[illegible]

51,774	99,000	36,323	62,677
Noncompete agreements			

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

The following table presents future amortization of the Company's finite-lived intangible assets as of September 30, 2024:

	2024 (three months)	\$	6,018
	2025		
	2026		21,427

16,569	2027	2028	7,870	63
Thereafter				

<table style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total</p></td><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65,488</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table>601800021427000165690001354100078700006300065488000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 8.

Consolidated Balance Sheets Details</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash and cash equivalents</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents of \$11,422and \$46,609</p><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounts Receivable, Net and Allowance for Credit Losses</p><div style="font-size:12pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounts receivable consisted of the following:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-

[illegible]

[illegible]

[illegible]

Less: allowance for expected credit losses	1,086	1,180	Accounts receivable, net	33,859	\$	\$

33,895

Accounts receivable – Managed Services reflects the amounts due from the Company’s representation services and licensing customers.

Accounts receivable – Software Products & Services reflects the amounts due from the Company’s Veritone Hire solutions customers.

Allowance for Credit Losses Accounting

The Company maintains an allowance for expected credit losses to record accounts receivable at their net realizable value. Inherent in the assessment of the allowance for credit losses are certain judgments and estimates relating to, among other things, the Company’s customers’ access to capital, customers’ willingness and ability to pay, general economic conditions and the ongoing relationship with customers. The Company calculates the expected credit losses on a pool basis for those receivables that have similar risk characteristics aligned with the types of accounts receivable listed in the accounts receivable table above.

Allowances have been recorded for receivables believed to be uncollectible, including amounts for the resolution of potential credit and other collection issues. The allowance for expected credit losses is determined by analyzing the Company’s historical write-offs and the current aging of receivables. Adjustments to the allowance may be required in future periods depending on how issues considered such as the financial condition of customers and the general economic climate may change or if the financial condition of the Company’s customers were to deteriorate resulting in an impairment of their ability to make payments. The Company has not historically had material write-offs due to uncollectible accounts receivable.

[illegible]

1,664	
Other current assets	
743	
687	
Prepaid expenses and other current assets	
6,162	

[illegible]

December 31, 2023	Investments	2,990	4,771
Other non-current assets			
4,032			

align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,393</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,022</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,164</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></div><p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property, Equipment and Improvements, Net</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New

Property, equipment and improvements, net consisted of the following:

As of								
September 30, 2024								
December 31, 2023								

December 31,								
2023								
2024								

[illegible]

[illegible]

Less: accumulated depreciation		
9,699		
7,694		
Property, equipment and improvements, net		
\$		
9,864		
\$		

8,079	

Depreciation expense was \$1,127 and \$3,448 for the three and nine months ended September 30, 2024, respectively. Depreciation expense was \$1,168 and \$2,230 for the three and nine months ended September 30, 2023, respectively. Of the \$6,351 in property and equipment as of September 30, 2024, \$2,215 consisted of work in progress not yet placed in service for internal use software development costs. Depreciation of internal use software development costs was \$1,684 and \$3,123 for the three and nine months ended September 30, 2024, respectively. Depreciation of internal use software development costs was \$

[illegible]

[illegible]

bottom:0;text-align:left;">

<p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	
</td>	<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</td>	<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,400</p></td>
</td>	<td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">
</tr>	
style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounts payable</p></td>	
<td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	
</td>	
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td>	
<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,356</p></td>	
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	
</td>	
<td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	
</td>	
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td>	
<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,620</p></td>	
<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	
</td>	
</tr>	

</table></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other Accrued Liabilities</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">

</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other accrued liabilities consisted of the following:</p><p style="text-

indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">As of</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,
2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,
2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#c0c0c0;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued compensation</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accrued compensation</p></td> </tr></table>

align:bottom;"/> 	align:bottom;"/> \$	align:bottom;text-align:center;"/> 4,507	align:left;"/>	align:bottom;"/> 	align:bottom;"/> 	align:bottom;"/> \$	align:center;"/> 4,052	align:bottom;"/>
height:10pt;background-color:#ffffff;word-break:break-word;"/>								
align:left;"/>Taxes payable	align:bottom;"/> 	align:bottom;"/> 	align:bottom;"/> 	align:center;"/> 6,019	align:left;"/>	align:bottom;"/> 	align:center;"/> 5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/> 	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>	align:center;"/> 5,450	align:right;"/>5,450	align:left;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/>								
align:left;"/>	align:center;"/> 5,450	align:bottom;"/>						

Operating lease liabilities	1,236
2,348	
Accrued trade payables	13,585
13,504	

Other	1,040	1,139	Other accrued liabilities	26,387	26,493

[illegible]

	2024		
	2024		
	Deferred revenue beginning balance		
	\$		
	13,466		
Less: revenue recognized			

align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 9,183
white-space:nowrap;vertical-align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;"/>
white-space:nowrap;vertical-align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 10,780
white-space:nowrap;vertical-align:bottom;"/> 	white-space:nowrap;vertical-align:bottom;"/>
white-space:pre-wrap;vertical-align:top;"/> Additions to deferred revenue	white-space:pre-wrap;vertical-align:bottom;"/>
white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"/> 	white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"/> 8,553
white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"/> 	white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"/> 10,803
white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"/> 	white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"/> Ending balance of deferred revenue
white-space:pre-wrap;vertical-align:bottom;"/> 	

[illegible]

Three Months Ended September 30,	Nine Months Ended September 30,					
2024						
2023						
2024						

[illegible]

68,411	Public Sector	1,596
1,476		4,236

[illegible]

The Company serves two customer groups:

(1) Commercial Enterprise, which consists of customers in the commercial sector; and

(2) Public Sector, which consists of customers in the public sector industries, including state, local and federal government, legal, and compliance customers.

Software Products & Services consists of revenues generated from the Company's aiWARE platform and talent applications, any related support and maintenance services, and any related professional services associated with the deployment and / or implementation of such solutions.

Managed Services consists of revenues generated from content licensing customers and certain representation services customers and related services.

The table below illustrates the presentation of our revenues based on the above definitions:

	Commercial Enterprise	Public Sector	Software Products & Services	Managed Services
Content Licensing	\$72,883	\$0	\$0	\$0
Talent Applications	\$0	\$0	\$0	\$0
Support and Maintenance	\$0	\$0	\$0	\$0
Professional Services	\$0	\$0	\$0	\$0
Total	\$72,883	\$0	\$0	\$0

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14,694	
18,885	
1,476	
20,361	

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	7,607
	
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	7,607
	7,607

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	Total	
Total Software Products & Services	\$	41,310
	\$	4,236
	\$	45,546

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[illegible]

8,465	8,465
—	—
8,465	8,465
Licensing	
14,895	14,895

[illegible]

[illegible]

[illegible]

[illegible]

	\$	70,204		\$	68,411				\$	4,472				\$	72,883	
With the June 2023 acquisition of Broadbean, the Company expanded its customer base throughout Europe and Asia Pacific. During the three and nine months ended September 30, 2024																

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

\$	(
2,594	2,552
)	)
\$	8,618
)	)
\$	1,088

Other in the table above consists of foreign exchange gains of \$393 and losses of \$2,294 for the three months ended September 30, 2024 and 2023, respectively, and foreign exchange gains of \$29 and \$526 for the nine months ended September 30, 2024 and 2023, respectively.

Provision for Income Taxes

In accordance with ASC 740-270, ***Income Taxes***, the provision or benefit from income taxes for interim periods is determined using an estimate of the Company's annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter, the Company updates the estimate of the annual effective tax rate, and if the estimated tax rate changes, the Company records a cumulative adjustment. A separate estimated annual effective tax rate is applied for jurisdictions where an entity anticipates an ordinary loss or has an ordinary loss for the year to date for which no tax benefit can be recognized.

The Company's effective tax rate for the three and nine months ended September 30, 2024 was 10.3% and 4.9%, respectively. The difference between the effective tax rate and the U.S. federal statutory rate of 21% is primarily due to a valuation allowance established on the Company's domestic federal and state net deferred tax assets, as well as the impact of foreign operations subject to tax in

foreign jurisdictions. The Company's effective tax rate for the three and nine months ended September 30, 2023 was 3.6% and 3.4%, respectively. The change in the effective tax rates for the three and nine months ended September 30, 2024 as compared to the comparable prior year periods is primarily due to the impact of taxes on foreign operations and valuation allowances against domestic net deferred tax assets.

As of September 30, 2024 and December 31, 2023, the Company had net deferred tax liabilities of \$4,387 and \$9,504, respectively, which is included in other non-current liabilities in the condensed consolidated balance sheets. As of September 30, 2024, the Company continues to provide a valuation allowance against federal and state deferred tax assets that are not expected to be realizable. The Company continues to evaluate the realizability of deferred tax assets and the related valuation allowance. If the Company's assessment of the deferred tax assets or the corresponding valuation allowance were to change, the Company would record the related adjustment to income during the period in which the determination is made.

As a result of the Broadbean acquisition, the Company expects to be subject to taxation in France and Australia, in addition to already being subject to taxation in the United States, Israel, and the United Kingdom. The United States, Israel, and the United Kingdom comprise the majority of the Company's operations. In general, the U.S. federal statute of limitations is three years. However, the Internal Revenue Service may still adjust a tax loss or credit carryover in the year the tax loss or credit carryover is utilized. As such, the Company's U.S. federal tax returns and state tax returns are open for examination since inception. The Israeli statute of limitations period is generally four years commencing at the end of the year in which the return was filed. The UK statute of limitations period is typically twelve months following the date on which the return is filed. The Company's 2022 U.S. federal tax return for Pandologic, Inc. is currently under examination. There are no other ongoing examinations from income tax authorities in the jurisdictions in which the Company does business.

Accounts receivable consisted of the following:

[illegible]

	\$
9,018	
	\$
	3,436
Accounts receivable — Software Products & Services	
	(2)
	23,177
	29,290
Accounts receivable — Other	

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height:10pt;background-color:#ffffff;word-break:break-word;"/><td> white-space:pre-wrap;vertical-align:bottom;"/> </td><td> white-space:pre-wrap;vertical-align:bottom;"/> </td><td> white-space:nowrap;vertical-align:bottom;"/> </td><td> white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 34,945 </td><td> white-space:nowrap;vertical-align:bottom;"/> </td><td> white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 35,075 </td><td> white-space:nowrap;vertical-align:bottom;"/> </td>								white-space:pre-wrap;vertical-align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;"/> 	white-space:nowrap;vertical-align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 34,945	white-space:nowrap;vertical-align:bottom;"/> 	white-space:pre-wrap;vertical-align:bottom;text-align:center;"/> 35,075	white-space:nowrap;vertical-align:bottom;"/>
height:10pt;background-color:#c0c0c0;word-break:break-word;"/><td> white-space:pre-wrap;vertical-align:top;"/> </td>								white-space:pre-wrap;vertical-align:top;"/> 						

[illegible]

Accounts receivable – Managed Services reflects the amounts due from the Company’s representation services and licensing customers.

Accounts receivable – Software Products & Services reflects the amounts due from the Company’s Veritone Hire solutions customers.

901800034360002317700029290000275000023490003494500035075000108600

Allowance for Credit Losses Accounting

The Company maintains an allowance for expected credit losses to record accounts receivable at their net realizable value. Inherent in the assessment of the allowance for credit losses are certain judgments and estimates relating to, among other things, the Company’s customers’ access to capital, customers’ willingness and ability to pay, general economic conditions and the ongoing relationship with customers. The Company calculates the expected credit losses on a pool basis for those receivables that have similar risk characteristics aligned with the types of accounts receivable listed in the accounts receivable table above.

Allowances have been recorded for receivables believed to be uncollectible, including amounts for the resolution of potential credit and other collection issues. The allowance for expected credit losses is determined by analyzing the Company’s historical write-offs and the current aging of receivables. Adjustments to the allowance may be required in future periods depending on how issues considered such as the financial condition of customers and the general economic climate may change or if the financial condition of the Company’s customers were to deteriorate resulting in an impairment of their ability to make payments. The Company has not historically had material write-offs due to uncollectible accounts receivable.

[illegible]

[illegible]

[illegible]

Investments	2,990
4,771	
Other non-current assets	4,032
4,393	

align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#eff0fe;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,022</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,164</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p>299000047710004032000439300070220009164000<p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Property, equipment and improvements, net consisted of the following:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.8830000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.8830000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

As of	September 30, 2024						December 31, 2023
Property and equipment	6,351						\$

[illegible]

New Roman;	1,639	19,563	15,773	Less: accumulated depreciation
9,699	9,699	9,699	9,699	9,699

[illegible]

[illegible]

[illegible]

content;"></p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td>

<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,356</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td>

<td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td>

<td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,620</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> </tr>

</table>4591000922000047650007400000935600016620000<p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other accrued liabilities consisted of the following:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p>

 	As of 							

wrap;word-break:break-word;">	<td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">									
</p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">									
September 30,
2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">	</p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">								
December 31,
2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">	</p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	Accrued compensation</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">	4,507</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">	4,052</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">	</p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-

Taxes payable	6,019	5,450
Current portion of operating lease liabilities	1,236	2,348

Accrued trade payables	13,585	13,504	Other
1,040	1,139	1,139	1,139

Other accrued liabilities

\$	26,387	\$	26,493	\$

Deferred revenue was comprised of the following:

Three Months Ended September 30,

align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30,</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:8pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Deferred revenue beginning balance</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,466</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="white-space:pre-wrap;min-

	\$	12,813	
Less: revenue recognized		9,183	
Additions to deferred revenue		8,553	

New Roman; margin-bottom: 0; text-align: left; "></p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 0.5pt solid #000000; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td><td style="white-space: pre-wrap; vertical-align: bottom; border-bottom: 0.5pt solid #000000; text-align: center; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right; ">10,803</p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 0.5pt solid #ffffff03; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td></tr><tr style="height: 10pt; background-color: #eff0fe; word-break: break-word; "><td style="white-space: pre-wrap; vertical-align: top; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; ">Ending balance of deferred revenue</p></td><td style="white-space: pre-wrap; vertical-align: bottom; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 2.25pt double #000000; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; ">\$</p></td><td style="white-space: pre-wrap; vertical-align: bottom; border-bottom: 2.25pt double #000000; text-align: center; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right; ">12,836</p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 2.25pt double #ffffff03; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td><td style="white-space: pre-wrap; vertical-align: bottom; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 2.25pt double #000000; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; ">\$</p></td><td style="white-space: pre-wrap; vertical-align: bottom; border-bottom: 2.25pt double #000000; text-align: center; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: right; ">12,836</p></td><td style="white-space: nowrap; vertical-align: bottom; border-bottom: 2.25pt double #ffffff03; "><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p></td></tr></table><p style="font-size: 10pt; margin-top: 0; font-family: Times New Roman; margin-bottom: 0; text-align: left; "></p>13466000128130009183000107800008553000108030001283600012836000<p style="text-indent: 4.533%; font-size: 10pt; margin-top: 6pt; font-family: Times New Roman; margin-bottom: 6pt; text-align: left; ">Revenue for the periods presented were comprised of the following:</p><table style="margin-left: auto; border-spacing: 0; table-layout: fixed; width: 100.0%; border-collapse: separate; margin-right: auto; "><tr style="visibility: collapse; "><td style="width: 50.38%; box-sizing: content-box; "></td><td style="width: 1.22%; box-sizing: content-box; "></td><td style="width: 1%; box-sizing: content-box; "></td><td style="width: 9.184000000000001%; box-sizing: content-box; "></td><td style="width: 1%; box-sizing: content-box; "></td><td>

[illegible]

[illegible]

65,968	68,411
Public Sector	1,596
1,476	1,476

[illegible]

[illegible]

	2024	2023
	Commercial	Public
	Commercial	

[illegible]

Sector	Total Software Products & Services
\$	\$
13,098	\$
1,596	\$

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

1,596	
\$	
21,993	
\$	
26,492	
\$	
1,476	
\$	

content;">27,968</p></td>																																																																																																																			

[illegible]

[illegible]

Total Software Products & Services	\$	41,310	\$	4,236	\$	45,546	\$	44,109	\$

[illegible]

[illegible]

Representation Services	9,763
9,763	

8,465			
—			
8,465			
Licensing			
14,895			
—			
—			

wrap;vertical-align:bottom;"/> | 14,895 | | | | 15,837 | |

Total Managed Services	24,658
	—
	24,302
	—

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

2,238	39	580	Other income (expense), net	\$	2,594

content;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2,552</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,618</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,088</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table>-2987000-314000-8485000-2064000-1720002572000393000-223800039000580000-2594000-2552000-86180001088000393000-2294000290005260000.1030.0490.0060.03443870009504000<p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 9. LEASES, COMMITMENTS AND CONTINGENCIES</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Leases</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Lease Costs</p><p style="text-indent:4.533%;font-

size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,270 recorded withinother assets, the current portion of operating lease liabilities of \$1,236 recorded withinother accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded withinother non-current liabilities. As ofDecember 31, 2023, on its condensed consolidated balance sheet the Company had right-of-use assets of \$1,669 recorded withinother assets, the current portion of operating lease liabilities of \$2,348 recorded withinother accrued liabilities, and the non-current portion of operating lease liabilities of \$308 recorded within

style="-sec-ix-hidden:F_014585ec-ec44-41e7-aac9-9e07bacaf8bb;">other non-current liabilities.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company made cash payments for its operating leases of \$736 and \$2,189 for thethree and nine months ended September 30, 2024, respectively, and \$820 and \$2,070 for the three and nine months ended September 30, 2023, respectively, all of which were included in cash flows from operating activities within the condensed consolidated statements of cash flows. The Company's operating leases have a weighted average remaining lease term of1.1 years and weighted average discount rate of8.3%.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The total rent expense for all operating leases was \$542 and \$1,827 for thethree and nine months ended September 30, 2024, respectively, and \$612 and

\$ 1,704 for the three and nine months ended September 30, 2023, respectively, with short-term leases making up an immaterial portion of such expenses. For its sublease, the Company recorded sublease income of \$ 277 and \$ 831 for the three and nine months ended September 30, 2024 , respectively, and \$ 277 and 831 for the three and nine months ended September 30, 2023, respectively.

Lease Commitments

Future undiscounted lease payments for the Company's operating lease liabilities, a reconciliation of these payments to its operating lease liabilities, and related sublease income at September 30, 2024 are as follows:

<u>Years ended December 31,</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

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1,687	Less: future minimum lease payments for short-term leases
9	Less: imputed interest
134	Present value of future minimum lease payments, excluding short-term leases

\$	1,544	Less: current portion of operating lease liabilities	1,236	Non-current portion of operating lease liabilities	308

Years ended December 31,

Sublease Income	
2024 (three months)	
310	
Total sublease income	
\$	
310	

Purchase Consideration

In connection with the March 2022 Acquisition, the Company committed to make purchase consideration

payments of \$1,500 within ten days of the first anniversary of the closing date of the March 2022 Acquisition and an additional \$1,500 within ten days of the second anniversary of the closing date of the March 2022 Acquisition. The first payment of \$1,500 was made during the first quarter of 2023 and the second payment of \$1,500 was made during the first quarter of 2024.

On June 10, 2022, the Company acquired VocaliD, Inc. (“VocaliD”), a U.S.-based company that pioneered the creation of personalized synthetic voices. In connection with its acquisition of VocaliD, the Company committed to make purchase consideration payments of \$1,000 on the first anniversary of the closing date of the acquisition and an additional \$1,000 on the 18-month anniversary of the closing date of the acquisition. The first payment of \$1,000 was made during the second quarter of 2023 and the second payment of \$1,000 was made during the fourth quarter of 2023.

On August 11, 2022, the Company acquired certain assets of Vision Semantics Limited (“VSL”), a U.K.-based company focused on AI-powered video analytics and surveillance software solutions. In connection with its acquisition of VSL in August 2022, the Company committed to make a purchase consideration payment of \$

the 18-month anniversary of the closing date of the acquisition, which

Company

paid during the first quarter of 2024. Payment of deferred consideration for the nine months ended September 30, 2024 and 2023 are reflected on the Company's statements of cash flows.

Other Contingencies

From time to time, the Company may be involved in litigation relating to claims arising out of its operations in the normal course of business.

The Company currently is not a party to any legal proceedings, the adverse outcome of which, in management's opinion, individually or in the aggregate, would have a material adverse effect on the Company's results of operations, financial position or cash flows.

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Future undiscounted lease payments for the Company's operating lease liabilities, a reconciliation of these payments to its operating lease liabilities, and related sublease income at

September 30, 2024 are as follows:

Years ended December 31,

Years ended December 31,

Years ended December 31,

Years ended December 31,

[illegible]

1,687	Less: future minimum lease payments for short-term leases
9	Less: imputed interest
134	Present value of future minimum lease payments, excluding short-term leases

[illegible]

color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Years ended December 31,</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Sublease Income</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td></tr><tr style="height:10pt;background-color:#cfff0f;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (three months)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">310</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total sublease income</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">310</p></td><td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr></table>728000753000206000168700090001340001544000123600030800031000031006-1010000001000000100000010000002022-08-11300000<p style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">NOTE 10. STOCKHOLDERS' EQUITY</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span

Common Stock Issuances

During the nine months ended September 30, 2024 and 2023, the Company issued an aggregate of 724,972 and 816,690 shares of its common stock, respectively, in connection with the exercise of stock options, issuance of stock awards and vesting of restricted stock units under its stock incentive plans and stock purchases under its Employee Stock Purchase Plan (the "ESPP").

During the nine months ended September 30, 2024 and 2023, the Company issued a total of 298,110 and 0 shares of its common stock, respectively, in connection with warrant exercises (see Note 6). During the nine months ended September 30, 2023, the Company issued a total of 135,800 shares of its common stock in connection with the contingent consideration arrangement related to the acquisition of PandoLogic.

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NOTE 11. STOCK PLANS

Stock-Based Compensation

During the nine months ended September 30, 2024 and 2023, the Company granted options to purchase an aggregate of 0

288,893 shares of its common stock that are subject to time-based vesting conditions, respectively.

The Company valued these stock options using the Black-Scholes Merton option pricing model. The assumptions used to compute the grant date fair values of the stock options granted during the nine months ended September 30, 2024 and 2023 are set forth in the table below:

	2024	2023
Weighted average exercise price per share	\$16.75	\$16.75
Weighted average remaining term, in years	4.53	4.53
Expected volatility	25%	25%
Risk-free interest rate	4.53%	4.53%
Dividend yield	0%	0%

Nine Months Ended September 30,

	2024	2023
Weighted average exercise price per share	\$16.75	\$16.75
Weighted average remaining term, in years	4.53	4.53
Expected volatility	25%	25%
Risk-free interest rate	4.53%	4.53%
Dividend yield	0%	0%

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Roman;"><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">The assumptions used in calculating the fair values of purchase rights granted under the ESPP during the nine months ended September 30, 2024 and 2023 are set forth in the table below:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p>

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[illegible]

[illegible]

[illegible]

[illegible]

	2,811
Employee stock purchase plan	302
	77
	699
	777

Total stock-based compensation expense	2,181	2,032	5,928	8,646

[illegible]

[illegible]

[illegible]

[illegible]

	General
3,622	
	General and administrative
1,471	
	876
4,109	

[illegible]

[illegible]

	443
Stock-based compensation expense from continuing operations	
\$	2,099
\$	1,953
\$	5,691
\$	

8,203	

Stock-based compensation capitalized for internal-use software was \$87 and \$75 for the three months ended September 30, 2024 and 2023, respectively. Stock-based compensation capitalized for internal-use software was \$299 and \$289 for the nine months ended September 30, 2024 and 2023, respectively.

Equity Award Activity Under Stock Plans

Performance Stock Units

In connection with the Steel Holdings Consulting Agreement (as defined and further described in Note 12), on January 11, 2023, the Compensation Committee (the “Compensation Committee”) of the Company’s Board of Directors (the “Board”) approved a grant of 118,460 performance stock units (the “Steel Holdings Consulting PSUs”) that were to vest upon the achievement of certain performance milestones. During the year ended December 31, 2023, certain performance milestones

19,743 shares of the Steel Holdings Consulting PSUs on April 22, 2023 and 39,486 shares on November 15, 2023.

In January 2024, the Company entered into an amended and restated independent contractor services agreement with Steel Holdings, LLC (the "Amended Consulting Agreement"), which supersedes and replaces the Steel Holdings Consulting Agreement. Under the Amended Consulting Agreement, all equity grants that were made, other than vested Steel Holdings Consulting PSUs but including unvested Steel Holdings Consulting PSUs, or contemplated under the Steel Holdings Consulting Agreement were terminated as of the effective date of the Amended Consulting Agreement and no further performance stock units will be issued under the Amended Consulting Agreement.

On March 16, 2023, the Compensation Committee approved a grant of 170,402 target performance stock units to be granted to the Company's named executive officers (the "2023 Senior Executive PSUs"). The awards had a grant date of March 31, 2023 and were to vest based on the achievement of revenue and non-GAAP net income targets (each equally weighted) for 2023, which achievement shall then be modified (up to a 20% increase or decrease) based on the Company's relative total stockholder return over a three-year performance period (the "TSR Modifier"), as compared with the S&P Software and Services Select Industry Index. Based on the Company's performance, the Company's named executive officers were to earn from 0% to 200% of the target number of shares of the 2023 Senior Executive PSUs. The 2023 Senior Executive PSUs, to the extent earned, were to vest on the date the Board certifies the TSR Modifier for the three-year performance period ending

content;">December 31, 2025and the number of 2023 Senior Executive PSUs that were to vest as of such certification, all of which was to occur within 90 days of the end of the performance period ending December 31, 2025. Compensation costs recognized on the 2023 Senior Executive PSUs were to be adjusted, as applicable, for performance above or below the target specified in the award. On April 8, 2024, the Compensation Committee determined that, as of December 31, 2023, the revenue and non-GAAP net income targets were not achieved and the 2023 Senior Executive PSUs were forfeited.</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On April 8, 2024, the Compensation Committee approved grants of 200,000 and 48,000 target performance stock units to be granted to the Company's named executive officers, Ryan Steelberg and Michael Zemetra, respectively (the "2024 Senior Executive PSUs"). The awards had a grant date of April 8, 2024 and vest based on the achievement of revenue and non-GAAP net income targets (each equally weighted) for 2024, which achievement shall then be modified (up to a 20% increase or decrease) based on the Company's relative total stockholder return over a three-year performance period (the "TSR Modifier"), as compared with the S&P Software and Services Select Industry Index. Based on the Company's performance, the Company's named executive officers may earn from 0% to 200% of the target number of shares of the 2024 Senior Executive PSUs. The 2024 Senior Executive PSUs, to the extent earned, vest on the date the Board certifies the TSR Modifier for the three-year performance period ending December 31, 2026 and the number of 2024 Senior Executive PSUs that vest as of such certification, all of which shall occur within 90 days of the end of the performance period ending December 31, 2026

Compensation costs recognized on the 2024 Senior Executive PSUs shall be adjusted, as applicable, for performance above or below the target specified in the award.

The Company's performance stock unit activity for the nine months ended September 30, 2024 was as follows:

	Weighted	Unvested	Forfeited	Repurchased
PSUs	1,000,000	1,000,000	1,000,000	1,000,000
Options	1,000,000	1,000,000	1,000,000	1,000,000
Restricted Stock	1,000,000	1,000,000	1,000,000	1,000,000
Performance Shares	1,000,000	1,000,000	1,000,000	1,000,000
Other Equity Awards	1,000,000	1,000,000	1,000,000	1,000,000
Total	5,000,000	5,000,000	5,000,000	5,000,000

Weighted

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Restricted Stock Units

The Company's restricted stock unit activity for the nine months ended September 30, 2024 was as follows:

	Restricted Stock Units	Weighted Average Grant Date Fair Value	Weighted Average Exercise Price	Weighted Average Remaining Contract Term	Weighted Average Expected Life	Weighted Average Expected Maturity Date
At January 1, 2024	1,220,000	\$11.20	\$10.94	1.00	9.66%	1.00
Granted	1,220,000	\$11.20	\$10.94	1.00	9.66%	1.00
Exercised	(1,220,000)	\$11.20	\$10.94	1.00	9.66%	1.00
Expired	(1,220,000)	\$11.20	\$10.94	1.00	9.66%	1.00
At September 30, 2024	1,220,000	\$11.20	\$10.94	1.00	9.66%	1.00

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\$	
Granted	
820,865	
Forfeited	

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4.67

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As of September 30, 2024, total unrecognized compensa-
tion cost related to restricted stock units was \$6,260, which is
expected to be recognized over a weighted average period of 1.7
years.

Performance-Based Stock Options

The activity during the nine months ended September 30, 2024 related to stock options that are subject to performance-based vesting conditions tied to the achievement of stock price goals by the Company was as follows:

Weighted-Average Exercise Price	Weighted-Average Remaining Term (Years)	Aggregate Intrinsic Value	Aggregate Fair Value	Aggregate Unrecognized Compensation Cost	Aggregate Unrecognized Compensation Cost at End of Period	Aggregate Unrecognized Compensation Cost at Beginning of Period	Aggregate Unrecognized Compensation Cost at End of Period, Assuming No Vesting Conditions	Aggregate Unrecognized Compensation Cost at End of Period, Assuming No Vesting Conditions at End of Period	Aggregate Unrecognized Compensation Cost at End of Period, Assuming No Vesting Conditions at Beginning of Period
38.28%	1.7	\$6,260	\$6,260	\$6,260	\$6,260	\$6,260	\$6,260	\$6,260	\$6,260

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white-space:pre-wrap;min-width:fit-content;">		
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">		
color:#000000;min-width:fit-content;">		
space:pre-wrap;vertical-align:bottom;text-align:center;">		
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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">		
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5.7 years

The aggregate intrinsic value of the options exercised during the nine months ended September 30, 2024 and 2023 was \$0 and \$5.7, respectively. No performance-based stock options were granted during the nine months ended September 30, 2024 and 2023 and no performance-based stock options vested during the nine months ended September 30, 2024 and 2023.

Stock Options

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er share. The aggregate intrinsic value of the stock options exercised during the nine months ended September 30, 2024 and 2023 was \$80 and \$12, respectively. The total grant date fair value of stock options vested during the nine months ended September 30, 2024 and 2023 was \$2,891 and \$4,524, respectively. At September 30, 2024, total unrecognized compensation expense related to stock options was \$2,087 and is expected to be recognized over a weighted average period of 1.7 years.

The aggregate intrinsic values in the tables above represent the difference between the fair market value of the Company's common stock and the average option exercise price of in-the-money options, multiplied by the number of such stock options.

Employee Stock Purchase Plan

As of September 30, 2024 and December 31, 2023, employee payroll deductions accrued under the ESPP totaled \$107 and \$357

[illegible]

[illegible]

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[illegible]

2024 Expected term (in years) Expected volatility	2023 Expected term (in years) Expected volatility
2.0 2.0	0.5 2.0

[illegible]

[illegible]

2023			
			
2024			
			
2023			
			
<td style="vertical-align:top;"> Stock-based compensation expense by type of award: </td> <td data-kind="ghost"></td>		Stock-based compensation expense by type of award:	
			
			
			
			
			
			
			

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4,476		
Performance-based stock units		
	-	
112		
(		
582		

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Employee stock purchase plan	302	77	699	777	Total stock-based compensation expense

\$	2,181
\$	2,032
\$	5,928
\$	8,646
\$	

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content;"></p></td>	<p ><="" ><span="" p="" p><="" span><="" style="white-space:pre-wrap;min-width:fit-content;" td><=""> </p>		<p ><="" ><span="" p="" p><="" span><="" style="white-space:pre-wrap;min-width:fit-content;" td><=""> </p>	<p ><="" ><span="" p="" p><="" span><="" style="white-space:pre-wrap;min-width:fit-content;" td><=""> </p>	<p ><="" ><span="" p="" p><="" span><="" style="white-space:pre-wrap;min-width:fit-content;" td><=""> </p>		<p ><="" ><span="" p="" p><="" span><="" style="white-space:pre-wrap;min-width:fit-content;" td><=""> </p>
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913	Research and development
439	953
1,067	

General and administrative	3,622
1,471	876
4,109	4,079

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\$	
Stock-based compensation expense from continuing operations	
\$	
2,099	
\$	
1,953	
\$	
5,691	
\$	
8,203	

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content;">4.67</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> </tr> </table><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p>19495145.48208655.593372726.546473736.9417857344.676260000P1Y8M12D<p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The activity during thenine months ended September 30, 2024 related to stock options that are subject to performance-based vesting conditions tied to the achievement of stock price goals by the Company was as follows:</p><p style="text-indent:4.533%;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.46%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.98%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.92%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.439999999999995%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.4%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.52%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"></p></td>

	Weighted-Average	
	Remaining	
	Aggregate	

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space:nowrap;vertical-align:bottom;"/> 	space:pre-wrap;vertical-align:bottom;"/> 	space:nowrap;vertical-align:bottom;"/> \$	space:pre-wrap;vertical-align:bottom;text-align:center;"/> 11.29	space:nowrap;vertical-align:bottom;"/> 	space:pre-wrap;vertical-align:bottom;text-align:center;"/>
space:pre-wrap;vertical-align:bottom;"/> 	space:pre-wrap;vertical-align:bottom;"/> 	space:pre-wrap;vertical-align:bottom;text-align:center;"/> 	space:pre-wrap;vertical-align:bottom;text-align:center;"/> 	space:pre-wrap;vertical-align:bottom;text-align:center;"/> 	space:pre-wrap;vertical-align:bottom;text-align:center;"/>
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Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,667,656</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14.13</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.3 years</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">\$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">338</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr></table>550637413.81535212.0722921011.6329272014.39493092314P3Y6M33800046NOTE 12. RELATED PARTY TRANSACTIONS</p><p style="text-indent:4.533%;font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On January 4, 2023,

the Company entered into an independent contractor services agreement with Steel Holdings, LLC, effective as of January 1, 2023 the Steel Holdings Consulting Agreement. Steel Holdings, LLC is an entity affiliated with Chad Steelberg, currently a director serving on the Company's Board, and formerly its Chairman of the Board and Chief Executive Officer. Under the Steel Holdings Consulting Agreement, the Company retained Mr. Steelberg as a consultant to provide ongoing Chief Executive Officer transition services and to manage and oversee the further development of the Company's aiWARE platform.

