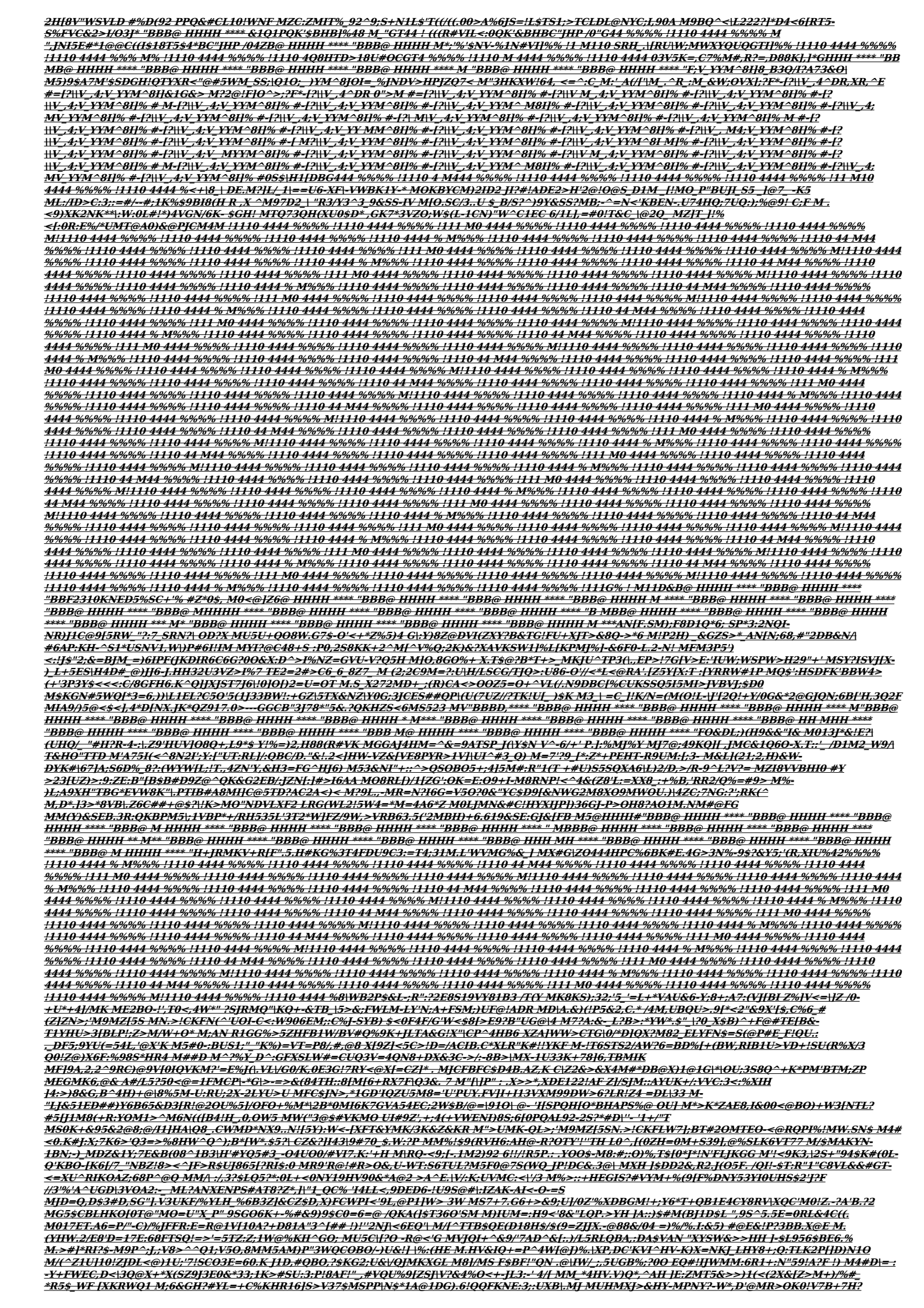

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Yes xÂ Â Â NoÂ Â oIndicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filerxAccelerated fileroNon-accelerated fileroSmaller reporting companyoEmerging growth companyoIf an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. oIndicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Â Â Â Â YesÂ Â Â oÂ Â Â Â Â NoÂ Â xThe registrant had outstanding 431,580,576 shares of common stock as of August 30, 2024. Table of ContentsCHARGEPOINT HOLDINGS, INC.Table of ContentsPagePart I - Financial InformationItem 1.Condensed Consolidated Financial Statements (Unaudited)5Item 2.Management's Discussion and Analysis of Financial Condition and Results of Operations30Item 3.Quantitative and Qualitative Disclosures About Market Risk43Item 4.Controls and Procedures43Part II - Other InformationItem 1.Legal Proceedings44Item 1A.Risk Factors44Item 2.Unregistered Sales of Equity Securities and Use of Proceeds82Item 3.Defaults Upon Senior Securities82Item 4.Mine Safety Disclosures82Item 5.Other Information82Item 6.Exhibits83Signatures842Table of ContentsSPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis quarterly report on Form 10-Q (this â€œQuarterly Reportâ€) includes â€œforward-looking statementsâ€ within the meaning of Section 27A of the Securities Act of 1933, as amended (the â€œSecurities Actâ€), and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€). These forward-looking statements could include, among other things, statements regarding the future financial performance of ChargePoint Holdings, Inc. (â€œChargePointâ€ or the â€œCompany,â€ or â€œwe,â€ â€œus,â€ â€œourâ€ and similar terms), as well as ChargePointâ€™s strategy, future operations, research and development initiatives, future operating results, financial position, and resources, expectations regarding revenue, losses, costs, margins and prospects, as well as management plans and objectives. All statements, other than statements of present or historical fact included in this Quarterly Report, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as â€œmay,â€ â€œshould,â€ â€œcould,â€ â€œwould,â€ â€œexpect,â€ â€œplan,â€ â€œanticipate,â€ â€œintend,â€ â€œbelieve,â€ â€œestimate,â€ â€œcontinue,â€ â€œprojectâ€ or negatives of such terms and other similar expressions that predict or indicate future events or trends or that are not statements of present or historical matters. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of ChargePointâ€™s management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of, fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from assumptions, and such differences may be material. Many actual events and circumstances are beyond the control of ChargePoint. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about ChargePoint that may cause the actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. If any of these risks materialize or ChargePointâ€™s assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that ChargePoint does not presently know or that ChargePoint currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect ChargePointâ€™s expectations, plans or forecasts of future events and views as of the date hereof. ChargePoint anticipates that subsequent events and developments will cause ChargePointâ€™s assessments to change. These forward-looking statements should not be relied upon as representing ChargePointâ€™s assessments as of any date subsequent to the date hereof. Accordingly, undue reliance should not be placed upon the forward-looking statements. ChargePoint cautions you that these forward-looking statements are subject to numerous risk and uncertainties, most of which are all difficult to predict and many of which are beyond the control of ChargePoint.The following factors, among others, could cause actual results to differ materially from forward-looking statements:â€¢ChargePoint experiences delays in new product introductions or adoption;â€¢ChargePointâ€™s ability to expand its business in Europe and the United States;â€¢the electric vehicle (â€œEVâ€) market and deliveries of passenger and fleet vehicles may not grow as expected;â€¢ChargePoint may not attract a sufficient number of EV fleet owners or operators as customers;â€¢incentives from governments or utilities may not materialize or may be reduced, which could reduce demand for EVs, or the portion of regulatory credits that customers claim may increase, which would reduce ChargePointâ€™s revenue from such incentives;â€¢the impact of competing technologies or technological changes that result in reduced demand for EVs or our charging systems and software solutions other adverse effects on the EV market or our business;â€¢data security breaches or other network outages;â€¢ChargePointâ€™s ability to remediate its material weaknesses in internal control over financial reporting;â€¢ChargePointâ€™s success in retaining or recruiting, or changes in, its officers, key employees or directors;â€¢changes in applicable laws or regulations;3Table of Contentsâ€¢the impact of actual or threatened litigation;â€¢ChargePointâ€™s ability to maintain a strong balance sheet and to raise capital as needed to support its business and pursue growth opportunities;â€¢ChargePointâ€™s ability to integrate acquired assets and businesses into ChargePointâ€™s own business and the expected benefits from acquired assets to ChargePoint, its customers and its market position; andâ€¢the possibility that ChargePoint may be adversely affected by other economic factors including macroeconomic conditions such as inflation, rising interest rates, geopolitical factors, foreign exchange volatility, slower growth or recession or other business factors or other competitive factors.The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other risk factors included herein. Forward-looking statements reflect current views about ChargePointâ€™s plans, strategies and prospects, which are based on information available as of the date of this Quarterly Report. Except to the extent required by applicable law, ChargePoint undertakes no obligation (and expressly disclaims any such obligation) to update or revise the forward-looking statements whether as a result of new information, future events or otherwise.4Table of ContentsITEM 1. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATAChargePoint Holdings, Inc. Unaudited Condensed Consolidated Financial StatementsCondensed Consolidated Balance Sheets as of July 31, 2024 and January 31, 2024 (unaudited)6Condensed Consolidated Statements of Operations for the Three and Six Months Ended July 31, 2024 and 2023 (unaudited)7Condensed Consolidated Statements of Comprehensive Loss for the Three and Six Months Ended July 31, 2024 and 2023 (unaudited)8Condensed Consolidated Statements of Stockholdersâ€™ Equity for the Three and Six Months Ended July 31, 2024 and 2023 (unaudited)9Condensed Consolidated Statements of Cash Flows for the Six Months Ended July 31, 2024 and 2023 (unaudited)10Notes to Condensed Consolidated Financial Statements (unaudited)125ChargePoint Holdings, Inc.Condensed Consolidated Balance Sheets(in thousands, except share and per share data, unaudited)July 31,2024January 31,2024AssetsCurrent assets:Cash and cash equivalents$243,263Â $327,410Â Restricted cash400Â 30,400Â Accounts receivable, net of allowance of $15,500 as of JulyÂ 31, 2024 and $14,000 as of JanuaryÂ 31, 2024111,480Â 124,049Â Inventories228,519Â 198,580Â Prepaid expenses and other current assets69,249Â 62,244Â Total current assets652,911Â 742,683Â Property and equipment, net39,306Â 42,446Â Intangible assets, net74,490Â 80,555Â Operating lease right-of-use assets15,604Â 15,362Â Goodwill213,757Â 213,750Â Other assets7,709Â 8,567Â Total assets$1,003,777Â $1,103,363Â Liabilities and Stockholdersâ€™ EquityCurrent liabilities:Accounts payable$71,441Â $71,081Â Accrued and other current liabilities146,679Â 159,104Â Deferred revenue102,863Â 99,968Â Total current liabilities320,983Â 330,153Â Deferred revenue, noncurrent135,690Â 131,471Â Debt, noncurrent285,675Â 283,704Â Operating lease liabilities17,102Â 17,350Â Deferred tax liabilities11,933Â 11,252Â Other long-term liabilities1,504Â 1,757Â Total liabilities772,887Â 775,687Â Commitments and contingencies (Note 7)Stockholdersâ€™ equity:Common stock: $0.0001 par value; 1,000,000,000 shares authorized as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024; 430,830,553 and 421,116,720 shares issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively43Â 42Â Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024; 0 issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024â€”Â â€”Â Additional paid-in capital2,001,845Â 1,957,932Â Accumulated other comprehensive loss(15,953)(15,926)Accumulated deficit(1,755,045)(1,614,372)Total stockholdersâ€™ equity230,890Â 327,676Â Total liabilities and stockholdersâ€™ equity$1,003,777Â $1,103,363Â Â Â Â Â The accompanying notes are an integral part of these condensed consolidated financial statements.6ChargePoint Holdings, Inc.Condensed Consolidated Statements of Operations(in thousands, except share and per share data, unaudited)Three Months EndedJuly 31,Six Months EndedJuly 31, 2024202320242023RevenueNetworked charging systems$64,146Â $114,574Â $129,520Â $212,894Â Subscriptions36,191Â 30,011Â 69,636Â 56,376Â Other8,202Â 5,909Â 16,426Â 11,253Â Total revenue108,539Â 150,494Â 215,582Â 280,523Â Cost of revenueNetworked charging systems59,234Â 126,961Â 120,300Â 207,883Â Subscriptions18,558Â 18,692Â 36,300Â 33,497Â Other5,162Â 3,716Â 9,787Â 7,483Â Total cost of revenue82,954Â 149,369Â 166,387Â 248,863Â Gross profit25,585Â 1,125Â 49,195Â 31,660Â Operating expensesResearch and development36,510Â 59,642Â 72,562Â 109,039Â Sales and marketing36,699Â 39,671Â 71,698Â 76,711Â General and administrative15,122Â 25,144Â 34,819Â 49,164Â Total operating expenses88,331Â 124,457Â 179,079Â 234,914Â Loss from operations(62,746)(123,332)(129,884)(203,254)Interest income2,118Â 1,840Â 5,326Â 4,300Â Interest expense(6,560)(2,926)(13,171)(5,853)Other income (expense), net(38)68Â (888)642Â Net loss before income taxes(67,226)(124,350)(138,617)(204,165)Provision for income taxes1,648Â 905Â 2,056Â 478Â Net loss$(68,874)$(125,255)$(140,673)$(204,643)Weighted average shares outstanding - Basic and Diluted427,532,688Â 355,876,807Â 425,434,765Â 353,008,473Â Net loss per share - Basic and Diluted(0.16)(0.35)(0.33)(0.58)The accompanying notes are an integral part of these condensed consolidated financial statements.7ChargePoint Holdings, Inc.Condensed Consolidated Statements of Comprehensive Loss(in thousands, unaudited)Three Months EndedJuly 31,Six Months EndedJuly 31, 2024202320242023Net loss$(68,874)$(125,255)$(140,673)$(204,643)Other comprehensive income (loss):Foreign currency translation adjustment2,047Â 185Â (27)4,327Â Reclassification adjustment for net realized gains on short-term investments included in net income, net of taxâ€”Â â€”Â â€”Â 449Â Other comprehensive income (loss)2,047Â 185Â (27)4,776Â Comprehensive loss$(66,827)$(125,070)$(140,700)$(199,867)The accompanying notes are an integral part of these condensed consolidated financial statements.8ChargePoint Holdings, Inc.Condensed Consolidated Statements of Stockholdersâ€™ Equity(in thousands, except share data, unaudited)Common StockAdditional Paid-In