In January 2024, the Company entered into the Amended Consulting Agreement, which supersedes and replaces the Steel Holdings Consulting Agreement. Pursuant to the Amended Consulting Agreement, Mr. Steelberg will provide technical advisory services related to the Company's software, software architecture and technology strategy as requested by the Company's Chief Executive Officer until December 31, 2025, the termination date of the Amended Consulting Agreement. In consideration for such services, the Company agreed to pay to Steel Holdings, LLC (i) \$1,000 in cash on July 1, 2024 and (ii) \$50 per month in cash for the period from January 2024 through December 2025. The Company will reimburse Steel Holdings, LLC for reasonable and documented expenses incurred in connection with providing the services in accordance with the Company's standard travel and expense policies. All equity grants that were made, including the unvested Steel Holdings Consulting PSUs, or contemplated under the Steel Holdings Consulting Agreement were terminated as of the effective date of the Amended Consulting Agreement and no further performance stock units will be issued under the Amended Consulting Agreement, except that the vested Steel Holdings Consulting PSUs remained outstanding.

The Amended Consulting Agreement may be terminated by either party with 90 days' notice. If the Company terminates the Amended Consulting Agreement for any reason other than Steel Holdings, LLC's material breach, then any remaining cash compensation payments under the Amended Consulting Agreement will become due and payable. In the event of a Change in Control (as defined in the 2017 Stock Incentive Plan), the Amended Consulting Agreement will terminate as of the effective date of the Change in Control and any remaining cash compensation payments will become due and payable.

The Company has determined that all future payments under the Amended Consulting Agreement are probable and estimable, and that substantially all benefits earned

under the agreement relate to past services rendered. As such, the Company has accrued a liability for all future cash payments under the agreement on its condensed consolidated balance sheet as of September 30, 2024, and recognized a resulting acceleration charge of \$0 and \$1,484 to general and administrative expenses to its condensed consolidated income statement during the three and nine months ended September 30, 2024, respectively.

During the second quarter of 2024, one of the Company's subsidiaries rented a property owned by the Company's Chief Executive Officer in connection with certain promotional event services on behalf of one of its customers. Total consideration paid was less than \$100.

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NOTE 13. SUBSEQUENT EVENTS

The Divestiture

On the Divestiture Closing Date, the Company entered into the Purchase Agreement, by and among the Company, Veritone One and the Purchaser, an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, the Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One for a total purchase price of up to \$104,000, subject to purchase price adjustments and the achievement of the Earnout targets described below. The Divestiture was structured as a simultaneous "sign and close" transaction and closed on the Divestiture Closing Date. On the Divestiture Closing Date, the Company received cash proceeds of \$59,053, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to the Earnout described below, \$

20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims (the "Indemnity Escrow"), in each case subject to the terms and limitations set forth in the Purchase Agreement. The Company may receive up to an additional \$18,000 in cash proceeds in the Earnout, subject to the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (as further described in the Purchase Agreement).

The Purchase Agreement contains customary representations, warranties and covenants of each of the parties to the Agreement. The Purchase Agreement also includes indemnification provisions whereby the Company will indemnify the Purchaser and other related indemnified parties for losses arising out of, among other things, inaccuracies in, or breaches of, the representations, warranties and covenants of the Company or Veritone One. The Purchaser and the other related indemnified parties will be able to make post-closing indemnification claims against the Indemnity Escrow, subject to the terms and limitations set forth in the Purchase Agreement. In addition, under the Purchase Agreement, the Company is subject to non-competition and non-solicitation provisions pursuant to which, among other things, the Company agreed not to engage in certain competitive activities with respect to Veritone One's business or solicit Veritone One employees or customers for a period of four years following the Divestiture.

Term Loan Repayment

On October 22, 2024 (the "Repayment Date"), the Company used net cash proceeds from the Divestiture to repay \$30,512 principal amount of its outstanding Term Loan, plus accrued interest and a prepayment premium in of \$3,303 (collectively, the "Term Loan Repayment"). As of the Repayment Date, after giving effect to the Term

Loan Repayment, \$43,114 aggregate principal amount remained outstanding under the Term Loan and the Company had approximately \$27,289 of cash and cash equivalents.

Due to the classification of held-for-sale at September 30, 2024, and the proximity of the October 17, 2024 Divestiture to the September 30, 2024 balance sheet, the Company classified the \$30,512 million of debt paid down through the Divestiture as Term Loan, current portion on the September 30, 2024 balance sheet.

On the Divestiture Closing Date, the Company entered into the Purchase Agreement, by and among the Company, Veritone One and the Purchaser, an affiliate of Insignia Capital Group L.P., pursuant to which, among other things, the Purchaser acquired from the Company all of the issued and outstanding equity of Veritone One for a total purchase price of up to \$104,000, subject to purchase price adjustments and the achievement of the Earnout targets described below. The Divestiture was structured as a simultaneous “sign and close” transaction and closed on the Divestiture Closing Date. On the Divestiture Closing Date, the Company received cash proceeds of \$59,053, which reflected the aggregate purchase price of \$104,000, less \$18,000 subject to the Earnout described below, \$20,297 of purchase price adjustments, and \$6,650 placed in escrow accounts described below. Of the amounts placed in escrow, \$1,500 was placed in an escrow account for potential purchase price adjustments and an aggregate of \$5,150 was placed in escrow accounts for the potential satisfaction of post-closing indemnification claims (the “Indemnity Escrow”), in each case subject to the terms and limitations set forth in the Purchase Agreement. The Company may receive up to an additional \$18,000 in cash proceeds in the Earnout, subject to the achievement of certain net revenue targets by Veritone One between January 1, 2025 and December 31, 2025 (as further described in the Purchase Agreement). The Purchase Agreement contains customary representations, warranties and covenants of each of the parties to the Agreement. The Purchase Agreement also includes indemnification provisions whereby the Company will indemnify the Purchaser and other related indemnified parties for losses arising out of, among other things, inaccuracies in, or breaches of, the representations, warranties and covenants of the Company or Veritone One. The Purchaser and the other related indemnified parties will be able to make post-closing indemnification claims against the Indemnity Escrow, subject to the terms and limitations set forth in the Purchase Agreement. In addition, under the Purchase Agreement, the Company is subject to non-competition and non-solicitation provisions pursuant to which, among other things, the Company agreed not to engage in certain competitive activities with respect to Veritone One’s business or solicit Veritone One employees or customers for a period of four years following the Divestiture.

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#XO;J0HA5K'H M0T*&*HJXC2\$W(-,5-
"6F#8N,|K|F(Y8J>4TTP@J^SFT"^|U:CR17BF!NI8IN MDS!|O|0SND
JR>L#=#E9O*U5KQ5X*_ ^,^"EGA"<8VS2EJ0%+9"SVH#USHB- M@,EN
MF#+K52|E|=Z8,NM5+R7QWI@RZU40)?>F#+K52|E|=Z8,NM5+R7 MQ|H7R|VC'D7?
68ZR>4?/ #:1|PZ|J#6WJY=%|IZ?TWB4JS2918U/+WAYH? LU MOJOZ;R|(XET|BLV?
X<_3KGDS"C\$|H&|IX>5QN|";%:1VG48/' +3NK^D|=QYZ_M'J3|@W7U2L#|^4P/:K&5@/?
Q3_|JL96_1^1.#VJOE8"?I<5SY/WL;#:TTQ@J MD5)>"ZV\$K_SUC>'H70YJ(4.ZPT7FG|,_T
MH|9;"?A9@G3IL%S)NY+W 9|H'BVVNHVJV^A) \$/6),AK,_=J?'8V'C6ELK|F
M.U;A^KR\$ZR8YX;UM VI'!R|*X'OT)G6R'HE|DKDWZ?/7(Y7JF1>R?P SW2/ M%EL|
146GA_6#L_>|V<|54N_C M/8BE(|RZ"|'#%B1_-V_A?
494P;/)&)G_ ^|U:PE4XYDA!))D|9(1)I81DRG%#J M#"?\$K,VD|L9&P1A%0HN>%
6&2PEJ|@6H|4XT-P3(2Q1&EA "(J8"F>1-J0+|6GP9&UX,0.\$Y-(|Y*4 **36(.LPX*%D5#
(M1(ID_M^U"HJLM@K2A84;"BX&TA@\$A-BH(@@FE-/J-|*>>R2U|&DP--
UU%+'8^'_ \$./_L?&A'WRPVJ)BAY9;0,./DPN1\$L8UYXAY(Q'7 M3"/'&\$:::=Q2-R(<%TN8
RZ+#\$8>2XQXD92I'\$.)S-LA,:>6D7<@\$VL^V%
MPMO"=Z|GDW9T|A|>'8<^7/QFSH+E2^|S SXZ.JR)'\$B##UQ85,PZ|*/<4PB
M1\$<194#\$&00X8Q+2-DGD)(^*"DF5XT^%67^QPUG|!F0|7,D|=AVV0M:A'^6>
M0E9D@8D<_0G1*L2IPDBGQ) 7BE.. S6*7(41=!7++,"C&!& MD-:(05*%014Q_6"C._
|YV#_6E;|2Z.9M95Q6F0N%NGVF%PJK"5!6F'F7E
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|5TLV?+7*A8^/P#\$QT+C6X%7@.NRC M?/: 5:W?RK>|L|S*MX|3. 0QQDBN\$<&!(XYC
LN3))2X=XS&0_U9JYW=:": M??2-1W2)\$?
O5TZHB5T6N@T.NJG%4OMV=Y5: ^K7Q;^;8>Y?|R|Y%DU\$A8PC'%FMJ9..>
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JS36*B2J66_FV\FWEVWJ4^|NW-QME02>LO0.+BA'X M#^<&64DI2MHS#
(.7TOI1X9M%&^C\=-9-SV#1^D^C8I'/:.SV.%\VX:WHU?V MO)W:8f0C_+98UW542K?
/LYR*H6OJU\6XJR?_GVEL&&4@HJM4+1(DXI@Y9 M\$1U*1%F/\$Z'4KO4H_YZ
3f4MGAV#U,JG!_ '7NSAMAN.N=B3<;^XX5/%1U;f* MM\NSW,JWE6KW\;CK'Q;#
fORf1X=Y;/GV^WTGW""<):<4.MXH9XT#fLO<3*J+@2@>E'S;FJ.LLS:))7JXG@.L?
3TS@I=423>fI'7?LY-B>V M'35_R &DJAT^F'L<4%&<+!_UA3B?-MUXV(9F<4Hf+(>^O?
IG+ZDVK6'>L65f M4fNSO2:9B@f5'RH^5'RH^%#QH>)#Q8>*#Q4?*CY4?
*CX4/&AXL.fHIS;:SO MN4NO%3FZKPC21%J4(2L81DEC';V.\$fI-X MW5-
>_) "O5MV0EXfS=W%ZG#f9KYMVHf/f^=,fS'47;FA108;?"fNf#KM*\$XY(
MHH;DH5f4(I,"1Y83;U0BD0fWB0fEA=U=AfU: GGWPXV'X=;f- <4. MfHf%W
MLYBRGEFCK\$.f.X&XMA8Y)20BGEf))>8TA#7KP"65D@O(f;:S;P2RR5L4\$f\61-M1B(=9=?
%5#fJf@Vf:9V%-K1R:f@S\$UP)H.f-^;+I&&-7G4f%PIf2/?Z^0 MN E(Q\$\$.3fU"A+f&(-
<"&2SR@*/_03G')+AUAfE#(f#&W@3X%C2=.NC?_G+73
MBPWUG6"J(f)%Q(J(%1\$WA(Af6R>M)HA2f1%/T2-X@V185#%#@.3LEfB*B%18
MPI*G*!"E\$">&(1L%110K(X6@P02Y-43D\$f@TK;f88;"8H7%7749AV@"XT&@
MD(MQN59@BVO-D:4N5^9&3D)9Jf.5*GE--,(JfL1MHLA8ZY'D2A',K531;1)f Mf^<@YIP.L"
(B+!MP+O,P->X;fCf! N4B#"@fJfJ,f%, "L2@32=A0&f=B
M=1'S'(X3Bf+fG\$(_4(LV(04%%11E/f+)"-ZK?W UfSA-6\$f%7,KYE;fW7_ O:7@
M.BEL.)5(\$*P1fU8CXY1\$fUENMf/PWf+4F,4*KB f+2\$3)\$??*(.T\$1Y*fHI+AD
M6(FUN2%/Y@, @>J.P.TfX?'C37OC7PN.7ESNf=ROWIG#O.VfWWU4_f)>(N0>A
MB1&7SW+7f?NOYBN_fS+VO6W_KfC^=QL;Z7"UNfQ?MZ*09C:=P*3NfMX'5X6LG
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P+;V;Y>#fC.6;(*UO;3#+_B^_FG M/Ry)8GfEQ2D6fBM'N\$(%ZZ>YV4;f*EPfH(1N_.G%
>TN;*UF70>8;>Q"48&6(/BW51#fVR7T-/MST8T;W@f_M".0-R.9YT=A2MM6PYK%WX?
V5F FX4?OP5;P_2fO*)f7Y.X6=#T M(G4NW/*S9%D'fY^_CD =&LfJVF_QO!S?RN"f0O'fXL?
P"D.f7D77W815#fI MfJL4N%*.QO_9/fUY.3/ff==ZfHAF%XO%
f^_*>NXW\$ZJ%X;*_U@5Q/.%H+XCF?f MCKP0^@&_>Lf/Z
N^K5LJ^S7=D;JNf\Q40XE3fHN^_LT^>
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MX?fQDS_ ^OU>J&AY&_?Sf9P^_fQ3P5:09\$B3fA2+@fQfH<"M(ZQG@<<\$Z*&
M,L2Y44A3(A"CUAEC3734;Z)GVf,A8)TH57U,CV;:HY#39DM.6S,=-Y,(f_EV M&)O17_-
f^;7.>&M.9^,/H5 ME5V/4%Sf!^7KZPA?f;TMfJ<=A<:>C6"%
M_RfO5\$ON&>FF=2KP(UU.'\$PK<;3"CX@'G%\$AB2+A-#1"N_fI%HSNf!BAlf,*1E(8_-*
JLH"i@5<#J.X40K@&@f1&DDf#>)2: ^02 M52C@&@#4SQE*S5@7_\$_1-
@\$+ #XAXPAf/*SX+*GWSV>-5fW7>9Uf1EfD)2++Q MDQC:WJ,4:PQWOQFLBf\$K7?
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F6fI%'82ZG2AL*A3XU21.H#1ZGJVfV*AEO:ER%G^V9)9^=QU/5^
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M.fSfW(VG3)GZ)3/?JQ7>>f.SWH9\$B1@8>NC"i"+6H1_fEGB(64fHBf;,>)>)XS M*-.#ECN-
"/+268&UT&LM^f!^BfFX5L?1;^ MH7\$4)R<73=
f9fRI(fHK##E60_>_>:4IH/>S*MfNfPW,JWNU52HDW0-fJ/-8: MS%D=D-72HDAM
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MF;fBOVJG*KZ9=4OZU'N+f_>FO%NA<4>)1DfZ':8(HT-0=0RSYW0,4:R"7UP MH?
^fJ&fY=E3DXZNEW'RU*C:f)fL9TNY9RfRWXZ.SG+P_3C=fJ.NBU.RZ=fE M,N U2E_=E-
M5+4-,<3*)H9G;KS4)=<^YZUf%T9;&5V-'%)8\$:6HXXBYRfI%WR M2fJIN8T2!
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f!&*2MYfA)%YPUTFB^%F=f4*KM"BL>fU_f!"<"CDU>9fT'NO%XPWX;B
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f^f7JQ?XA:7+@6C1.;=&Q.493=>#f9K0fJ3ZXTYW%&4YD,fKFA G?8(f;-
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f5-K3MODE8C>%%SE 4L7*7G/9H8J5f<0T??18.Q(0DQ&4918, MTCHG+W*ON3
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M*P0^f8@HGSQVQ"!f0\$GG25-DK5>YfOv7.EE"Q!H\$?H^FOF4O)+CFQ_f?

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MSC(<'<'P%"WGBX"G#Q=(9V.IO M [AV.,P\$G4>/^V\$::WW/OG/9H0J5]<00K-\$RL>
19KE>R%F+'&8!*1>PL? 1 M-FL91\]?RKTFH58Y^I5,1#340 N^5A*IQW8J'%0^?
%@|Y()AH MH 15@ >2HVT8!&YA(T1D6/GY>/CNC|
#^F@QGBKZWK;8U|CN6W#8N95'^=(
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IY;%C|T3A*9(=^E'L*9,DYPG6@B+@ (6FZD ID4/+(< M_HL5%LD_D6/H1P_9&5##*#QS*JJ=
|*_KR<56-#X6CJD2YDN.A'7?:8B0XY8A3 MYY &<8&(L,1J3G\$(&^E:M2Y1"LLMRV&?
1H*P,:?BP"5(A:Y#/AIG#UU;ZIX= M6'3*:\$0%8Z!<:(BD3%E5?QID|[#?]UR\:=U<
M#|B>S42O62(5#@|7#F|1JKE,042+L.0 7R1ZI 7.L;R1P<|I'H?JDMZ)&+V(MS21^CJ-
95:/WFZNJW+B2'6U#I\$920-XL+33
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M|MN|6?/%IK1J,Y"F5@U6| #KLHWSVV+4=K5IJ3|CA'H\$^S \$+\$^A0\$:#181MH
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W/6L34A|!3M/#8OAM03*LYWD\$00Q+DX'#WN;C)V28,M!?
8<#85W<=IXVYTVLRZ&/AXO&"&)M/HYVH|5 %9!>2/%I)!|=3D"B2+""% MPLC1Y)\$1(8J
N9!IK?;_(<8(H,\$K (AWD_'G-L3PR|7O@ H@)9<-M9:0L'Y MR ?T*2L|H|T| 5@"N
%P!>%LC=4P"JX1*9%3N:*BM0XZ+A#Q+E&QJA5!K(|8> M8J|'. #F>D
(J0"C5SYF^CQOF;+-PR2W;\$XRMV^|/OAQL-P>S)|-C_2 M+7>K|CJR"7<=>8|N.E,?
8QA+BD|4/B:<6KB*\$Y.+|J|O^?55-SK_)F*:;9J MEC%KDY;6HD P!<-*,^02LIQ^
MF77M*!:=QH+S9*#WK,M|C;U7N*IPU<>YD|>>,8^(P1)QXB)R\$E|1H(+ 4D@F M-
C)T;GMP)7!:-UB0NOA*KZO|'D|M<-^#/-|S'B5'7O-68(*AQ4.GWBP/6>66"K|-L'<2H6L\$
J19#T5BAK!
MUJ9W/D@UWS8<|@ \$6%0ZKEWJ|W8*!B+LV4UHW:\$9QFIW4)F6/= .4T*T03"W)JOBP7X=
/BPI8SS&"*5,B%FHT<|,H9L\$)H1CQETO% @ M'M7O|U9|^
)%_2Y.CU-.#IM_\$C;FLOX0|X23YW84<)|+5^!;B|6LQ;H|S|D)*
MQBH9JV3|D<7*P9L@+4841"#B|/'/"8-14#Q&0901/CUA+=;:|28|72D-&|"G
M|*#OGWRL^%QQM^+OEO"72*LIT081YL\$RH=V6"W\$9Y1,4O.P=LNZ4TEHK!1&C
6!N(%7FGN.A#(\$ "Z>"B7\$3
MWK4/<3'\$^CB|!O;=4&R)#;1Z0LOMAYL7U2U60>^00&_3R3C/XK!KEN2V%0FT
M"HT|>J85&G<+&KV0RJCH49X"A3@H^<@&K9_7@)#.2(|1N:|_F|H) .L=07'
MZF/>IH_Y2K_8MNMf8,K"LX|JWTV" _A| V6#O-O'L?#B^B" ^YOG0S@OWJUQ|
M1N08Y=HC,|L94YX0B; S!/' +3(N,B0E9TPX9HW:2&7:GO&CYGA|6GBD|CZ|L.",
(.EX&4F-
D4L"X"H(KX5,E'N|Z?:Q&|,65'6**DTD,5W,L,K'V7:GF_ ;JJ1*GUG;6^|T=Z@U202DJ-
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M,"1H8\$K!M;3VM|Y#?8>Q18O&>W6D&NG;/K.9*Q=^*OSN(O|1Z*2U5R&/N
M\$6"Q0B8FBHP40IG@J4MK8XTVV!UL" _A+|(|K50%XARH+'F*// ^# Z@.%M|% M;&_T
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8\$'"#*A^0I?;WB|L#4ELPYZ(&:U))ZCJ5Z=9H|34HQ3Y/*;:H.
M1%,0!NG@-0)1XX,*+G&REH;D&/668HL%AOQZ@QRRG"\$6238>!X!2Q0|<28&9UQ<;
|.F5<2\$ M122B!.#S>:*@_PB41"7%)<-*|(-VKNC_,'/@P%<=^0|BMM|BU|ULODO|;M|"
MY7VM0E@A|&A.LPJFJKSJ3J?OBJS7O_M_D,R@_J@|G%:#30?CYZAT&-
|P\$WU^5>+H.)NA=V'PVXTADLG\$",<+ 3)&-(6 M8#=(2CR7V@&(:B)G:&|@5|*!D4_H9-
D;V*V|@*N6|D2+Q?JE^__YDLO'FC=A3Z4B-DESH@)1.\$G'K%'*61Q1E\$@QC
M\$X/8R,S6)Y".FPI|TP\$33|C;^T|B>EX"K)|JA=4*J_>!52P("Y)%%+0Q *O> M@-
%A,=)\$V.1L2CZ*34Z-I6P.3!/.4U|CU#UX6&-F^CTOK;%LS\$CRMV^|/OA MQL-P>|O8V?

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MOJ,W(7V6O0G' M(S3WM'T&G;#T)!R%&SL4OJO@QZV(?X8IV,D+CV?3J,)/J;HWKW-5#S?
3^ MSW_3E-!ZV)5O=V&YE6\?.='2".M5D@J@Q%G22\$;+4=*2V8L\$4RF1TVQ*P,E MP"#-
INCQY+V=3.=_9(G/ERQPCU.9\JR\+=+VZFB)X_3+4M(>C<(:D+,@9J_.
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*OX\$P8C%PP7WB3JVE M^7\ _Z+G,CKJD;GRUPHRO+GD1!-+'.2>^OF3\$34TW,H=>
5C1Z\"/CH5;VS6ZIWSO,/AJUUI;"\$ M+1L\ 0MQ=-*DR?BL*0R-Q@G-X%L6;.,5I+2'8;
IX\5%%3?:^5;W=GN95O'Z^5"#9'+>/HS@YN6CR+H7
M4;/7W':HHJ;JB)5O=V>YE6\?.3^":FVTI,@Q#TH>\$1YIE\|LHXF158%)SME;, M_1
5\=6JBIC_Z*7HA\|D0S6Y\$ \$*"Z4T1H*5IR::W+O_3:6RLSX%^ M.\K('LO1>%K\E_V;#E\|
I61BA\TY<%Y64*>GL8N9GT'=[C,\$1J61CLW=4^8% M'/#U;@IO9\$|^|^+;SH;V<^.'M@/6.
!|8D?SS?D7\5I?|K2\1^
M3L/X%8465.,.?|AKV9GHY|#VYT/|<7+_G/Y\$;DMD4K/7\:_LSG%@Q^0?;|M?
Y|UTS9=+.Y8?HOB*/O\NXS>EY.XM!..5-^=N.O>;?AHB^7L;|?|FOWZ;& M'TL?
MU&#NL+|&EGT_ '5S^ ;>W?+@?= M6X8VP=I>VN\$7>|'|_-.?ER0QO_+B% N#E2-|.*
M=A>T5FNI-| '?WGSX>VGXW=O!LW;=Z^N |PV=J\$H/P4H_S8= _VV)AG\;1<._ M+=!P-
_L78'UZ3@C>/_JB=^ORA,_<)+F4SSG7)3\NA0E'Y>BY-G(Z UOR1_:_M\$9S:>_-.94>@&3?
SJ8^Y?|=K+Z) 'ELS_@KVSBI?R\$@!WN_|ZV&W\?61G_6X6 MKF_!BL#Y#@5R:0*|FYV\5>
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<=Q3\|OOU|^)C\79)F.3R*(D\$GSI9V>-NVT:|J9Z\|K0VDD;_9U@)<_L
MIG^ .PXM!\$3;SJ|WJ38SYM?YKT+1@933GD_ 'GG"J?;0M0(|O4%M#/=L<0=BN_ M?
%P^S\';Q8\+8O*L%(Z#)|J5IHPOFD\|LBWO0M3/7;|_ ^3P8J*@7S=';10_ 'M_+N+#L0*
I\$'IUZ;/_QXH_*^9\|T_+K|R4/*%>N!)??KS8T3RXZAD\A;/106 M;W\Y5O+,_ ^E_ V6:8"R9+
(X+AR1B8X/0,*L\|R11T\O;J\$/ZZR@<6N_ "> MJXP/&W^)^DS0;-O;| 'SOOF-
H_GXSB9\CT':NXLQ>%"#R+H->UR<)?;.=M+%G MXUEN2YIK/ &T_70V
64H\JULM)&EO,|O??DVX =/_U>+/_AABI,NY^I?YB)- M3^VT.6O/0&2=SF
/_@'M.1FUFT2;-1L6DSESL81E=KSD4Z3(YHFA\;U\1:F8 MC.&QSS++?8;-
R0/38!UYFV#S)D6Y_>L\?-(C\|3YF38VN%%WWAU#*N+I758
M@89F.K&CKCSRVLHR\X^;V\RF7LR XO_M6K/6-XRC,X\ XW\|LPR4M:E+|F
MQ_67);"+S7ZQV#* GH(H;PN(PA_&9O,IM^VTK2X1+C(" 5DY_16S+Y;^, M)_I
(P_&7L@L.'C#D\K+S\>AK<"|W9)!;SLZ&!8= M\|%,5E(HGSQ<|^_2VCK MG\3#0\|F@
ZH->%QET_29\84?NOQ7\XR;C+H.HF8QN:2>|.MEH,W'2PLO\$ \$
M^A^_JJP!8!14F8*X17,#J'S\IU35?'X+.%!ED(Q<|U%4IPC0#\$@GT#(
M3\|SFR6L=G(BCTY^~@M>_SR%!\#"2@'+I6=>HOUV*X;PU+R%PKZY8<_17PX
MOLAV6K\('S.OG"UZHRVJT@O&7 KL2D* #,-NO*"C/P.Z9<;^N#P.>_*|I\$?=
M^.%X%M"H.+J:T)YDSVXSORR<9_YQV?_E#L^1M_|"\$!F8_57EN=8FE^?K\|@.
M*Z0P/9V,9R>G622-3@_"QT7:34\$^GL"G6?'+'<4HJG&?Z6C\|L5\2P3>#|/
MXCR(/)BOJ/S\>)U>:9"7 MWI7)HO5>EJRC62PBL8O\?N;G7*+E77P\$>|Z@H_.*?IKKY
6<%RR8B'RV;C\ MYRO>DZQC6,\D+SH_ =B\ _XE>X20;_ ^4.!9,E,EV-
1^2=%UL/3M)/%R1PP'_04 M=@S(YX"VB!HT%%/>_&'%;'C=EA9112*_&HX+;^&|
|^T(Z:KB%ST^ZPR@6HS M*(Y.8,X+JIZ^;7-5L5%/KNY\0&|E
D&'JK'M.MAF+^;Z7U)\$"^:X\':4UH MD").2PMY^#%L;_YV.KT L<-
(^>*YU,8L^MJXM= _ARF;Y7(PH\KMYJ<(G\ MQ\FT^ ^VW5\JFR^W(*AM@%&G\9%>?"
FV@7\QC.\CFOVWKY&I?WS#<|_@I")C2_ MS"
|BI%Q\|^90%TTY6?|!8T'.&>2/SK=YFK6L\$7#PO^6A*9+;Y\<5L;#_ /9Y-N M9F\$+8(L*=
SFJ\|L*+EO4!(CT:++|F>@.L&^ MG,"1+>BQ)P\$WNUA!|;
|ORYM@28,286'WX\$I=9T^*QNV595)D=@Z,|HD*VA/& M%!\0S-
^O74(" _D&NO,H.5FM6^|YB\|M81'LN)Y"DIYCM* 3CC?L4NPO(S1;'CMEWT@_ M6>*
I(ZE9';|E,%Y^X\$'^/%/SH%^WBV#0Q*|S;BP<<^,PB|Y\\$.Q6/_-%|B"FS\KC)\8:&Y4L|
MO4U_ VCWZA2;YG*,S0_T.^3=3_)SQIQ:MOAX2K&(%7_ =P:\0E@1J>RJ2%VB
M_R\9=W01GNX/F25B*D
!+-737\9#SO&A^73^<'CVR\+_R2MF>OT+V5T\PCU>B!BOQVA)>OS&D0'!PSAHD MO=.
(\$\>0%DX@X2,13"M+|5HYD-""A^S;_Y"9#0\|CY\G@:_W@,(>=!4;PLC M-
\$L&_IK>|V_1NX9?=#|SWV@+YKW\|Y\?/NTU\$)/QR\>|U_/W/?S\Z\|S
M*._+CVS^|>_OKVU='|SXU1Z\>'?_ ^|M/_ =W\|JWA_ |O;5VS=7(A2WTHEA-C)"
M,*).|1=U,@E8I%FSLFHE)-\K3\|C0:&G/LATC48N^O_>ET\N\|#WI9,?%'UY

M0G<7SR5CH2I<:.\$#S2N>TML7*Y22CJU_",#MH M?
79Z9R5X2>-9VX7KG@^+4E\DT>^C'\$WN.Q+*,1T5;K1+B^A/1T?OES&J5!RF M6?4\NT6?
R^\$TN.QD-EPZ8TYFP[E*,C=G/D8_F\QKBN\$;BZD;Q:'8%L_<%0OR
MXYM7EY;*45DOK&4>B@/%>ISS^PIKVKPAPQOJ6XXGZ/7>|7C:YP!.XES@@NF9
M5|9KBJ/1I(K"NY+JUWS,OM1L\$7;-/N5V%&|+0URZZ/KF HS!)A9GT^L(9F-V1S"RT)W
#%|UT)EY*L<5D/F_Y+_48Z#V!+LR6 MQ:6GIY/8^Z='.2 &9OGTM)O?ZV-FE?
YF>.ZQR<>4"6L4<\BEMQ\$!G8H|^CDN
M#FEQDU6MIM)06|PZ.VZ62RONGFMKXP>K(&|:\$^<|U8&T|RV|:\$/F=^|@|M|6
MG!/M^+P=S9W|JQPW-W0+OMB0,LL|*##A7C897Q0S|G9M4+,%I-SON>,[WN4;B1;V^P
M|/,9+'&Z?_XU! &*%&/:AH=,8IY=XE9T@(<+)+#@5YEV^|8XT^W/>|WF|
'HI/_X@\$_B|TCW|_I_MV1|_SY0IJ_N2.\$NE6OW<(+.|XHO.XKUZWZOW?4O>|S|>_X*%|_E?
V'X,9*X|_MLA5.@GN!O+8!P0N++\$ E(D)9CI.QB=-'TC|K05%\$=3.BWF,^4/LQK.)+PVY
M_S0&=GLUS@'_T=WNRN3Q6WN|BW=VR|T5RIY2D|Z7C|0J*R>TJPH%_VL
MNU6Q#PK*OI_TA-|O^|WWZHY\$CRHW.2+(R-O:4R:\$,85|BL53(QZU,0_MG",N)""|C!
(9*CW2UBLH6'_^OAI'=QFCLXO.^SK|(O%|_#)KT='2IJ,XZ6_MT_NW|
(ANW/@U;,>&*,@!OZ.9P_9)I7#2C|O|SI&@I9&H%!+B40,Y*460HR(A
M+YGAE"OX=R,1S1|'@@*"E+(=(L'B-#V+_GJT|"R6S9FC^RT&8Y+\$<4N(I;#
M3JF@-8I<6L29B|AR(Q 16/C(%),L; BQWH||^"S^!GNQ:8H0>B#I|7/K*RC|
M:"JS4F#J(D4>U#/\$B4W,(2>0L|M:\$D&7L_.YOU-2HY F+6YF8YQKQUEB*+!>_C=?
;93@_DB78>|Y_%E|GV@_9:S**9?15SM<^
MNCR9U_W!;J)2N3\$#K'9.BQQ%DS|8G6MABATVMZ5W47":|+(&Z\$(!_QQ&S'2
M"1#.B)@,PIYZ9QY#<4Q|I=^(^8^A>^FACN)0+!5G2':.#%#R2_W7)_+*:
M%W0|.V"X<&HMLP,.;|TQ=26'_IJ3MA3\$SBL\$YI'X%BI%VW/KA0@+%.WXKGM
MBQYS_X(FI^K,TR'<F3@R&@/MMY0<9-CUGT;/AYKBK(I10KF0OP.(MPQM4\$
M!KB;Z_I"RXMY?L&B=F6E"O"&&H)KHXIQ4!3FXN=ADT8SQO6R)52
MMY*/<2|7TU4O4QH/X7D7'J5<%I1C'ZE/GOH_,SN!)QQ>W)#B|'|&_"=7<8^5
MPKI13@2X:PM#A*4LLKC'#HAS47N_\$BI:HO3E=LXS(Q:)*+VY<|4>I?C:Y@D)
MN;2|T%-+U|2V>H&Y5JQ55?/|7ZX#20R/4O./1ZM<=1J;=|5E6^1|Q'FN4H
MI^PKX;V2.C:>E|>CMYL9N?Y8'9.^FH<:.\$@<(X'!8N5),F2#B"AZ3B@UA+/U
MF:8,\$QHL)<@DQT|B&PUR6"8P=8/45EEF+VM91#LI,NY2WGT|TNK^?"HJ&&*V
M|,G|Y/+;=|I^JY\$^Y@/8IAV2S(.,>^?P_KYHL(2|*74A5XFIRT@.O<B9_C M
M4|X\$JN,;QGNS938*@XCP>75DPNYRA%0)(7N1*Z;SL1PV6E|VI&6?,E@_#.
M\$60*6B7%./(*8)|1U|,AY;Y!P,;#DE3!^S>WF9334)8F4_KN6I^"0-D&B)0(
MU&RYE.\$Z0;Z?|TT>Y+#"_*M3=&\$+CU/VS?6?Q|_AA5&_T2!VR>|6T@AAG8NR
M^3+*KB=8K=16O"8Q4P%@1AR1WB\$4MD@K>(>H*IX1H;LN8@>0CY M;|/OCT79?
AK"1_|P1!(6)=(HBYE+VJPJ-M'42)2 !HK 6D:7K1!_C)H1+ MCYAF\$G
""Z09MBC8*"1+1BDO;R."E2G%F+Z74-=\$TV#UZD5S!&3N"HLN|WXD&A88P@P
..%8"#M^N@<:&_MZ*5;M!1XGR'U"(R4OH|^ (UA&H.3#4_|?V,?N0|Q-3R@1NT2
M&>5&+;?J1KW|NG,DI_.S28%.+ #76B!MJD9&1(1\$2T|H(I==)Z"%RYPWPTOC+ MZU@|14
6Q;OY:0S:.#%AYTXL|>6!3A"\$'4NP4O)2&%("6')99=6*2HW*#|KEK, M9_9B,>&HZ#;+7
(RVU6C3_6;2_"EEUN+.(T>V3P4UTB7#,,?2BB%O?3+)_I^/N3;|AQZ.C2W/D.(%V_*%O*_2I-
T,V9K;M MG%R;|A>7|M25,L!;C+0F7G)_UOW8TR|5&?5*3*!!W
M/=5)7"FNG)_98'E<>|97'1MO,XK.RAU,7=68L |+Q-8>B|G^"0J@!_LC3&J MB/F:X_|
I(+0^5'9C_=E-|Z.>O2<%X_.|Z|^T|+JZ7A52F|<1E+!F*W*#I7_M3%V2B+V.J,6+=;
|8G&|Y*G(0=&DC|J)12)305%..HLKSQ06GR_9B4*0B,;H= M\$>91/H5O45JW2FH?
0;_K4O|Q^D|&_1S?^/;48AGHV4GI5=#VYYMB@#%@.R6 M++|*@-?
E^:|^H(\$NY5=ZUO;=G"|N,;VO;ISN8ZCS6URBZO,GV;PCJO&2?&\$
MQ+/UKJV|DXE|K29>EX>XYJ"\$|MQODN*I683|G"!ACLJ416"HF(S>:-Q2*
(M:REAZBM'Q;|J>XXO8YN4Z%7A@>" M|%(+H|3)6-)?\$MS4%6.T|RG'YGX;YR9"USL(?!:
)O,H+45#M@70(^/M37(LL00)E(0I6GB M##|>E_N=>SO?N*-1>+_-F)
|G\$^*28R6=N&%@Y M#E-DL%_H\$(D9L5)Z|QY|^|HCKL(I5G(V>\$;=QLSCG/6Q2TELF?
%!=1ZB1EP,;W-SJ|&PK|OD2!'DY=@=34R.BF!AT6!_7S|M/0PV4'0,5)@
M+8#8)\$|BYW4#"5DK4_S>.2PXD*78A+,O6L,;1Q> M4:CGIS3W%N24FOUU>7G-
/:\$|@*"YQ=QDL!\$LYD_C6"!>6KM6LCFP2ZO*Y&Z M:P'@MZ.<^='/??'^'=G-IRHW"?!>B?;
<&YD".KZV4IL),5"(!"4(C)RH\$G%H%:B&-4B;)X=3#OQSB= M|CW^X:1_XL?LS2F%
I"M3JGX(-|U5UG.\$|P7UF?/GS\$|_4|Z)ZSU\$GF,Q^" M(8AXKATPT6F4#4:)
U%@C3|/9OS5K|)"_+|/XE|L<9+L|RY&UL1^_/OI> M?|H?C^+_S\$9A4K|RZOLLY.*UO>B.
<@;E"C?/72LYDVM?77F_Z7&^G0>WZ_7ZL.?F/8_7|=SR,;HK|=Q|\$|Z(-R M^|/?