CapitalAccumulated Other Comprehensive LossAccumulatedDeficitTotal Stockholdersâ€™ EquityÂ SharesAmountBalances as of January 31, 2024421,116,720Â $42Â $1,957,932Â $(15,926)$(1,614,372)$327,676Â Issuance of common stock under stock plans, net of tax withholding2,163,379Â 1Â 497Â â€”Â â€”Â 498Â Issuance of common stock upon ESPP purchase1,853,535Â â€”Â 3,025Â â€”Â â€”Â 3,025Â Stock-based compensationâ€”Â â€”Â 20,598Â â€”Â â€”Â 20,598Â Net lossâ€”Â â€”Â â€”Â â€”Â (71,799)(71,799)Other comprehensive incomeâ€”Â â€”Â â€”Â (2,074)â€”Â (2,074)Balances as of April 30, 2024425,133,634Â $43Â $1,982,052Â $(18,000)$(1,686,171)$277,924Â Issuance of common stock under stock plans, net of tax withholding5,696,919Â â€”Â 1,024Â â€”Â â€”Â 1,024Â Stock-based compensationâ€”Â â€”Â 18,769Â â€”Â â€”Â 18,769Â Net lossâ€”Â â€”Â â€”Â â€”Â (68,874)(68,874)Other comprehensive incomeâ€”Â â€”Â â€”Â 2,047Â â€”Â 2,047Â Balances as of July 31, 2024430,830,553Â $43Â $2,001,845Â $(15,953)$(1,755,045)$230,890Â Common StockAdditional Paid-In CapitalAccumulated Other Comprehensive LossAccumulated DeficitTotal Stockholdersâ€™EquityÂ SharesAmountBalances as of January 31, 2023348,330,481Â $35Â $1,528,104Â $(16,384)$(1,156,763)$354,992Â Issuance of common stock under stock plans, net of tax withholding2,278,764Â â€”Â 915Â â€”Â â€”Â 915Â Issuance of common stock under ESPP purchase562,829Â â€”Â 4,875Â â€”Â â€”Â 4,875Â Issuance of common stock in connection with ATM offerings, net of issuance costs1,909,028Â â€”Â 17,516Â â€”Â â€”Â 17,516Â Vesting of early exercised stock optionsâ€”Â â€”Â 14Â â€”Â â€”Â 14Â Stock based compensationâ€”Â â€”Â 23,964Â â€”Â â€”Â 23,964Â Net lossâ€”Â â€”Â â€”Â â€”Â (79,388)(79,388)Other comprehensive incomeâ€”Â â€”Â â€”Â 4,591Â â€”Â 4,591Â Balances as of April 30, 2023353,081,102Â $35Â $1,575,388Â $(11,793)$(1,236,151)$327,479Â Issuance of common stock under stock plans, net of tax withholding2,635,078Â â€”Â 420Â â€”Â â€”Â 420Â Issuance of common stock in connection with ATM offerings, net of issuance costs4,076,072Â 1Â 37,283Â â€”Â â€”Â 37,284Â Vesting of early exercised stock optionsâ€”Â â€”Â 8Â â€”Â â€”Â 8Â Stock based compensationâ€”Â â€”Â 35,099Â â€”Â â€”Â 35,099Â Net lossâ€”Â â€”Â â€”Â â€”Â (125,255)(125,255)Other comprehensive incomeâ€”Â â€”Â â€”Â 185Â â€”Â 185Â Balances as of July 31, 2023359,792,252Â $36Â $1,648,198Â $(11,608)$(1,361,406)$275,220Â The accompanying notes are an integral part of these condensed consolidated financial statements.9ChargePoint Holdings, Inc.Condensed Consolidated Statements of Cash Flows(in thousands, unaudited)Six Months EndedJuly 31, 20242023Cash flows from operating activitiesNet loss$(140,673)$(204,643)Adjustments to reconcile net loss to net cash used in operating activities:Depreciation and amortization14,896Â 14,018Â Non-cash operating lease cost1,863Â 2,199Â Stock-based compensation40,369Â 59,063Â Amortization of deferred contract acquisition costs1,578Â 1,380Â Inventory impairmentâ€”Â 28,000Â Reserves and other12,683Â 5,026Â Changes in operating assets and liabilities:Accounts receivable, net7,636Â (40,562)Inventories(28,429)(97,906)Prepaid expenses and other assets(8,160)(12,365)Accounts payable, operating lease liabilities, and accrued and other liabilities(22,624)33,957Â Deferred revenue7,155Â 21,231Â Net cash used in operating activities(113,706)(190,602)Cash flows from investing activitiesPurchases of property and equipment(7,301)(9,877)Maturities of investmentsâ€”Â 105,000Â Net cash provided by (used in) investing activities(7,301)95,123Â Cash flows from financing activitiesDebt issuance costs related to the revolving credit facilityâ€”Â (2,265)Proceeds from the issuance of common stock under employee equity plans, net of tax withholding4,548Â 6,212Â Proceeds from issuance of common stock in connection with ATM offerings, net of issuance costsâ€”Â 54,799Â Change in driver funds and amounts due to customers2,378Â 8,839Â Settlement of contingent earnout liabilityâ€”Â (3,537)Net cash provided by financing activities6,926Â 64,048Â Effect of exchange rate changes on cash, cash equivalents, and restricted cash(66)768Â Net decrease in cash, cash equivalents, and restricted cash(114,147)(30,663)Cash, cash equivalents, and restricted cash at beginning of period357,810Â 294,562Â Cash, cash equivalents, and restricted cash at end of period$243,663Â $263,899Â 10ChargePoint Holdings, Inc.Condensed Consolidated Statements of Cash Flows - (continued)Six Months Ended July 31, 2024 and 2023(in thousands, unaudited)Six Months EndedJuly 31, 20242023Supplementary cash flow informationCash paid for interest$10,366Â $5,250Â Cash paid for taxes$1,185Â $547Â Supplementary cash flow information on noncash investing and financing activitiesRight-of-use assets obtained in exchange for lease liabilities$1,897Â $â€”Â Acquisitions of property and equipment included in accounts payable and accrued and other current liabilities$491Â $3,041Â Vesting of early exercised stock options$â€”Â $21Â Unpaid debt issuance costs$â€”Â $507Â The accompanying notes are an integral part of these condensed consolidated financial statements.11ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)1.Description of Business and Basis of PresentationChargePoint Holdings, Inc. (â€œChargePointâ€ or the â€œCompany,â€ â€œit,â€ â€œitsâ€) designs, develops and markets networked electric vehicle (â€œEVâ€) charging system infrastructure (â€œNetworked Charging Systemsâ€), connected through cloud-basedÂ services (â€œCloudâ€ or â€œCloud Servicesâ€) which (i) enable charging system owners, or hosts, to manage their Networked Charging Systems, and (ii) enable drivers to locate, reserve and authenticate Networked Charging Systems, and to transact EV charging sessions on those systems. ChargePointâ€™s Networked Charging Systems, subscriptions and other offerings provide an open platform that integrates with system hardware from ChargePoint and other manufacturers, connecting systems over an intelligent network that provides real-timeÂ information about charging sessions and full control, support and management of the Networked Charging Systems. This network also provides multiple web-basedÂ portals for charging system owners, fleet managers, drivers and utilities. In addition, the Company offers a range of extended warranties (â€œAssureâ€), as well as its ChargePoint as a Service (â€œCPaaSâ€) program which bundles use of ChargePoint owned and operated systems with Cloud Services, Assure and other benefits into one subscription. The Companyâ€™s fiscal year ends on JanuaryÂ 31. References to fiscal year 2024 relate to the fiscal year ended JanuaryÂ 31, 2024 and to fiscal year 2025 refer to the fiscal year ending JanuaryÂ 31, 2025.Basis of PresentationThe condensed consolidated financial statements and accompanying notes are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (â€œU.S. GAAPâ€) and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) for interim financial reporting. The Companyâ€™s condensed consolidated financial statements include the accounts of the Company and its wholly-ownedÂ subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended JanuaryÂ 31, 2024 included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on April 1, 2024, which provides a more complete discussion of the Companyâ€™s accounting policies and certain other information. The information as of JanuaryÂ 31, 2024, included on the condensed consolidated balance sheets was derived from the Companyâ€™s audited consolidated financial statements. The condensed consolidated financial statements were prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments necessary for a fair statement of the Companyâ€™s financial position as of JulyÂ 31, 2024, the results of operations for the three and six months ended JulyÂ 31, 2024 and 2023, and cash flows for the six months ended JulyÂ 31, 2024 and 2023. The results of operations for the three and six months ended JulyÂ 31, 2024, are not necessarily indicative of the results that may be expected for the year ending JanuaryÂ 31, 2025.The Companyâ€™s condensed consolidated financial statements have been prepared on the basis of continuity of operations, the realization of assets, and the satisfaction of liabilities in the ordinary course of business. Since inception, the Company has been engaged in developing and marketing its Networked Charging Systems, subscriptions and other offerings, raising capital, and recruiting personnel and it has incurred net operating losses and negative cash flows from operations in every year since inception and expects this to continue for the foreseeable future. As of JulyÂ 31, 2024, the Company had an accumulated deficit of $1,755.0 million.The Company has funded its operations primarily with proceeds from customer payments, the issuance of redeemable convertible preferred stock, convertible notes, exercise proceeds from options and warrants, borrowings under loan facilities, proceeds from sale of Common Stock under the ATM Facility (as defined in Note 8, Common Stock), and proceeds from the Reverse Recapitalization (as defined below). The Company had cash and cash equivalents and restricted cash of $243.7 million as of JulyÂ 31, 2024. Cash outflow from operations was $113.7 million and $190.6 million for the six months ended JulyÂ 31, 2024 and 2023, respectively. As of SeptemberÂ 9, 2024, the date on which these condensed consolidated financial statements were issued, the Company believes that its cash on hand, together with cash generated from sales to customers, will satisfy its working capital and capital requirements for at least the next twelve months.12ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)The Companyâ€™s assessment of the period of time its financial resources will be adequate to support its operations is a forward-lookingÂ statement and involves risks and uncertainties. The Companyâ€™s actual results could vary as a result of, and its near- and long-termÂ future capital requirements will depend on, many factors, including its growth rate, subscription renewal activity, the timing and extent of spending to support its acquisitions, infrastructure and research and development efforts, the expansion of sales and marketing activities, the timing of new introductions of products or features, the continuing market adoption of its Networked Charging Systems and Cloud Services platform, and the overall market acceptance of EVs. The Company has and may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. The Company has based its estimates on assumptions that may prove to be wrong, and it could use its available capital resources sooner than it currently expects. The Company may be required to seek additional equity or debt financing. Future liquidity and cash requirements will depend on numerous factors, including market penetration, the introduction of new products, and potential acquisitions of related businesses or technology. If additional financing is required from outside sources, the Company may not be able to raise it on acceptable terms or at all. If the Company is unable to raise additional capital when desired, or if it cannot expand its operations or otherwise capitalize on its business opportunities because it lacks sufficient capital, the Company may need to reorganize its operations including through further reductions in its workforce and its business, operating results and financial condition would be materially adversely affected.Reverse RecapitalizationOn February 26, 2021, Lightning Merger Sub Inc., a wholly-owned subsidiary of Switchback Energy Acquisition Corporation (â€œSwitchbackâ€), merged with ChargePoint, Inc. (â€œLegacy ChargePointâ€), with Legacy ChargePoint surviving as a wholly-owned subsidiary of Switchback (the â€œMergerâ€). The Merger was accounted for as a reverse capitalization in accordance with U.S. GAAP (â€œReverse Recapitalizationâ€). As a result of the Merger, Switchback was renamed â€œChargePoint Holdings, Inc.