I4%RO5W;4VA*S%(KB57(1PED!3N,C!(."9>X%)*K2-=LT^_6E.9JH/O>
MR/_1VE\$)U<|?;="T.3'/S UC/Y<1S*+L4+T4;^?V8CZSKA|%/QHWV>&1SQ\$>
M_LJY<%I#BSDIY<|1R\A"@ (BH(N783;Y,IZ\$+OX87IE^&9=F*.W.T>*@<>,YHUTW,?
I>T7,'1&Y^ MMA*(FY/A*)Z,||"C9= GRW;J<5+.8.37*BT&5WV3?>;RS>U\ 2'ZUIB%6";C
M82'?|49N?5\$2?/MDED?,3.-|F(8&| ^6ZY/ZOTVZ^0(^BW<|Z+Y4ZDBNK&5
M|++ZZO9:G<'Z.FM%T,9H^>UHOB&V+YM;1E'.2N_9O'^7%5WS+L6E- BH8W:M
M8"@K)67(:JFA6SFE%3JU.8S\$A>|YW*0K!|W.B^16Z&6//0N M^Q7G>4T|;X-
*,F*U4JOX"+TL#8VT)|/KWN>2;Q,8@5FFOG+YL@WR"CX4G'Z4M|
|&RXZFW17YKL.YD>>GP(@N(QZG"VFSJX@T|*' MW1_UG,<=&PQZ|!80+|P:I.5N?
+KR_CYJSPE>+HZT>Z&J3S|O|;S0S/3Y%&Y M60_,V>L^= _|>Y=^70YY|2=.6G-
:YI%EF7UT1.8.R527|!;X,M-">S|H93|_7_FSRQ752Q7@H@"A MMY-
)VZ=|H1S|P:K"ZA=M%|/"_%VUMW<_+V;COT_|D|/QX+FANK|%,!);Z#T MJD,9|)"-
S++SMTQ:R%.0|SBH?,F>2K^G+^Q|L:RGWF>5'6|Y?UB>|/2LSZ| MT,4R0_L^1|Q&
(!&BX\$>MU+%E<>9|YB'8RH#?!8'F0Q,YXUX_1*7VE+FN"22
M52Q:B5OW(>B5R>5M:6+3S[*>RZ2,5HOY&/.V|OULVOF|BQ%|H|VCAOM>M5V^V
MR:2,DFID0S&(2| R#*. **0U84F*9/5Z:=5#&A#|WL7C|*:,MODXNF_,<|K/ M0|UWGM-
^|E7|O8?>R|%9S7)O#UA+ZMNBVDL?R2-&FO23.+*QFJ5O<3N541%S MD%D=
U3T'/N/;"K/SZ#/YEMJ:8OI)/..(+=@VQUP>#G%HF0&%&XY*6TZ;OG- MT\$",K|6K! M@!Z?
C-JE.^*5/' +1QAD(3W^4GP+9:!'KQWU33<&2|5K1YKIW#Y\$9 Z&JTW!
MZQB171|C8NH8D6>G%&ULC A|V!@1MODQ(I04G)ZE&G I-@:EQU8|662^GHS'
MH;A6B| < Z|,RX"17H0.EK;G4JR C&E!C'2Y?5/I!>FF-WP+,!R55+VK#N1Y
M@6KQ4K@^|G1E^M="L,8K%^N-JN+ Z;MCW7##13WBXKFOZPK9O|854>@70;9:
MAHOV_:W\$9RI8U^O|^BHM_IF>X)))U|94J>B6!+:K^: MVY84DCSWHR-
7L<8@P\$;!DNA??T_6 A0(DN("@"9"KM) K7DEI0|R- MNORW?
|Q2N<|F<6_KF0GCT?!MU22V_4=38FR8?*UFT|EI6VK.%R<@G%:Y,,DA
MWI5)|@X>G9|?/:^9HOC6,RG|-LSK%O|>%|,|E)?|Z|^70YVW#ANNG?6YB@-CD
M0R8=\$QX_G4S@G6UN,(SA_X;9A?5N1EUHUGW.E9M|G\$.HW"G3Y+(8+)ZU\$D
M!;7QSKEJYA:G*5/(=6=1WQH_Q?*X)Q46|YT:G-!@I1XG!|O HDA_)LVWJ@?6
MSKKOY8*?|>ZXWD:X316|S.8/P>;U=39FX|5L_ B: %+/ _K24|V&8'\$JR|?..6A
M7>L76W>G2JG1T|HA*K#68M#|JG6J^2JF7E"|8RTEH71^Q^O&EYL?;2^20C/A
M=4DY|D*DJEB*(LH_\$<*3R,QFJJM>.W^:OYG.GL%EA|(_%E|D|;LS|@G|VG0
M|G6Y9L|4JP;=?F|7|GD|R7MTWTBBDK0>*4J%2(4..G,,EXE%SI)W&*=:Q6FHI
MS&&#|W1T3)<1K#"A..**I P7S)\$DN@2.591|MQ;#|H=KTSFK<;RL:K_|Y1 MP=
|)5FM!7WVGUZ7KM*\$X\$FMPIWNCP&&|Q6;9U !NQ(Q#V/J:L: #-4SIJ/P M,:\$N
O3TTQYYE)-&P>VKG01J< TTHQS92W1T<>|3V|R0226|8""6R<@#RJ? M9*OKIM=
|),3%E2UT^FL.Q0|!-((6HG4B">8A%HA'FD>:E0E%(K:B)F?B.H M|38LL\$RXO\$@F"(L?
6"^A/42C&=@GR^CGA\$=T@G|0=3S%M!\$:5825PJ"2A:|+D")C%#D>!/|@1+F&>4:
M:9G1"D%%5_AKEA*EHT|=51RB7).:/ K-8!4|+S7I5A'@E=2B1E%(@GLI;*>TD
M\$B5G.\$9N00,|\$&->"B,,A9DI1B7B HP3S2RH*81SIKV7T6RT2/&-
+4RHCD/5)HBI@6*W!CL>\$
MA6A9T"YN%!.0972&PI46I@|@X!U248!%SXW0#L"EOW!"-.#(?|?2M=F%=#9
ML@;UR"X5<.GA/!|*7;|_6(5OYEQ.O1_K@="RW58"T&8A2:X=^,:.*Q5BE2O MD"|
|!"9.53.U+SO;W+0.LC/_:9Q0/HSKZA*J4N|. &(K=/'<83NUG5G&(/@SD>
M#DO/^|!L.QO@D902BZ"Q!|*R).A7HB1XISCPR2DH25!E5N5%<^"Y85B_/9-
QOF|_|"6':R*#X.:N|7E11NP3,/J?YL(^K^QM2R M?PR_RDGYD\$|!|2:4ZW7UAPU-F^XDP|(F|G5K:)|P(=S|UI73G+;/%-9:.B35BOS^M#^L,9(*J|^BD|J-OOC| M|QXS*T5@R(G4AU-
Y#ZJ5P>_O AW&LAF;P>DPP)MT&! |(E&7 MQ#(<*24_?.\$C)(V,<7LT_40ML0 SQ+O4A-
@18HG2VOWP(39&\$@DWP+0IVL,P MCBP/)&@L:9>P)0V'K(GXHRIP<-Z-<(?
|C.).C+I410:@_AN^-OZ%>E2D< MJH0_5O|: +7.E43:.C*,:44H,FU5@4YAO"KCHJYE5
M3;&=|730YFG5;0=U5+SYWGE1!ATJF|*?R9AM_*"=&Z4OG| |>%E6|?^FG+)Z
M.EZTN>7V13&O"Q&U>1|UWW%|0;J|9|T|RMBA43N9WQ4?.P+QO6% M\$@?PD|IE-
E4JZE9@QL4X5JT+=OF>|?*K%S*!|@LHCSDS+3N)?O|L.<0;T\$|1 MRJ%6&!0=&
(LD2A=B:6+C&ZG)M&G|^6=)WSL*Y3<)+_IHJ/H)F-JWHZB;I6+ MMZN\$PP-
W#5WEYKGO7N|?>8:9R&VNVBF+)|6\$ZT!3CSB;BIO;%*^H(G(: MM"=.(C5THT?
<75B| #T)J>3L)Y(X,UZ.1N@|?>I|M6L35DR_QA^L|P
M!OWAHI+35MD%U034CVO",C>F=BNMX2&%?L;PUQX#"49)(\$%D<(M2^_1|<""
MG|_%PPLL4M'4?&.@Z2)DZL;I7U|;Y.)NF MMU|:_F|.QE|2G,OJ9CDB-0L)KRM)5;C,UL
MM*P3!;#UFM*N|Q)\$|VJ^J!43BL|+QN-_9C&+5F,-B=<|!"#75/PH2DTDJXV MA-

F%/ALG9AS3I)JPfU@ECW!C,XY:BfA,JHJXG%2S=HRR3X52VFKI;MS-PfU
M54*AZ80Q6P8%U>O2KBD.<|DNIB*.%f:DKV93+V"DG4":-^fLICIVVW%C-DVf
M#;I22>,P^0(#;ZLLG9Z-P_?TV%0VR:01MP.'2V2.DN;fG4R-fH^D>N(>-
GIVfAJ0'U#Y/*DJL',G M33V2KDAWfW%)L63)&U)U76:f*CLf;0H8@;K15^fNMRQMT-
=F\$V=#fKUf?fIV M+5Y""19<(ZQ%BL=.T#-^Y1M
M/&CY.%RQ8K5DSU16KI7UJ&87NRKQf689fJ1J^DVM_L;_.>SVLE;)WfCIUf["L
MYTf^+4Y#6R:WCf(LW))f&?f\$V6K3IC9OLCL3*RS*YTfTZ=YN-
889HLJfHUE.V%UD+407M*fKfGR5X^N#3P4?H^H68G:AOI&GK7;Z,"=+T^QAT-
QD6,%_JZ5V=O*29=R7=6X&2#+SC MR21E\$&
f66OQ_EWG)S6EC&Wf|=;QT+BZ^f\$RWU(8N+IP3_P>;FZN*/P6&ZQEM;
M#:#.^<6GQ/2QM/^MM^X<#H9R5%NSAX"3BD:;^N9&B4I<,ZZA\$R38B'F^MUGP;
MB:?'Yf=^>@8*f"\$UF4TGTU1%N='=<f7+^'0!M*M8=,NXIN:L+>0S52?>3@;A
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QGXR+O",FL.f8ZKFK"O+XO*MS%BD^*#
(B%V7E!!K6MFF/GR_IMSC8F8=8U9P3.;D^K6fHYfTU^KCU" 63>PP*T\$\$(f)=1!# M"
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MK0fCf87SfXP?76,WBN9Z65=L\$;C'LZ"/L=0'CQ"KY)HWD-@OMH_?%=4/GE
ML4EQ,1ZCN@U\$;UMSS:OF0>9+f+CSE0f;M(^;UUWW^#;6N#VR3@?T=2JC!_:R
M*^J3* LZ'_;&6JLG_@f/_05ZR?K2^>;S?'f;#%H2F*7JfMDP*R;6844PM;,>#f96X<^_
ZM>!NNM122LK72*?0#" MfN+C;AKCL-X4=QDWT8>Jf9B_BU\$'1=.V;
(ZGWfHLMV7+=A'LK0657T2_&AU M6Q/ZURSfJFG-DT.)W;8-
f33%PRTfT34.Wf8"RH^f)3"!V1'ER8P;>%K<\$H2QZ' M-U^f;LO#""#XC&V;O>RB/9=9@(-
FD_8*>)2#f_6U;0TM09+=Q&A6WCfT.5\$
MIK/6>6@MZ09fFT5MC;2>DU= fD:V5=>TEQ70Q3T=P=9=PLDf67H=f;,>P3;=-
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HQA;IN=L)fT4H;0!:>4<0):0R#@_+YK;-98_6E9NE-V+QA'& T-66X.X
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8M2CW\NMNF?;#V\$Q2<=XW/>N^FT\<5D6-8#OVTCQU MIL@X\^2V\
(GB'&&8":D%\$HIJQ D#S,*!(,9)U-YS&N1&:O?.'=%[P\DR)ZED M3_,6>.LO7;^2+\$.>#
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(*4D1D5\$)&R! 49E%T5:8F<|B\$TBBN\X5 MY(OLAZL29Q=SW>[B;[.01-|%Q)H>'LE?
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(^DVK%K^TF!:'9 ;R'0.NOZN^ L>D03: GI(E6# M>4!)\3"E9F^R&\$\4: #'-#-/:(*D="*W
,,*2:,14,(1A'ZG>2KKE'2(GMR6G MN!H)N>-0\6LIZ/&)JHRC&4+;PE\$F1ISNV"_Q'
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M78)@USA:ZER#('O"UJ#H&_VEK7_YVA_9P?26GAU!\SD2D X^I#"JO4R E/D
MX6\OO.#"Q&UH\@/Y\9!MWX0:B>Q*RN"6M_0Y@)O3UG%E(K*T%(@*'I:66B\$J
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ME\$S@V8&S?7C1!^|B\$PBSQD 8! &*4<#8IS)&!,@0>OL!*S/\$#2S\ M>
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5R\$!N,B"%@500=RK 5AWY;R!) Y>:"L(95A=|^E/DTTN7=JE1N3R8>;!G+
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MOZ))8.HJ6'V>?CX)\7)4:4&VU1!5CPB^&C;W3SZC |HL3HIOIB|N(++)S#QX
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TCNU MF 47@-|4?%ZA7% X!W S6=F4K=3JPL;YM|F!3_#4L\GTy""\1^GVA|NIC! M@V
R-0RE?6X=9E\K\$#FCPH%> L-8H*UYAY/@!\$,O/,T'8"XX9A|%\BYOG? M
GPYF_YLKIG.8%QGTTER/Q<1F'?B*F"?YC\$U,/X
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&|)J&N@|#.JIAE5K*(0WEL*.A.0 F MTQWHIMW^;AW-./.&\$!M@QU%IB\$<|>
(N4!2*P1@5F2A455W_OW_@V M^M.SLEY R>|/%!@=D&6+|;SN=
<7.>/FW^BIQD^BT51\9J&5H,*Q/8I7'L" M^BRLG+|*51*1-' +9L,>,Q\O=?'+8F) 6H*_?
7%P9F3N|J"#9|\$\X%H'!|+
MCT8|V#2P%V8QG: ^ES0>V+HT_'0Y&IOSZ6(.K_@>_,OV=03C(_QS?T/2"LQ9
M'5\4XRS6L%/F\JO?9\6J T MOF|.L.+?
7_|TIVMN)4>4WO'.N\VFCXCB>/7OCH^YZVUYNGFZCW.Z/XCS4/OI
MN;899|7#^"7N9\4E|_/J*.0NPOLF?=B*,3>DVM;4HJ/2OZ@'J6MTM"?!%U
M;G2NOI:JUIND:OW9SO\TGVOJUMU)YR:9V(>PH@?
0X"WSTY/@IW?)L7|V/X&B:+W)#\,5;0R9UZMQDI%+FEG&K\$#>(.Q>1L4W,&,%&
G!;O%%4 MBE'+%!
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M\$U'@UJ)XNV&*9O-T^|2_C%.,Z>3>NF MLM(L1VD\,J=
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0D^75E?4R!V10.Y I9U" |Z@YJ:@&)\$(:+\$C\$4RE1(V1 PI@RE-J7
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J.2\RON,JCE+7WZH,"))+P,#'\$2>,K8(A&EW1HQ\A404IN\N/M!Q04SKG
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QJ3W5+GRBHE=I1Y2(H7)P)!#8E1E9*@ISGI;'&>;UI?M\|VWDXH*9(A>^
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"QM\$).+E(K5_HR|CTG-.!Y>A(D8QR
M&>7RECX#E#.!*>U)B:BP&'%"!;)11N2CCX)P\$;S>*-&|XPSG_-:"<'G&5XV4R MRN4M?
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H3_&=#|[%GPW)?+?MP|^- 'PX1TW_5;=DQ^G|-K%N=9-FB@_M==+)>)'QXBGBQ171Q|
(9AKE E#5I+|HA57(+ -KK1VE!GRXBWXXK@.,,\$!7-0(^
MJ;\$#>7^IOEMO*R>YW'%5GPR9&3(S9#Y-R,PJ5L:+C!<9+^X908T="YP&1",&
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+MG6W)\$J,OB*FOV&3\$F=U8H EIF*%,G0|ITMX9%*-4VI3PG6#|S"G? M
6X2,6+YZ"D#9P,.)Q;# , WBB@/T\$#<97W* MW0"G8#O.*I2P+FW2-6GZ5 &
I^>AB+.IJ>|6WDZR>|DYQ/IG9,?UB2,)(8) MXI!T'&0\$I2Q)"Q >\$>0.R!&0,?=JP'.Y(?
W_6%/RZI_3.MMG5S2\$5>YDV5&
MMKRESP#9K'(!6X)!_ [+IH"AHL"R=+U'I@J&2N&CC1L&1':?B|P|9^\$CSC&SW<6KF*-EN
M<= _/3|*L^*4+COVUJ|I:'163D/OLY/.W?|V8|KYI5^RG(M"Z=!"Y<>Z1*D
FCA'@>QS|#!;C>Z|I060MU"!?!S|Q|/J"A#F7
M(M),G1FZ#Q8U98+8V)0%!&J+.)8E,B6MD0AT&B5|*|\$&U44=QGCNWO5EH_D
MKJ,)#A26LVJ;|3GC|V|Q5,E@2V:3V>|,XL#IR'K,\$8//0@@L&+-1J&N7H;|I
M4VW9K@,7#A1\$<_3O T?_^@&9#T*!"ON 7D-Q-IM^K>K\$D!GYU\$OYN9|KCWQ
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L0#8V>9L3-C9|;.C)U;PTZ#%2T!)Q&HGX"= MV BD)?>@39+ @L8B;JWZQ-
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CZ|L:C6|?YQ3X%UP6R>7RB*X-G;L|,GK>JT&.8YB9% ?/ M\$+6C*IY"|-
#\$+2C/XK|THR',7|_.#P*?2.|Z7R/"9X3/#YS.&SZAB"!Q|H(=%
ML,D&*FH(P*K75@7J2QUN0T|/|IOA1LN-JQT|/H=^9_C=P#0.!!DOO/O: MUJ|UZD
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S_B)|^+_ ,^%0'97!^4;4SZ5S^ M&\$@+/OF?13VOXGG_QN9>%",^Y=FTKIJ'S|(8QOPU
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OLGRZ+%4BA';8:5_/S%_TSK@H":%XKY9&6Y<|#"=1-NA5!?!KF7G)\$Y!WO MO.-
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_TQ@'|@WBI\$SUS&1\$6C&%G':^
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NH;D.A_0Z|:3>HK1ZQ)=KD(ZGT 5%G0QJ_!|Q) M",^DT 8C 42 . X6&1T!B,JR5%&
|S\$I_!|S;TG1C|BZ:D* HJ\$>=.(^V|X S&.KF?2RDW MR&R7R,L|6|HA5|+
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(_I+H&7@P?)DV%;O&9E'#90GTEH^< M3|^\$=/VH2*=E%+|<#K+YF|S|!A@)
<&&4%VE.F|S5J&+U|3S69A|@8=,BO^& MG9A/)Z\$Y>2M?UL7Q6^1G((4GQFT@P(8?
8";3/Z9?*G?T@;_'17'^U2N?-ABF?-E9<"#(RW,2L4%QR@8^
^GTB.+K4KDZQDLG4NGM?!=1X>,NH<.T/=MOYJ
W9!T X.CG9(S;3EFB\$4+M(.=1=J7%#G+." :O(WK&70|*-B0B"-0SJC M!5(S#D@)#
@:FB-QO-R"Z!|0\$|?FR5B%=34/JW=FY%K|E2? B2BK4:L:H
MUYNZLXAZ39.X7\$<7GI>1T%29(9@RB#H/8 M4=@A0P1#7A@.VZZPQ.
|B7GUR)|\$0QJ"47Z*MU|^=#_|Z#&_Z;3OU_BI"+!-M9TD#F2W"1FWAFPS|
|^1!U(E&TVR+M#;_W18F79R"|@//K1L^CJ;::%5_->!%Z
MB^T&4N7%#VR&'=0600\$R'X: ^F*O.WJ|JK.)'E-VUKNJ1YONMR"J.%&7/JR+K
M79N3|H*TV39K=|T|792VJL;_!K|)4K05U/;<>GP+GS7"LN|T+?5Tl:RKB|
MX\$Q:V7|;RG1X6B50#SF)X6'ZHSWZ%)8K/ 5!.*RL1-:(\$G\$7*=(A6L0,<4KC MP*;/\#
(QQG@4G"+#J4#<((FTM0'1*'\$)=B@.J4#2(7J9'BO)|Z*5V?.P\$>|X MWT=|A-+%|7='6C?
T::2CM|F9?*F2'=WVYEG|V1T0|G\$.%T|*X?O%.*UEFUT5V763701;_R36XNP'4_?N_
M9U=&=F5D5T9V93Q>5T92D)KXA0 @|H6)?|U: +9WLQLANC\$?HOE#>11;)0!*H
ME*AI*;*|E@BT4ZV9,YRYC4AGXF4I!%&H)) (ASK!M@V5HP\$*PP.#GE9'.@X"' MC|%-
OTQ@S?S;9+-4L4I*^G%C-O7AK|<3_!?*9CIN3;.\$R_#%F043;|D)PD:8
M79U\$|5CY);=9>0!Y<^Q<4G%20+ +0*9 V4U|@ "QNG@?|9"DSE#+))1Z,,TB3
M%.WKf4:*1(.HD1:\$|C,A;N3C/KB422&*DWE|Y<S))M
MFWOQW(=9.#/5*G:R39Q*&26%:XFX-E^VL20!O3C!/4Z_)B&|SJ;0,^*G+
(V&TLAS|:G@\$A&O)8(_.#)*,V2% MHB63BA@<#TT:|2S|86Q
)K6>MX:QM^5WNZ9TT?/BE6P)W8OEWE X,O\DRYGGP
M398Q0QECO)#.X%2%A@BP>+!|FA*^/'>:6DLI9QME\$1|:OJQ8M|VXL7\$^GYC)
M7Z93_ZT:C|=5/K\$(^W.S'FB|RRZGH?O(KO\UM+1: ?04 M&XN\$-R!"/.9(=0
PV/F/9%EY!O%T!Y:|!|!#L,O.E|^T++RUH(2 YNR;2 M-
ICO=6AKQ1:S|#5,%EG8/!.VR<)F*&P"+|V05*2ZNJEXL|)(ZZ"1H\$%)1Z*/ M8J-
=Z>\$)FYZ7/|:LO"UA@T>87MTA|'FQ339MMG&^Y-PLM<,8%_)8N=Y|\$6 M.VMB!WLK-
&.(08<:|HAHT5 94DHT=1+3.E|Q\$|3U6_KIT3'+?L.OMU6R:X1 M%E>7|'Y>C)+-FBT(&B
CU"<,96&3SX+R6=|BRL0RD/P#D5O->(QES%A%.9\$A M5ENIA;7DX(HKK((;!M|U^+
EL25'DJA|)1MJ'V&-UQ2>#&+M2S6LEB|VUF3 M=5R0B%294IA4|,CX""(**RXH,674!W?
6M'WSB|*1PEF091MM7|E- X)/Z;_Y M9.|YNCJR3W M>%QP|4+DR!%:
(BZM1(H(CRC1&!MLI7#XT&31N|"MQ%F*1ZS< ML0QZ-(R1#:5|/5>?9Y?
E2+:+LEUTH|1;QQA7BB 7F4'<&(I4:002L+0*)(P+ MY5;LHBUGQ#(ZTG3'!1BR(9,-
F76/W.7-ZK/PV2*;T2.:^,Q/%|ED?#\$Q|S 5 MNV^R&\$|4\$A\$P?#CC
E\$;RE1OE2(-"4-.8:IMZ215#VD5|0)LQ|;1/GJ:74MD
MCUNTW;/SV:/L!/:O_YYZ@87O#HBZ|P,V;^35>AO,*5!#^5ZO:\$1,.# 3;?1
M#FS4E,+K6W|_3Z6JIE1XHJ;T??&E8Y&CHF>6=,79#"A|!A.JS'P^J^RB;8,U MGQ;3L|/I;)
|8)CT,/G"1.2"J0|H0DBY8S I@T|P:Q68N7RP M|3_#S|*-.@8W_XZQ'1#\$JF=
MW>)T|M)7|=G8G+|(|W|X|_|Y7DR|#O|&Y%X6) M?
WDV;:G@Q2R,8*AG_SGZZJS(F#QD5KVO+>KTZM>JNVJAG=5(_JUMJ=6TU I?GU1G
M;6E|_|Z&|?0,KIT'=S*!N7PY+|Y5|Y-!_|5%'>(BQ0U|_#8TB>\$_=Y<+Z@5|F
M4/4=G50>YO?BH|^7EF FO\$|!|@%Q:S&R/|@IDF-:>E4IAPAYF\$R(HCDL&6/NQ M_|\$DQ?
3^&|J/|_|P?EJV,_%H)DFC@45,2I*F^)+&4>@?THO;:8|W(CHRTD
MTT3\$|51@9%=:HZ;=1CN8=\$PHI6WY455V/<*E+?P!U#5Q8*?VL(|H|J-4(9
M:&Z)4E|XQ2QY">LP>1@2@.\$6Y|,5GK'VAH^I-I8)) NP;>#;\$1*=A|+RZ
M08!5"^4.\$^K+\$ 00V,"89R:).I1\$;.*#P%SI3;PJ04B=|/&T#\$-<6--9GQ\$N
MO|X,/QN8;4W/93?9?_T BI+R99V6/ED2WUIOH8W5B&BQMY\$Q6QZ;L;S|^ (TS\$^F@-^P
:V%7DTAOL;G?9L/EV8|*>G8%6ONR+:Y:/3:9MFANP9G"F\$31="CC<9^;|0:\$SVM)E M-
@P,8GO>/#M|!P&5!G_9O-I%" +#(TU-I269Q5!|,S7< @L(^Y&>-AS08&'<
MN1N';AN6)OQEKQHE_|*WY!@P+:. S\$O#@ODVS3%C:C&^|G#T,R|_|@->G_JAX
M=;ED;=_TBS2E9#7\$TLMUZSN*=NZTD9\$&))P\$U2I*C;2\$/T'9-@:7T2JQ
MT7O,"@/Z@#&(.DP15|@A0P1#7AC;_5-88G=1M'JR)|\$OQN%|O%K(K^*"Z@|@
MQ|V/ESC0A,P?AM/W3|^ G74F;_D4F: +L"?5O|/%@#D+*)!)-'+8\$XY9)K|(
M@/S&4R"W1H|OQ?;EVOPH8360;)R.\$T6^&!!>|_ANO:KK|G=:B-; |DS=-.D
M^8)03I>CL3F?+N8PB>_!OVP61# ^PC_W-|"RCVS9"0|3S?

9\$(I6TC=\$Z\$Y!F&JQSXS'26%+\$,.)<":!'(9HD\$;HTA049DI8B(M4P+ @B-')>DA
_MG:WK8IB%?;^~LJ)%>.:&Y4I:289@|8>?-UZ/=DEZNP MKL-<|I8SDC,<-
\$&6NPOCW_G\$+>E"VT_ |8.C MLYS,MN4ZO9OG'EG3RHEM|T+19Y08!N *.&T\$(B6AB.-
@4.K+A6(0@C,AO2KU M1J"LT)'0\$JY4)4>|H!Q9QC'<|32V1.E ^1-0TO"(I5D)>U*YVJ*7 P:
M6+H,R\$LL\$;=(TTU Y9G5CG%E50;BMQ=P.% %F^%T4N.|W6DD4WCGVS+I?S
M1'>Z/WS1#FG6!J.J-\$:L%M;9*A7J*216AQ*HP@_M.HY^U'LJM\$F_(GECF;5
M+J_#S7.)GUYFT\$5|!*8IB_M6M7:2K_C9?%^0%/^,XN'?3I*(G+0)D|L Q+7T
MYVE"2AS^|5?V:CD5U>6V#|)-G';H4X@6|4G0%.K2@%MM\$&*%)|V M'1Z6&?N7Q-
)._*H(0:+C:M+%DE_1&J)/0^BB|Y>1_# PV*RZR|M+OJHV-V,MS<2% D8(KVNCT\$V3U=
I\$|YKOZ++* F99B6%9,R@|HB!+"@A'@XIE1"l:@CAW M"ED9%|!+>22Q^RQ^S'8QVXVSO-
6T' MXB000XQ-RE>|)NF3KK)-50|UNU"WU'2!|:GFQ6F8M'E77=98(U_3):.X\$7! MV^>M-
B.X|63-<|MYE;MC@VN:NOM-9 /(GO<|B!<-IG.015-B7&MK@!,TV0_M?
EVFM5U.\$U>V|?I8NR+\$_,U\$55(2W=2A:|HE>.&_GMBDIK|#[CJ; S,4,#M
MS18\$X*U)ER7V7V:R,+|S@C3;SXJ:./H1-.|!-: @.|!\$>J*.B_EB%G:7/18(
M9JZ,%GEJ+>+2<:3**!.HI1*8R8V!?!I=LL;LV|PQ_6J| M2|9|9IBMG(QF|9|!%>RX5L\$-*2*
I\$C\$99?&>.&' \$RQR1.2)S1)81F2,R1V09 MD9O |3NOYUV8|P5T.DY(M5!?
C#ABU3'!|D5#*(5Z6-9EH%-(EA>M+(:24-X@|J/O @X|M?VXKHx.;M-YQ-MF|&
<*Y.Q+6;/H6-;+5)HDWU(IQ\$G'*+K(H,A9)8+*PD7&T&20=*<& .N3*D M>
IQ&"@N!G"M)*B2DF!O2@A%J MK,!@DUJ"#//PFV-4<.-
+PM3#89L"O8W+C&WW|&CFDI=XOXOK>LV0RA|5DT6_M35K+*F?
&AM3R*.4J|/#^+DVI:SHUOY@|_V1 Z!G*G&>H6=R#;7ZY8YKP|427 M\$|R4#!3KH*U
7"J.%%<1>6*9\$(QA2>FNW:E0&UY:/,\$|H,2K)4B|7V+\$;PU\$ MO#HODR^A?
CLY7N8B'D_|F^_SF0%.K29F=OYV'D|K=V'^/GXVWV|N"VO80/CM M1|X,;
<+JZ0G%FZF"5S: >-3|F5\$XH_!H+"2F#I"+4 H|XACX<\$LB QY+@P)
M*CDHF,PD^(/S,*9Q0^!3&@7AB%\$:2TU2CB\$JD!?=(\$1E=
M,!H4W9V|J|!+"I=B5*J.PD^)/S,*9Q0^!2V3BIGB\$(R82|GJ@0_#A%_6;!2
M.^Q=W"B|O&UG^J-!X7)\$N,XHG".0MQR!/:2?Y+PEX5<%G('(.04B#5J*\$6\$
M1PM"3A@P&Q2(.XZ= \$N"*KT1Z;=MMSOP^4K;=U+0T>"7%T(^+'R4K8/G1F
MZ'S8\$TLG;(Q\$(ROY|M(-#-K@%0K68L%\$M%AOMF;9LJ|M|I1R6C&3J?.\$%-E
MZ,S0>0#0J9GAU%F'K*\$&<=<15LEQ39\$L9(L4E(9'LVL&|4^@LZ0B7&3J?.\$E-E
MZ,S0>0#0Z8DSN#0.R6_XXK;)DXL,E9PPZB25CL==>Z5W"YULI\$0^T+M)J|8? M-
#0;%IJ71U*6UO6:WVN'E1|6M;|Q|!R@.WNC@LN%H5TWFO;2|*H?M5OY,PFS M+^?
%7V;3Q5GQ"1CNF39:>3|I_FLQ"7U/\$C9:ZX.2^IV,P|SK)U+#+,C7M/>:I MITFS?E^:J?LE?
9MZ8U"|LE08M*3-)^3EKZE3R%JFE?|MG\$|GOOBC.DU-#48% MS/5M:MXU|:#
(UFU/KZ|F'L;GQ4D8^Z|;RGGQ2_?HU3-63TX|,WP85P!4=7"|M%IU-
4V<6WX^OGHX7??:.4G^0>F\$F|S2:|JE+:DRR;+AEOLQ"2'U-VO8D_0+;
M@@NI"6MQF7"ZQ?)OA:E%)3X,JGSID2<:(64PAPYJF6P@1/|44YAC6/G\$B#
M9"E<*KGAD&)*(I|M|#^C2UK2M3Y<@ (PVS-|'3R=F%NJ/W5JDH|37|\$L|KU)K
MDO>QEW5KHJQN|AG*,/P#R<5'@\$XCR:|.Q=P_>Q3M-!+5?X(5@=|^*S|,4N.|
MD/J|M0N36K4,Z/NK&2^_8H PS=G9;/H=9M?0|,'UZ/;=4N
M&&%Z4*T,VWY_%V#7D)Y2;3/ @R,49A7CW%FD50"U5T6'=&@"G%4@ \$"DM!NU
M>F3D&J<:&#:@:B3B+ 6D64H|@ER+RK*6E/C!"\$=>\$8#P F8"U%!S4 UL'U'9U4'M2<%
I_W3%O8(<#DCI92-%'!'O%D192\$8<% M6#SA8725@6JQU-;6?CS_)K7-
NYK.:X5)CRY!/:7E_!G_-87: M5Y=KG/L9;FJ:=QI"V|.S> EL|JDT?K!+JYG_CJSJ\$-
SO>^VLO#3T!/?QKH MF>+4_!TUO4_AP^_%V4AR#:31NFD:N
M&VA@W_C&'JN2RP|4|@NZ:\$K!/@0*J4I2ZL=*J,F "BE 1T2PY^\$NR"lULYL
MY*K:B&.4A"\$L)4@E90P""8(B|:6)6%LCB+|(0A|F4Q>";V(D|!X|_|VZ*:
MG_|US\$^F_NTDF3!-*|LMP0X9*8P/#':2VC
:=/ALQ%2*"DPLV!OT!T|MXXYI6|N|H|Q,ZO%2VZD3.=VF*_G-R.B@|)91TPUXYEN=>
K2:ED% MY)?P_2Q,ZO#KJ)B\$^5I/VS3^;C5--X'DC?|_BN+|C5?^LM:UF)1>>*51<&?"
M<.W!0&76(AFPL J#T4JWDN?U.MA&@04^6,S"52UJBR4Q',|O.KJ_DYL=I?QX
M,PI*#7|E1|K|SV|*?E2|?O;/YWV=0J1^U54|O^T1R|4I_MLK>)R=5?|VJH&C
MP6B>5?'ASEDN|BF^8I(U<_4YA4H'A^"FZ1?/&?P^RT^&-J)O<_8|G/(CWH M(
<@D/>VUF2_/3T8;O>E=F,T|T-2_NN%K2M? MF>2@;CR)7|#")/Y= 9_-L\$ #1BG@X_B%?
Q>S9NG_*6|ZKPX|@|_U@;57;G| M2'O3_56-8|R|S MT H^F: P6UW|#FJ/DU=%>9P_^^??
FL6Q7BXXJKGL|_.XOHTJY#TX(:%@E& MVGS8'0%=F'Y;V,J'MO>|.3QM2\$0:
(@Q4Y5)YA7ART!I5>A1)U!P4:27TAI>V M!-D\$'P?D"
9QJ!A'J8Q0"H>0%F06<^>)2D|X03XX03EZ+!"C!@(.ZD^):.PB_&X_/ "S|RW M2>+.(9)T3I@-

>'Z %;ZH"FZ\$972*8.'&I@8J. @-&19.I# U#@ "G2U|VH JD(ME. \O\$'L9Q^\$|M4L-
%24VLT03BJ'6J7:(B/ M:/JD\$|+|&YM|\$0#22|-F@ "??%^DP.V'+L 'VLE/.|QN&S?PXNF-
7;7/NMX=D MO<%4H|4OM^YDF;S9C;Z:C*L)#&-N9O,79C&?OES M:U ;C9Z3:#TT28W
LS M_F;:ZZZ9^'#3^VUL|(1F#P=DL+F=V|VUO<; W'6++@D\O&AD#6VP6YA9?R=W
MLW_H|E?W<-2^7I=|. %Q-6N11\?X"S|IF>O*Y2*%X1R<9E-BI97G%)5.I0#.
M%*,0P7Q7,ACAO., "IT"S^1CZZ"!_6R7GAZYB=G Z#I@2ZT1RUGG/TSGT;+D4
MAT<<))5|2=8IT"IFX*4TL/X_H-(1HJED;@=68=NG"+Y/DS(=A3\$&OF;T
M#_=XWF'M<+ ";>M*Q#W#(#-3:)|\$.HZ""<,WSCT "#57O"\$K/07Z%SI=|I#P MU@0V
M4-X\$;+|:|<,,,C;:5M@6?(\/(2CT?KA7!YA;=5XG&(R01\$"29%8 '3C9>1-M=
|A93&%K&BYMO'6=TM,X|1:-.M/(GR8,*JE R|M/FRB\$H^+U8M9?-3^9A5:/
MF8!259S". \$Y2ZD72?#Z%LWE|HM#%\$/1 VLP;:%?P(Q'ZSBB"O\$-0&=J@P<
ME<)>9K!7W4LF-L^\$ ^A7F 5&+.9B9,B*KJ(; ! \$XI@?_BC=CVXY84&G_)^|B*
M(|B^A@N/) YUIS=L+|2(RZN3^QXH9.3@-E|S*|GF!"FJ4C,\$H !+?(D,5=9K
M\$DH7RHN;Z@&W4501)2SB!L#6C@CRGX_%APEW5;IV= MSF8IDP\8QW?2=.,|MHE6
X&<%L?.@T|I;5T;:_ G|\$T2H=?<6RW/R\$-|:MW(
M|TY67XQ*;D^/6F*9='^DG*Y9(J;AV7M|*C<|J\$|_#P_CKSS9|D;XP0#%AN4!
MHU'Q89BU6'P8AW2NGH%-RD2X/M3@VD>L1ORLC%Q8K0X(\$M;* M%+&;U7-T-JNFS?
UU_Z|A%)ZP|@*DR;0%|8)=B5QW_B|V33XZTMC;|>KNOSS
M;)>9BP.%1_5ZLK4L7H7C6S@\$N"4T Y_*|=9LXVI|SKMU|Q;G^"8!%'X;@%C5P
MAIF=)S>622ZK93.K.H\$=\$'T-|PPBU+^96=K;Y= BK,QI%U^0U+;PI?W#>@5((
MTF\$.CZGZ^\$&82/|QVMU3DY8!1K&8I*G,*IK!;I8UHPV"/T|VJ_NWA FONF7?
EE(F#LW+E7)/\$Y.EZ|<3FI, M3I2>\$KNK1NPMG0JK;(LEM:8'!=PT-DV<+)T?
1CH/7.S.S19AD&^22*V8@>!) M@-1<| ^G|H|Q!HA>7*X;/>E3DI3'<8.0"2T?28"&8TE"\$!/?
<\$#'(3R\$;)|P:B% M9Y(E'SQ-MD3)D3(F(*^%H:UA)0>BQ)8.-| \$Z(#(NG0J"?P,F*&R^0?
2)2@@7I< MU\$AC0:4+5-G-' +;|GSKO TH.Cl:64)+J:8R3J@V|D-2;H:TWM2 F>|4Q8DU
M*LW4N381HU7'-4-1R12BQ9,#I&WGO=SEX7V?GA(UKW)B*;;P*DV| M*L#2?)|B-
/%K#@/9K9J"\$Q(/?!^*+I/GU=D\$BG;|3N)/C%&.QG6-G6->\$|
ML7+1.U*.ND"1QE*L5\)|W7T(LNNT-|L/319%7((^ F+(D-2VWH-(4:7R")<, MQ)2EVKM-
3>:V1XWKE+L2.^_CASY J(V\$\$.NX/Q|8ED.BAZ;:=.^IB8%3R|IW"
MXK@NSWK'=5I*)AP'=0/9\$J>B/ *TTJ@TLBY8+&;9)'\$/@^)-9;-DKA|*E9;1
MRLDOU!FL&??R_T+H8Z>H=L\$^5Z!)5A .1\$%88C?<"1LSG9W__^R|:6|C1Y8N
M_W^"L(88VR H8X|)(ZKZ#E#MY5Y?V"ZCJWH&|Z=!K"6V*5+-)*M*|^O?\$Y%)
M,JDDM5)22HI"PTV1N<1RSG.6.\$LJQ+-!|(W0F(5EXT;=A+9NROOM|1@WB5YG M*?
F25!;GN;TLN|FWV|%/[|P M-7TS/ >N|5\$3K|BJ1 7VC5,"*;
(X|H02|L|0<;JG\$;D02604(P/'|61*3.GX
M!)0HZWBE=;*+KI(IOTUFD|/5V>|AF;RXZ^ (=71?NG^&/|X>RWD|N!#%MEB0
M^00\$ _BEK-4E!^6X"5#>9U:M%QJQTVOFYJ4@(>|:NT+
Y/CFFY<*K@^=MRP'Z+FQ3#NMHD%"IRK,05BD;>514,Q6S"IE^|5!
M;JWO|&HX;ZJ#3V>3U=DOLZ;RX_OX XC|^>S#;M<#N)F^0Z^ER %1X|<=*\$T?
MT^P/G*3|Y.9;+.|CD&(1DK+2,.LNEZ;3ZM&7TWG2
M@U,%%|'"%|\OQM|940;+;_&|/Q=W^A 'FBUN0Z#K;|/@3Q M?#R=+(Y*|7P2.32P.
|.Q%-237.:Y=M_8V'X'+TE|L:'LP.5+SQ M+0&PJ;.(E7JU95*@D5|8XZ5(YX@Z+7H\$!+1Y
.)J!@ M:?"8ZHVOQG)R|
M5D_3+9+F4P1QV,0"UCL\$|5_ME|U>&.GG7|>UCB8I.M*=@E(%4Y@L=Z-"V|M'
M_W<^W:E|E%2V=4+VZCS|318,L03K&1 5*4#-84I0 RID."Y20!F1.#+L\$2|
M5C|%X|#*:*|0-#LA8P*80B*+!1,7);G3%'BACTW*_GRQ3HEZ'|>|<\$V'BNMA
MB(&|HL:"#TD4=GI4|)-?74C*_IQ4V1/TA^0/ L/&#;,";&5M!#W;(&^8 Y5(
M1U")I\$4DV<+"I*327F-M97S0LK+(VHK /2\$%G0J2DJF5JBI"!0D|L9;J"6T(
MY|WB|ZE\$S\$ _M^OR1EF=+/>VO-;FMH&OU+7P;=8N>B\$H.B"FPJ?
DVPS6_M8<^/.5"KNUEIMBAGXZ7|@4004%(ZT1.=V&^/
MM&E6\$|3@#NY/1G|/"=M)4"4_R4CFHY6X6F1=PP=0/*;UR-CYJJD!L>:X;>/G;|V/(N<#
FTOGU"C;|H;H|^ M|5|N:V 9#;:3N5OK80<;..7VJ|"C:R?@GR&?#FY"7L,"E|.HQ=);4L)UZ.L
MHW_:YF)WBKF-\$M^YU|WT9+0953(3FTWY-F52KT,%?-OH+KGB)SEWOULPSEF;
M2DUN-IE1Q;|:D#4CK|%D=7S'GD|%=M?;|JHV\$>I6?3(XI1>3H1")C6)8KZ*
M5%BH&'WT7L'0PY|K-F0CKTNEWS))OLN/M|?O+|'4)E^.=\$.1.X<5G4J@Q_!M
PD8(B,U" @L(|H@;2N"!C;&A16)22UO;J&=VDU|*\$--7A?6^_C)#F5?YW/
M/B4YD73:C^FT^E /HM>E|WSO\V7HZFYF*^6\JOP;|M MAD(P/L'?
KF_(34_.Z_"F!HTDV8|K;5|D(OGYV=^LQP"#V!3P3_50|&0Z65Z|M63^C\$601"WS

O_18.#>R@\$30^#OX=4+L=OFNCN/JY8^N>V('=8@MO.>#;?-JF M@\$J/ I?
6=;WOQK83W=LLY2&GGN'TB/1_H!.F")5\$#\$8\$@W*+;'(*%DAX5W0 M5M(L+(D04\$?
{Z&*9(CIU: MN4ZI@*U%P="46 X%6CVPY/AEJCN\Z^_7/T32Y**R2/,@\$/&1N(CA
M1|V+.7IPL9\$LC(I?YD5:#\$1:%"/CLK2HBK2X%|L^K*N_6>+T?U?#KQH_6^
M/!N6NJ\N7X%7JC\$B;92)\$B!?\$K(YIBQ=)S/\$"%@I2A=:4IZB8Z/(W%2R;61
M9(Z08Z(>V+-U!04U@ (W9|^&B8L;VKU,J M|5^#%RJ7'&-\$JPHDBU0QA7DXI*G62
CG&6.*2=D+:+ZO7#J6A|@8^IUB+/7EV?O+YKJ\$X.;SF<87#44*/1^_=[CZ?
JB5N"B5N:C>F"HLY|=U< /5\F0TO)E&+D)K\$8>0E!9Z6 M"KC;8X(HLY%\$R54,/?
U4,Q9C*M5K6,IXMR8@: [%!S!*F*R\$58|V8Q*XF>MQ6
MS8(*>|FEYS:%MX:8ABJ(U7PE90(8T<19|\$@RS1!1DA&*>4XJ-HRO@VGK=^X)JEM7
M*Y/0|B4<+>8=04?G"TS6CT+&J&/ D*X(U89(WDR\$:M%55-PKP7 5O@|0K;
MAJNG:7F?;@CS)RS"N9.DE79EW9"CW9:D08&:E.:X,VO|V_.S:> 9G,?UH_Y M9B?
(^W^RBO7U#6)OX\$1\14VC1GA:"E-=GID2BJ;EXDWY|>YYZR|P^=;P@ MDV:PK>;
@Z(*W_QS!4P=+|90S/>B,/-OS^=U;DWSIDGN^1RZD9|;G??K#17; M^RA|6UOJ|7>1H
;-9+5WLW6G&V=,_,K);#J9P3"69M\$&&_.^_O:?)UWNO'(MY%XN;|STB|FHVRC;
H:OMS%:/WD/.V30W|C|MK#>S&.L\$5|S)D.;V6P|+> M.L&&I :.2J|@JE1:SENF?
5(.BRLPE8Q:O^|S;C*21KOE<>^C3T|3SR=(90S
M')|.5G,*9;:/EJ>+^>I3S^!|*N0:=E,./1*H5BE/9SY|^(\$WEZ8GOTF5Z";N M>@GQ!
()Q=B,%+J>/M@KA1FUIZ|U|:@^33ZG-*BF7\$"O\$,KVI@'6E12.5:E. M\$C):,1H52\$-
TT":>UDYS:CGLN?6JE3 @, @(&-|ASE,*|.8&"2|Q<3|(*H MB/2#62PNFKH2JZ-5F>9L3-@?
DNYW16GI10Z;3EE0>SM9=W*96MMD;4"<&G^I M|,/@;H'PKFD%5*I
0/L4*65!39RECNG9+*^V/0U/YFP.|VU)6KEAZK4\$TU MIDH/B;@ D0YWC?
ZN#DVM|A%AW^|O|GF%2%:W\$LF7,P5;9?IA!/?-!4RO>OO| MZT;(>ZW/D|HO-
Z5F0P8HL3C&HK*,-640\88J0H^ M593Z2E<8*|^K\$;
5#I0HBZ2H(N)14F2H#+7\$^AE&?%1H!: V MIHJ>'9-)X2AT8%@I(JX(@AP.2!;N\$%6!;
;HE*,..)|#O_?|>G@.5JSDI-*M#(@NODV+N(0.LPFT6JJ@XW^U7N "^!+CK>L9-4;U-
&8"F?D#K"(VI M7U<)5JV:O:PVL"R4OZL-M.|KUE'?|#@|.Y:SA
M0:C@D!.509PQ@:P/"DFLN&2""=UO6WT;ZM|3)>;=9CG>K8'@4IN88T&??%|f(
MUR.D=7.7R_3U!;!A728<""W1>=,X)1UDP\$^=7BJYB |H^4GFK\$|3B#< M5;
HU9K;|G<%^*&|>LPBK)E|@&>)C%##;D04YJ-O8TC,B;5LA9&"|,"Z'? M-
|0|3IDA"&SUU%|<8;@|4B0LKJ(|THR=K74^OMF28|*R')P?9WNU,QI.?!:
MBIXHS@/3*|=RB!)A2PS#!G'>&5,E,:\$X|/,32=ZWK@R6'L:FU(E@^764F
MPL6>\$1|8XY8G5"\$L,=(*Q0XIZAP@0B; &2Q=|>H9G M.@H5*Q1X.B.FJ8&#!V6C
I+S%8Z6^EY?F4?!(U'PZ#%H)CC!.0X&T40N/"J. ME*PDDC90ATUE2-7S&4>"*8|
+L\$DW50%#?JL |+SDF\$7C?85>7H|&IC=M1^/ MV+5X|""7UP/#W68IRY**1
Q%B/NL\$5:F8!(J+C7PHG8+V5^EV#;.!;AZ,&Y M<))6?@?
(Z1Y"#*|XVJMM3K7?'LN69/;"C(&,ZV0OI7,D"X,U&QORLAEH4|>| M31!=|O>|. \$XSE^
-V!)LA+8\$21-):D<0THQ@2(H)B2D3HFN%X(&BHAT&A21
M%*N).!,&*0XJLM*81P>H@E.%_.+8N|Q<\$;@LM;3IE&|N B|;D.S:-0'1F15) MIJ6'Z?
Z#,76*B-0**O!4;Y".GB.&"6,^6PB+UBKQKVEM'4>U,)BK@%*|?((
M\$!%)>:%34^ZIF+|W)?#I0K9^\$QR?U;-V;F'657+F; 4Z&F44UHB8B\$PD
M!&\$=&8L>A"?OGY?<>UU_3B6NP|Q=O(_1Y.YG|AVJ9|DE>MP-D%-*X7IQ>#Z
M)F6QO5@ (^9BIK^9BQ\$1F=6V#"@25 ?C3C/#)G|?B*Q9VWRZN2.S*!W<|X>
MB+"UK8@4BB"22_2JBB(EJM17G4EEM%%^,R2(;
|G#"PA"%SBJ|"5\$ZQ7B?"XBS_H7FT= MOFWZP0^.*Y/N. UU#9BRF\$Y@I.TA7XH
'TR=4Z_3_/ %COLJX91S|X7/!WB; M3*_F(..0=7%RS=Q?FU;?=GD|;(V= 9JWNY&:-:1-2&I&
|S9WC=9|<=-3^U M1Z>Y#^C%: DC2|;@?+%-E)DWQZQV54|FB0S;8.C-
W!!H|D9\$,&D<4+!"KB0 M#<2.L)% (3/X<7M|TQ2X3I=MS|3>C+XCWZ|;>./2U>%QD#-
|@XH2+W)N=PTR+UNM|@N:4AK.LTH(<,S78"D1B(5TG/8V '^4#3Z:|"%35;
M6AJY\$CU8#L\$9QI1\$(6"6^LK|!:%BB AA")\$43"AY33CGEA|3E8SZ%"C|X|+D
M)@KF8C=MK?GB-LUXZ;|+,MF7HD_ZM%W7TY#|FW91\$2DA4WV>\$HYV!)|LK) M
1ZDJ2UHM# 'UYL*NC1C0T1,\$TKA25@.@13*|H|.0RP_;E>M0#KDGZ;!!D4Z' M.G;):-
LZX3JMK'&>(M6G>07*+4?G7NH"0;F)S M&E1-436+%"EJID-L)PYZ M.P9B\$@@|
RH|B1)9JQ62T@85JPI+T. _|R#TN'7^O(|-Q_\$D(#XN)H^A<6Q MCAO(H.CSVS5A-
-I'G;:E%8NSQO(TY^?3B@B0SMW05\$85U;E M,F'00=<^Q>4^>|EDRC@Z-+IB%>4@S
5RU(!%#I(=;<\$%DHPZ04W%V)XJ!4>C MJ|^VR|7X^XY_.#NHAFD;L#Q?S|W*;<|6|F5;K-
|.@"<#VEBV_5OS|%=B|S9 MX-G%9;|VMS9U!X
8|)N+MW/"|GN/SMOXP)O;3H"EL|3="F55.7J_8K*^FV

MCE#90G^4_#EODZ[R?] ^M#IO7S%W329CLYZI0UD3:>CF"UCQM%3A<|I_V>JR
M?S*>)I5K\$;4/8SOS55<|Q3J+@S+L105LD(:)"R7DA@)6E2OE00I(I\I)##
MACX\XCK.BL&Z(,;7U:IJW+Y/ Z?GK6^U\ R:HQ1BL/!9&K;(!D00/LUW/3\G
MHWADUMWBV6YD7/94IU)/, &H?IJ
'+L;KT.;S3>F737;L\MAVA25>-6A!S<70VT2QC0ED0U.,0H1
M:V8X1TJE!%D<#=#)*JG18Y+VTE: ^J7CKJ48W*+5S^/1\$GN4(AVE&JIVMS4D\H
MED/2BCJL=JVRDXVS;#C<4%O_ ;IO@VB15;') ^@9K"J.M":NHLPK1)D"HG3* M(QM/
?/F6&5XYP_0/;:7J+,GHU=HOP'? P^A\4\^./+?"-CZD-Y*+^D+9X M0\X-AH\DR?
5X3J43V\$F @UFDLWRHD.=;1#E902:R#LW(X^3HU;=P]4&F;ME]6 M=IM.ZUDUWM4
=B4V?+|JUC[NW"3FY7|L,/*6D]I6P67I/<[5']<#FRS;[2Z91U].5ZPO!E9U?
&U_!C7F5>L2;Z))2Y&8 MHCEB/J!.,*CX@2*B*AEYY0@=(T,1#XP@0T)\$8%?
QRBB++>G93_=7"/Z^H9'& M0?(AU<=:O/W4J1FJ29D
M\$UK[?;88\$H#,6T2<=|S|WF(=Y< Y1?#;E-HYV%-G*00EFG)\$'96(>P?,D=(M,7=6RV!)I
<#W8:A|K@>M]O4CFSV'=G ETD_7M>D&G30 MA?QH'"*P!,3.IJ
M"WCL1405]=0S1:*UO"EG7&I/*X_ /%;MN;] M*?/#9/8GK-'JYE?9XI<*%CA,N(BP+-
\$?:GI4YVLJ_ G Z*[4=U;8-/S>Q3N,(5-A|M,?*VAU;I
MIW(ICVFR")=+3VVCXF|@9^X|N&O,UCWC|CRYD5C9D6@'+F89#*R2B-ADR^;
MIW+0UH%R1AD AK;2BUX-B7LK9^M%RF+KQU7X./JYNY8_Y*6J:2Z7D=|,;J
MD\IQ=W%U-IPO08^)^T];26]_"G?:D\$6JVM5>!0B5^YPU-2&:\$M3I M"")!SGX?
4EIJNPQ^UD:L+9-T"5]AOG4-.C9-(C\$=%S>Y/7L>_I>6GK; M&^M>I(IWN1*?I-
ZV1B3(E6*1>M-*\$H32CNU81"IFQC:4+QJH0L+LUH>#7]WA MB)OIQ-C)M*F5>*GD1|;
I)'B2DZ^>[Z#|V]8I#"0)J,6QH=U)87Z^Z;D9G81K:MF)CU^V|FK=^+2=LA(I^197*4E
MJR=^8A:35VOR)8UF?Z?&;K3 ?ITSUPT=>!B.8@1KQBODC\$|M!U+)&"<82E7\$
MJA\H)6R_W=D=TMC_:-?O9UB^9,G\T;OXR_M\$OXPKY?'ZNU'-!|K/J0J.^LF
M*3ZD./GL|DW-XK"RUIE@L+\$|3TN_G=38|C#FM5_ ;AI.XN!\LE""C#;'HS
M7(O"BVQW3=9QUOTZ|6/XOOEJ1=RKE64_MP|5Y>DBA+S1,| \$1CG6)N?@PKKV
MB|I)6WW*&X=;W;(-A|O3|C6M+L)A|I%U".9AL<2E:IDJ-S&%G',>(B"[";QK6N=_ =2L:N-9
M;)?M76?5CE65E@^Jv>X@6RP;JG3% T'!M"i3-I#PRG257""2DFLZ;<[N(4>
MIA3|3L:25@/;^537)Z7_-8;?R>A.>,A>(RJ%P#FSGB"OM4O\PF?1\$"84A:# M 0!B/=T-
"Z+A?Q7"C'E_@9(YC!'P7"E"#8F\$OR4U E#^A!M#A.5I*\\$#B(B M;95-
A.XETBPJ5'&F4Z|&ZFG?.B1:4B(=JJPD@\$K4(H6|1<32*" -8 58|J32B
M8S&HYN^74>GCCCK=E&S<0LY.'MK3#?JYJ)!YB+ED>, +585>55RF7C3L/I"(
M,"OCD.4@V"4+B=>PH;97SO&X97]_6I=|2O_ 'I KE#BAA\$/8@'#A!CX94&:1 M!X7&&
.Z*^E%-9HJ5=@W((9B:MC*!."+D1Q%9V*H'&\$Q14(.8,KTA_,I.#,8
MX/EVW==W2*7.GQ*!LUN |GKT.\I)/SDWJ6@CVI'."!HDR)*8L2H0V8
M\$!8|I#^F3G"GN>NE|@BP*ZGE#%*%* 40TX(POLY^^NE#7G7*#OB"_1?
#::;\$C!;SDV)+0=_+HJ!"X'IA16Z|:-X^Q. M#=#O/L044S61Q'V>37+75_ \$^1>9LQ%Y5JI?
*?'_!_3,L MUU\$;/.LQO'Q S+5Q;<.>^Y!%-X^C,+/X,;: @5_2H\4>W/F8| M|>VQ:>K-
=T6UV533=Y;|U @N@&D,Y3%^N&=9-=C MWU43R|R..?
LU@%X_HO":|I6R/E1!N\$|IY.P2.5=+V#6J;RV;>*3=M6 MUG<.FQA:\$VO89%B"U(%IU?
=O_IR|GUGJBC|;J3 S|7C|(%5AF")_ %|A\$NJD-\$2(|U| #Q*
M0WPO)8^96\$4F)/*JA!WW",K016+F#KAA;:&|?2H-K(?U*,?0^XE"J;(@QR+
MJ|S D@W)XM71ZU^*H,4,RZ35B| M%BS-@6*OIVSGMC73?#:
"L87SY3GF2'S*:UZ^L.CCFTR ;N9I5MUS(;#E! M?C)= -
=EIF^(AN:9(4IW;\$DKU!\$9AVM2%5, .K6W;UH(L|S|J0TX* XKIY'9Z< M1C&JV%8%V7L>?
7">B8K208!+)|G<_3DB7"V0|N|&OB-FD*;_6%")? 7I-9DK6L|8%:S?U:*Y;GOR6MDRI
MIY3@W^G&%SJ7AEHO)GY=J\$UP'(I0:7Z#6)5_N?.;K31&Z/969#@=>
M7"JO7)V((<4<B|LM4:M14B),!E-4AO|<#99G0VQ
M0P.G\$A/8>L0JFKR:@2%3<8(2@4AF*N)|KU_|;13Q3#P?
8,O6KVP#6#PR',M),NA&_D=:FI(IH66AP"HVE'.>=4|CZ/N'\$ =A'^\$QUE04K+%>Y%#-
Y#NGI(MZ_%H@I6)H5;,+%;_ (6NX#N@'S M6TQ,4W|@I:U.(M!&VV0Y(N/MX,(#5J;.V2K,
(W8BZ?W+6=6MK1 M-H%|>T/J.Q|0E#<.NXY@G,F/OOY'SZ*PK:70BLEV6*^6>*
|R8&|K&HP^;BEG MUW>?Q*:=K%?3Y>ZS4|SE0+@!QN\$I MKA7H*
HYBI/FPC52%77(,4R|I0KLIJ%YK\$R^5C#8&5,D444PY0S88C+1P 1ZG M Y-
L!^/?;:7LQ_F| #7'_ ;3IR^R'AK+_D5<8^.1L;\$YD\H',WYOXUX_S#OMF
MIMWNZ+\$.*8RON*)|J#G\$P!89(E;<2L1# M|G 7" E3\$3"!Q&M!)O0|SJC.K3| U
M;8+%06@S#U40.TB'J?!(6PGR58%E9)VCB\$2J*LT(T9CT"C@YJTR%-6*I%!S(
MUP!VEQ4(Q"4@3ILB-L!EV:SWWU:A-PE|"/HO7U6JZO%AM6?+*X|U=L>7)EK