â€ Immediately prior to the closing of the Merger (the â€œClosingâ€), Legacy ChargePointâ€™s outstanding series of redeemable convertible preferred stock were converted to Legacy ChargePoint common stock, which then converted to the Companyâ€™s common stock (â€œCommon Stockâ€).2.Summary of Significant Accounting PoliciesOther than policies noted below, there have been no significant changes to the significant accounting policies disclosed in Note 2 of the audited consolidated financial statements as of JanuaryÂ 31, 2024 and 2023 and for the years ended JanuaryÂ 31, 2024, 2023 and 2022 included in ChargePointâ€™s Annual Report on Form 10-K filed with the SEC on April 1, 2024.Use of EstimatesThe preparation of the accompanying condensed consolidated financial statements in conformity with U.S.Â GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results and outcomes could differ significantly from the Companyâ€™s estimates, judgments and assumptions. Significant estimates include determining standalone selling price for performance obligations in contracts with customers, the estimated expected benefit period for deferred contract acquisition costs, allowances for expected credit losses, inventory reserves, loss on purchase commitment, the useful lives of long-livedÂ assets, the determination of the incremental borrowing rate used for operating lease liabilities, valuation of acquired goodwill and intangible assets, and other assumptions used to measure stock-basedÂ compensation, and the valuation of deferred income tax assets and uncertain tax positions. These estimates and assumptions are based on managementâ€™s best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company adjusts such estimates and assumptions when facts and circumstances dictate. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.Concentration of Credit Risk and Other Risks and UncertaintiesFinancial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. Cash and cash equivalents are held in domestic and foreign cash accounts across large, creditworthy financial institutions. The Company has not experienced any losses on its deposits of cash and cash equivalents through 13ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)deposits with federally insured commercial banks and at times cash deposit balances may be in excess of federal insurance limits. Accounts receivable are stated at the amount the Company expects to collect. The Company generally does not require collateral or other security in support of accounts receivable. To reduce credit risk, management performs ongoing credit evaluations of its customersâ€™ financial condition.Concentration of credit risk with respect to trade accounts receivable is considered to be limited due to the diversity of the Companyâ€™s customer base and geographic sales areas. As of JulyÂ 31, 2024, no customer individually accounted for 10% or more of accounts receivable, net. As of JanuaryÂ 31, 2024, one customer individually accounted for 10% or more of accounts receivable, net. For the three and six months ended July 31, 2024, no customer individually represented 10% or more of total revenue. For the three and six months ended JulyÂ 31, 2023, no customer individually represented 10% or more of total revenue. The Companyâ€™s revenue is concentrated in the infrastructure needed for charging EVs, an industry which is highly competitive and rapidly changing. Significant technological changes within the industry or customer requirements, or the emergence of competitive products with new capabilities or technologies, could adversely affect the Companyâ€™s business, operating results and financial condition.Segment ReportingOperating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief decision maker (â€œCODMâ€). The Company operates as one operating segment because its Chief Executive Officer, as the Companyâ€™s CODM, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels of components below the consolidated unit level.Cash, Cash Equivalents, and Restricted CashThe Company considers all highly liquid investments with an original maturity of three months or less, when purchased, to be cash equivalents. Cash equivalents may be invested in money market funds. Cash and cash equivalents are carried at cost, which approximates their fair value.Restricted cash relates to cash deposits restricted under letters of credit issued in support of customer and contract manufacturer agreements.The reconciliation of cash, cash equivalents, and restricted cash to amounts presented in the condensed consolidated statements of cash flows was as follows:July 31,2024January 31,2024(in thousands)Cash and cash equivalents$243,263Â $327,410Â Restricted cash400Â 30,400Â Total cash, cash equivalents, and restricted cash$243,663Â $357,810Â Fair Value of Financial InstrumentsFair value is defined as an exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities measured at fair value are classified into the following categories based on the inputs used to measure fair value:â€¢(Level 1)Â â€"Â Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;â€¢(Level 2)Â â€"Â Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly; and14ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)â€¢(Level 3)Â â€"Â Inputs that are unobservable for the asset or liability.The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Companyâ€™s assessment of a particular input to the fair value measurement requires management to make judgments and consider factors specific to the asset or liability. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented. The Company had no material non-financialÂ assets valued on a non-recurringÂ basis that resulted in an impairment in any period presented.The carrying values of the Companyâ€™s cash equivalents, accounts receivable, net, accounts payable, and accrued and other current liabilities approximate fair value based on the highly liquid, short-termÂ nature of these instruments.Revenue RecognitionChargePoint accounts for revenue in accordance with ASC 606, Revenue from Contracts with Customers (â€œASC 606â€). The Company recognizes revenue using the following five-step model as prescribed by ASC 606:â€¢Identification of the contract, or contracts, with a customer;â€¢Identification of the performance obligations in the contract;â€¢Determination of the transaction price;â€¢Allocation of the transaction price to the performance obligations in the contract; andâ€¢Recognition of revenue when, or as, the Company satisfies a performance obligation.Significant judgment and estimates are necessary for the allocation of the proceeds received from an arrangement to the multiple performance obligations and the appropriate timing of revenue recognition. The Company enters into contracts with customers that regularly include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, extended maintenance, and professional services. For arrangements with multiple products or services, the Company evaluates whether the individual products or services qualify as distinct performance obligations. In its assessment of whether products or services are a distinct performance obligation, the Company determines whether the customer can benefit from the product or service on its own or with other readily available resources and whether the service is separately identifiable from other products or services in the contract. This evaluation requires the Company to assess the nature of each of its Networked Charging Systems, subscriptions, and other offerings and how each is provided in the context of the contract, including whether they are significantly integrated which may require judgment based on the facts and circumstances of the contract.The transaction price for each contract is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised products or services to the customer. Collectability of revenue is reasonably assured based on historical evidence of collectability of fees the Company charges its customers. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. Revenue is recorded based on the transaction price excluding amounts collected on behalf of third parties such as sales taxes, which are collected on behalf of and remitted to governmental authorities, or driver fees, collected on behalf of customers who offer public charging for a fee.When agreements involve multiple distinct performance obligations, the Company accounts for individual performance obligations separately if they are distinct. The Company applies significant judgment in identifying and accounting for each performance obligation, as a result of evaluating terms and conditions in contracts. The transaction price is allocated to the separate performance obligations on a relative standalone selling price (â€œSSPâ€) basis. The Company determines SSP based on observable standalone selling price when it is available, as well as other factors, including the price charged to its customers, its 15ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)discounting practices, and its overall pricing objectives, while maximizing observable inputs. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, the Company estimates the SSP using the residual approach.The Company usually bills its customers at the onset of the arrangement for both the products and a predetermined period of time for services. Contracts for services typically range from annual to multi-year agreements with typical payment terms of 30 to 90 days.Networked Charging Systems revenueNetworked Charging Systems revenue includes revenue related to the deliveries of EV charging system infrastructure and fees received for transferring regulatory credits earned for participating in low carbon fuel programs in jurisdictions with such programs. The Company recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory credits is recognized at the point in time the regulatory credits are transferred.Subscriptions revenueSubscriptions revenue consists of services related to Cloud, as well as extended maintenance service plans under Assure. Subscriptions revenue is recognized over time on a straight-line basis as the Company has a stand-ready obligation to deliver such services to the customer.Subscriptions revenue also consists of CPaaS revenue, which combines the customerâ€™s use of the Companyâ€™s owned and operated systems with Cloud and Assure programs into a single subscription. CPaaS subscriptions are considered for accounting purposes to contain a lease for the customerâ€™s use of the Companyâ€™s owned and operated systems unless the location allows the Company to receive incremental economic benefit from regulatory credits earned on that owned and operated system. The leasing arrangements the Company enters into with lessees are operating leases. The Company recognizes operating lease revenue on a straight-line basis over the lease term and expenses deferred initial direct costs on the same basis. Lessor revenue relates to operating leases and historically has not been material.Other revenueOther revenue consists of charging related fees received from drivers using charging sites owned and operated by the Company, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by ChargePoint customers, and other professional services. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as the Company has a stand-ready obligation to deliver such services. Revenue from driver charging sessions and charging transaction fees is recognized at the point in time the charging session or transaction is completed. Revenue from professional services is recognized as the services are rendered.Accounting PronouncementsRecent Issued Accounting Standards Not Yet AdoptedIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued ASU No. 2023-07, â€œSegment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,â€ (â€œASU 2023-07â€) which amends and enhances the disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. All disclosure requirements under this standard will also be required for public entities with a single reportable segment. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2023, including interim periods within fiscal years beginning after December 15, 2024. The Company plans to adopt ASU 2023-07 and conform with applicable disclosures retrospectively when it becomes mandatorily effective for the Annual Report on Form 10-K for the year ending January 31, 2025.In December 2023, the FASB issued ASU No. 2023-09, â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosures,â€ which requires companies to provide disaggregated information about a reporting entityâ€™s effective tax rate reconciliation as well as further disaggregation on income taxes paid disclosure by federal, state, and foreign taxes. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2024. The Company is currently assessing the impact of adopting this standard on the condensed consolidated financial statements and related disclosures.16ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)3.Goodwill and Intangible AssetsThe following table summarizes the changes in carrying amounts of goodwill (in thousands):Balance as of JanuaryÂ 31, 2024$213,750Â Foreign exchange fluctuations7Â Balance as of JulyÂ 31, 2024$213,757Â There was no impairment recognized for the three and six months ended JulyÂ 31, 2024 and 2023. The following table presents the details of intangible assets:July 31, 2024Cost (1)Accumulated Amortization (1)Net (1)Useful Life(amounts in thousands, useful lives in years)Customer relationships$90,759Â $(25,840)$64,919Â 10Developed technology18,358Â (8,787)9,571Â 6$109,117Â $(34,627)$74,490Â _______________(1)Â Values are translated into U.S. Dollars at period-end foreign exchange rates.January 31, 2024Cost (1)Accumulated Amortization (1)Net (1)Useful Life(amounts in thousands, useful lives in years)Customer relationships$90,755Â $(21,301)$69,454Â 10Developed technology18,358Â (7,257)11,101Â 6$109,113Â $(28,558)$80,555Â _______________(1)Â Values are translated into U.S. Dollars at period-end foreign exchange rates.Amortization expense for customer relationships and developed technology is shown as sales and marketing and cost of revenue, respectively, in the condensed consolidated statements of operations. The acquired intangible assets and goodwill are subject to impairment review at least annually on December 31st.Acquisition-related intangible assets included in the above table are finite-lived and are carried at cost less accumulated amortization. Intangible assets are being amortized on a straight-line basis over their estimated lives, which approximates the pattern in which the economic benefits of the intangible assets are expected to be realized.The following table presents the amortization expense related to intangible assets:Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)Amortization expense$3,028Â $3,039Â $6,051Â $6,077Â 17ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)4.Composition of Certain Financial Statement ItemsInventoriesInventories consisted of the following:July 31,2024January 31,2024(in thousands)Raw materials$9,676Â $5,322Â Finished goods and components218,843Â 193,258Â Total Inventories$228,519Â $198,580Â Prepaid expense and other current assetsPrepaid expense and other current assets consisted of the following:July 31,2024January 31,2024(in thousands)Prepaid expense$46,941Â $43,389Â Other current assets22,308Â 18,855Â Total Prepaid Expense and Other Current Assets$69,249Â $62,244Â Property and Equipment, netProperty and equipment, net consisted of the following:July 31,2024January 31,2024(in thousands)Furniture and fixtures$1,720Â $1,718Â Computers and software9,310Â 8,520Â Machinery and equipment38,482Â 35,954Â Tooling16,219Â 15,852Â Leasehold improvements9,970Â 9,828Â Owned and operated systems29,615Â 27,723Â Construction in progress1,702Â 2,310Â 107,018Â 101,905Â Less: Accumulated depreciation(67,712)(59,459)Total Property and Equipment, Net$39,306Â $42,446Â The following table presents the depreciation expense:Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)Depreciation expense4,423Â 3,925Â 8,844Â 7,941Â Accrued and Other Current Liabilities18ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Accrued and other current liabilities consisted of the following:July 31,2024January 31,2024(in thousands)Accrued expenses$36,175Â $51,399Â Accrued losses on purchase commitments27,547Â 30,054Â Refundable customer deposits16,875Â 16,588Â Payroll and related expenses13,981Â 16,018Â Taxes payable17,615Â 14,294Â Other current liabilities34,486Â 30,751Â Total Accrued and Other Current Liabilities$146,679Â $159,104Â RevenueRevenue consisted of the following:Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)United States$76,818Â $112,960Â $155,633Â $210,091Â Rest of World31,721Â 37,534Â 59,949Â 70,432Â Total revenue$108,539Â $150,494Â $215,582Â $280,523Â Deferred RevenueThe following table shows the total deferred revenue for each period presented.July 31,2024January 31,2024(in thousands)Deferred revenue238,553Â 231,439Â The following table shows the revenue recognized that was included in the deferred revenue balance at the beginning of the period.Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)Deferred revenue recognized$27,975Â $24,418Â $59,777Â $50,432Â Remaining Performance ObligationsRemaining performance obligations represent the amount of contracted future revenue not yet recognized as the amounts relate to undelivered performance obligations, including both deferred revenue and non-cancellableÂ contracted amounts that will be invoiced and recognized as revenue in future periods. Revenue expected to be recognized from remaining performance obligations was $260.6 million as of JulyÂ 31, 2024, of which 43% is expected to be recognized over the next twelve months.19ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)5.Restructuring ChargesJanuary 2024 ReorganizationIn January 2024, the Company implemented a reorganization plan to reduce its operating expenses and further increase efficiencies (the â€œJanuary 2024 Reorganizationâ€). The January 2024 Reorganization entailed a reduction in force of approximately 223 employees, or 12% of the Companyâ€™s global workforce at the time and other actions to reduce expenses. As a result, in the fourth quarter of fiscal year 2024, the Company incurred $9.9Â million of employee severance, termination and employment-related exit costs and $2.7Â million of facility exit costs, including impairment charges and accelerated depreciation of right-of-use assets. During the three and six months ended July 31, 2024, no further restructuring charges related to the January 2024 Reorganization were incurred. The following table summarizes the charges by line item within the Companyâ€™s consolidated statements of operations where they were recorded in the fiscal year ended January 31, 2024:Severance and employment-related termination costsFacility and other contract terminationsTotal(in thousands)Cost of revenue$632Â $â€"Â $632Â Research and development7,540Â â€"Â 7,540Â Sales and marketing500Â â€"Â 500Â General and administrative1,274Â 2,708Â 3,982Â Total$9,946Â $2,708Â $12,654Â During the three and six months ended July 31, 2024, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs and facility exit costs. As of July 31, 2024, there were $1.5Â million of restructuring-related liabilities, including $1.4Â million in severance and employment-related exit costs and $0.1Â million in facility exit cost. As of January 31, 2024, restructuring-related liabilities were $10.6Â million, including $10.2Â million in severance and employment-related exit costs and $0.4Â million in facility exit costs.September 2023 ReorganizationIn September 2023, the Company implemented a reorganization plan to reduce its operating expenses and increase efficiencies (the â€œSeptember 2023 Reorganizationâ€). The September 2023 Reorganization entailed a reduction in force of approximately 168 employees, or 10% of the Companyâ€™s global workforce at the time and other actions to reduce expense. As a result, in the third quarter of fiscal year 2024, the Company incurred $15.6Â million of employee severance and employment-related termination costs, and facility and other contract termination charges.During the three and six months ended July 31, 2024, no further restructuring charges related to the September 2023 Reorganization were incurred. The following table summarizes the charges by line item within the Companyâ€™s consolidated statements of operations where they were recorded in the fiscal year ended January 31, 2024:Severance and employment-related termination costsFacility and other contract terminationsTotal(in thousands)Cost of revenue$996Â $â€"Â $996Â Research and development4,183Â â€"Â 4,183Â Sales and marketing1,343Â â€"Â 1,343Â General and administrative890Â 8,189Â 9,079Â Total$7,412Â $8,189Â $15,601Â 20ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)During the three and six months ended July 31, 2024, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs. As of July 31, 2024, there were $0.4Â million in restructuring-related liabilities. As of January 31, 2024, there were $0.5Â million restructuring-related liabilities.6.DebtThe following table presents the Companyâ€™s convertible debt outstanding:July 31,2024January 31, 2024(in thousands)Gross amount$300,000Â $300,000Â Debt discount and issuance costs(14,325)(16,296)Carrying amount$285,675Â $283,704Â Estimated fair value (Level 2 Inputs)$217,000Â $211,000Â The following table presents the Companyâ€™s interest expense:Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)2028 Convertible NotesContractual interest expense$5,250Â $2,625Â $10,515Â $5,250Â Amortization of debt discount and issuance costs985301Â 1,970Â 603Â 2027 Revolving Credit FacilityAmortization of debt issuance costs212Â â€”Â 423Â â€”Â Commitment fees153Â â€”Â 303Â â€”Â Total interest expense$6,600Â $2,926Â $13,211Â $5,853Â 2028 Convertible NotesIn April 2022, the Company completed a private placement of $300.0Â million aggregate principal amount of unsecured