MT/#3*DVP7BG5/*D)Q7/IE2PJ DBF%"J ML#61]_M@!684)3H;JKD/KU\DL@+3+Z[_&JM_
MU\G9ZN00>8D X6'IX9?E09\$4/8:'UE&QVXT3J&ET";O7U'4R^G4.^E?'3[7G
MXB9=>UUHQ%YL?%X/ V^\$H%3[Y_*IV!#RP"J)*A%Q&%1Q:"LE;U@%BT)Q[*
MJ!)!)I.C0I8*B:SRPA)%5%61F[)##\D%M\$R'XD\":Y^EB),7:NHY.(HG6(J
M;9662Q&&%VG/3H:'@!#'=IC O:@0#%&@[@\$DU&E##IE1'82JRHIS#4T4W%
M^#%'.^9(LR?S:^WC59 "G;(&K3)Y'3D>NT?B]1Z+CN\0 M-\$0W\!.ZT 8"
(.Q0IY+C;C0&BFN*/(B*AVL-@[/2\$KL M[&^.I&UZ?JST].S:L+:3(J8V MQR-^8;[.KM\$/4Y;
Z-/DB[K*K&K*<.:|0IXUUF*^0=0^C\KLP+. (10+ECLU_X7M1YN-E:C3C]?C+Z9:<|15NF
M,/6!6E^4G=)#PS'"-"9+_XNM0L%QI>SFICFUTQ'[U]G&&D&AR-97*:+\G(LH
M5Z6(K,NHGQGOT>776|3>/E%5U#NYJP_';1>J0L/_VC:>R8P)@IA)PT841\$4
M!HX|PL1JXL\$^|H7Q>0V#K1L1/UD%M.+CUM=ZX|P,|4!/KEJ!C+ILIM/DL.
M.;I=W7)TOI|P(56Z>W%|W'Q(*UYKQ)NSI-TRH()+37@&_N03> #J8 ;?
6ZZ#BC "XOTWG|L|O1@&LY?-D8RU6 MX6:@=;L|Z&LEPDW)Y\$LCXNQ|ZH|!
I^__C32)R.?O IX^C7|O|^C/IXZ>^C M#_WW=|ZFJ?61';
|27|_UOHZX=S/_8TH"OYC|M-X/2WUJM@WS>/Z\P8CNX%F)?^_59QEW.M. VL M47|;132-
)^FE;/QT.0+;|10,>,77X-|VKR,8G^!OUS>X=#AX7HGQ1R,!|0*
MEIC_|15M+/0WC9V>OCB_&3F TYEI"|-.^#Y#TJECH2ZM_/2=+5L&|F
MT%KZ6RS%PT|]Q@+O%AZ\$R|. #A4R_N|OY#=73W7C8UE|WFR"*_ST6OGI|U0A
MN;#3T>BMJ_9%-7@4**,%RBZM7K=L;,&J(OH+OUS++ZSP2^&7PB|)%OA1^*?Q2
MY,NP;<=|;M8W'ATL171'-OYAJ9XB,NL>|2_Y\$-PLYXMCX|'C'Y8^!B#MI>R' MG'T^
GU2,#^D^U3\6#&1|I%KU@&?N7)9&_J=RY;=)WLGE1.Z"7">
M9.U>#B#M>>QI/JPHY+\$H;G^VY'W=AAH= JV^Z..2"W;+\$E*?-1N|12G"(>
M1(4,I0*Y2M&@E3:5ZI5C9|0RE9HB"Z4|_N_ (^F0N:|Y7(OL:L"%!\$IP8 X@."4E4J|3+WI
9%<1SG:0S/7N;4'7)T%7;X4R6!L 5H9!#W4>=%*;*K*,28%78|R5,|Y'?PD\$|RNS0^
MQ|V@;H(!@(% M889M1\$*[Z+'4C/6+5=|?(?
YCAY.W@@_X_7W|+X>J21O)0\7:GYHMMG\$|LKYT
MOBEH6=#R|;!E%6@P3EF\$O22(^|03T>KDN_;*|FZCM_KX#NY'04LZ)OJ!CP(+
M7A:|+'CYFO"221Q3N5L4>4Q=-"N;RH39*S*A#ME3Y*R<(GP4NEJX*7|2|+
M7A:|/9>J&U\$@YL>.4|/"9W0CX*78DP?VJ|HO"R
M1&_231V\$5_'Y4)Z0A;.^ODJU?)|0@'V-(>O-UF,9R_+'N> EJG4|*W"2-"H
M\$">2(:V91*3RR@1'C,|W|M=|-6 !%OQ>/280#*NN'Q,,7B)YIY2\$);8E@+!
M!8*2,003|C05@LJD(BX5199@PD*6%\$0|O'38(W4H=#?
AFV:6DHYU*:Y4IEPH^C5L|RN<,|P>?|08 MV&%@T=&=9|1022IND!&
<(:Z40M82AV+@!%,3N;'X&%\$|:U9|UW#B|ZO4|O)|M_) Y|?V6\$?|FZHG;<:XUS-KUJN%K?
&E,C; &2XP?/-WWI)%|0L,5MZ0M%,<9=
M4)1)A&T*:L&IT*0\$2E+&'-.2H;=,0)A'A7%Y%AK,I;B@4\%7CK)%Q1|<5OZ
M0E',"Q*HZ"+*4T0YZ1"AFF%I'!..|JX4\$?)SGQ4%*O&E;|C(5|>|J"8@7% M"HKU+W?
DM%|]#7;|9C7K^S-:16:_L/X-;CL;ST2*%+PH>%PHN!%P8N""%P4O!D(Z!2|*7A2|>
(5X46+HGBH| M*/E(1S:Y4T=FYD=^,ETM@Q_-PG+T7:K5|?
VZ.|1Y6#2NJ8+Y!?,+YM_Q(\$56 ME2 Q&\$0P3|V1:4 F!(ZTIBIH+|46O:"6H8?
F'3@RLHSI("/2N2RQ"#|J3".*M@7 K-*^T?LB9_M@
66_"#QF&6.IN%O.@B(HB*HX4_Q@)H9H(5\$6A\$)?>(*6,
M04Q&Q|V/6HA>UZ"AQS|>JCHIM6>Q0JFZ&8@*(V'4TN2"|JL0)HHDT#SC3AQ(5
M5|5Z%E%11\$41%454'*EF)#9<5|@B*AA#7>/M&,&V2A"9*"("JRK&3GT(-,# MQ?LE!
|PG%F'IP\$*(%(-|X0R241H:+2>!'4_JR.+BJL".HNN***BB(HB*H|D M@**Z,C):5'E*\$+?:
(VN=15%|ZD/_DK*C%%9|>E'A=%51(17"0G* ?0'V\$|4& M&2XJ&P,053|_|H(@S?
3BKXG#4V0_,?89'1(?0Q=AM\$P,?@/RS-,M3OX|NSL(#M_M_G\$^G9I%W5|=MH_
70UO\$SY.(GPH+PX+&2#N3&L;9^!2P M05H1'H@OU =_C("T88/L@6 |A@E5'".<3M2X%|
V5J8-11XJYP+' O'6YHE\$ M,SZI'CM28|_05<3/R|W;(GZ>1/QX X#H0%477
30UQE'2EJ/I&3<&|K)8X2
MSC=DB#T0T|&,88Z#M(G<(@|B!&FC#:*Z\$A*F22+K"9|'6YDG\$|SD1._KK5W\$
M3Q\$+_VIOB_AY\$O:RL"P"8#B?G&^CM1E&'F/\$:2Z)BB-4Q N>>G_BA7H1 M>\$14,;|C-
G(5\$PCR2IE00:QBO>*.3_8RCR9^*\$G6!;Q;1BJJ_I1.YR
M*8KF3,Y/ZO98#BXKIW+/FNM*L>|HRV^CA*8"6R1H!"/)!F:#V"D%'.452YH
M(XY_1/1CAPNW!EI1L1@ VT 31?TWHBL2.ZK*AH=+(GP_?&/6)Z%> C:."JM
M115)N=/*JB@8 M4Q:CJ_FHN\0FOU+E\$%4\$4|*#EI4Z_A'(LO_/5&L0E(8BK+!)I34DTF
V(!.% MKB0)UIFC%)P80'@@@O(B'8YX*E3RM6^1I%SF\$UF MGU*,1!9CK0
<0/R(\$(+B:#CB,MG67!.PLJU!SC*O+ I5+SS&"O2+;#U" M@E;UI 6J+G'J4Y:H*H&,17-5P?

6,!5<(5C/I&?*8Z 3!!"D7 E)!>.UU/V MPO[NXP5> K!)1 _/L(MKB*XBN
J@NL!G+4ZOPK)BQ600\$!S'F_Q2"FYPH5@17\$50%P%FY.F MXI%1,+\$.B"NM-
0@N'I#PR@;NJ,"DU_OJ+D=I0Q5*>X#I&_)I&<.FG;7OR<@17|W@1/AN8SV8E?
U_EG8._>3S0"15
MYIT4WGWEZVXLU#8SZU;)YR>"L6|'5"K_TDCN,O6/IV"TP_P,WGLQ6H3S^;)I_M(
I/2)V=S72:CD8GU2MW.FZNF:>'3N#C17.V.OD<
MFO/4>C2/@#1G9_T0;G|<_1EOIKZT:F!*VP(WC:'F> M""2Q"M^L2XH&_VYYTXG|_
WDR@LN@_OL^G7|9\$U0|6L(/7|HV*,@T?5!&|6:- M1M|_9FL2"O|:33Z#M)@M6_+Z?C3?-
D<9>;@%_B|JL\$^VRU.S|-=:)>^R0)-MMP#0N|4T;T"BVBN*N=K@S*H.Z:|)8A1B#&
I9\$K8-F:+1>J_?;#E,I|N,0<@_M|Z_Z78YNRD-#_#K'HK8>L"^EFL-!:[#
<)>K|YM8H9K6NW7M\$!IC.V<8<6_OOWF+U?<2A|U-GW"
MY',89YG>JYQ>|8#ONR9,3UT9I7??|E#7AA.O47B/"J^.:|/1;W1=M(Q&%8"1
M3_WCM80ZUM0?M3>#O*8WPZW:%+X(NOAXN@AA|O\?5J/?@*%QO_5+O|R'O_"
M^3*DOGHCAI=W)YV;-+\$.PHH.H-E)X:<7P4^_3V:%G1ZOT\IK50T*8-T-L*YK_MSO3Z
(MBR@LB%7XI_)C?F&%7PJ_%'XI|J7P2^&7(E^&;2&6RK|7+^X/W5"#_M^7FN9C
>+4*|7\$Q<_LUM?DD!2G5.!!3V/BQQ?-'.A^UL)|GPU515*A9:=H'.R2C45%'R0SO|.)>)X
MT)1FUYM_M;JZ5)RP*4/"H19Q6
5D=,5)\$XTI0K*.A@T0W/*ZH'E=Z7S'1P@H%W08UY8)N_M|T>W2%0EI*2_3ZE^LI4!::8,*'
N>_5&|J2|K#YE5<4T7|D"73SW""*+L4"!_M2*V)48KP7L|&0-!8SU6JJ#;?=RBI?
1EN|C_918+DW-MYJ/SU<*=FCKLI&45-MJ?)J6*E(E1VI\$J|!)#(DC?*@,TN-%
|*1=U11D8_|*7"1B)L8QCBT">5*_S_M\$P'JLB(H1!*)P*RBO%=4<0A2A8ZEX&-)BU
IX%:V|!6_&Z4|4F88_O58(QY#_MA71%_HJ,N|BPH1+W:N8JH4UDE42_BCJ5?W!
(2>*0\$2903X2TV@T1W_"ZOY(4_M7V>|MK*EKP#;K*6\$;ZN0#*G&C06535-
_\$.AF(ACX(3A^&=JL8=)1#/@G)\$/<_M_-#U2+2(,(>C<49:TZMQ,P1HHV-
%|9B7@YP";F5+7P.X81YM92N.*@=6)|>
M=+!4OY^";B;_"H39'KAI%T6%N43<"X4XC0XI!|I^,--\$10\$E?#?*8NNAM)?SS
M8<(_W6|RM5>;8I.@JH93@%6<|L46U98%(B2*U_MJ6EVL,@:&Q\$APDO&O/'5(&-
'Z9@K.I:4/&:MR?T9\$""^=GPJ(%A!|/2#J#'-
M.XZD#|SQ2\$"%QP'@%/ODGS!>|M'K|N6HE#P0!*_J!P,+ =KL49&\$YEN|2J%-M1@P/1-
E8<3K6LH!H=\$"H@5\$CQ@)ZS_S)B!&@T%_#;#DD^#Z2'UA!+JA::VB^CF--\$4Z1|YPASE,'
M"4,5HA7&CN%_H^J%|IZE)_H09:018ZE|V^>/*J0&U-^HZ/H%2PN6/MSQ766X
MY!@CX|E"G""-&,\$51H3R3BS5>CK^W=HTST0+&5:C0D3!4L+EA8L+5AZ7"P%_M|
(Q>;"2:|,=H9#P)+Q9AR/>:/ZXA^|EAZ_ML'5QMSWF?|3-B_>V-
(:AX&KG7^MY>N,PJ%DE_-/+D#HL5F'W<_MH)0JA4.T5+%>DNA=5)6?)S,ST-1KQ;
MW'0XQP#Y;=VJV9>&=I>|_OW|OY|&|F3TR^_O_O|AU_>_3KZY?
MA%NE^:_*SF2Q&G|UT%4:3&L_W3F:I;773:3A|=:=F|BF,MSH\$%0M,5>-.Z=Q%</_3W3??
K&=Q3A^4(I^;B4_%4Y8+,ZMC@!|TXEL.K>_MOC.IG?!DV3SR^Y10D%L0+R9
|^=FFAYP-J^7(^_F|G2?_KS53V"i?L3'I|>_ME*|>O&K|W\$GJCCW*2#V|:%
|^="D8;EE|2\$^/V&>_M/(74R6|:/H=I|B'>OBAOUYFY2)MU>.@GHU_3C2.2|I9|H/4N1F(D|
>J:7_M;\$>VO8JE070NZDX@-SVA^ET_J7>M'5^?.K>.31,K:/=%&@'| (EE.\$/32;U\$
M89JW/_Q/"PV30E:9LWMCA/G5|^|^|9/Z?&HNWLH^|J9|_)^S^)%^M7YVM0
MO01:>YLY'*4WUF_2EDV|PWI8L)T.V\$)9IX(-@)UP341LRE5D0(&\$GG|G/_M\$,YA4-
/4DQF:38HK|@52Y#\$K*)4;N1LIXOWID7TMY>>^C1XV#)#&B^A;_^U
MFJ="^!FKZM%WJYGQ:9K|9^!*_/_YM,|29W2;)%&15,@&H^HN2(&="'_9+D(UZ
ME?|;"+,0Y@T)D|:\$V4+|'.1'\$HDPF#6*9|1A-T%XS#)%_H)".TER,=\$J;/U
M7^-107*G";!WR3W1B5I2#J#;-*%<6|A,8#TC@(_LO4N)I.070OSI(|_MW*@,_0G
W_LX|J#9TV'5<|!-T&SNPWJ3OMDAG_)>N/7-XB|S037K#9H%*EY_M_>|LMLNUY9|_)
|T4Z3AA3:"\$,5B=|LY>4P|R_/9_7D_SP19B:O-J=WML;_M_/_K#;W4ZZVIPZKL_?KDW(|B-
HQ>K<;FK;N=)\$)0EN,R\$CPQJR6|>|A"Z_M-E_GG6XBKTR\$R;TQTR_FHF|F'|@A@_YV'G?
7'M7>ONL6|?%-M='@K6|U=A0M|&ZP9.JD--OB@0N\$OC&\$IBU\$GB/N;85:/7J_'R^:
47R)IE_M(|EF|7HRB(QV:W)G-K>|GLZB:_^@AV:#.A=X^|J27:R3XK=!.G5TS@M|NC9
M:2Y-KWHS6<(HW.'J|J8^S8N;/_STK|4\$%C&YT>YCC#|XJ'OV:G|#+XOF?_!|_MGF@7DWA?
UV96(R#)2=P>#^RZ+QE7Q#AJ4."!I50?AVS0!&%&B^*\$UT8=Q7WY
MP9T&OYJ&|S&M_KN93_7V8./B6D.>3%?E?LM^7?228F9761CU!1TG\$=
|^>=INS;'Y0|A2R^A+6(0!^|N|J;/4TM;GQ?EXZ)|BE!6E%N5_M-8TG;:_P_'0Y_L\$|7X'4GWP-
_NU&J)^_6&|O@_V;FO,ZO*G#N4D&WWH=|J%I_M|^QO|H5/?)|4D|8!_&;|C\$-Y\$?FU
|P|6U7RV|GW*C9?|GB5G)"Z1WOO-MM_M^H0HCK?
_|OB8N|Y6IENF^SRG>TVNE;HRU6H?H_XF_^K;VGL0HE7QC9*Q7GT+

MZR'L^@/%HY4)%V)^WA#V?Q;S^D8E#(>|' (747RZI%|PNQ/QBB/F8N+UV|!9J
M+^9.P9/7B2=%.%9B?C'\$?\$SA^(|9/8T'1\$5>B_T/LR|/2:|I^R%0NF%TH>Y
MMAPJE%Y.GG/,"65N5>_T1=#%#_-Z>7?2N\$E-SR&L6)'*A5^_.PR^_SNOZ
M9JVR"L<4CBD<||U_I-3K4!BF,\$QAF)LQS)|DAL(VI7_HL;(*
<\$9;W&2L9I%ZA(E8\$MXI02I(W@J-)44F49IL%=SK;:GV/U;OF#62PN
M@'FS0K53:~T?'WX\$*0K| \$|AW9)KB%U7_, '1AZ,+0AW43;K3W-
'@4J4F57K%\$NDI:2C"6,8<)JOY0-TG'IEDKV=:T M+/I)@;,"9P7.|@9GH;+"52P@ A@%
<,8U4DQ'A%D5O,\$^..M9K;55,K6<\$98/J MG_B).Z|+9)50'60D96*Y-AIW&N4(B;0U-
N0@12PJ42<9TA%)U55<>_WM=#_ 'E:@HUHN;N034?YTLS+=+A MP*3;*-2V?
4(OY=T\$|XIG/+5;J=\$L|> HN*E,);I"O) /!XQPR25AIH5B4 MT@;+R65AE8|'C344&2QX
>O!@G77'PZ?D^!|:D2YKB08C5H(M/I<6:
(_3^*UIHO=C<&TG.Y(|V;';=K*S9FIFJ57VH99V
UG4TE>N)4KG,*J;|24B^X78CYQ1!SZ1|W@.10C)H'
MHG22N&Y(\$T1FT5LOAAB+GWE"KT7>B|HY0JE%THO?>6*,30,>BO&4&EB4OK*
M%:E<^*7TE2L<4SCF|3BF)4K#%,8IO25>VHKLE3(*7WE7EMEM=+LX(CI:DQ@
M+3EQ"%.*\$8\6(QL|0X9QIZUV.E3T)1K+2S@4K% MK7W*\$FMC7SM
'2I_H5%*/5,@3|A"7*J?2
M5RC8\$'\$3,,)B_""ZR<,5L2|Z28&SY|&E!EKUSI*U=\$R//3"EZHY*B443QRC:QC#"C)-
*"E1A;R3F M5BG>DQPQ2HR)J1!UL4*DN|M0S(O<2-5?ZRI6" MADI^YE,*RA|!6(7 J1
RHHH'C|B3_5D9,!)2&B\$T,TR8GK RCC>&+;+:@H"S M&D2=#!
():X*PH*13.^R^TR8+7!;|+7C|GO":< MZBIBB:S7%G%*V2/VY?N0+6#^L/W_25:U?
X|J49;+V# MO_WD|I-H&':YY=R=&X8-T2??JZAP:6A7C::Y-+WJS60)HW'E^*/U<*=FCJU
MFY05\$|~R'|H!CGD(0*E-<1SL/LYOW:W+V?C?;MRRV>O!\$|+:NOTZL"95@H
MAY3'/'&@*#)11.2EB(*"W B!|3J51F(8 M-);\$;)4DO&68A?T1%DDQ-)^
|OYS#EK,IU^2FACJ97,5+->.*G.>PXQ:70;1 MKC+SR^|_7Z/-
\$'SX3/|QB>/:U'CT@=|\$21I2=WIBJK2A)!&I+1-9H237*J
MPP.AR>|P00LBL'<_@6*ZO'@2>/C#S/S|U_FGB1N/?EWZD|%WR3-,|=OM#_D+ M|O;|
>*&@=UI4&,R<_/%^3PU.??":>9%"9FB^Y=)0/73E4|4?YZ(^-^&)C)Y MU)4)*?
DSIJ@U0@DR\$@=DJ:2*"J\$4|WD_0M!8!PDT|&\$SXPZDI69.(FPKXKR+ M@K-
PB*1!A|"365ZJQOK_!*/;L1=^G9BFL?\$/|A4"?KR9!^!ZH2G%&|*:@)M MM
7\$TAI<(B,+E.5^|,XTTGXG"J,N;|8FJON64|@%B"R" L|N2V MD_C|/#%
'5G#N_CS\$5ML=WS41M^SU;KFOA;F93INQ3Z|S.C4^)\$-808CGOB3
M5VK:08/%:N5IK^W|(@+##(|H:|S:|M7)0CZ-/HM MK=3H!|.8SD?UY&PU;=YP-O=A6F>
!TQO_NKJ+'GQ\$FBL@&?2Z.M,J:N5V?G MV54Y6H1/9N'3.|8<" /P"/ 2KN"8=SD(Z?
524^OO_EIG^=I- G|TMC7|)*L M%K #LU5HY\$^S|+?=XR_SU=2G&2U"DEH36)01=
X,OCN2O):K!#YI0,U-@*&= MFTXGGTX/WG4R^C !8J|IM2LV7H6-WG'9B(W M?L<-
:/*W1/P9/4<=_6STG4ET'C.1VP!C_/Y69&H2<9X#ZIXOYK:5B,V521XT
M6G"FTG%FRX;|!#E^ZD2<'6"DKI6:3#(=.@/^!" /#;7F*,62@:W%15(F8:WK
MU;2EZK|JEKR.G@ MS!GL'%C-Z7D-|W5^@Y&YEL;|\$O/AE&>IQW;KL@^AMDNR'8A@7
F8(RT8M/ M=Y.%1^=F 8|)+VRF4)^'Q-.P98-X/BF+?C0# 5;79G%Q\H2ZQ2L5?K_1EMW
M6J|0|BNDMFX8S:O&0-LD='RRPLZE\$^WPL)D|JK\$ _38F<_T 7|?\$D*7#85\$ M^2#?MK<
2WX&R*CAQ|E;Z/M6@%R(QSO'AWLLAVTL MQ_OXDUG, +7^*ZLF!TR*8YD0!
(_!)AJ0"3\$>318)Y1J_1QKA6B7E)F; 'KWJ M(%""4R9S\$/ =!?-&M
Q"+^GC(|:),&6|LM"!%@\$N*RG|A|V,W;%;^+EQMJX
MI!1L4!SV+ST8;J|/02:TPPC_RAK.ED%D%A M!?!?H,88|QB>ZS.RKM|TOUNAXRI-
^LQBV=%2NDI0/DX+TRG(D*2 !<#223*Q M0>|!8S|D;7&@)Q*12>FHX
AC#11G+45&4:|2;162:Q(U=-.C'T|J6_*I MA@(|,@RTDVBBY8(#K=)PG5'1&A(|RNL?C>?
|6/8#'XM:D68^@4B:|?5T=|AA M#P9W<|27'?5=&.R9T=O#VV0=KTV!F|SN)N-
|MS:Y=|JKKMZCX%^HQ\$EIH+9 MK5SCPAX<%X\$2;RL&? "T#_JZC|QIHM.?
W&%9!;TKWS/-73 !@UW@,07Y0+5\$
MNA(&U!3%//%>6@=IQ8RXZ.P^S^O9,='U)BJ'Q4+)|#S|U%)J86BV|\$0:WU.*E'
ML_F7S=E=.#N?SIN'I6B(U38VH@'SY>EBOOITVC.;Q=U< 30.VU8*C5OGZ9F9 MY"@-
N*PY%(2A-JBO|AC-S4UT/TYJ)-H-O=A35K V.GGEL;_)YM:7|@|C9.PU?D
M8<,RY<.CIZNSV5L_J<^GYN)-^O7MN?\$)7SL|S28-;>E2O)3=_|K7AU8_5 ^Y^W\$V
MT3O;F/9-UMWNBG_THY^,IL"72)@VL7RC5DMYV|W?X|U;:|.JW4@#\$1)O?&
M3+^8B_KM-W_9T\$3|Y/4VMJD'L&=,NAOYW%W|5&#|I^Z17L2%#J|E45CE_76
M|>;852R2@&A,L815K)!F'.2E9VXM|3GKGQ7UV'9\$2'7Q2?U%9K#M@|J@TNZ3*KZ5"JX
V.&DQ+ #4JOY!X9PR6*W&#JJN 4|E7* M\$48S:CE#E%(P8;5AR!) "46! ?S3@0&+?

6>Y.P9Q(#O,HH/Z;Q?7\$^9'&,#?MIG/WYS>C*KU><*MQ;J-C|YI=>^6-YW1?
Y.GB5W*9+4G NS.T4RN"2+,6CKL M+5K_ ;8:YV*2,1T1?6OZVB.;KP?SR"+|FB"?)U7 MF-
*+ZE::6"-+M5J-6D\22\$TKO>.?=:M,G1'&_ 7?'Q|SUMC+=,MWG.=UK"H.J*SOTI
/4VQ0+O;:& M|HOHI+YS!GVI_NX/. 7'J T""YE^S4\$/KVK74YC7*,=Y-0;'W8E@""OS0"5C
M"M4/8&^/2?4_G|JP:E+R0:'WYT;OW>?_^PIPLUU_GUL_1R*)86L72&@3B|)9RVU>
+*71Q?|SLY597+0Q MN.SN5'+%TFUJX UA|8JP+JQS;'>N*9P3>&:FW'
Q_DH):D4EBDL4UCF9BS3 M"YPHS//@_?T>R+I?OW|VL#I+?
&IF=5QO\N+JLG+"C_J*+G%4ZY4/2+WMY7 M..771-\$O8*YE?LH?
@5|7|&4'ZW!>#=#/^/#_U+AW'N\8^2'=I^+"DB_A|%R
MJ+#C>)TT4+J4W6#25W8|>G(+|EXMQFZQM|/HJ.GWCGL,0V1(BY"1+S2\$EDL
M%:):N>=G2_8@R14G+E'6+*2|B'162B),A4PEK%*(O:7\$Y^_I#1|/\$/*C9|/\$ M2?
#OZM0Z;'FQ*?R7NH5-Y_7J6VE2H
MDJ2:4@392#F26E:&4D|H|+57>T"P;,+ "ZQ06_G&>0@5N#I8U;)\NE8EK(AZ M<:AY,Q;
|OL#GB|W;_I|WJVZO9"#.8:3_9@4+V MDP>!%E<|\$\$(#";P'=ZZR M 0 .RV*-Y83OE6HHP
MNB_|71\,|VP8|(Z;?JMPP.^5CM;44T.J@"S|Z;0H4F2(T|B;:"B%GPC6 M_)2G:X/TQ!SH*
(6=WW|)(VVU&'IG8G|R5&KB&D0P. DNA? M?|..0!(D2(G+ 8FE^@:;
G&6JLI,K,J|G';#GN_I|BQ|GEV DK M.A4GB|+
(_*VZ64.N>XS&0=JICAQDGH@5LI03",ZXV/ 8R+;*(DX|1O)\$D9 MF;0BR4#2ICP\$L;
(7G&/0DA&+UK;:=L MP(RH4%JAM\$)IA=(|R7|5SFLG(P'*. 7A!
5#'4&8+5WB;/(RTF>\$YD/(<-U9 MC*YYL!6L*U@_HHK+<|V\$0U,6
."4P:VZW.FA/&6&\$4WMQ%H:5:M! >N&0)R MX@F|I0E2SM1\$R5P0=@>W\$>C@F?>
I=PA7G|ICC;^7-FY_NJMU|E\$UPMO%???N M:>N\$A_18^/*KY5&OAG-
|BW!WC|_Y)/S6_+>;S1PZ0;=.R8/67^UC6|HWRQ;D M'|LK/EE@D|_BT|5.K 6=
|Y06L1EG+7\$TX;MY-|#/1.#_YG/YPO7/ZL&T7 M^*4OJ|DLCL=S+GW|)I|-
|V_P>KVX7X;0)K012G*^:P)K|:@^4|<:_QV
M|RE|_8=RD^EB%DY=FYK%M/OSUWH'1Q.L\$&@_"(WHG*?295.5&C0B(G<|*VKU
M39LCO'=2>PLY< VEOS:8222& UX)XO"/@EUSZ#^O/3MBD:\$9O_!L,O|YZ#
MG5,K1XFTED4@"B-=85P")XA%/0G22\$))WDP1%3(HQ9(\$R6(&@1H(#MU!B,+F
MG)BU6EV/D|_MROO?;?>|W_JN_1%&TJY<6NVM4/4|SIEU.1C'X:34=97@|)RS61DJS MBQ
"09_0+F#LECBJOA&:4TZ2WZB?? A(7'9.+S+P<^??+,W*KRA%D|BTRA@"
MHE"U^%9%9,9=+(6QQ8<4*NE0W@%C6W+07*.D|PL1&|*!8"48#2AX&BF\$GTS
M1:AZ"FCLB!PP:P:4H0T7'EDZH7H,\$|PG?|G;.G9T;|H00-QK|I:K55S2 M&_%:;+
<'XZ7.Y^Y-) Z7/7#_%TF&8.90UQZ/FK5*WK|N\$RZW>SB"> MNL^I|2F-\$?A"V3;%C^?
EQGC7JUL/FLEX|>%P)<%-+)LL.*K+QAJ4+QMK#)I% MMPN3|"7Q8|=,9Q/O_'!4'K_<&
<.GI*|%9O&769HO9F...&:;+2'F;V7BFK=N M-IHT|?!L,>HV.)??:-"9*|_Y|B%W^!#.)V,BIQ-
RS=@.AN&|N3NFR?-Q|Y) M|Y1.@;C|*:367GKLC)%219NU,S3|*P=-*A?
Q=B=HP\$8MK|!+M'OL)POI';> ME(O;:KH^3|K+E)%TMU|_-
_!UK>V,|OTP6H^*9AED|)#C..#6G.!LX1W<|SZIM M<3)72|6|'O5^|?K1Y,LI|+D=Y&*+
XH3B^"X?>C46%*UV<=;-X.+;-/M<-L3Q MC:>H2IVS?
Z\$E:ZIQAH|>S%*YWW(AU_X6W"BL9&RI*>7>Q0TH)R0KL;UCA5'I MW;?
NKIU*=M|IZE54.G0#=#/C9V^=%41%1P?(\$"CI^&_3'C8G|*A@&J;@JG8WRO M3V@F5Q?
-3|)\$"9|/VVJ;-MA)S9;+@TM0X?A7B-4/&ON^8P\$TZE|(|S9&")Z#=#S(|C20;):9.6<>. 0"D:
M3?06;*8.'6:MP"B;@6A+G,|2S4"Z&9Q>B>G|+SB_ ;^90<49Z.FV^@|J4>NU8 MXB C3R
RS6"CXT B"2EJ+@S?Y&Z..B@:/22N EZ#%|KR&P|42H\$Q10|A.4?&
M!EK>%E'O3A"P|!DWC"9^_Q&G>#6%U*B4H;GB!WHWZHQF>YI2\9:6+NYDZ4.V M;?G;
|5PTWOD2&ZWEND|_-7^4|WZD6/VF;8J7=.%K_31.,P3B#Z@:UX|K7S#)23"6<:,8PK|E-
Q'1IV@YUP82P1_" M6@^_N 3*B.BC|DX|UU\$|_#^UGK"
|Z9PK"CY|1'=VTGR)+.%E5(K(FY7*M)%W^|1>-|/|>3&?#46
%#R+6BF\$C@VX^4V"2G%|B^SR5FQ!_S.CWQ;VE^_HEK|4UOR8GF M&V2?+X >*
O!M:93CKG3YO:(OI>P!FWW=-UV>B R+1|OZ MB7+|=GD6M+ZR)SMW6,^4B#DR
I0G#T(G#DXR"@2-M|O&+)9;GOB|\$WS^:A3:'@:^\$4:M/X
MKJ%1\$82+Z)4H(BP(|X71J5O#H^WI? \$ZN5IZ 50XVNLP+F|\$3.V!42* MM4QEWQ"M
83ZY%LY|W*0#%)VN7R'A^"0FKRH>;>Q7KSW'=GEIYT#+I77+B9Z7_+(K_D3=|16_3|_-
LQNNQK,=G981=U5E2|U^MSA+L|+9NBP(MYY1&G3'R9YZ!; B\7K/2!;/+7*0RA,V"!\$?
@V%|GD_AE.!J|&6.8-4=C5Y(3 M.W!KKXH3/^ (S_CSJ\$IX3 MJTK-
"L;"I>>MEOYO=|Z7_0^Y4&OI #^<_ (3NGL??OKX8="|M^&GC
P_5J=FK";J_LWDAD>OS@6IRRXRP|SSSA|M5RUL;?"GM52(0\$ \$1&L-D(
MX+2P*7#IW2;YY6-4ZT,X37%1MM4NAG27'AU5D%5L;CG@.2|>M^N(O)HJY_+2:

MH\ZE>#E3M7,[*8(8P7,HCC8I+!^)^@D_,-,RD^PIY60CB=US'IQW#!P";V\$&
ML8C#5@#**B4VB.C9G8:@HU>R7-&R@6&D=YZ!\+;#%8E!8BE27H=#?/('2[=)NVTk@
M-@[T>DA)_)[A>UA*XA%P&5SP.W3T#I=|\$6L=S-QB/KE@MBCO@[:JO'IY.HS<
M^60QQT=|3?'UIG&4D!/RNXL+=|E=X_5^H0269[IM]*125QP|3W7D|P48=S"/(10
MJJ^A/P?=%\$YD^>M_ (#F|IM#?5;@8.0B|MBM(>)QWU8|W=AUGH4JLJM_R1N
MKS^ODK?|@EM_.;|L.@@|?@E33 \$P;Z@G %GA<6(6JB"X7;V6_D MC.U^U+;OHKWC#;
/TT"L\$GR:L,KP69|+5-|JH&HW<)|JM|=(;N6)'.E X(+(>0A
G1|WfV^>W.OY+XUWO:'|VR3=01IF-/I+;N\$5)?\$=+=MV1_5
O:C'2./TIF_'0RZ|*IB|1V|^MI60>(|U,|AR MJ|22%?E@875;+1QBU&I
NR8XMPJ5WMPE8DYGES=M!##?"KEQQWW2RZB67*U M)|U_X2K-R|N|R|3)2|OF:
((H_7T0%/FKA6,|),+HI&VB|C|JCS<>N/SNV>I1?M6\$95>8:6X5YU5JXC*9|3|^F+I/"
<:3F"YN M|L.UE*Q_=O+^|17PUWF4OD(&)W+;1Q?#V=M,/NYA?SOWY4>E 7^>),D_1
MP*>=LSQM#1FYM|H@=|ETNW>FEY|QZ^~^%XA\$(|=S-5N?1U_ ^|K|N%OH?OL
M,@|NE1M|<>?MZMAU?=\$OEK&#ZFX-U|1@+0%*XDK%BK-4-8|C)W+EDM9:LD M|1Y,.
DE7S"P1&>0P@G-N=-1/LD7|VA';R|R?3NY66%ZX;"_FXR7>|!|L1'M M8#
(EZM#."8./A!OG"1!F/ B9#;A@*+|?<@:V,|*P6XF.UVF= M|PT^!QWYVZ'E+BI
I)|\$E.|0%+TH1N^EJ"2-XQ1ABCW07PKU4OH%L76C0.|CV9"J-46K':D|04/SI=O-669YIV6E
M|(HY^&;9;>|F%49E8@NS|X4 K7C ;A #7.S:+/GOEJ'LLEQW2:-QPCZ5.J?
9O##70*HI^'N=@L_5"67/FT?_N,O4B=R+|WST|(@@:_M
MQ4O7L=:OUK\$>P5AIK7O:Z_J66O=TG|JG75CU+24%U0\$?FC!34J0X0L6X_W_|
M|(I_NF^B8*WIJRI45>CU=;KV"PVZ5S5BU:#JS590MGJSVUOU_UXU@^Q@Z0V.
MV7U*W>|_O|Q%|/|Y?|N4%Z/NUU^&.36_'XZ;|^1F|9UE&ONA0=7*5|+GM@N
M9L.V|13D|8JW;JE3'7==?-?95D:HBW4^1WH2PZ#H.7UBEY;GH02NTJQY5:/IZ M|,.?
WJ5Y-4=5C:H:5;|N7Q1H/Z2K'E_U|?|=2T(YN-Z9J5O4.7_9DHK+1?'MR
M/TSR_(N;K6K@4S@=X|T^G5<>FJ/A,|Q+AL|;ZSX8\$5QF88-2RD#D),";TC/&
M6"VHBCYO=N'(-N\$ESH**\$;|APH\$|9519:D\$|L%R1PNM%6KI07S%+|1M7'Q;G.
MZDAG>7Q33FXV>|K%Q;RE-:9 M2\$5\$5|F|55!PMBNR'H%=M<;
(&=OL2V.V&3E4(K1!;8|TM)774'GNKR?UEB#)?>B#4A(XC5)Z|1,P|B#QU M,*1D<,08
PCNT=31; M*\$%|J0LD>O@EG3OD>MY|OA| M4%ZO|(
(%4OR!GIS26I06E%KK#\$Y;|L)M|O'=XC86%,W*DA6D#SZ7;RJQW5) M#T2;W=-.)\$Q*R6
2E7JC:0"5_P.&H)B0005P|8;9'92Q.0%^&@M", (BN. 2 M<"Z(U|9*RE@-
TZJ8US/&NLIH';FEQ%46P8)EW",X:H.16PJ@4Y"<|/7L)F;?G9*24H|)\$|M<:|
H2P'AP/"BS5(1A&|\$UT(^O626:4-
9"YXBMB#BD4_H@N2*N\$|6|/!6Z*G1MNF1&FI"H1<"R M\$H1,&7PB!OTR+BC-W#(-
Z"+\$NL=BZ 5-I9-H (?!(.D2(S*)DNHK_%IE?1Z
MKEI7>=|#5D8BD9\$'T%')XJ8QL#E2H.C.:>=|HN4,8JOXN-V0E8F!(O3@\$+.F MI%3HK-
#Y(*A3CAL,&SE)M%RW.K+|AW%-7Y(6.>.|M0UV/4:P="&L/#M8J M,(
MB%&"HOLE/(.WCL#V7C)-'74N@V"J&?:|+1V0.JF9P6ONJ2'!5|/E)0C\$ _YI M5@7|" AJ+-
B@,UB2,|5,9:W|EL%PNSN<0@|84P<'CS4H^)^DQC:)/+,REOC M!.B4#0C"58E4+7
ME37)"NDWBN6RU=\$'9H%QB== (2A#N7+ELQ0T)D-MJO%I ME?
1ZLEQ7>>|#5JF\$T2X"B9HCU@F&#AOEX*)UDAA.M=PXJ>X9'|=<1Z(&G/&#
M0|R:E%.ALT+GPTI+=&#H"0I ?S"#H#2"UIP|#9SH&'PD<.:71<|0UU|4JJA
M:7UPL%:I<5X@*>?=9|PF9|,T3XW|-\$OI##^N:3C'HSY|:29N3V|1P3!;'&> MK>A%8;
|QEA0E-69KJ8J0|52A*C?"LY>H"9 M@Q<*PW;I2,J::LDW\$A)|1L+M;F@>
(C;6!)P*DA4DE|_RQ|3758_KDAZ('M^1
M2\$=44L\$&H%24K::0P;D8,4SSA"K)/;4;+3FHY,F\$*\$'&9\$!PV3%B&3U/K:N|5Y\$;1FV*>I?!.
M6".W_8C<=D.C*FY6W*S|7&5*V4I2QL>9BPD?|UO;<;7,RS|10U8S,XY'A_82
M.&_/S*"21ND)>JB1^|N&G#!:O", "6DMR|Z+F|Z=0%|.&)\$@4D-!>"W 6|S&
MRD@E2H:NT&)M>.9&:P2I%30>M22>K2 :7;YNB=R.F_:R6@8FPM!//1%_X,
M|+W'>\$=D'+/H>O&6TED0(44P5-C(29O@8@8^3R|D9DB7FDO0\$LC M07">P6B?
04HJ+'|)4|&WC+G;W8VD ZZVW%|H1U&X9IM4.*YPO%WX-!C<\$V\$0 M-)E/")^%/\$9Q
D3DD+E7+&TV0^D9/OLKMK-|RTV<=A0HJ|M.:|BXU;P42OK M>'0"5.F((DI<;|!-:Q-C^N"
(XM)M4&K9Y%2*48-7HG05T:L\$|J4R8SSLA_J
M7H@HX;T1|"Q7V%\$5^3@="&#S>:)|:FB2T:*BA@*PEL/+|JL)#F?=:+*N8V< MHYA>-
M1/I%;9K_946"NF4D5H2M"/_|9%1.>RRB!<"U 6/1H/:4)G)1<.96E
M#QN5R#TC:H^MKP9,;)ED9T?1LQ+QO\$3.UV3N1G5;I2;|+*/<7MZER7:A\$S1 MY?>
M96IZ5P6M)_L|!(051R!.%BC6+^DTWR^*^M>M>L^W3!;!^L|<*)|,J 8MR "
M@J)A8"2!,:3B41O|DAXSH/SCH\$C\$GUNYBUX;06ZX(D2&T3T;- (GVECF\$HR

M8.99C\|NB,O^>=\$5-"MH5M!\R6UART+01\$C\$4A9+_H\$#PTT RDW63A.;R-:
M9.1\@.525#'=SM25*[Y7Q6>*SP_9[*#)C+(&!\+NV0'F!\G94"3I'U@FC.C
MMPRG/3*ORX\$PSYHXNT/061W.BI@5,9\A?58IR97.4-J7@2#)@E64 S?>(&9&
M\$MEFVS(7*!>)@!\?HKPIO,UZ3%\$CODO0Z&N;K+L#!@^9N*\$3%T8JCA\@Q0"S1
M@ED/GC-12A0D..TUPC33UB9%G=-8&.@9E\>|.:#4P\$A\H\$!=4\8J8E?.\$?F'/ME_+
>.8@14;-UN%:*DD\!BB\$Z7VEF\;!\^UOK\#P@=AV\|F=1=.GIY#A\|PZ'
ML?;JW2.'XXAW>B5.).>_>_V2.P-KSV;X\&!\^|OZS<3-Q)X__^G_X\|H\N\;
M3_WA\|FP=I@S_0<(ADL0QEEP.4?(TG"-6/6YCZR=3Z\$T007HS3)WU"WORSF
MBUE;JV5^^^CI-XS9\|+(O_\$=_@SZ-)^.V')J\$.3HL0S!;IA\<*Q7?7J?
=LOP/^V-.IK\W9RAN\ZW0\$0 MZM?XU6X58%26H1E>KD/CNH7
_Y4+!'^E(I\$#.#VDZ3V<^S1L!@TC3+Q:5XPI M0('CGP#!2X0<+G6%XBZ?-
GR8J_<8CZYP\|R/B@8Y?7+UV'DSB>+.3\B:XJO MEX^CA)R0WUU<@,LY=@._7 TG)^
MNKC'71FZW6.U\|j%\$EN=^+3-47G(U-)SRKZ\|^.,WKD53IAYW)7WD9>9\$|6T^
MLE)B\|I%.M2A)@87F\|/364K-&?|MM.TM('NA*7GIT.O%I>"YPJH###9D8IR%;
M8D%&KM&;TOY,<H,C0+#'YT4VZ JZCM;9=-\^WLZ<\5&S\ZC\U>BI_ ^O9%KW
MM\$LU('3+1\|!&3#5FIO'&Q59KW%<2A,M1?7#09)X(YJ"X%(L++(YS 5R'2-\$4\$+?U
M(H"!\|H\$792^|\+80"!%+1.C\|A\&@Q3+48OZ\$PU6)<.|=@!B&?:PAI5 MF31VQ!1=5L?
<7C\|RCP%1\|S+%%\$%^6AM-/10\$AR?/\+KY9'O1JB21F&.Y7GY\|I M&\|!|!-
\$=JV+;\|^O93@^T4^NUH\LBH\$0>U\$*,0OIMC,3\|V\|P7?!P:/S">S
M4OLOO)\X+ZZ\|j#%IX@R18-SX\|ZZJY.(FRU*3\|C\|EXQ_O.^UAV!6CG*7E9V&&-M8YH-
70&"YC2-8O=+ZTK-R3@V<=B6\|QR.%_A"DVF=;=L!\|T?^?FNP1=8C.:# M\|6J6\|K\|7<
4O<A?K\|J?FTV02OPQ'H_5AN,OU7Y6W;!:90%S!2\|H M2T&/:U\|P?
L,I<|\|L.+ "Z:#!)X;3\|LPGB?>^*-XFL\|NM\$B=-VV9K?&M%3ZK M&P4W\|51D50\|43>?
X\|G9E&LK4NG8R\|NI+9HCPW;?=\$\|KEW\|MKS B:C(@1GP\|79
M2?,M0;J<^B(VX\|E\|M00I#L\|JTES>|>'A<^|L==4JS-"UA\$Y-,31-^AI2BJ5D M:=
|BT&:S\|_*G\|@XGS9L8AV60;C0Z'ZS6^/\|C-/E\|MY3>!S>X;P=MA?O-\$MA
M4ABDE^4NY=.\$*W/7&W<55\$V)*;M7=<6J_=-.Q4IE5W=67A"IS M^Z1A"!C*G 77GC9Y-
/G27LU&IV#79J\|3KNXUU\|HGY&9QX4KEW,K:%FN\|)J6K M, PCO/_?
IBZ3PG&DY@N9/6':P6(_^P0\|^LKX*_S*V%B_ Y2%+0X&\|J& M09Z.W\FK\|M?74XS
MWU7;SR*^;\|HU>R5N=I0ZZ@DP4PA%G |\|@4Y)=18^;ZN,V" 4>4@E;HOK_W92
M_)NV\|UWXS!\|THP^(>:G8Q;\|N\|MKFTBZ_F=_W/?\|!\|ZF""^^5VWK7<\|HY_*DQ
M0\|W;\|^|\|^O/_EYQ_??\|SIO^8O\|H\|^|\|MSV\|^3Y\|Q_ ^\|M\|CO^:'W_Z^.;G
M7S\|/4WJ(&8)A.;.^LL_Y_" 4P-1\|.4\|%\|Z:Y&X\|:@YZ7^PPI M%?E^,X\|E?S\|=+
<.:^=N5"_M?Q8/M*PVK%'K\$<3\|%;K^B=0,D0_/SG\$(GU\$"1N\|/%GW_5\|R4(+0\$DNM^C
MAY,7E/X'FO@|\|Q#O;^/?A#!9%!\|T=|1?*(U^E 9XHWD'#V\|*P4OG'Y4P_NTL MQ>&|^652-
K#6Y^|\|V)J#OA;5W,\$):75(K7\|HC,6\|7,5F8P_7RF*TP\|XTZN\|MI4MFH,J6L\|H.4J=6,L?
24\|SHMCSLN6P\$V,XN?KOL?>IX\|V\|(#LD)^.;&2>W
M:=U#TE""^FV1\|H>NW6'+3\$YP\|;MUW8\|?RR>YZYSY(0FU?0W\|.?)<"+7__C M!_7#MX?
ZH\$3_@Y"+;MOA\|;)QG\|RW79BR'B6J\|@E4%JV#\|S'K\|IT=!\|JT?
!\|PH4"\|*E"MVCGJN\|C;MGBZM"+VNOF;&\|M/*38? MTNSS,%QM_H\|Z#(R\$"?*V/7_4
J_M\|T6E3C1^:3-KX\|Y^*\|OVR-S'RLS*O-KC M*1;E(K,L#6@F,H@<\$GA!
(VCJM32,"DWT0&=B2HSZL#KTN#=N@R&E/-3JFV(M-'M#-G;/+S#B;G>|\|Z\|
|\|V=C&;E>2\|?HZO;"55K1"V#TM;:(Q""%,V9TV3!1=T M B\$L -:X\|A6D1VBC*N4-
D@6>#"945#61X0P&L 112\|EZF*PR=E(7P3"^\$|\|P M52'L"6YYK5J\|AUO^89+G7\|PL-
;-)G\$1\|SO_YLZFKW?236?533\|>G: ^F;=VT MR622"BH 4P9-
FS(!39OAD(7W5(48&#"P@IZ^B&5Y\|0 M+1=:
<80N&T"DDI8G\$X*8R((0QT7(X66@RPZ8K1OG=;=RV\|Y^_EI?!\|GQVLR M*009T;.*?
<4W0;A@)\|@G#TF'.B8 F/\$)7/S'F7HMTP.TIX&XPTD&VYL#24-99F MR\|I7OI%@1#
O8W8&6F\|9ZAP4S5E%R(J0%2&_@Y\|&D4A\$9,"%=" 426\|9BOB; MI98120+;V%-05(CD>
<%204%08\|%9A\$DF+-/>\$Z>#?2&\$Y&++W4T."B%W;DM\|M5\|
!\|?J14\|HCW>W1O\|3QV1MMJ3LZUU)%",_64P\|)%7.1%!\|H.JC4HGSB\|)'E% M-PS'8ZKLG^>
<50RLD'5'IT)77=+#ARXFM1:2\|V D&X2A7%J+2P4QV^@(\|L!
!\|HD@-B*W35S>@>U.67U+;O&G>-MN&*L7')WS#;X&^HMJ\|NN=0\|ME\|NSE1Y)4?/
76X>3?31@9*.@.!\$@W?"XF\|F#5\|MPE2; M,/42/Z3DO,H"@E)H@2Q3:(&L@I
\$BSZ3<@J\|G;W\|=VG>|\|VX8'QCYK\$?>|\|^" MJ>)EQK;:!\|DL2*,5XJ6-X&**H"2U@5#KI-
SHJ=K/^<%6\|)-N^?3@ MP/#RUI9U>T!.^|\|T^0?>>C;7&2OC(Q@-VSFD4=>I7OL-
TN>9E6H^A8;4) M5?IWU\|LI79N.6WLF=4U_7G<#A_*\|E7I&%;:_FQ,T=48^
DO<_ ^=.90/W+@M M"O*JTY\|?

DQ.E_W!!#D\C#33>#A@W)+U=X)#7)MM^9ZXOGPL3A*QA%Y8UW0NN
MCT!H;9FD@BABJ9&_6P!&?TMIB@|?74|FJA%2-Z??F,9K1#=#KS-N7/;&_NW'"M.|#T6Y-
S_WEX<%4\$W>00PN_@^\$K1!|&QY82S-PV;3L|O:L2T;_2Z|R;47
M=RJDY2A;=QUL0LXBY.S-&NO&HY==:FJ2K#?2L#V6PF^5|'_"*7XKS0;SB?C
MU/SG\$.;3D;+KG?E=I3@T;U;IY.8_8YF!=^|_P^W-RM0+#HM#07/A_9A:~?
M>80DK=)96V_TDYH5H((.K^T5+WLP+%LPK,0+D>[7"8+>^3WZ\$^S.9N\$#YG|Y
MU7+G|S:SN+M?17,U6|7M|GESYH9H/(?C8C+OE2_2S"==_J)9;-PML+9L'SJ<
ME7W=TL>U-'HMGZ|:HOX|/DTEZ&F&X|LVHZL>N!M2*^|P_5%Y@,:*KP?9Q_
M6<1/79_SM9?M:-=|HZ@T9|/!@4N|;=J;|F^G|>|6Q+Q\$QM4G96CX7F6L
MJWZU@|WOE*:R>,MQ^6+7QG;5CQ40FKKS0?,IC=/_C1J=GE6^-?3H=30/|=
VLKW6W12,=%J-NI->|L%Z;J-)8MYE.)J/2_MDG?8=E,Y/YVT:6VI5LU>3|UGM!%#%"
W:V;#|KNVN|&^9
ML.FD/'R(0K%:KR('2_&|N%_9FVC;15JM^|U4\$E=XK>NQ/U_V|/UGIP6W2/LI
M+A\$Z:BA*S9?2!1LF.5^)^9%AN2S3N4|D>7WIM&DI/X^*_-+14/I^*ZQIZYS(Y
ML|+1;K84@KSHNFZC/SF'3KYLAKKLG_-3.6B=M\$U"5|VC|EH_M"WJE.^6-
+G7C|J4W=6VT|'==7@D%NFLB/6N&^5NW_28R+%LAXY"|F1Y.2K>5_M52?E,ISAN.M8?
M7=>WD_!_(U6#ASOZ6"#=WT7=?KTU5SZJNU&2U!|991S(;7_MEZIX?
WB|:T)XFZKM2E^M1|N6!|MMZU<,7-TP-C^A0H_5<#;L00TJVW|YDW7_M@?N!|TQ?
_MNJEW"%8Y()PTP'T3\$.PI<OKWH:I_B:FG?C&.WGLME_"8!@1KA,*^FX?
ML+^|/>%/Z|*_LH(7_MQF?9?KXV%*L_Q8ZMP=:QC;?VZ-EV&X2CZB-
2VX;5MF&U;=BNS_!105)M;52;_M@U4_JAI4FX/MD@+58HXC)51>;*XC6W*FI*)|P,M5M-
CZG\$G@GE4W:@C"WT_M_#&|5J"8I|Z8)60="5^#&E%RN|6QT<|)M#+?\$LDI
LO_27<&L@MF3P"R0
MH(RG(+RS((CP8!&3@#%#*,DD6!_J|O8+IA)RBN8/<'7K6Q*JE='LROY<%4_M=_=H5*
<:AG7#D!GZLDE(2*8TKK(Y@&>V_\$8C4&D63)!&0%)*@J^@B%\$LG,2L8|2WP#O!
|CU6X)O.A_M*5'AJV|>|N707D^VJSYMI9^K|/-"TA>*J=MF"DT2"\$_. "B03-AA!_, "9%B
M+|2=:RG%_>Z6;+'EO9(=982K3#L5\$RLF;@4350R&*!J_VV!_2"/!6>L@<&UM
MBM\$KOE&(A6AW>QN8J,R6=PL."A/K^G,O^13?+8JI-JFROU7VMSX,E!0T<\$X3
MZ%@XGJ,T8"DAP&*04EG|(&|TE'UZRL;UPL">+=_JBTG:>F"VO;%^8*AY*W/F<|S|
M=*1+^T+TL-QIW^1RZ)=|S'@:7&(86A,&D/MTJ>"G?><^N8RJ6-|I,I#SZ\$
MTQ07H_0^K^GBN|EX%:|4:H/5<.>UAUW-?VSCk:7"6R|UNU=G|H,O_M@:R|I77H/(:
|+Q05K"J|=J5|:R'E0-ZEN#*N!|RS>U!|ZU>3^//Z<5M3'_M|33L:#+-:PG%M0:3-
AO%\$@%O:(10@"KJ("8@Q6E/WU6J8|C|S5=NSCYN=IG
M7NX|H3XPP;6;KD9|J'+>H6O@UO2_X4O&E16G%DP7&80ABMPP7)*@*NK_F_D(
M;7V<73|??(F!UK3"UQAVUH4=NWL\$L4(:L)H+8*H11"|6!RC*7/&F".1A#9
M>;0C1D)D27O+@R=NHPCBB85A?QNV(8U&;IPFB|7LC-X,#N'/FF*ZV41%24K_M2E:4_
ZV@M:9Z)!!9H)^.0N(?5EPX\$3**#1%0/0|EXIM&R6YK06U=6OZ65WW
MZJ|72H=:Z="C53(T\$:(R)!|(X0L2X+_
BD%3."IWX\$/U&4^)DQJHP@@|O_X8>H^)^1A/8KJX_P_7RK_^V97|?T%M_'4>I:|0A|_
E'!2BK(X&|^PW8ZORE|?3UTL|/7PK|A;NJ%UE?|
(ME|2B6|_U;=A/YF'"_VW>%ZW=;J_|BC>N5*1KFFC56HC
M3T@:G0CE"612>\$THK6.|%*"HSEHH3K04%|O2.)G#RSWI>WHO|XF;5^%9&K
M92TDJ|"UTM:H:M/Z#)*B,Y\$H,"\$8I&*(|4"V-3-)|Y|4Z/N9H(MH5:'K
M"2YNK8&|YA!U1Z|4;-H\$T9#>?|%S1+*XN4#(23\$6S*#)1AB1(:4G8;W;./29+O+,B%
M6O|?-GU8*>6/5SKYMJAD7TUVZ4!24XU)!:^Z|YWT('RCYKK=2>_MDQM4=*SH6-
'Q.^CH*^&"9@)&A=)6;|FP3'(P+@7).??\$/LD5?TYTY+:BXW|N_M6._L=:#%.I>*9>|/?J7-
CQ|HRUU_^::T9#9D&@D?/&+A7-D1+
MM2>|GP|>=Q0\$|FHX|\$"J+9.&';J<5^@ZN"4|4.B2,8=2"RH-1'R?
HH_TP|M^VKQH6P.%N,7"D>CPDO"L_.YZ':_MB|K'4O=8OBLWO|^8LJW:L*R-
S)3ODO:|KG0F_EUI88\$;|V4(C@H^G"_WUR!_MP8|K6('CU+Y!YPI|/?+O?
U#!>D*TA6D=P2D_M/5%*A<@P2I)A"(1#'^<1G#5!)\$)H8KT\$&CL&TOIH#RF?"-(M1^=?
^'+O=FQ_MJI&L_..5?|@7"|>"1|L4_&T3_Q\$%!ACT%>)?Z"RU,
MI2&N|P45+BM<;@TN@TH;I&T%!*SQ\$S0;4,DN-),V-5|G0R"X(X110XHS)\$3|,04@LC-
WK-<^:Y\$1*O,2;_T#J|R|Z_MU4Q0J6T2MW\$J?
49Z2T'D#)|)RX|_Z)W\$>C.+7#QM&D4%#PN*1H5+<%97#&;_M'1/'&Q'8QO'!8^B|M|
#?#\$W956+|#^+8=P_+O<+|=)92)VCCX3@U9_B'
MT|9)B*2QN4;^UZP3_SW_>PZ:66JGI<7&YS0Z/VGV!Q_%%5DR1,#@B0;.SDTL0H23P
>GT*X|QHP1_I(01-!2|L^O\$Y|4!4>V40NPD_M(%J92);*@U|)@)

AXF)9#NAY*Q,Y"39SS\$JVD1B1U/!9/R9D4 M+FK*S3,L,!LP3G9I@2|
+4&PQ&^"P_MEWX*=DY3(G)9.2*#4:I04IL\$OPX'8 MQ(WT+*?TL37':<>P&9&8Z;Z:T|
<#?=M*P<"YPP8)*C MRQ6)!N|Q3@E<,ZTR4V8S*^HQ<>M;-^TZ-
OTSQ;>3L^D"I^R"7V+|H)WV5|=F M|CZ;J"|\$Q,^L;I+M5"RU MDTB;>%0LTD*9K-
!D*FW0S H-.CJ7F).N^@VD?4RP_.OFEHJ=,K.I!-*W'K7<
M?:YRL#TTWX0P68P137|UY^7L|8'S|H'R':|_M37GOL|5>>X 2K:RQO#1H+<3I
MTD;PRD1@U@>KM2 |.QV/3|ZG8^+I9IM4H?NQ|H|_JE-OBL
M#3Z/KN'EL8VW|LR|S/UZAFR^@^_K5=MXUC:>M8WGS@ME;>-9FO#6-H5W%<-
MZEN#:AO/EVGC62M4|HK%^;=,8RRU|U_I=EP/AFGYC^L|K0:!)JVIOO#Z3 MBC*AVJ@
4:4(@K, 5F0.@5G|BXLQE)JGZSO-VF>6J-,0HBH<|2!#|I"(E|
MSY)QI:9J@SCAVE;SS,7T=C&;|<>%(;-2UMZ>%;|V?DDK?O6(7|J+;%SVX\$K3
M"1\$9:4,EA6L3/-.W C'E9)>>=|RI(D<S)X 0H0TA&7_?R\$/;|G|9 M?
M&0L2^"GMEE|PEY_?|_#3-JM&HQ&65N.R1|H;\$|+2P'*0J|D9&#JX4|:(/ M+;B2/|J>-
Y+P;=0!/6;0ULG"11#!"4M38LXEE;|C;SK%|=-M?UNKN)/Q#
MY@ZK/G6%QPJ/6X%'2G10,C@ (U#(0W&KP.FE(U%'C4S+4;|CCZ,@1)DP\$|1\$C MA:
(.7"%P%#EY';60A(7GAT<|J&3+|OA!P6/=K^|59;|6J#*!52:P/DP2MA&C
MHQW0&E\$T+X1'L(8:B%1;IK.QT032/NF&2>H@;("Y;-.DL60-MO\$&/70H+0M
_EJ0\$E'\$I5+8Y<-<3A_KV@)*J@=KV-OJ!(>5CV!*_4=7V7;K"
M/:UJZV+;|H5WMDBQ^67HNDJ386IK>=M#R|NL|J\$58H|@"SDK!O_@LU8(-SHS
M%:+@9@-|L,?)"&G0U0;7NK=;|5T=V+&-
MMQ:9U"*39TF1KQ5QM2*N5L3MO%!6L*KU/+4BKE;\$50WJ6X-J1=S+5,35L."K M#(-
NBR=,S@K|?VTT0Z|H;5^I%>.^4RLI@G;LA8D9+ ^4Q#1.RT2SX)MU+|J MF&-
^I7IOUS200Z(WB-(H2'G-10';2(9!6TGN#4UK39U>1^=|I3S9D|/K6HF#=#'AC-*/JC
M:'PNC9(LV!,X)"DT|HYJE+BZ?;@2@Z\$K%P-=5NV!Q59"68S M+5TVELUJUOM@7'|.M"G
+|N<#F-,XU= _^0?SPBH1%016*ERR-^|3,H!^@\$C) M<|&90?FRFS>AT?!,!>J6|J4'-0-
C;,#D062B2\$@DZ1Y'7'H/8C@Y_M2,DF03
M>L|AI8S=^K|J)P|=2ZJ=O%:08=|UST%|XJZT|RG|3V6.8 D))EJIB>JEX>|I
M"X7|H>CC18|T><^%&0/&MUS!=NAB7I'KX);T0)%+6F>%T F(1;P21BJP(7M(
M3AM*0B8TA3X|_&=|+C;@XNZV|L M*&X)JB-/DH,1##\$(80=,C|Z4LI8:
(:QY60|%^|^(6N;L3|W\$)>=W)?I*N5'+A MRIZY!0Z>
(V+|= %HZ;:@!4WB%1;3HY0HI@0K&*',I94&?G(SG?AFU(HY\$;
M|FBW23'Z'OKEXA*I5G|YXJ5%2M|PTJ5DN.!\$,@TA'(X)L KA,' G=-,
MA/\$&7%!H@YRF1E/NB_-(=GQ4%D=1Y6V;|Z8&W&RYX/# Z#4K8E;\$K(CYH+PW
M)8U*AH\$,Q"-B&@?&"Q_9R-FZAL"U)|3'EA'H=FUGZG;.+=-+|>.,3
M_#^4)M*%Q:|PV@X_M0B!|J|F-2AX\$-PXI%%'_|H6S|+O)53^U+'CSO"/A2QW-M.IO\$!;
|!'&|1-/L|/#*D9MB7C9|RNCG>?=>|>\$18LSF&8G3?,1_|E6_'#S7?'K M;E|NXL:H<-
|HOR|BR|/#9-/8YRYV+CV|OMQ,2OY|>4H2*\$E&+WSR|H|#G! M&;|:3-
%-9K\$S>M*\$QM1R8S|K8. MNC?R;E3FJ&E/4YJW)S?
J&&XC@N99D:0T(CTAO%0>.+ #1\$G#6>YH3HS&0IQ!!
M=YLX'Q9G*+|G|_/%@OH.;8;G,=8X;X>7PSO^~|_8.^B*QO2.X7UW;|K-A
M^TVZYIL8>@463^~W7DV<6S?A|YR|2JA|X 3#QS;>RE%-.4JW&5-7AL6|N4!- M9RDU?
RO>3=O|A|Y*|'|@6KU.75L+%REA:|>E>^O1N.*|J5.G+|TEDJVM0H>RV
MV:MDY=7T5WVI^K)CW.0U#>FN#4V?|GCLFF|VE2NI^M|6(9327_|/|5/S-@L M |@0"
B2'3B7.7@30|3"6,DVB@.2%(E)HB +QT H:<"H3\$ ER@EQC J;|IZ* M7QRD_?=P?
OIV=41UR:S07|F94)4-ID+8SB|HA; >(*|C|2>9X\$P-C|TRWD|>P-
AM7+V2=KR2VK;5VMI*!R FFHX*I+5)3T").>^=|@ "RE+BZO J-S
M@A"5|1G_@E|X2H;CBR(9)0-M*@|ZW0+N07W>Q#@LTM.6Q...;Z:4'&SXF;%S>_@H
AHZO.(IK"LNC L^2 :Z,,|0H+?P& M;CZX..EE<1,=>\$J<-:-|F=R|G|:Q|6(&RX8=>|X
M'">FXX@(|>B \$|=IP3C24P7S_CA&H7\$/SNZF: ^O@+_H_05XC"6.@DL=J+
ML_'K.&RG(W?^JOSU|=3%\$A;LA8C#Y4A6415!T<)/_@=U99C/+Y|870MI%'|/
M)VT7)K_J*%B&G|_ZG?ZEE'Z|HR@^D "GQ|J,IRTQX|>6=|F8%TMW>AFIKMY^M.!X-
Q_@:QWU?95"|TZRNE>PH==038*8X|N4PV:8D@>HL?-96&6'_P3;X: ^YU
M&;^G3NP7A|8W.**NV(H^S/%_9QW;TR0WJTZ"Y?S1C6/'=31+IVGW:YY"
(;3!#.55Y#XJ|=SJ!|OG M"HZ;TC(^.BED8EQLM-AY.#-4.\$UQ,4K0|_4,B2('|N..WCS/X|FX;
<;7%&/ M)5=|F#3L#+?::G:*R|DQ2RVYP|H19>&R00ES=*|&*BFAT+Y),D)-X|E0&+/
MRX|D3Z@1Y_J_YR9|JL.MPIW+X5;*CDK9L|LLI.5-F)JNFO^O(D?
>%57ZJ^5'V|HJ7J2|67:E|V.W:LI<+? MGMRWD|S- M#-VI^*BO5'3K6/-
@|K+2O|&|HUODZ|Y1|/#+RT"42T\$KS0!!2G MU\$3N-8WV9LI\$T(&X9&CITT1!A"# |A#?

S5U?9 &U?#1+)@-LM MMY3=FR34BE8fO*05K?K,MA;CD8#F)((7,W&>C'=DH3\HQ466-
M!29,03B%CI"1\$5+P-//("\$FWCE:EG2NK:%71:M>7M*)5CVAE(J)5|&X\$ Q\$
MXAY,=*4E=93)"TVS8:L<*DXH(H@":10:064"*Y(#2HCC5%AG,MR6BDYL,I4
MM*IHM>M+6M&J3YYM;SQ53D..'/TD)WV)!%YK++!&L6LZ%LRU@H!NQYB9\$J%E8LK%
(@9R\$3 M94F(N!\$CF\ "2TC& %0BB(BJ*.,*5D)-046B""J7=.A8*O>6Sf(/"PIJW^23=
M^3B9NU\$E>JZ\I5LXR3MBWE)N%//&"W!;J6)()/CD*,CD7***1.*?U-JE6YE4
M=&#ML_8>V'N*THJ-%1LK-CX\$&XDT&MUQA6"8#0@I\$V(CXV!4#C:\$P#W;X'2F
MB5&2>(!0NC4%0BT8(B6\$H*G@)!D>-SB=^|9&O?V\K8J-%1LK-AXO-G)NM:~) M@A?
1@f D KJ\$I3^M*_NQ(L.2!25XBM4M8;F T9\$Q<.*C14;*S9NZW#+4R*, M1T14 ?W&(#
T3CI#5"PX'TJ:T@;JM,O1:H!M/.28\$SM"V5UQ-! "9U*XJ"DW MV\9&-
C"FQM1/000QVN4Y'!=5-X'.?WLW8FN-F\XM_?XKW\;CO@f:-6VAQ M./D!>+H#
(WX>AO./IZGC_?C\p8GZ3->-AR:<*J/4J3=O2Gf:Of_0/S:WT M
X,&7RV<%DAHA^VR\#%U6TS"=|Z.JRK9+3'f=-10X/?
M#=%/T@GM)2Y>5DXL,DSf^X66I^G4WB(N_R_)LIFH&M-9H'@:!Q?
KRK\$XUVN93&I=.\$@GG>C8YZU9J)5C_JB^&4?VZ;=SPOf_!_:=F
M.G+S@N;=S,|H3\K'L!O,D?FR)0 M*E=>XQE*Q(<8KM D6PGHT7W=DH
fYB!BL+f\p<4M/\$53-*WWN M% | +2XJ7K_JJ;"<f>1H_S#'1U DI9. MA FF
M"TBQD(f_ED3)f5NUfDO924K6W'ZfJ MXf70fT_*(0ZXJE#Of-7JT)
f8^3V*E7AW@3SNRf!->K?U7G:XTGD=V%.:D.% M*N_WD??E46^5f7V3f?
7fOYDA7#V+f. (X f;0f)>"CNKL 5-5fJ>f!='97J
MJ%19KVf)L:QDW9fY4=4XOAW4JS3HV@:PPE#5FOMIS?VYR:O&f)O&O\$S ?7PZ
MU%%*516J*E15J#fO58^fU:=MZHQ56-V46.JJU9;@&VOIO?>\$MA\KZOfWfO-MU4Z*?
7)DD4" M.:99Q0T"5">RIU0"9S&55K 6K.0:\$E'4146E2-LF^7N&fGV'CEf\ \$DSUNHfVW
M:fVM,+VWLfV2U5E#EJE*N)7f3W"!=5@f8 7fJ#f5X7W@!f?W M<,97'8>#7MY#fU5WX-
>WOT>7ZU:?)f).Qf^O=X ^E*KT(TQ>f#V;C2K+)!N12LVC37&;90TfJ:X)T0 9Z8\$7J304'B
M)@B@W2&&fMUT#*L\$GH=@\$#7(.H85KD&44>XZ%6UCV&5>_=(f/%4<0R\$M)(>
M1&(f!+*4>=)8FF^2H-!LB1f M9?<>_9G7+T/4YW8X_M2Kf'R?
8GUOY.N1@/D@DOE#@M08#>#5>f7#&1!:(3Q: M\$H"KK*TFVDB=-
Df*2.8L"@LA6PU"\$PHF\$f@9BAfTY"2;:=,VBX%4=KN0>A!:_M_4-7BfT0^f?
V%BLf'@f;B.8K!f2-fK@fP)@-SfJT4Q+>#6.@@VYG/QE M90-M"5)Z9H3AUCF_L8FN)(V.=
YH7fET3'S)8*UUED7K2MDSM6_.@2UJ.!8P?&(MP3'%Q:f51&7S0#L'1.f"<:E">D^AC%-
IN@*.,(% 4YRf"(39:/8Z'LA?71:2%!.04ERUD%!)fSA-(LS\$3-,)H58A-0D^*!
M)XO664H*0U;CP4BB(,;=?\$);WMRD(f8';+@%H%^AAfR;K*.PY;-2FV;L/7 M-3Y Q;
f='PE\$:2.S0%GH\$T3-)09\$-(G&\$E%4=)-O6(V
MJ(U=J124ELF"4;0T6'06'\$T823D37&;9fY"V#EJ*Z f: ^R_0-8@ZAE6N0=01 M+GI5f6-8Y?
f+8*+(P8A0N%GPAV,B3X=Y6,1(^\$&O1(M*\$90ULNRRVMY=CHFZf9-T%
(fDMKfJ,7(97f9Z6=Wf RY,BQ7):A*fV(f MU/Nf%U=5H*fI 58&J E4%JBM4E:
J056"J@15";ZUTU0YK)Z2;:W:&MUBDCf M8448XV3A1^DEf?ZY-TU+?^ZU2*8VR=C-f"
f_X2#P%SFUH.FA00P,04FB@B* MT&R%C3:\$#2KC**AV3@(-A7Z8^; 265fZD2-
B<&Y0C:X7>),NfVR_OfWY2* M_:N\$V>MCK9<^O*QP6>&RP*4*f//@8f/A-# AM.!A-
f\$B;J*:4\$NGH3;ADCBfJ M/0,CG/C_V?O6Yf;.Y-fOfZfXY<2fW2HT=fJX/*MDfJV983)
f;L:VF3NfH2fY2P M"P)<f'\$ 2fZ^f/><%\$F0\$Af@GK-)R2fP'C/3W;f^3\$W"(f:61V0*5*Q'NE
MDWANN*0#:55%RYIZ6K&R8N7&:E(G9UGRf!"A:"9R:<"%C\$9FH,H38fJ" 6fEE
MYf7"OA+Hf2+42,Z.KS'\$#1& X(E)2)ZK2)fA;E/ M*\$S\$U\$)95L*Q^>(7+!f<;f-3#DDQf;f-
SL""f+45XE.:OGFT*EG&5OQP(ZWT MG\$API9>U"-: 1f0%PA)53*fJ9^fWPD="WfH
(f6%2TK6FYTDp=Q,1\$(8K2 MED0fL,8@fA&EHB@QS;R"EC0Q2A(f/\$0IS<.B!4.DA!
T%9PDP^SEfHf>F#5 M,f|>'C"XO+HfCYf=3N->0U?XYT,f|
f;fO_ ^+KfCOYY52fF5XN73_8,Kf3-Yf-
MED0NXQF.WY7AEfMAY"Xf\QF^XE.*+_K744).R+?+&U 01^Zf3:=M.G=3-TO+
M=>C\$MG_V-f?E.WP8MD,_'UG%Z?+9fR5R-"fELL3+41YfZ>R0F60BTGCDGfZ Mf
M2VKGG;F=9f,81^EA58270W_&U?ELO#f79MfKX3@UO^"?fHOFU3AVM5#f9^G,
MfVG#R> 12:)??fI+)>DO)14X;VQ?(PP425Tf;GMBT4YQ E7 M\$?
JB"/\$J0H>HYf;EK,G#3A_M C>M4_Z^GYR=f6D8NM%:#J0=@H0=fE55W;/S^
MVfR/Af'R^KfQ^G;J#NS(Y ^VPfBX 5354*GA70Z4.*f77JUER+)2L Mf9FMBL;Q15!fE1>
<3X?MO0Hf/+ZBS"ZL6X6A*C7KD9HW*?733U/PVG<1Yf+7-OfBSfQ?-FS3f, RIW??
&6MLYDGR@QXVY<2AA(@-Q M(H%0F8.UODf;Ff1C M@J"Q9fTB\$=(7C\$9,\$QEB\$80?*Q
TXRMU%V-F@K",B1N.8B<-f'A. L3HN)24 MX?
f_N_DEf!U)4^*KPM7fTKO"USDfJH00\$4f06CBB'ELP);&f3(R%RVdN#_N942 M^YfF9fT

0&(9(\$1Q(%:97//J\$WZ9ZIQ+X0 TILA: JY^CJ/58 >OJ >2&\$ MC1 H%6A_R83VEW1
;#3*!Z)I7&FIY(7*(9H GHD (B& ^< 9).E)(CK)2)^! M|KT8"/W,E9PK?
E7|JOBUZ_A%8DS2F0PV\$S2FO\$G@=(6) !17.)9YXB#?QBR0N M-0DGZ|@>65?
2O|HG,2V;2CX^3N(<^O|J|!TSW^-RN0|KHO&\$!-XO;NS>=97)|Y&D747F2.97\$?
^@R7N<|ZO.X@\$3|H#G M5YGW@(EL/.KAL-!D_?0YU?9|Z#)N| SJZ?
6GQ3I^#WA)2U^=ET>TZ&<2C_ " MY,7U9^.&|D2\$1B-!D2(L1P-"(#?1LIYBMZL'D;GSO*
< S ;<|EF8V|U,*") M#(8R\$X2)SYS-9@=:9K,MO|,?839N\$=(Y2? UK_ |DV&45:~+7
R6P|F.@5".?RD @6;=:!2 M>FN"J?;(KC-T!;W#I &!@L:@W)!(/%A*. @7/#AE'\$C-
J8A\$1D+H3="22;.%\$ M"0%"#0\$A; :O/0%%I=4QJ(Q>V#. #EAD()2MH|3|#5R?J&*A7|9?
<>_9|7ST.4YW8X?K=6|OEZB?6|X:|' N:#BLP?J\$12 M3G3,5J|K1Q.
(0_&3"!1TIM0;RDBB*X6W.HY>*, \$45E; M)IY|ZZ|:6!4=*SI6='QF=&19BZ2C|J5-*\$4
^ ^#@BRS-|;R'\$U:0<>D-!/) M@V\$.75:2*=B0'=A\$#,F,Q*"?'1WEP'!=T;ZGQ4?
*SY6|W.'66E1%A23(OA \$XLD=":C4X9%*R);.00#)&&EA1FDP B(S 08 M3BF\$K\$2,-
A+NG|NO636QZFG">B!^Z!R2@>|:|_7NG?|K6ZE8L;J" X|41": MHRN*SB?
X8&/B(J445G|X.6&"W1OF3<*[Y\$43&0)HI="2.FRBOJ9\$96)@9*F MYJ'L/T=OVYJL5-
YQW*J9L3427VE|@()|NT%BA53*:KGHGEA,\$|^"0./"6B8D M"3:O-|E+E%CE((LT'X1-
FIPP0A@(/!)%'6-)/G?SL6J05-2J-#Y;U#):.NZ2 M_!IX|L&H|<)|
Z=BSN@/96E64(O1+*)G\$5)BY1Z7T0D3%)1,.DH=5!3/?;X0
M40M'65%K_SFZNE"0.7J1ATAT;MH'P.5UVZ2I*!4EH*!\$5J|B\$&#%YX"6A:F
MXD&BV39(=V<|D)XA6RLRNY.Y
M!1LM0|NC^|BUTG(5@BH\$VZ|'O= 1N"H"502J""01J")03:\$J!%4(JA!4:(A"
M!*5(4ZUE|J92,ZT5L|!D3_=D)*|P8)W;_2MN4Q^N+=|>R_/.SGH2Y?3%V |W7
M7XS!9AXR36!-CB 8(V"IsB"H,CQ1X:5>.0M#B=1&)09&RG*/S6""""T|HXE+C
M|8'R9X|O*SFPZID3L|!(%?MW&F;O|H6VO7M9X;+ "95<<4,4DG&<0*;\$@N=@
ME<|@A8Q).:.=7BD.R*)GAEK\$U.0U"*<1.*;V\$%(C@MB*:?/#)=BP+BJ:%F3
M3RM65JS2UJ;.:+RA%#@4F<0Q:\$V(AF0D7OE MT(H4;F63QV7|WCL#SDN""..LI!
|Q4^!,BM+8A#|W35G-!L8|<|? = X/+JQOP M^-GA-*X,O7OEI M^<_Y.#6,, -ZX|/?
YL!UV|C#)S7?3B8L^N?&@N^|H|R1D.|J))G_ ,<5F.&N; M,&|Q3FG:>-0|-7AE|
|!(=NN8W%X9Y&\$Z:'^;3X?A= M|T2V/67C(Y=^C5_/QEW"3ANEN("O.@U|#J?3|,E>@&
|'E|? M/8)F3NR=V+5Y;G_ ;<>3.49Q8;XBT:+BS",)Y))QGI2\$AST0+KF58Z07!:=!9<
M90;4<;3C0XJ >Bj") (1*21*QD6R+XG?'C;=|4\$S3>UYPG%|2*+.00&_*XC7
M'>76+|JRN|=+@G=T;J)|= &V3IY.S2RAL&|2_=AC3|C%_.7ES,FC.\$?;""|R-
M1A+%I#!)82@\$TG% MHT48U@9A#"F;|SK,|!T)A!N1"\$EI:\$N!)7>
(BEO%&*4W)R=XK4-B@>'VDD M|>M(=G+-^NWG|WJ.F#,, ^'<CN=N,>WR/5K&_XK_ ;<+
(M;B YT@" M&\$|B6HX2V;+|O%B6?W2V|J=3X"_R*"V").RE;A'OT:/YV?A%' +;G(W=Q6GY|
M<>YBQ-E=2>|=|FNQ2'XEZ%O@-W|]?!SFB^4;NWL|Y_WB?+;J*?3-)EHNB;
M?"I+C@|JO713/MW3%WF*]?|9|=T|DWPVB#OB|L17'|US7_NN.TGU6L F&VX|Y>3?-
^P)KTEY97G0YG.(IP)SE^13B=-C^-T9!*S1|> M?3I/XS;|<8#/FEVET5-(|QE?EX7*+
(W!.PM<)X9JLI175!P-(YVY%5UH?J50 MV6-2.|Z\$|RG.1Z@GNUM^GHS1;)PBBXS?|1-
>3/=M"72|Q7=|AT;GW|YI\$NK+ M|Q+PF,|3-X|_@*@';4RY>B4UO M/G;V?
C'%I,6_UJ8^DR&DT^%B2|PDG+Z%(77+J!QV76/> NH*|K|R/XE0N M|!26Z_?@B#^E^*
(?/27DA'R|O '7:.3.VW3;)G0+T'I: +G,7*>V?_>UN=;IWN?D|W*^?1S!>/HZVY"-
+JSN121SQC\$MSMIOPQEC|8QQ%7 M|>0CKKM_ ;4>4.S<^%|Z|_U5|=
|_U4_ |.=K'OSS'IC=A16M|E3E;3WR|+H\$ MPZHX;>I ^K\$: .MDV:9"V5JJ7QP:7UQ-
;JA8555_E9>OR@NO|E+EIN\$|LYK|W9W'^ M|,A4NX=VNE29!"6!1V9
|"3!;^L@2:L25=YQ:9^2,|L,Q5B*|6|B|=I=O^S M/BTN,G|Z6IKJP!|I|<(U;|B="?
ZSP>+"TK?"X%7A,SE;\$M@PYTPBBU&ISG\$J0 MF1H!HY9"K10A>D@*_Z;AD=-
G+DVTLP)4P?%P:5O!<3O@2*GB1\$9(65(0IE2S M|,D"FI,L,,>MTF\$=:;R; DMP*/445K&
(D0?40W M.976ZC(X|":6XFJ\$&|W2^_0Q93,VYUH35:W'M41Y0|XDAQKE_?._N^&X^<-H
MTK9_%;!P6N3/JHCV4(J.L#K7\$|B^JYW *M'WC^A5M(^!RE6T=Z"0=U71>TS2 M09?
CS;B(VD05G'3 \$LT@F&+H(G().G+&4H@QLKB."%HQLW|&(_O7|0_#=EES MXM?
|LFW3K*7K=A3I'W;J/4Z-H%1F/%1EO1S*5DL@^!Y"R5.)3+H%U40+7
M/DB5N511KR/8M2XD^TJD2QX@A-4TQBT\$N+IR*E4KK+?.HYT?|ZHWGA0QODA
M:181O-31>E0+-H#PT8,EE@\$34429M66'IODP3|#I)"\$Z&HS6,EJ^L+R>';,@-@*,T
MI*+C,X>-:U|DUZMP5WU4^UK6O|:|&#LQBC)OO --N"X)_ZIT_W\$0HN\$|:B:4
M6|GF>\$RD^LX^!NL/G\$C|S|G_.|M LX9.*AI7--YC--,1>.U!BTR ^%8!A.5 M!
<;5ED0%E=5*DYG'1+(WB<;R6+N_5S2N:%S1>(_1F!/"DJ,)%/&QM/P2X)RT M(&PIJ|
<#F(MF/:5#ZET^_V MNU3VS:"|5I+_.3SZDKAO|L)VUI0ND|;R'G=/_|T+<-

'W;:~@30*!DXEKR5589PP(RC1X;~@58 M;S/)/'4F5QK(/R9H\2Q|<./LO"!\$E;?
\$LNNMML;0M_-LM-!66A;:4?Q|T
MT|2>ER;V'|+H8M;!JOT|@JR)AIJ1F185VD"490\$.1X=*D"-T-)IU^*";!UEV
M=^+6EMA EYXAO9-2>Q|_|+|XT6 M!)A&IGI^OK|_16XCU^97;-)X_DE(R\$?
^31.>%&3IY.S98|1K(RRX|)A"9L,
MSYIS_'<2VV;8(ACA5_@"E.%Y.QR_0[%M4CM#^)FEHNG+&[Z?G.'<+KKZ-_I%
MBY>,YV|4D)Q|J2Y0:*9X YH-|_S=I8ZVZ&)PS9,|?D-3O^L'33#C+=>E%&|
M6>.FY;Z_I7\$9U:0C_7P|6_IHTS1*'QS^W0_U|'GEPOOF|W,WQ>\$.KHZJF9|'M?'7;?
7=SY%|_*<+3,%^|*U|^W/0&3WO|3=-4V!/GWX3YV7SDNB?V,SY#BIPT M+YLVG;ON 9^?
>><8RO*|_|/1<+,%P"/AV& M87C>3=456L?AV\$TO.H^G4/Z|N^7|D)6|?) (Y+9\$E
M|U,WS7=C_Y,OXLD5=|W04W,_PO|M;!.X6WEE2MO@/5ON| (PH1SL9A.!JZ
M,J27LQ|33%,W>C-SL_EL,KVX=O\$U@_) |DV7%B6PJR;E5|.TY&27@C;?=JR|
M:WQA),|I*F2)H&(YET|!RL!!Q>19U-Q%X=?A3>X07XB37?(SO|WA-&PQ@%/P M.
Z14,7G2Z@?9Q|3ZH V46V"Y</'YZ2|G;TZ:W!..Q|N@7|_VB;..?ENT_SD: M8VZ*HVGB/!7|
|)H/;C3OZ-ZXT6CRL;.%T99P?C1LWR.F3|.WFF01.0(MCG#Y
MSC*0|MY4|LJ1#W#|TX6!X|J".F@!H9&11J/RW_+((3XQS*X&UQ?|1<4;:~?^
MKSC7_L;RB.'X|D)K5LM)|YSJBW=*A.|<6EC*%=X/BD96P@|10-(&B.(/TCK
M@E|'8'>'T.)DE| (2NZE#;.*Y<%"958*G'B&7"\$<""49"|;33%;XXC%|J1WB
M"GZR2|_'%1U2H&D1R|!|>|>#M(PWK J*AP%X'LI/N"?W?W08F CT^MO/"KOC>
M*_!'89|OWTRO@V/R|AN417X0Q>CGWU6"?_ ^UQN"/PKUYV&QAWQ"M_2&'Q
M+1TL@I>S|7'PE=#>Q=7*8G2|5'\$9|_ =W?';CBK'T1H.-*
M'4!05'26B03>H9636/'H|6Z2.KM N4CH)UF/ M>M';#%:A-22|2|+K;)C?+*GM0))=TF
W|V3|H|T|CN\$XC.9%\$.>FW3L,CA@ M"-
V^U.P;+"P4'3XSEEROV"71E(/'76C2NU'G8*!G451"TV/C|B;|BLK7 |#E
MRN%X7H*|JDS|N'=,=/M-2#Z|Z0|!|*AJ++^4=3X->_F M^F!2/X:T"%
|W=Q0B7)05O>V52T|QFD8=+6Z9Q\$GSTOT!^)+DTL:8|S+0?=L;
M%H9,F\$P+&R\$'E/#^;6OUL42;<1*|<71|R3|.YJ.XB'Q?&^_GN'>Y=;'5\$-\$9
MQ)=TVQ*=G5,8L&?;?I3|9D,_ &3D,Q?3,5LBKDCX?'1)QN^F\$Q=|NYL%|QYW2|?K.NX0?
#JA !Y|'52"05@Z;E!Q=C|PNV#|'1HT7 M^)A"LSN>U
4S\$%R+U5O\$IQTT|/53ET:#S|&_N?_Pj>@U=D+R8-NZ2SEZ;#M MI>?,_74R70C;."+79?
LI> MMX,RG5Y,/GS.7^PW7MZGKUS<-G-|=K?E4D"XG8?W@ULG?VV"G=.290/IPB'H
M|>W;MRC8N%|H'G/ZY"YEKOT6_BC_G)>_>Z+U5|K>M7|+B6Z7.XZ.2Y|>|^F
M(=W_S7U|)^NS@ON<'X|MG' M-/IPZ9OE24&T)?YT6UV36|XXO/;"FPN,2H?
=M3,LXKU|4WMVP;-Y^|+X)P18U?WR&+MMIQ+>(@3O-R7K5S4\$->@M=@U"YWE%H9-
R2W^/TWS2-1|_N,8:P#9E13L,E^< M=Q-
&J';_|9MS|IR|!>|+3|AX<5_EY;:Q=*OQZ13XBSQ*GR .IZE;?ES*T?QL M_"
(.V_.1NS@MO|XX+ _Z?G>ESLNP|JFB- HY8>6;@A_#?
+|%8WB'XO'R.B|J3&>G*#.3%|=_P'7MO^XHW=><<1DG=^I&'|U%^^^*;/UWRQ.+)
M2S)V3-|1|H;K))S053;3ZGZ3*".7-<.,2Q3-*5R/'E2?,*R<>H<.\$DD9"ET
M=\$Q3Q5=S^X|V?^G|2+JE=*Q'IK#=1?/70|Y|U=B3YN=7 M+|^|>C-
H00_UFU|^>00+J|=OWS007_ ^?| |^|/K?W_U^ON?7KUY8);?GC+| MFF?6
?:^Y" _VDG;8J_'%N:/)UZL)TPRS)&PR_C)#H;4?>22>NX@"QM!)*W!&\$WPSXA?
=#47Q4TERICC)C,* MG\$L-(C-6JJ4(\$ YUF,D651U;*.JX/"K:L?
K0975^S7|H4|>.,9VTG1IF^N^|B M%B+K?90+N;0D'Z-W|43BWQ!;.:%. X2=X/XPH&;
<_B^CQ'CC!<@@*8C(Z"U M(|#+Z'DR-
AMIMB/=O9?:B|\$EP%W|S|:2G9|I9<|*=7UBC#?)=R038MPX()
MIK.7P"W2462)+J:D#K153LF(%'5YJS(< GHW;I0|(Y+Z/!5S>O'B#8G)A-MD|M')
|14);>K).@D;|&A 1S#.#.#<=_MDGN.|8!=X7DV|HA7\$GPV";_W|M4
MWF.#U44M4|8!=\$24%"*AYG).0V"\$4A8%|VXEE9H29AS%G)VH41|' #B:/1CJ
MLDHJ,|+ "X6-&*Q'|5*6|*;.13V>:6,X*Z1)*_YZL#%0,%HG9H.SAM|JL|Z<
MP6JHSTHH!TC|4NC?.C#'#8+^>C,-:91L=@B.6;\$*%-!*_3\$\$(\$#110);L(EH|X++
MQOOJF|SMF|2SSAN?^~5TRI(*V 37OF_.W46W==N7+)BU-W%U-|&46\$-UI'R"
M"PJ\$S!%|D!%(E\$EPSAS*^6|'M7+^|J8_K98JS4AJ-ZM8-Y.IKH3=&2Y4Q0< <
MYK\$0#7%6)/P4#4=KF"9CUU+N^%D)S0;4|D)0KNRN5VG;_DL)ME=IV3D@83SXD
M*T"J9-%,5 R|3P)"#ADQ+T4KUG(F|EF%Q+=V|<24)S=|P9>HT0RY:6L!+| M
10/8.A:YN+HA|B6|L7/C(9DMW:B'W<|?@491J-B*O5)PMTACZL'ASL;*X|F
M'Q>IQY^MK#+_#|W;NG!=OG"&J\$LZ|^TU?~?GA|Z>7KUBRKUWI892TR?HE&,E
M'_""=R59^|P-QY|JZ7)PY*ZM@X)V+_VZ'Q2J52@_"_I6FX&8|Y0D\$ LUNUAJJ+OQT7?

S:9N5'3!7X6[4X! M!=>HYOZH)P'VCDC1[D@A
D&B(L9#19>U\$/I_B@49\HH*|R*D6.ITUHF!|R6_MC4\E(WA!!?KV7JM\$+?/'"
(0H&#CXH!\$4FO\$R9*N56LE.3+EJP ME-
R/W"!C4(-,D3D03:6AF0\$LW0914.14\$8\U^?)=/>SV_60Z@|X57IA+9^YO
MQ7B:GY?:O|.S4G%X.D1CZ\JN=#E.OK2|T"O_<.&ITI.V2?B.VTH<%|=-^|?/R
M1/(N;KDHPDR6""Z1)-3866C4V\$X"NDZ:"LUA<"&TUTB<#7&#LH8HTDF
M&0*!)&QI@8VP9S07J+:+.9\$B9W!:-U;+<"_M>-"^+*GPI%#F.W:L??8;_O_O
M:9M(22B)8JO F:Q+--+18*S0_#4|01&1F<67/^S'6RL^L:5.Z(ZGR%S>:E^I9
M;TO!NOL6N[C/R+MB%YM?|Q_G.)|4ZBHMMBE*;G#'D=?2Q+Y0*.RV=-Q:5WGM
M:HGD1:&JJ|M9>U6L|N/&8<+ROBW729W&RG2BEV):C|H8" _OFVN- M?
*^4RGGPUNO5"E0/D)OKI5:..HTQ5WR:YJQ|H0>11&5A?TVA17:B.IQ0;PN&7
MRV'D+B;S&;|B4XHO^M=10D|(M\L:D='|KQ-IM^1*VK<_=:0TX85|>K8BTF'1?
\$NE/7|B7GECQR#L?>9L| M.8P_XRNO=GR^NJJ+>E(=|W@7_09NBD@788\$4?6?
KVY'B(|*S+VIUVI>V*E_<M09';FVIOO!!ZW#KF&VN.2|6C>')GK<%B
M&WA:I/F|Z'M^ZS&(<#)|<|=CS9K2E?9X&|YOK/:Z;MK8+^G%/OS+,ULO_M ML:?? :::
<6Z_QEQHS)76%"@5>JN2) CNTSQ|:BT6C|?X+-&HHO'7==R%W7U@<%|E89-
J9&F95C5";A2M MK7KCD*6EJHMKV_ J)\$L%_Q*|+25>.%A)!7#.75;6J"Q6DN>?
35W!,\$^O|35O MN|KPOW06W;J4A:P|F?FXV+_Z'\$|5%JHJBZ=*RV5A|66I_?
-9TYU*:I9\$V1MY M>B310|X"!ZIPG!2:\$.U
2(H*1P8+S@<#BBA=4KAML"L%B9Y3X12/Y.W'R;J2_M(C=9_"?
6W)Z@Y|P_9&=ZK@|2<#>=D=S:X@WA0Q+T4M^L9:ZVK9?"ZZGX|F7?N M4E=_:
U*:WAV/HU57(06U(|JQH1NMJM&Y'M%H42FK) @0?BE9+ GSI+2"U MR3Y02GE>3;-?
M^?UEROYZ*|^!;STY5GY:UUN&+_|"/AOP"WHORJO|98UH0 MUY4B/1_<:-
Z=^/Y*7#!|JG'!#6E,=L*B,9).6.R39VYG42|^RS&WJO/V|6= MY#
(8RQ2@*|=!1%+*#0>095PHRC:RRIC46U3>WT^L\$-I*INVD,AJHKIZ;K\$9Q-
=IA*H4!X\$4P9<|@SU0M)" M2L8E74MV^2XT*3LN/K|+AQS!"?B-'GD^@/D|YD#
|/%D%P6R?:#V/*M4K&?37I M%JMD'%H=A3VLF|%.!EF6
6SZ.H"5+ZJC6^MK5\$^V>K+K+.D:=>3*E+;OM1Z MU Z<%AZ|C%)EW,4*_T3UI*.V?
9%%'_IM_&7.9G7*|_|^9YD-3N|NKG=<E\$W M|=9P6NU&GF&-1/E,2M5\$U7N4F_)I(T8<-
RR!R|&"(M+DU_F"#9,092L.TC.FW|9V0>ZPRNXO'+C-3;J)+|D4L/USM|)72P7C-W'X
MX3DJKS|+':&Z+XTFO|2JK3(6JW8;@|/7,^#>_|6NSC=A@|9B,GUZ-7>UC M7|F?
Q@5*QJF'H*X|4JD!_HO#-2KEKEGS,OO|FR'Y??K/8Y"5|J^G.^834H#
MI=2<+UX:QRT0|G^ZUM!OT_@'|=|6KV':SEZ. MQT.L773BU_S%0*L+XN0|%2?
|F5|I#1N(|I"HHA|D|M:-.|S8BQ_""-)6|;W MXZ(A|=TLVU66Q_FX&+N_T>|=.19TA IF2>\$?
CAH_)@|V10V6&B|#,83GE8Z9 MS|F";TI%_UAYL&.KMEN,IS%AW|.JY^8%&.XD%H;H) DN
PFE65CV CPS"@SZ MTD0GH@A?R1\$0(6JAF07&2O,XGSBX)/#&X(GW3D?
N5OKS+FW+MY-ND::INSFN M9#%)VW^?3MIU'6K=/19SI=-
@3\$V<3POG?,:XO|_=%#V8PA6E9TZ'6E>X;Y>9 M1F:O&+!DM,4!"O^2C#H@##J?#0QW-
8|D%B+UA3RF.Z8!AG-9IO!,4EE2-*0 M4NJP;LU#F\$;L=UOVO;2>?QT_M>'9-|?
W0&+:E|IL#IR(:HJ<#(94%(KVRT MRN25MF61V:BU!YF(+W5#3AK&93\$+Z\0R\$/,-
X5J*4-7E-6KG/MF73^@7KNF M^>EUT2EZ#|K-J|,0*4)%|E-
(8VW0HO_G(|30_LF/>P!/?7DVU0SQJNOD>@2+ MS7|/\$*./PS?*O%)|X?2VNMM?
QYMQ|LAN*32DP(.=.|=?'IT0D6J.O,4S0SYQ_J|
MG)%MLK+>2T'3:E6S=?/6JQ)&2VG<%6|^4AZCIE=0CV"SO?'9G"/">#2ZE4=|
MVG"%,*;PG|_49|(|8I_E*H_FD)8F":.4.|W\$6+Y<10="|\$ FATG*Z?-|QSCI M-O-|X97ML=-
F5/0F&P9(:'3:-#%@4|F"|\CD20U1T;*4MKO"*)V=)81,-@A_.
MJ'3+6>JR^20LHI>M7/,%IVTRGR(4W>".VQOB5M?IT:X39|&XG#@;\$Y"UT/3I07W-
UB5E-(J.>'+#K|'+^;HYJ MCM+|R?AO7&|N#<)>GX;.3MO\\$/1!/2^|H*S>_ 'S=J_JO
MFUY5GH1Y^1L?|_(G.)|D)RK#VA@31#@W>BB>VZ!^G8^_9"&HY\$;|3|29Y|
M+)UAVEH7BA^?Q?KS<|3F)!@|+^7_.VW%?|K9W4.%+|D6VP%)):W Y@#5H
MGWF4&4|I\$32LEIMBF7L?2Q1:>!*|96A@4,F4I\$8@W;,>|J|S'=(4UNA|O-
MO/V)IOB@P8&%;F-Z1T*<*|A8DBK^3|T+9W#"'TW|XY=^|2C"5"KQQ?
FD7AK3KLDVKO_5+KN7B3"?|IGMAI34 MD*>=P7@:#6_TB^DR82Y)|_XRBW0Q^N%XA
H>VAG::WTKY^L_X+KV7W>4|E-) M7<;)G;K11W?1+CH67R7ZDHR+
|'6DV!4V6"7G>JFVGPPV|K|O68ZW\$JSE0RQB- M5(XG3U#_DX N\$'K"3A()60J-
|H^FZ#Y?;Y=^8!;XTL#8'J:>NV|^K96|JMG MLR:FG*:=|7?-|"GUS|L#QBB7B_,QBU-
Z;|+Y;%',K|:.\$)WMUOOK.*Y-\$V)D MF/4&WQ6SJUB)5+|H<4%0*5U&L8-KWS=Y-
/G8|MQNVQ%F|OV*!)N6-+Z2PYK& MX49|CR/RIG^<3LZ:&5YNU2 M9!2C)?A&?