Convertible Senior PIK Toggle Notes (the â€œOriginal Convertible Notesâ€), the terms of which were amended in October 2023, as described below (the â€œNotes Amendmentâ€). Prior to the Notes Amendment, the maturity date of the Original Convertible Notes was April 1, 2027. The Original Convertible Notes were sold in a private placement in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the â€œSecurities Actâ€) provided by Section 4(a)(2) of the Securities Act. The net proceeds from the sale of the Original Convertible Notes were approximately $294.0Â million after deducting initial purchaser discounts and commissions and the Companyâ€™s offering expenses. The debt discount and issuance costs, net of accumulated amortization, are reported as a direct deduction from the face amount of the Original Convertible Notes. The Company expects to use the net proceeds for general corporate purposes.Prior to the Notes Amendment, the Original Convertible Notes bore interest at 3.50% per annum, to the extent paid in cash (â€œCash Interestâ€), or 5.00% per annum, to the extent paid in kind through the issuance of additional Original Convertible Notes (â€œPIK Interestâ€). Interest is payable semi-annually in arrears on April 1st and October 1st of each year, beginning on October 1, 2022. The Company can elect to make any interest payment through Cash Interest, PIK Interest or any combination thereof.The Original Convertible Notes are convertible, based on the applicable conversion rate, into cash, shares of the Companyâ€™s Common Stock or a combination thereof, at the Companyâ€™s election. The initial conversion rate was 41.6119 shares 21ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)per $1,000 principal amount of the Original Convertible Notes, subject to customary anti-dilution adjustment in certain circumstances, which represented an initial conversion price of approximately $24.03 per share.Under the terms of the Original Convertible Notes, prior to January 1, 2027, the Original Convertible Notes will be convertible at the option of the holders only upon the occurrence of specified events and during certain periods, and will be convertible on or after January 1, 2027, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date of the Original Convertible Notes.Holders of the Original Convertible Notes may convert all or a portion of their Original Convertible Notes prior to the close of business on January 1, 2027, only under the following circumstances:â€¢during any calendar quarter commencing after the calendar quarter ended on September 30, 2022, if the Companyâ€™s closing Common Stock price for at least 20 trading days out of the most recent 30 consecutive trading days of the preceding calendar quarter is greater than or equal to 130% of the current conversion price of the Original Convertible Notes on each applicable trading day;â€¢during the five business day period after any ten consecutive trading days in which, if the trading price per $1,000 principal amount of Original Convertible Notes for each trading day of such ten consecutive trading day period is less than 98% of the product of the Companyâ€™s closing Common Stock price and the conversion rate of the Original Convertible Notes on each such trading day;â€¢if the Company calls the Original Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date; orâ€¢upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change or a transaction resulting in the Companyâ€™s Common Stock converting into other securities or property or assets.The Original Convertible Notes will be redeemable, in whole or in part, at the Companyâ€™s option at any time on or after April 21, 2025, and before the 41st scheduled trading day immediately before the maturity date. The redemption price will be equal to the aggregate principal amount of the Original Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, a holder may elect to convert its Original Convertible Notes during any such redemption period, in which case the applicable conversion rate may be increased in certain circumstances if the Original Convertible Notes are converted after they are called for redemption.Additionally, if the Company undergoes a fundamental change or a change in control transaction (each such term as defined in the indenture governing the Original Convertible Notes), subject to certain conditions, holders may require the Company to purchase for cash all or any portion of their Original Convertible Notes. The fundamental change repurchase price will be 100% of the capitalized principal amount of the Original Convertible Notes, while the change in control repurchase price will be 125% of the capitalized principal amount of the Original Convertible Notes to be purchased, in each case plus any accrued and unpaid interest to, but excluding, the repurchase date. The indenture governing the Original Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of the Company and its subsidiaries to incur secured debt in excess of $750.0Â million. In addition, the indenture governing the Original Convertible Notes contains customary terms and covenants, including certain events of default in which case either the trustee or the holders of at least 25% of the aggregate principal amount of the outstanding Original Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on, all the Original Convertible Notes to be due and payable immediately.On October 24, 2023, the Original Convertible Notes were amended to (1) extend the maturity date from April 1, 2027 to April 1, 2028, (2) increase the Cash Interest rate to 7.0% from 3.5% and PIK Interest rate to 8.5% from 5.0%, (3) increase the initial conversion rate to 83.333 shares per $1,000 principal amount of the convertible notes from 41.6119 shares per $1,000 principal amount of the convertible notes, which represented a revised initial conversion price of approximately $12.00 per share, and (4) revise the make-whole table to reflect the revised terms of the convertible notes (herein, â€œ2028 Convertible Notesâ€). Other than those previously stated, the terms of the 2028 Convertible Notes are not substantially different from the terms of Original Convertible Notes. The Company assessed the Notes Amendment for a debt extinguishment or modification 22ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)in accordance with ASC 470-50, Debt Modifications and Extinguishments. As both the change in net present value of future cash flows of the 2028 Convertible Notes to that of the Original Convertible Notes and the change in fair value of the embedded conversion option of the 2028 Convertible Notes to that of the carrying value of the Original Convertible Notes immediately before modification resulted in a less than 10% change, the amendment is regarded as a modification. The resulting increase in fair value of the embedded conversion option is recorded as an increase in debt discount, a contra-liability account, as well as the corresponding entry to additional paid-in-capital, in the condensed consolidated balance sheets. Legal fees and other costs incurred with third parties that were directly related to the debt modification were expensed as incurred.As of JulyÂ 31, 2024, the effective interest rate on the 2028 Convertible Notes was approximately 8.59%. Amortization of debt discount and issuance costs is reported as a component of interest expenses and is computed using the straight-line method over the term of the 2028 Convertible Notes, which approximates the effective interest method.The estimated fair value of the 2028 Convertible Notes, valued using Level 2 fair value inputs, as of JulyÂ 31, 2024 and January 31, 2024 was $217.0Â million and $211.0Â million, respectively.2027 Revolving Credit FacilityOn July 27, 2023, the Company entered into a revolving credit agreement by and among the Company, ChargePoint, Inc. (the â€œBorrowerâ€), certain subsidiaries of the Borrower as guarantors (the â€œSubsidiary Guarantorsâ€), JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto (the â€œCredit Agreementâ€). The Credit Agreement provides for senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0Â million, with a maturity date of January 1, 2027 (the â€œ2027 Revolving Credit Facilityâ€). Pursuant to the Credit Agreement, the Borrower may from time to time arrange for one or more increases in the commitments under the 2027 Revolving Credit Facility in an aggregate principal amount not to exceed $150.0Â million, subject to obtaining the consent of the lenders participating in any such increase. Up to $100.0Â million of the 2027 Revolving Credit Facility may be used for the issuance of letters of credit. The obligations of the Borrower under the Credit Agreement are guaranteed by the Company and the Subsidiary Guarantors and secured by a first priority pledge of the equity securities of the Borrower and certain of its subsidiaries and first priority security interests in substantially all tangible and intangible personal property, including intellectual property, of the Company, the Borrower and each Subsidiary Guarantor, subject to customary exceptions and limitations.The Credit Agreement contains negative covenants that, among other things, restrict the ability of the Company, the Borrower and its subsidiaries, as applicable, to incur additional indebtedness, incur additional liens, make investments or acquisitions, make dividends, distributions, or other restricted payments, dispose of property, and enter into transactions with affiliates, in each case subject to certain dollar baskets and customary carveouts, as well as customary events of default. In addition, the Credit Agreement requires the Borrower to comply with a minimum total liquidity covenant to be not less than 150% of the aggregate amount of the lenderâ€™s commitment under the Credit Agreement (â€œTotal Liquidityâ€) which requires the Borrower to maintain, at all times, Total Liquidity equal to the sum of cash and cash equivalents held by the Borrower and the other loan parties at controlled accounts with the initial lenders under the Credit Agreement plus the aggregate unused amount of the commitments then available to be drawn under the 2027 Revolving Credit Facility.Borrowings under the 2027 Revolving Credit Facility may be denominated in U.S. dollars, Euros, or Pound Sterling. At the Companyâ€™s option, borrowings may bear interest at a rate per annum equal to either (a) an alternate base rate (for borrowings in U.S. dollars) plus a rate per annum of 1.75%, (b) an adjusted SOFR term rate (for borrowings in U.S. dollars) plus a rate per annum of 2.75%, (c) an adjusted EURIBOR rate (for borrowings in Euros) plus a rate per annum of 2.75%, or (d) a daily simple â€œrisk-freeâ€ rate (for borrowings in Pounds Sterling) plus a rate per annum of 2.75%. The Company will pay commitment fees on the average daily unused amount of the 2027 Revolving Credit Facility at a rate per annum of 0.40%. In addition, the Company will also pay participation fees on the average daily undrawn amount of outstanding letters of credit at a rate per annum of 2.25%.In October 2023, the Company entered into an amendment to the Credit Agreement to, among other things, permit the Company to complete the Notes Amendment (as described above).23ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)As of July 31, 2024, the Borrower had no borrowings outstanding under the 2027 Revolving Credit Facility. The Borrower also had no letters of credit outstanding under the Credit Agreement as of July 31, 2024, and as a result, had a borrowing capacity of up to $150.0Â million.7.Commitments and ContingenciesPurchase CommitmentsOpen purchase commitments are for the purchase of goods and services related to, but not limited to, manufacturing, facilities and professional services under non-cancellable contracts. No open purchase commitments were recorded as liabilities on the condensed consolidated balance sheets as of JulyÂ 31, 2024 as the Company had not yet received the related goods or services.Legal ProceedingsThe Company may be involved in various lawsuits, claims, and proceedings, including intellectual property, commercial, securities, and employment matters that arise in the normal course of business. The Company accrues a liability when management believes information available prior to the issuance of the condensed consolidated financial statements indicates it is probable a loss has been incurred as of the date of the condensed consolidated financial statements and the amount of loss can be reasonably estimated. The Company adjusts its accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Legal costs are expensed as incurred.Class Action LitigationA class action lawsuit alleging violations of federal securities laws was filed on November 29, 2023 in the U.S. District Court for the Northern District of California against the Company and certain of its former officers (the â€œClass Defendantsâ€). A second class action lawsuit (together with the November 2023 Class Action, the â€œClass Actionsâ€) was filed against the Class Defendants on January 22, 2024. On May 16, 2024, the Court consolidated the Class Actions into one action captioned Khan v. ChargePoint Holdings, Inc., et al., Case No. 23-cv-06172-EKL, appointed two lead plaintiffs, and appointed lead counsel. On July 19, 2024, Lead Plaintiffs filed a Consolidated Amended Complaint which purports to be on behalf of purchasers of the Companyâ€™s stock between December 7, 2021 and November 16, 2023. This Consolidated Amended Complaint alleges that the Class Defendants made materially false and misleading statements in violation of Section 10(b) and Rule 10(b)-5 of the Securities and Exchange Act regarding, (1) ChargePointâ€™s handling of supply chain disruptions; (2) ChargePointâ€™s revenue; and (3) the value of ChargePointâ€™s inventory. Lead Plaintiffs also allege the Class Defendants engaged in a scheme to prematurely recognize revenue in violation of Sections 10(a) and (c) of the Securities and Exchange Act. Class Defendantsâ€™ deadline to respond to or file a motion to dismiss the Consolidated Amended Complaint is September 17, 2024 with additional briefing to follow.Derivative ActionsOn January 5, 2024, a ChargePoint stockholder purporting to act on behalf of the Company filed an action in the U.S. District Court for the District of Delaware against ChargePointâ€™s Board of Directors and certain of its former officers (â€œDerivative Defendantsâ€), alleging that the Derivative Defendants breached their fiduciary duties to ChargePoint in connection with the same alleged events and alleged materially false and misleading statements asserted in the Class Actions described above. This action has been stayed. Four additional substantively duplicative actions were filed in the U.S. District Court for the Northern District of California on January 8, 2024, March 1, 2024, May 2, 2024, and May 24, 2024. The complaints seek unspecified monetary damages and other relief. The parties are in the process of seeking Court approval to relate and consolidate these cases.The Company intends to defend these lawsuits vigorously. At this time, the Company is unable to predict the outcome or estimate the amount of loss or range of losses that could potentially result from these lawsuits.Based on its experience, the Company believes that damage amounts claimed in these matters are not meaningful indicators of potential liability. Given the inherent uncertainties of litigation, the ultimate outcome of the ongoing matters described herein cannot be predicted with certainty. While litigation is inherently unpredictable, the Company believes it has valid defenses with respect to the legal matters pending against it. Nevertheless, the Companyâ€™s results of operations, cash 24ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)flows and financial condition could be materially adversely affected in a particular period by the resolution of one or more of these contingencies. Liabilities established to provide for contingencies are adjusted as further information develops, circumstances change, or contingencies are resolved; and such changes are recorded in the accompanying condensed consolidated statements of operations during the period of the change and reflected in accrued and other current liabilities on the accompanying condensed consolidated balance sheets.Guarantees and IndemnificationsThe Company has service level commitments to certain of its customers warranting levels of uptime reliability and performance and permitting those customers to receive credits if the Company fails to meet those levels. To date, the Company has not incurred any material costs as a result of such commitments.The Companyâ€™s arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-partyâ€™s intellectual property rights. Additionally, the Company may be required to indemnify for claims caused by its negligence or willful misconduct. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the condensed consolidated financial statements.The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.Letters of CreditThe Company had $0.4Â million and $30.4Â million of secured letters of credit outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively. On May 16, 2024, the letter of credit agreement with one of the Companyâ€™s contract manufacturers expired and the lender released $30.0Â million of restricted cash to the Company. These primarily relate to support of contract manufacturer and customer agreements, and are fully collateralized by cash deposits which the Company recorded in restricted cash on its condensed consolidated balance sheets based on the term of the remaining restriction.LeasesThe Company leases its office facilities under non-cancelable operating leases with various lease terms. The Company also leases certain office equipment under operating lease agreements.The following table presents future payments of lease liabilities under the Company's non-cancelable operating leases as of JulyÂ 31, 2024 (in thousands):(in thousands)2025 (remaining six months)$3,332Â 20265,733Â 20275,505Â 20284,646Â 20294,044Â Thereafter2,303Â Total undiscounted operating lease payments25,563Â Less: imputed interest(4,100)Total operating lease liabilities21,463Â Less: current portion of operating lease liabilities(4,361)Operating lease liabilities, noncurrent$17,102Â 25ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)8.Common StockAs of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, the Company was authorized to issue 1,000,000,000 shares of Common Stock, with a par value of $0.0001 per share. There were 430,830,553 and 421,116,720 shares issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively.At-the-Market OfferingOn July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permits the Company to offer up to $1.0Â billion of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the â€œShelf Registration Statementâ€). As part of the Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0Â million of Common Stock pursuant to a sales agreement (the â€œATM Facilityâ€). During the three and six months ended July 31, 2024, there was no sale of the Companyâ€™s Common Stock pursuant to the ATM Facility. During the three months ended JulyÂ 31, 2023, the Company sold a total of 4,076,072 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $37.3 million, net of $0.4 million of issuance costs. During the six months ended July 31, 2023, the Company sold a total of 5,985,100 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $54.8 million, net of $0.6 million of issuance costs.As of JulyÂ 31, 2024, $161.6 million of shares of Common Stock remained available for sale pursuant to the ATM Facility.9.Common Stock WarrantsLegacy ChargePoint had outstanding warrants to purchase shares of Legacy ChargePoint common stock (collectively, â€œLegacy Warrantsâ€), which now represent warrants to purchase Common Stock. As of JulyÂ 31, 2024, there were 34,499,436 Legacy Warrants outstanding, which are classified as equity. There was no Legacy Warrants activity during the three and six months ended JulyÂ 31, 2024 and 2023. Activity of Legacy Warrants is set forth below:Â Legacy WarrantsOutstanding as of January 31, 202434,499,436Â Warrants exercisedâ€”Outstanding as of July 31, 202434,499,43626ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)10.Equity Plans and Stock-based CompensationThe following sets forth the total stock-based compensation expense for employee equity plans included in the Companyâ€™s condensed consolidated statements of operations:Three Months EndedJuly 31, Six Months EndedJuly 31, 2024202320242023(in thousands)Cost of revenue$1,526Â $1,938Â $2,610Â $2,933Â Research and development10,731Â 15,847Â 19,033Â 25,353Â Sales and marketing4,463Â 6,757Â 9,905Â 10,926Â General and administrative2,049Â 10,557Â 8,820Â 19,851Â Total stock-based compensation expense$18,769Â $35,099Â $40,368Â $59,063Â As of JulyÂ 31, 2024, the Company had unrecognized stock-based compensation expense related to stock options, RSUs and PRSUs (as defined below), and 2021 ESPP (as defined below) of $136.4Â million, which is expected to be recognized over a weighted-average period of 2.2 years.2021 Employee Stock Purchase PlanThe 2021 Employee Stock Purchase Plan (â€œ2021 ESPPâ€) permits participants to purchase shares of the Companyâ€™s Common Stock at a discounted price through payroll deductions. As of JulyÂ 31, 2024, 15,498,912 shares of Common Stock were available under the 2021 ESPP.2021 Equity Incentive PlanThe 2021 Equity Incentive Plan (â€œ2021 EIPâ€) allows the Company to grant stock options, stock appreciation rights, restricted stock units (â€œRSUsâ€), performance restricted stock units (â€œPRSUsâ€), and certain other awards. As of JulyÂ 31, 2024, 37,590,709 shares of Common Stock were available under the 2021 EIP. There were no options granted for the three and six months ended JulyÂ 31, 2024.Restricted Stock UnitsA summary of RSUs outstanding under the 2021 EIP as of JulyÂ 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:Â Number of SharesWeighted Average Grant Date Fair Value per ShareOutstanding as of January 31, 202428,416,127Â $7.35Â RSU granted22,271,093Â $1.51Â RSU vested(5,231,209)$7.09Â RSU forfeited(4,428,242)$9.77Â Outstanding as of July 31, 202441,027,769Â $3.95Â 27ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)Performance Restricted Stock UnitsA summary of PRSUs outstanding under the 2021 EIP as of JulyÂ 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:Â Number of SharesWeighted Average Grant Date Fair Value per ShareOutstanding as of January 31, 20243,147,782Â $6.79Â PRSUs granted1,208,250Â $1.26Â PRSU