HHTV%GD4WFG=@5MV515 7EKMS>25NQ?T=9WZBA.CBV;8XFAGQ7-";+DH\$RV_C/
(!/_Y=!)2*GJYI5?-Q6?*IC+Y MDO-<9M89H*6##R[E&-5I 81+B)B<#I>=F8HL-
D1/<>Y&^\$J\$I,4ZN7?OI0BF
M&1+EXV0^BLU|I|Z%X<>@|H/F((UB^,'7Q@|N0:)K:~:~B'H<^T&~!HCM\$#+8I9
MF@OEU;L'5'>D(CI5LZ|NG6<25%0*4*,G=IY!, "A83N(U644VY7"YTXRYD7
M'!ACY4B9XX ^*8/\$"4LD42SO!G_>3.;A+^|1VQ#TKU"7Z74.)FE'X9M\6;F
MT_06' _="*_YIDGH09X7')K.TSTM;+-7D'UG?:9?W|YJ*#EIWKS|I?O_ ^H|? M?
IAU>|O%@S=O/J?_GH?|H"l;\$CH_NRI#83\KD:O"5,U/:3LO4:5CU68_ M?
#8)'V31|4J\$.?:7GU*TS:L4|P6@VN|ZZX&WA7^|&+@=5LE^)OA45WCO|!J"@A1@#
M+YK2(2U#MZN7J=XCP3',DL4!:|WCK|#54# M97=B(G+=:F/*|XW A04X7*B+
MSS^YCVX:~UV*#ZGM;'O\K;1@03NI.+O|96616_P739AN6/VWPW&)T>%HFO.1
M&R_V.KI?EML.5^|Y=78^FERDM%!=EX>K?L-|2|6*U"RV7EZ|^>VWY=|+KMBD
MCL.IV_*GJU(M2A6=MW)Z?0?U*7-"&N\$|. &YCV45FX+3Q(#.+GF6G>5KM9?E8
MS^,N//U^,Bl.)(|JU|O_G@W|*+U)Z QW%5'_@JT_O?|O:XV5K1G0+YS>K=JU_MST-
+DB&\$K24@D'M*AQXD|'88DRZ8BF)P%9R'.TVCL#SDL"0GN*O!3Q4^!;
M"A3TO" MK|H6I_6)MBGE?)N&\$|NN|~^ M>|S/6>|RJEU(VJ?
R@0KR:P6D&|H%"8I3M>B=3|'|@J4GIVG<=O_ ^?~^FM|/MD\Z/OFNY!-
=)C|>\$05<+|"RT|O9?6=QW|W(@PH>TD7PL/GMY>OWQQTm/#.
MHI)%%*%CJ^8JYST%,M8\Q&,|/A8I^JZBCGY7M'_9@NX|^H*8Q=7>GDKH//A=
M#U|220@:~#AZXE,4\$\$.9|~#@RRB\$E;RQ7G*SGL,7/!4/V"(E:~B#Y\$!,8EQ_MG27^NV(V?
;UJ+W\K.F^~YB!~?~E@#,(JKU|X6Z|4_CWBY?37O?>ZM|%/|TO
M*KF5Q)'C:7IMF!0/+B8H^6::K=|?X-)I\W^*^94"%&O.
M);TWXSP.H/8S7ZY#EV5SO|9W|Q6(C#L!WV/8E.E|^X MJ_AO|UD3KCX|FKF|6+.?>
>KUG|YP*SUA|)%WTA-J57WK+KSU*|6FS2::J&RI MUO1F&O'4R=7)
|>#D'M21Q>Q+0Y;|FI:UP0WVNZ,?Z4/T?52T+?5+M|%ZJ^S
M4='K8G+_T|OK#BJIU<@<|N:H/IU4?5AVXTE3M
M6=;K*|TC*LOL,|OP1|I%7VEQ>|B&T1|V|5Y|.N|8B,)SYH_#,-*8ETOSZ'
MNS'Y:EO4R1UCH^F=;/M\A"1|OB^_M/+?9_ |\$1~|CL*6>00A"UG#30(81+8
MP'U);U7,F2")7CEPD*.(E-UF8&PA,"3F0!EJ>D",69Q|7C)V4CWG|Y<7?
MW*O_T0VG98|^7=F?7VK|MZCTKQ=)A#:%TSB?%BM@?8RN3DCSE?WA;T)|I%%
MH4,,G8UB"1'DI\$(ABL/WG,G4F"),+U2O#<0RX/6X(-%DK%DP9OH@44>0|")
M17MH)#/WV-%?7WO8:HDO+?\$/DU(8IER55U.N3NXP)K<3"KP:X0=+TFJ\$5X(_ML:-
#*:WOK0%+I "12F^';!-H(GR(Q|BS6L#JT7;8U+7OV04_O>ER?"|FUWO_M%7T^GZ;+8LK
|:3;NFZTMGO(L:W#3PV!?:!|!.5T5FP"%S94M6:,7 V4J ^ M\$2(X#TJN=NQXK-
&+_2EZSL2>R>!:^#^6=R%WX?MWR!/4ZDOV9^C;DH^;C4|
MZ^0.8W(|96Y4E^'|@2%I=ADKPIYF4,4FKG4@0A3<@M)5@./|H XO\$E58I<<6D
MW+K+4.R&'|%L6%9?6:|!R4_4P7@,5N2H%-+&)U>.EV4%QC_*K#3U=5XY8|W.
M>0S/2UYO|OP.X7W|!Q0M|546\$D\$D\$%AY,*|GLL(+.F0 MI |\$A)7"/H(XZD5*8(7BI8!:-
<\$+VWIB6.:2|_90X|8+RM<=D>-E_4M2WG+ M|Y|WW@ENV.)YY5)-RHW"?-
ENX/W*0>7+QF:=WOQ|3+FO-UIN*&5\$#_O4|J/K M&.PG:-1CPH=
|~:8WEJ3#IYD;34UZE0G5R>W|Y,|E,-0I7|P|1R|XQ:)UW"Y,|&-
U7|5T|"%Q9IAX\$WLE(0#T(7"=7)|>WDZNI0QO()+FC*+.)QA)K
MP5/&0(1HP2C|DSK%@E61FK22)^"H451)!|QP L)H"?@4 L\$D8:4DPA!Q4,<) MT3K9S
'0GL/NLX*CB"2Z_2\$R#S5F"|PGIY@CE=*6303!&!:X4\$"\$I MB"P,.)\$X9,H-
4K)TC"\$'13=V0AYX#~37A;CBUH+_ "16.:Z9 |XP8I#('0W@&
MQG4@,3|=B73PZ4DDF"VG)K.(*15X#G7(4WS@7%)#VL8| |B%M\$VZBIH:!(M2B"
<%PA9VD#0A"C'&"52KK3>,L(Z+4M_S"1*VF'I-ZPC\$.J\$(DY*E59;'.XS MW1Z.6W4GN1Y?
KPY(G=S13:ZZCANT.M>>I2XINAS)&| IHF:/A*\$UX"1\$|4S
M)D6OUN=|N^YUE^&X^'9_&R=QUL/YS2"2%9Y8P5H|Y#..98V:BS^|PPO#2J#||RY1+E84:
M;IP JSN|M6)\$|?7JY(YFG-2@VYK?OHMU)Y MW6:C/&'50Z|>^K/C;-D-
549)|"AP*\$W*~)NH>^\$9PE M&RC=L2FHS9%LOF(9*/2,J|I3CJO;P=|SW!6|H1|?JU RI7-
M|^,KSW+K\$N Z=75;PLBU2-ES|RI!>|+3|DG?7"OK|H|NC3Z= G^11^D3Q.\$T M=
<0M51+F9^,7<=B>C|S%:~GUQ;F+<3A^=^5@P+ ?|R)00DY8^>:O|W8VS!~+ M-
W;W0AK'%^>3=M@|?)I*+.E#NGH._+0P:=|@S*OK;2SW6BX&F\$9/H:\$3N^
MO23=^|O@TV+TP_%H.,9AS-QT4=_B^@^XKOW7':7|8)/+.+E3_KH+MI%38.K
M1%^2L6|CH97V&"5G.NEVK|*VA79ZI3'U>)0"^WAK'?9")&|0\$3#"P.EK@ MF=
(HBL%-X |NO#&|<67LWO?OKY9,J2 MNI7V,M)9SKS@P!A+I1\$-WDTI@|0)3RR11/J07-
9CNFJJOM^TLY^G\$Q7E=QG

M%=B^(TFH;OZ:BFGFT|H|LHQ9MJH;:/A9K*\$KGOQ;|DT&CY46+|E@2Z;M#@GZ>?
F:|*E|3HV-:&87YZE4;'+%RNC*'.&7D_T|6L|+;|L\$?#S|D6I?X3C M;E-
7SZF6/&H.H^21V7A|GL?=9D^H\$>3S_Q|YF;?>5J=;|HN?T|VE@AZK\$;/:
M>7P_=EHNB^VH6FQGO0 K&^&/J|:SGN(\$N|B59ZJ/&V|>%45IQVOZ+5#!L Z M6?
8QM2V/#|I8A;*.UR7:A16KJK_*R_79:KR4N6ERDO5+U5>JKO4;:(OF_|M)W-UC|%;=
|H|:RKAQ|(.0|MPBE7CCYH|A|AE"M"S1Y#V|*3RO6|P!OYM8Q|XV+|
:4KW/!77/|YS73=C<_9?W"!RF5Q"D'S@@_'0ED&MWM.(5AJ3\$Z-*Y)4#O#S'J\$K%-2D#!:&E
|_9!;M8B.FS&Q|_|^;|^2O'0/|MRYL?+D^!|:N'P(|_K43+0-"|3X'M*Y^O5XHK=.W
E"MTK1&ZB**"\$|U!)5FZ M\$)3:|PGD%8ZFG1,(J^E@-0B'|R+&63(A"5MK EVP|!%C*C0
M5:%KUTE:H6N-T&6BBE0X#>|2U: P@
MI&!@%*&0J&1\$:BGCAJ&+ #ZRYNPKIOO)YA:X*716Z|H:NZ\$WV*21\$K8C0E;D&
MIY2'P(FR@23%|DJI4.J4\$)(BW*EL0!BTU PA"=\$O,RZ4)X+=LQ+)FJ!+ # (2^
MNPC700+Y-
G(GCCZP^%N:=|PV1|H|R5J?/\$8Q>A8M417S(%5HE0/+7<1&X"68FO>6VRTYQ+|%*#X(Z
<21") (YQ M+96SXIY57-<58Z-WE^*LS%WQ:D>F7/'J(33_PT;J;FH:C'6(>LDE|)%RM9N R
M"6!#T,(\$JTGB*|YNXMI1@7 IO07AH@7G)(.<| \$M#27;4KQO_6EQB_/2UB)T|
M/'/"|7W#GCQ41|Y"V%1'7T"V/'9=#=(@"V19(8N"3Y(&FM&&<)7B2CE%&DOG M-<,A!
<<1|6@&0XR (\$C.SF>>R#TKM*)_@|F|("KI@%N(5K7G6MJ)GU|ZJH3
MCD9LJDZX9M7Z;'.B ASI.FM:#SX2 T:S0)G55*ZV>R,AHF&K+!#G\$@AA)'A. M.7 EK+=*
(DB. EV)+Z8KSDSD2N9+0W M|J.(O0:&WMWR|;C8NV;U/4E*7IV=CR87*2V2^<|G MT_
>N;8Y'|EQ51)'(T5525Q3\$BYG2SQ!.Y8432\$% G|2P|U-)AOB&%M1\$IQ'
M(@B/H!7C(&3R8 S^:2D"#3<^F|#99"!JE%|;J2|
CP*CD9LPH>/*,E&R"..K1706H>%5)>@QX1;QTC"9@B6O\$'DO!:%%*\$W_7V@21X&ARP
M8&E(+&9.5N(4TEDT&P4'QABBJ74<|Z\$,\$B<|L402S9M%1CFPS%1DK,A8D;\$B
MX|J0D8CL)"4\$J!8E@LLUF, R6!^B+N5FO5XY!^AR+-GH!IR7L.PX47|XJ?
MF10N:LHW>P|0#)1X7"W'(T3&G6J4N2L@|R;)ZE?QZ|RU,W-=MXJH7?JE"M'
M'PMYCW#*E;./FKQ'..7*T0=-WH.;M-24=;LI>QN*DH_DG+YZ7"&3PI?+GOU
MA;24QE|TD_TQ2_'RZ_+,M|CE^<5N2IR%.G7#GZ",A|A%.N"W0Y#W"*5>. M/FCR'MR4:
|&.)VW)?#|H9|TD-|T(8WG-<=^|_|LU!Z-M?M63?..I GWL KV9
MMC:."|=B,!!3S""BUN!.;K)8V#""!|2EL;1KDEW'!@EG@0-!!PK!0#"DD(MDJF79NV5?
|7UD8>W G.VM2F F,%QBT H|4B6<|9:&\$0&\$VB8+F/()@007)H MCGHE5SS&@!|=Z#
<\$;5RJ-"P138T%38|5U3N""|0#CX17#K;|8@:\$"XSV S"/T M&)\$|)&X5""%<.0ZH(%/J;#).|G*
Y3J092\$)Y1)Q3Y6#TE08|WM-\$Y9Q M*S=|4/J19P%WFTJMB@052MKL
M.7%|>*9MC8%6O*IXM5K7PG&A\$R5@:4"|HBZ7HN,2O-0Y2F*S4GZERERD@N28
MP3.'OKL*%(O,#!R.*5"&)|F|4K|KBSVY6Y*UX=*DD/%*^<5MPH!!N3="Y|
MO!)8*V772EM;9DRP8J6W*D_>2\$J|ZE)M(AH!|D<#T6A'T3#C.FSV3+66O.)5
MQ:M*TL/'*QJ MX|\$SC%(Y9CES8;.|52VM>/642&%-)5PL|N^I36X:WG?!PI@^I-'D_
Q_JNKA M:"2HJH>KZB\$J'PPQ&E&^M-XF3(-)^\$|*T3|XL:HL&+.2BVLEPJ4DFC.TLA0
MN: C3B1W2O-D.-|LD7?|:U.*BE>5I\$>5Q;-5<>E!L5(P1X1P&A)('LM9;.:
M\$;N2P).RDMY0".8U^_DD, MF"GVE5=ETX)10/1"@RL01M.*?
66Y#HH!81%!8*KTI|=;XR.T(IF*B%|X9MUO M.B"JMM&IB%5)>@2(E;PD(1+(=, PJ*?
YRUS\$"-|E(3LW*!@=GUG\$6T&T, M7I?T0@F66P;:GZ2#TD92LMG,PH%B-
:GP*2'#FERX6-Q_3^,T=:;N8N@B7C5L
M9Z60TH=Z\$/G),K2HT+P<|BU%O/=&RAY)|*^OP(&JF8R6K&&)0Y!U0Q3'KRD M'&)
(*7/.M3,K>8J61TIMV"8+#UP#0?CE<;\$W><\$|M9O?1Z4|=Z;B%QCD
MLH|YH0M)1<:*C,>#C"0B+')'@--<,HQ6)*",HYX90MVJ?
U|AXF+%Q8J+|%1=O.|FBHG-.H)VH P'A MA CF0:6RZ\$6XR-3*QT0G?>\$Z13 D-"%4A-
B*0G #7%2A. 9V>S6CQA0|LR; MU149*S)69#PF9.0D9*XD!66++^U8:I=H!O2A3<
?|64KR*@Y9<&BL2BY+KW! MH@/GB(3MN!RM|N@&
M.B|)>H4>+31>RHT%SJ1P45.^V;P=,U#BF?>G|X;|=RH|= "_CB#^GMOUJ&+)
MT|E9\$X=MN6|XGN-EBXZ0JZ2CH9BM>FF=V^0|JZZO"8H7% M"HM?,|2#3HGS#-
:E",+1!#99!328TLY'64U70@N.|.)
M8!&4\$!I\$0\$01>8*^L5#&)ONS3RMQ76UX(E\$Q8\$)9\$ \$DN"L\$9%XFDPNCHV&9S
M2,4S%U8Z*%RL&:1/%:4W|PKZ+B*^P_&|&O)|-EED)ZP(8YS,_2AM4UUMI|W=M?
1:C0#47JJ:H7,K;#8@-\$%<\$B*"D\$10Q73.8B7^ZV7@/FET "B7J..R|U-V M)&V..4@CO-
|PA6LV('CL8X;++)_VJL"907*"I0/*KE"N3>E^"#1&LWUX!@X MGB5D2U.25GK'5S?
*F(HT" /:>5Z LFR4\$07<6ZF9HXION'8J'3Q|I=0*E!4H M*U >,5 :00Q%,Q"<2,,|D,09
B6+8\$/) M=G.*&QVR#FZS%5CD0-F-UJ;J0%F!L@+E40&ER|PER0T0H=&-1D<;G(D"N!|J

M&^M\#BLY!CRO:\$EV\$-/) << P343#2\$E0Q%:&7-AP\G
C%2+|K&!8_SL"7,ZL&|%P/'/"4W\$B.?_VY@NO3%9|_M|?UKCUVO8?)WAKF#.Q_<3_P|J0QHA@;8Q<9Q\1,9J/ MKFW^~;91/. 5:P=-0;W-.B-4QD)-H!
(%0RSZXL\$2YS6U@:|TY'O,N?I79^>C MR45*;|+TPS"DVS"TY6@T"=VG7_/O*4S>C0LOQ?
T,1GN!U|:S|_C.)7YY-YN/9 MV@H\$W@FYFV>7KKCSSC&*8SXX&3PXX2@(60|0R*XD)
DY."&C2>LXSKS;C*+E M+C%*0;G9^|1L;PBS|H.4FCA^WW;)%0|L7F3SF?
IS*=IP|F@882)C|'Q Q|T MT|2>IU#JE8\N3IH*Y6OM1D4<)5I9R-
&CTR^YQ:7UJ6N=@/+IO\$QY'<=W=UM"
MV1=VKBJ6+V+O24;!\$<\$U1R81Q!"TE(B|J*UPQ\$DBU4I7C<</QO(M+MRM?
M#=3@|U#_)ZRM5K\GL^|JE.?C**ZYCXJ|_/A|.+ MYB5JI-B|+(0H?_X%"3?M-
6OSV|A=S^VYS_*P|3B%CUR<_M+RJM,.)*=RX6(
MTL'!.*3%|OP%4>3VY3E|+_JG<<'W<>K5PL?A|'UG2;Z9I31J_@.!).!R_.YOO M)^-
V|H59+&7|H#2*|VIFS^@|1-31K"(1KD^11OG>)W;9@./7X|'#>O)|/4
M4;.'08./_T|WGKOI14/I8(\$=Y5U7E4#YXVPXP|H1H;UKTZ1-%+:VX M|R^<|Y-
1O|H@%PS|WREU-?WK|X|?7|&0|HQ|_?K|'6W"/WVYB_M)=_ MWKM9|S&A,S&:-
!|2.VOFYTCP|B 7W@_3AU|8D!M#FLXE"=?
^0PD)S7PK=EQ_4#V;Q|EBT^V+8PWY498Q=UNCNR0>A M@C'#,YCL-#*|T6
9VK,R4F\$ \$TS2O_J.A6K"DT)50944OFQ_+8CY|KT;_WK>)>#^_R|N.D7'#007LL^W(#G|
M+);(- 649*2KCY?ET.&H8ZWFWTS.|QG5:N.0U)V!%Z?|,?01K_O_|+UI<|M& MM@#Z_?
X*5-|DCE/%YF! ?Y/NF2K&=7-|B3VV9Z;N^S+50#)DB@))-
N5BFD22Y_NLZ|DRF(_|)G#LGS-=>KZ=I*Q+ 8TBWT<&A60 M)+0|PD/
7SOP6)+Z!XMU7C+QX^V=;%X0ZU ?N9;LT DD2HW.8CD)G5-K@FA*
M3OK*FR4"T4)W!'D(*P,2\$'(. *1_.<\$ \$7XD?&YUSLD2_L1#\$PFOOI7V@LVBH|
M0J,=LIF)|9>_O|F(ZG/UCDUJKA;4\$PNV(|NTFB6(32 P?(M8TGQ&|94|:LU3
M99CAY;>|=F+1V6W.L*0,7KERT\$NY@)4K?A-6"#N)NVW)_GN?0;6 Q^T= >MBMB
MR|NJ-36VZ6%?"|B|E%N%T\$1|"|HMX=,3)<^/;VECTO(- 6@.|L95,@<,#D0HT H2"?
VVRXG'+F<6_16PI M>\$65Y|#C5VQYH1Q^YF4!O.I=>VG?
T)|:7|"DPMUOK\$O:X:_F/9(&M)4D_.W M+)|AJRFFF0/UAB*ZK-
%7SF1@6#1C43ANY!"D.4K+FBV5=6L#B M;XL^\$K=;%%'Y5YH|!
|D7.2Z8W+&'DX'@W%/'|DD8)MRF=LB#>"U!|S|L66"(- M8+\$2ID|"D)[?5S/K^F<|
M*;3>EVP)|NH-?N#?IM:/MZ%\$;VV3^|D0S>%ARTM9%STV=LI9XL2.0XGC|Y3X M?
I*!&N-PD@9YD.99XJ31&CM-LCP ENF2S =|ID'Q.(&*>&QE|MN|Y@<| #0?\$ M|@|
!UT8Z*)EJX|R8"9_R#|K360_K'-MUPQ|UDR #WD@92-P4I"<%>0K"-
(Y<&G(- 3)*7.6|7'M>! M*Q-3J:6E@|F_"HEMRN34HG<_OM\$*
|P.*B| (50A;#)4):43\$WHG?H|A*G3*_M(>4GH0^_|TUO>OQTIA%7I*|H'9A/SW
_. \$Y)S*E#HLCC@1|Z/'F(-!2|FS!Z(XZ)O!"BK\$;8@O'A"VI8(K.GY7C;>=B&B*1TV35+L\$P5
MFY*)6M))"3|)JQ6S(>&6*LN6FU.8'H^(<9RZ=AAS\$GB^ Z(NY20.(I=09MN^
MX_\$T=|>*(.^-B&|%L=-|5D^N-VCC!^|)P. M?8T9)ON!':I3 +7 O 5E-;F8\$RP?
RW1JRV,#SJ?SP!7TQG8!2A%^|M\$T^I: MV,PIGU5?^WH|HK-
)XL*>0NOT=3ZH_.1|60E<+|3|X|'FC8PL(:J*(;\$X M'A^RJP-) %I6BRX^KTG|KMT!N'_.Y|
<&F|(\$=4)BBKM#"ND_L.R_@O^MK(9 M;4#-FX.*2,J*<7UH0/XL|*2WX5_-L9|5|G,_Z-
)%N T^#1| ^65^5K5C3S M&;TYPUI?SRE#O.RU*RLD:J@.7_4Q6_P%(O|K|1W
L5TTA'JZ=&*_3
MZAMB(#STK*UI^|9CX=ICTMRZHLGGIOF<;=0|1E'6UA|=9=LU3;V^*&> B:0! M-
%J6B>CW| ?95?BU.6K9.HSD =T9G7X'AO/|N3RU,J"?K8Q3%VBP M?
IS|/;4#K<|KTY:0;WW2T_4U24KSV=C/1*9:"8)P%+B)<| #O-C'GH.^Z=2
MR,7\$CO/%SK=YWYU:8&MW?MW&M52P=81A+,1|3W6\$@2-|E)%(9Y MPE/;"|:U|
(PZ>9(#(|OB!+7RM\$4E|'\$;I>39+XRA,|AT+FU|JK.7;|L0>E1|A
ME%E(=I*',R1V>|ZEP!WX>NY;Q&*X!C1CFN;H)PPI23,_ M(:X?|\$X8,,?E.X|
>BGD|..QX<93ACPGUJ<; \$AD78_.>2\$0|16I'<<:P1PMV+\$@CDN1N3+S
C9,@R1R;KOFMT|#/X3Z/V-R|>VPG M(*@W\$R^F#MS%'.Y0\$Q@;96 L#H(L %V0A+8-
VBSU,Y)\$U"\$N"| (P>P#!|F+0YQ;OPY MEH!8.#Y|V1@0V|*
|9\$#L/H\$P:98|91PLYV">)PE8#C1)B>|Y(9@4KD- @W\$S M&G:T_5V3??
%O^..@XT/*W>|/@VW#5(EX3QH%Z_NS>^&/>2AI(D+.EY"N+"-M(^J1!-"8<
=P/+ "9)!0A>MP/1B|@ ^7CY61&;ZKE E|QC:/7 M|G6.;4_M|_4-<XS.F_X6^#Z
LKG_W=IME/UT53L4,|.E./^/U MEJ%.XK6!/?7"
|_L11@6S# #'^Z99;G;GK/O!.N/79WVE/\$_ ^!MS|K;/A1")W|"%|XQ%BW>.!5--
O'=S%GO,RIM<_@ #4QK0^@ ^WA-?W)QL|40| MQPW !F #|#\$"_+0

/L=8!.#M^*OP,9NS/6F 1X+,>?_10WXFS0 MHH5;-/TV*/@[3+!^^((<R'8C 1V?
J)%K7U=SLP5;DV;T4UUFAL-6;=G/9YR;J-90N74X7ZRUI5C5*_86V MY8D8M('80'R:\$
^JBQPZT&4U+I"?I4@W2NRGA%AD*NJ1CFT;QFYGG+H;R1P>
M\$Y^Y/J&^FQ*HB#,:!2X-%DMA6"QSP,OCDF84D;!),M(#,|A-(Y#)|E<%D;/
M.%&H+:V0Y;.:P+C)H/0VSI)RE"+88 C 7G(#,:!^@?#"7?AA*X?IAX6UOIV M\$!(S;#Q.4X.
<+R0NF&<%KB.EYV!;!ZS;&%E MK!(#L8'80/SR4N \$54UC:~!P_1HXE'FDMA+!
(^*24QC1V24AJ%66@GN;?6 M5\KA7D0=A3+L1<52PBE@4MR#E_&CIU3)WT^#5-
(XF9_5;OZ*EIB,7POY&
M;\$SM/3)")XD3C_LI<1PG1E;DM3S;)+YJ>_\$/5ILF9JCYD1CL+>#J=)9#CI
M(^QM\$_%6F_N3GM|A;!,#L8'80/SR|=D:6WZW MV0B>
|S(:1B3'<;Y^XOLD=H*0V%\$0A+GGL3A<;P||2I:X!,XW"D/>!,Y-X'S_MJ>OKG6B-'60@-A
;B%|>.#P1T*K62XV-7;N1VUE<#FO&W*F+SV+5\$AM7ZX<=MC\$A|X;=@32|:-
&1*L"Q38,8AUJF>0@*L)_9)\$DY(YX7VUEL^Z'#UH)9:9C1 MA\$8Y@7MQH)B?DC3+?9+
|8>8%*L@9|(\ZV|!#R;8XM1EZ*KSHK%K";"MY M?P(:@*U-
|AG,35(C%QZLME28>H&D<<|DD;I#SR |N@84ZR,||MC/M1@B5! M3S);JH-4
&I&2^T|6JKN<,1,EGLM7 /6V,F2YG)4F:RE)DL9=J&XNI-VU # ML 'X9_%^6@!'U03QY,|VY
>"3+WGV_ZZIN94T|!##D8W-KKQB'BO =@ ?&0 MCT2=!.5MP2#S"2"ST8V?
0\$|Q,Z>,@CQ.KF,-@;@|X)%H#F9.SE.H#F:R
ME*\$80S'WH1@S6>K)5')3GFLF2YG*30.Q@=C4<|T.|'%TJS"-8?H%5'80):D=
MI"3PG8SX4>:3.\$D#8G.?YD\$<^GZ;|BZ&|8|I2\$V3K#WR0AK'?A;C/AIFA+?S3R29GY(
M;(^'F1=F44P/A1>.HI@TF/TF:L!C;#3Z|K,EC(0&X@-Q\$;5?'&0C;6|AY\$J MS F9&X7\$BS-
0,VTO(\$GJ)X3%H\$;&?NQ2%JOJF"\$+>|JEE*0. PL|!%T2A|9# MN!;X8+T' E\$6)TD2!=E;:
|XQ,|*1V-M!8CCI(^QM\$_,VLZ4,Q 9B |'1.\$<LK&X M|W/FSS-
;,*Q,#N#MTB9|!%8,%J+B" _DFIX>;NQYO?(%'DV"3*4YOX+J03#%
MT4R7"J>|R3|ZC"EO0N=J< |N|D&,Q6,@-A ;B%|>" +RTKGEW|=S!2,8"OJ|
MJ@I<*SA=7T8RSX+08^,NX\$TZ DV_FO#ZS:4Q#GX2IDQ,_QQ%.?AX0
MS|^IZV=>YL9KXUO&S'E'XG-(GMCC,%+6;5(S-3K@Y.1!F(#|>E;-1=N=S1
M#\$)I08_%20TX36GB,9?%)+,3E_AQ'(#^FH8DYS1/'_EKK?F8V"AG7ENG!&'
M)H%*K07LA*3,B|*4)5|BQ(=+GAQX)MP3*; MA57S&477SJ+:/+.Y\$4.0_||IK?
=8R!/HVIX3>@DG>40ST+5#1A(6,,)X:>ZY M;NAE|5XX_KNK^:RZX?PSKZ^+C&+6
"WS%KR^^8(GWO_|#6STK|7B_SBL1"/! MD(U_?MLR;J_/J(EWER-XXH;:&|<|V9-
+'AR=FD5C<6_S7FF4"OE5@_~*Y-)
M%K6^*E%G436>82X<|S(A(CT2W|S9/DNWZV2GZ9QX(|M8R%QHEC<\$P*|YCZ)':
^A_NVQYTU+3V|Y&PYXQ_RS90GH%7 G@/#O;5_NJ M;%_@O3_.X,?O+|<>
(YZ2PT:|T/UF/!E\$.AQO/+EDEM4|8H%G*0H+RPP5C;R MY.=945F4W+J"?)
UZ"4(&M9QOTK+X>(Y672AXPK)TN+\$ #JUFF_P*!A%?,>Q20 M"@I
5HR0PEM9H6XLY.,68D,N"WXM3#P43_(-M|)\$X'^>SO-H5|KXNF2(L9 M(/B9?
L;V>*YXK1=/W1A?^PTW"-
>H8(8=_;ZNS_=PS@>#YWM)_T|P"*MVO*E_.L,I%3(H^9I|:ZE)|A2&-@; M@(|1X*<%
<%33H4|N;(|1X/:T\$S,+;&7W=#23J'"F&09FYO.."3|MP|D,P;@ M4P78;)K'>|8&X", V*"W
7CL /??.|,2@V*2^T28|XN+FE_0Q2/<"F/8\$N,R."2D,RX# |!^&0! M-BZ#XSU;_1
'00Z+U/Q>3=-UYG16.4X2, V/@4|D04;^ 35D4MZ>RP-|5X
M%9X+9=X#QA1E4V1'B##&JS!2I#->!0.P ?AD 3XAK|+D4%NJ*LUN8^&1Q@B MN@|1?
<1B6T-"AH0>_#ID&|()7K0&8PRS>?WW;IDE^;S;WFF MVGXXHNV'9|IT&X@-Q
9BTPKY!4 V,^_WT+F8N9Z7V%Q |LA?NQZ) ZBC'BQ MG7(G\ID*6IZL|T5+'3?
(@=8G+*2=^%(>\$,IH3CSFYZX0!#Z)T8^?B|.|.Q>EJ MY^+-G>%5:
|7F|?/H)V'D3#QG>P|+0QV&X8T\$9#.(?H^<+XA)&*YGT8D"V*/^*&?D9C&C%>I9Z;B!
<'|;SH,\$/#QW/IDQ| MH0.(>QH|?W1#DX_GOAQ>)*SVG=SE_U@6/4!>FR,*W2/_#?Q?
<>.)QD4>H2 M/Z)|B|DT(FF:)*GO|-2+@V?AC|W|&>2*5U07H8ITS>=PB
;3Y(FG"Q^|FG.< M#/,@.,G+|,1'+|QAQJ",&F7^_:'E@NF@4M&0Y%HXL-\$|>,3|E;" V\$!^?<
M0F\$|I<93NJ/E|E+?3SV6D2CP;>('04:2-\$B)8V>9X^1YDMOVJN7N^%'BV:E'
M|MA+B.|\$J%V%A&6TM#)|M3F;G9_Z9NN.XG=)S;|1^K@-(S5^#6/R/C:.W=T
M@C"@+&,\$V&|.\$?)HE)/6!YR5^QMR\$AH&3K*5XOBABW'\$N*I_?S 2/#*P^15XZ; MB6@6
H&TH'6CSP_S*+8)E'F_,"/2K|MY7HTDM^F-|Q%=PR_O'C9:POKC\$;2_-1G-'F'-.!-Y+ RRGQ
^80 MRG*; .L+W#A-DMCV1L897SK=USC'#;|V ZRV3F>N1FS0|,O?9|V)(OE|RB>L"X
M5>BA8-8UYH%856XMX() *2DB+*SV862#G,&4>?P3|R*TK>. E7 !;Q39\$"2Q:
MLD\$GX^<'U/T*&^L/F|Y_CX?OW38*D"/,AX1&@4V|RY-N"R" _5@L|:&7C;LH8^OVU-
'Z|O^A#O#MMG>X_,%T:Q-O1(OU+ M& T#|,TL0%I(C)|@E',PK=W<#7(OR?

DZTG@T#5@*5K<7)@fQ\p#PA7L^/,*) M[-1U0QN;\$QPLT@0C0H)]7+OKGDSYI
!UWQV,IVXCA=%7.f&G,4>R5TGPTQ)
MF043\$'L#AQY7AHY_EH;X/MP.U#'BD?;@2(=LD79+3F1VQ!UU5LNC\$+ 5DP< M:'BY-
7@09B'G7DKRU(V)H"(I'LDM!U>1 E>9 [:QMS'XH^@(WYM=I PJ.A M:6O.:f'Z,N-
\$.!'|OH^:U6CK[SFU@7NT% -|>KDE'XI>ADL8':/R@|!.\$PX\$ MF#/B^S8GB>_G)
@8"U/'B7SW48QJ7SZKoxM\|C62=)Z46=G48:F=VX2_ (=E_1?|;64SV@
:S>D%)V7%N'X,4!7^K-;|N_ N?#LCWNM\QK\1 M5M1K:|*E^SHIG/Z,T9_OIZ3AGF;O)>
OOZ>EXUA7AXS6<4E<37:~4-JP0>>M; &U|_MZ;!R'N'P>-P\$K|>=(G86 M|QVC\BT1W?
99HBJU1?E#+ "3- M: +|HM.|_NY/+4ZH)^MC%'XS<88|-
%@_SOV>VJ\$ZzoJT=7|-0Q3Y8T+Y+DH EQ,L=A_DQ#SV'_=-|>H)XC
>P/|#N'GLB+|57G15@EQ?9 MUN/X+"3'A@&_FP_#67GQ'|-
T|.Z^..DH64#@K0N\DIU&D8+0R|(LQQ2)B\$
MH'G9=D;B#\$S\$)\$HYZ!'^YSAKI<8!33PW|3WBNEA^DU"/@(|F\$@X*"7>YS9T|
M6%,NLDO.EC.N:H370!P"9 7Q.1K4Q>+F"SK(O\|/?YS!C|H9'/2&.7D):f'"
M'NHU#N^%,WCU>/S&:E|.R-X1+!1^6E06GVI_-V^(<_.L
MD7G#SQH^IS6L4A^|'"G)9W^WJ93ANFB*M)C!09SI9VRK41"O|>+O^Q)\$|:-4
M(7^ZY3|G8;?%TV=^831-W&=|X0-O"Z=Q>_CK?#!X?FCW_CSSHJ?A0Y'FWIF M?
X>WW5%%=%=_:9&P3O|H/9=5XIWK0<^*PM4L*PGBWXHDR;@S !N"3 /AI 7RA M!J7F;
(6X/:TDSM.^UY-TXY"DNOL8:+2AQ^..+LT!!O#[CU?/UNC:1I-T|!N M | !V&B:1M,T !\CP
:|#> ^|>% >,1,"+9 &P -AZ!8U(7#~*?),!/:3(=%/|O4W/1)<9'B"^&0(Q/X6%\$
MT6M3==B;8OCH^X& M|>+8Q;<|4WTLG,F@79^93V<@-A
:B&_UJ!PZT,T|3\$8!+8X<2+GGA:XK'3A6%U9JC0@?&|. &(.<_.4I!X/<&R#
M3^*4Y018EQWYH<,">ZVH OSO!>?@^A-8|#CGW,|SCR1N#\$:fDX=Y
M\$J74LY,U*QV;SK|OFB5G;T7|?#FF2!C+37_Z0"NJ'^|Z|":!>WSF|&Y.JA|
MASS:LS4.R)U8&V=.&*+|H4,2"OR-Y4F011GW/!|OA;7=Y8!L|CLX
MJNG|D'jVIW9T=*S1Z(RGH56|_#X"