forfeited(1,170,008)$10.47Â Outstanding as of July 31, 20243,186,024Â $3.34Â 2017 Plan and 2007 PlanIn fiscal year 2022, the Company terminated its 2017 Stock Option Plan (the â€œ2017 Planâ€) and 2007 Stock Option Plan (the â€œ2007 Planâ€). A summary of options outstanding under the 2017 Plan and 2007 Plan as of JulyÂ 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:Â Number of Stock Option AwardsWeighted Average Exercise PriceWeighted Average Remaining Contractual term (in years)Aggregate Intrinsic Value (in thousands)Outstanding as of January 31, 202411,396,756Â $0.74Â 4.8$13,276Â Options exercised(2,629,090)$0.58Â Options cancelled(76,860)$0.74Â Outstanding as of July 31, 20248,690,806Â $0.78Â 2.2$12,061Â Options vested and expected to vest as of July 31, 20248,690,806Â $0.78Â 2.2$12,061Â Exercisable as of July 31, 20248,690,806Â $0.78Â 2.2$12,061Â 11.Income TaxesThe income tax provision for interim periods is determined using an estimate of the Companyâ€™s annual effective tax rate as adjusted for discrete items arising in that quarter. The effective income tax rate was (2.5)% and (0.7)% for the three months ended JulyÂ 31, 2024 and 2023, respectively. The effective income tax rate was (1.5)% and (0.2)% for the six months ended JulyÂ 31, 2024 and 2023, respectively. The effective tax rate differs from the U.S. statutory rate primarily due to the full valuation allowances on the Companyâ€™s net domestic deferred tax assets as it is more likely than not that all of the deferred tax assets will not be realized.28ChargePoint Holdings, Inc.Notes to Condensed Consolidated Financial Statements(unaudited)12.Basic and Diluted Net Loss per ShareThe following table sets forth the computation of the Companyâ€™s basic and diluted net loss per share attributable to common stockholders for the three and six months ended JulyÂ 31, 2024 and 2023:Three Months EndedJuly 31, Six Months EndedJuly 31,2024202320242023(in thousands, except share and per share data)Numerator:Net loss$(68,874)$(125,255)$(140,673)$(204,643)Denominator:Weighted average common shares outstanding427,532,688Â 355,893,921Â 425,434,765Â 353,031,968Â Less: Weighted average unvested restricted shares and shares subject to repurchaseâ€”Â (17,114)â€”Â (23,495)Weighted average shares outstanding - Basic and Diluted427,532,688Â 355,876,807Â 425,434,765Â 353,008,473Â Net loss per share - Basic and Diluted(0.16)(0.35)(0.33)(0.58)The potential shares of Common Stock that were excluded from the computation of diluted net loss per share attributable to common stockholders at each period end because including them would have had an antidilutive effect were as follows: July 31,2024July 31,20232028 Convertible Notes (on an as-converted basis)24,999,990Â 12,483,569Â Options to purchase common stock8,690,806Â 15,366,376Â Restricted stock units41,027,769Â 22,763,199Â Unvested early exercised common stock optionsâ€”Â 12,178Â Common stock warrants34,499,436Â 34,499,436Â Employee stock purchase plan6,354,138Â 2,739,885Â Total potentially dilutive common share equivalents115,572,139Â 87,864,643Â PRSUs granted were excluded from the above table because the respective stock price targets have not been met as of JulyÂ 31, 2024.13.Subsequent EventOn September 4, 2024, the Company announced the reorganization of its operations including a reduction of the Company's current global workforce by approximately 15% (the â€œSeptember 2024 Reorganizationâ€). The Company estimates the aggregate restructuring costs associated with the September 2024 Reorganization to be approximately $10.0Â million, primarily consisting of severance payments, employee benefits and related costs. The Company expects to incur these costs primarily during the third and fourth fiscal quarters. The estimates of the charges and expenditures that the Company expects to incur in connection with the September 2024 Reorganization, and the timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and actual amounts may differ materially from estimates. In addition, the Company may incur other charges or cash expenditures not currently contemplated due to unanticipated events that may occur, including in connection with the implementation of the September 2024 Reorganization.29ITEM 2. MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONÂ AND RESULTS OF OPERATIONSThe following discussion of the financial condition and results of operations of ChargePoint Holdings, Inc. (â€œChargePointâ€ or the â€œCompanyâ€) should be read in conjunction with ChargePointâ€™s condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report, and the audited consolidated financial statements for the year ended JanuaryÂ 31, 2024 and related notes included in the Companyâ€™s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the â€œSECâ€) on April 1, 2024. This discussion may contain forward-lookingÂ statements based upon current expectations that involve risks and uncertainties. ChargePointâ€™s actual results may differ materially from those anticipated in these forward-lookingÂ statements as a result of various factors, including those set forth under â€œRisk Factorsâ€ in Part II, Item 1A of this Quarterly Report. OverviewChargePoint designs, develops and markets networked electric vehicle (â€œEVâ€) charging system infrastructure (â€œNetworked Charging Systemsâ€) connected through cloud-basedÂ services (â€œCloudâ€ or â€œCloud Servicesâ€) which (i) enable charging systems owners, or hosts, to manage their Networked Charging Systems, and (ii) enable drivers to locate, reserve and authenticate Networked Charging Systems and to transact EV charging sessions on those systems. ChargePointâ€™s Networked Charging Systems, subscriptions and other offerings provide an open platform that integrates with system hardware from ChargePoint and other manufacturers, connecting systems over an intelligent network that provides real-timeÂ information about charging sessions and full control, support and management of the Networked Charging Systems. This network provides multiple web-basedÂ portals for charging system owners, fleet managers, drivers and utilities.ChargePoint generates revenue primarily through the sale of Networked Charging Systems, Cloud Services and extended parts and labor warranties (â€œAssureâ€). The Company also generates revenue, in some instances, by providing customers use of ChargePointâ€™s owned and operated Networked Charging Systems, Cloud Services and Assure into a single multi-year or annual subscription (â€œChargePoint as a Serviceâ€ or â€œCPaaSâ€). Each of Cloud Services, Assure and CPaaS is typically paid for upfront and revenue is recognized ratably over the term of the subscription period.ChargePoint targets three key verticals: commercial, fleet and residential. Commercial customers have parking places largely within their workplaces and include retail, hospitality, healthcare, fueling and convenience and parking lot operators. Fleet includes municipal buses, delivery and work vehicles, port/airport/warehouse and other industrial applications, ridesharing services, and is expected to eventually include autonomous transportation. Residential includes single family homes and multifamily residences.On February 26, 2021 (â€œClosing Dateâ€), Switchback Energy Acquisition Corporation (â€œSwitchbackâ€) consummated the previously announced transactions pursuant to which Lightning Merger Sub Inc., a wholly-owned subsidiary of Switchback (â€œLightning Merger Subâ€), merged with ChargePoint, Inc. (â€œLegacy ChargePointâ€) pursuant to a Business Combination Agreement and Plan of Reorganization dated as of September 23, 2020, by and among Legacy ChargePoint, Lightning Merger Sub, and Switchback (â€œMerger Agreementâ€). Legacy ChargePoint survived as a wholly-owned subsidiary of Switchback (â€œMergerâ€ and, collectively with the other transactions described in the Merger Agreement, the â€œReverse Recapitalizationâ€). Further, as a result of the Merger, Switchback was renamed â€œChargePoint Holdings, Inc.â€Since its inception in 2007, ChargePoint has been engaged in developing and marketing its Networked Charging Systems, subscriptions and other offerings, raising capital and recruiting personnel. ChargePoint has incurred net operating losses and negative cash flows from operations in every year since its inception. As of JulyÂ 31, 2024, ChargePoint had an accumulated deficit of $1,755.0 million. ChargePoint has funded its operations primarily from customer payments, the issuance of common stock, redeemable convertible preferred stock and convertible notes, exercise proceeds from options and warrants, borrowings under loan facilities and proceeds from the Reverse Recapitalization.30Key Factors Affecting Operating ResultsChargePoint believes its performance and future success depend on several factors that present significant opportunities for it but also pose risks and challenges, including those discussed below:Growth in EV AdoptionChargePoint believes its revenue growth is tied to the number of passenger and commercial EVs sold, which it believes drives the demand for EV charging infrastructure. The market for EVs is still rapidly evolving and although demand for EVs has grown in recent years, the rate of EV sales is highly volatile and there is no guarantee of future demand for EV sales. Factors impacting the adoption of EVs include but are not limited to perceptions about EV features, quality, safety, performance and cost; perceptions about the limited range over which EVs may be driven on a single battery charge; volatility in the cost of oil and gasoline; availability of services for EVs; consumersâ€™ perception about the convenience, reliability and cost of charging EVs; and increases in fuel efficiency of internal combustion engine vehicles. Further, numerous EV auto manufacturers have recently announced delays in their previously announced plans to migrate their manufacturing production to be solely or primarily EVs. In addition, macroeconomic factors, including governmental mandates and incentives and the impact of higher interest rates, inflation and a potential economic recession, could impact demand for EVs, particularly since they can be more expensive to purchase than traditional gasoline-poweredÂ vehicles. Further, geopolitical factors, such as the ongoing conflict between Russia and Ukraine, conflicts in the Middle East, conflicts between the United States and China or between China and Taiwan may negatively impact the global automotive supply chain and reduce the manufacturing of automobiles, including EVs. If the market for EVs does not develop as expected, if there is any slow-downÂ or delay in overall EV adoption, or if auto manufacturers delay their EV manufacturing rates or eliminate their plans to transition to predominately EV manufacturing, the rate of EV adoption may be adversely affected and the market for EV charging may not develop as a result and ChargePointâ€™s financial condition and results of operations could be materially and adversely impacted.CompetitionChargePoint is currently a market leader in North America in commercial Level 2 Alternating Current (â€œACâ€) charging. ChargePoint also offers AC chargers for use at home or multifamily settings and for fleet applications, and high-powerÂ Level 3 Direct Current (â€œDCâ€) chargers for fast urban charging, corridor or long-tripÂ charging and fleet applications. ChargePoint intends to expand its market share over time in its product categories, leveraging the network effect of its products and Cloud Services software. Existing competitors may expand their product offerings and sales strategies, and new competitors may enter the market. Historically, ChargePoint has sold its Networked Charging Systems and Cloud Services as an integrated â€œfull-stackâ€

offering, providing its customers with a sole-source solution for their EV charging needs, especially in the United States. Recently, ChargePoint has seen an increase in the frequency of customers seeking to disaggregate their networked charging solutions and to implement independent hardware and charging management software solutions, particularly for national or global commercial retailers and large fleet operators. While ChargePoint enables charging station operators to choose ChargePointâ€™s Cloud Services and select their choice of third-party hardware, and also enables e-mobility services providers to build and integrate their solutions with ChargePointâ€™s Cloud Services, there is no guarantee that this distributed sales model will be successful. If ChargePointâ€™s market share decreases due to increased competition, or if ChargePoint is unable to compete with a disaggregate EV charging solutions sales model, its financial condition and results of operations may be materially and adversely impacted. Furthermore, ChargePointâ€™s success could be negatively impacted if consumers and businesses choose other types of alternative fuel vehicles or high fuel-economy gasoline powered vehicles.Europe ExpansionChargePoint operates in North America and several countries in Europe. Europe is expected to be a significant contributor to ChargePointâ€™s revenue in future years. ChargePoint has been and is investing heavily to succeed in Europe. ChargePoint is also working to grow its European business through partnerships with channel partners and car leasing companies and through its acquisitions of ViriCiti B.V. and hasâ€¢toâ€¢be gmbh. In Europe, ChargePoint primarily competes with other providers of EV charging station networks. ChargePointâ€™s growth in Europe requires differentiating itself as compared to these existing competitors. If ChargePoint is unable to continue penetrating the market in Europe, its financial condition and results of operations could be materially and adversely impacted.Fleet ExpansionChargePointâ€™s future growth is also highly dependent upon its success in EV fleet applications, where there is increasing competition, a high customer dependency on the expected increase in the arrival rate of new vehicles, and likely high concentrations and volatility of purchasing as fleet operators ultimately choose their key providers and make large purchases of EVs. As noted above, the customer trend to make independent EV charging hardware and charging management software 31procurement selections is more prevalent in the fleet market. Any significant decline in purchases from these customers or increased competition for these customers may have an adverse impact on ChargePointâ€™s potential for future growth. If ChargePoint is not successful in the fleet vertical, its financial condition and results of operations could be materially and adversely affected.Impact of New Product Releases and Investments in GrowthAs ChargePoint introduces new products, such as the release of its Express Plus DC fast charger in fiscal year 2022 and CP6000 Level 2 AC charger in fiscal year 2023, its gross margins may be initially negatively impacted by launch costs and lower volumes until it achieves targeted cost reductions. Cost reductions may not occur on the timeline ChargePoint expects due to a number of factors, including but not limited to failure to meet its own estimates, unanticipated supply chain difficulties, government mandates or certification requirements. In addition, ChargePoint may accelerate its expenditures where it sees growth opportunities, which may negatively impact gross margin until upfront costs and inefficiencies are absorbed and normalized operations are achieved. Further, ChargePoint has historically invested in prioritizing an assurance of supply of its products and new customer acquisition as part of its â€œland and expandâ€ model, which puts pressure on gross margins and increases operating expenses. ChargePoint also continuously evaluates and may adjust its expenditures, such as new product introduction costs, based on its launch plans for new products, as well as other factors including the pace and prioritization of current projects under development and the addition of new projects. As ChargePoint attains higher revenue, it expects operating expenses as a percentage of total revenue to decrease as it scales and focuses on increasing operational efficiency and process automation.ChargePoint intends to use third-party contract manufacturers and design partners for targeted new research and development initiatives with the goals of controlling development costs and decreasing operating expenses. ChargePoint believes such partnerships will allow it to better manage research and development expenses, improve the speed and quality of new product development and increase its efficiencies by leveraging the design talent and supply chains of these partners. Implementing third-party design partners for new research and development initiatives will require sophisticated oversight, quality programs and cost-control initiatives. If ChargePoint is not successful in its use of third-party contract manufacturers and design partners for new product development its financial conditions, gross margins and results of operations could be materially and adversely affected.Government Mandates, Incentives and ProgramsThe U.S. federal government, certain foreign governments and some state and local governments provide incentives to end users and purchasers of EVs and EV infrastructure in the form of rebates, tax credits and other financial incentives. These governmental rebates, tax credits and other financial incentives significantly lower the effective price of EVs and EV infrastructure to customers. For example, the Infrastructure Investment and Jobs Act signed into law on November 15, 2021 (the â€œJobs Actâ€) provided additional funding for EVs and EV charging infrastructure through the creation of new programs and grants and the expansion of existing programs, including $7.5 billion for EV charging along highway corridors and communities. In addition, the Inflation Reduction Act of 2022 (the â€œIRAâ€) signed into law on August 16, 2022 includes incentives and tax credits aimed at reducing the effects of climate change, such as the extension of electric vehicle charging infrastructure tax credits under Section 30C and tax credits for electric vehicles under Section 30D of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) through 2032. There are numerous restrictions and requirements associated with qualifying for the electric vehicle tax credits available under the IRA and incentives such as the Jobs Act and the IRA take time to be disbursed and to affect actual expenditure decisions. These incentives may also expire on specified dates, end when the allocated funding is no longer available, or be reduced or terminated as a matter of regulatory or legislative policy. Any reduction in rebates, tax credits or other financial incentives could reduce the demand for EVs and for charging infrastructure, including infrastructure ChargePoint offers.Macroeconomic TrendsChargePoint has an international presence and as a result is subject to risks and uncertainties caused by significant events with macroeconomic impacts, including, but not limited to geopolitical events, including the ongoing Russia-Ukraine conflict, conflicts in the Middle East, rising political tensions with China, rising inflation and interest rates, monetary policy changes, financial services sector instability, recessions, global pandemics and foreign currency fluctuations. Additionally, these macroeconomic impacts have generally disrupted the operations of its customers and prospective customers. In addition, shifts in ChargePointâ€™s product mix to DC chargers from AC chargers may negatively affect ChargePointâ€™s gross profits and gross margins since ChargePoint generally realizes higher gross margins from sales of its AC chargers. Further, disruption to ChargePointâ€™s supply chains and heightened component and shipping pricing and logistics expenses, which ChargePoint experienced in 2021 and 2022, may further adversely impact ChargePointâ€™s gross margins, adversely affect demand for 32ChargePointâ€™s products, lengthen its product development and sales cycles, and reduce expected spending from new customers, all of which could adversely affect ChargePointâ€™s business, results of operations and financial condition.Global economic uncertainty due to other macroeconomic conditions, including inflation, interest rate pressures, disruptions and credit constraints in the financial services industry, labor market disruptions, and related concerns of a potential recession, have impacted customer behavior related to discretionary spending and sentiment and could continue to impact such behaviors in the future. Any resulting decline in the ability or willingness of customers, fleet owners and operators to purchase ChargePointâ€™s products or subscription services could have an adverse impact on ChargePointâ€™s results of operations and financial condition.Results of Operations and Its ComponentsRevenueNetworked Charging SystemsNetworked Charging Systems revenue includes the deliveries of EV charging system infrastructure, which include a range of AC products for use in residential, commercial and fleet applications, and DC, or fast-charge products for use in commercial and fleet applications, as well as fees received for transferring regulatory incentives earned for participating in low carbon fuel programs. ChargePoint generally recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory incentives is recognized when the regulatory incentives are transferred.SubscriptionsSubscriptions revenue consists of services related to Cloud, as well as extended maintenance service plans under Assure. Subscriptions revenue also consists of CPaaS revenue which combines the customerâ€™s use of ChargePointâ€™s owned and operated systems with Cloud and Assure programs into a single, typically multi-year subscription.In some instances, CPaaS subscriptions are considered for accounting purposes to contain a lease for the customerâ€™s use of ChargePointâ€™s owned and operated systems unless the location allows the customer to receive incremental economic benefit from regulatory credits earned on that EV charging system. Lessor revenue relates to operating leases and historically has not been material. Subscriptions revenue is generally recognized over time on a straight-line basis as ChargePoint has an ongoing obligation to deliver such services to the customer.OtherOther revenue consists of charging related fees received from drivers using charging sites owned and operated by ChargePoint, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by its customers, and other professional services. Revenue from driver charging sessions and charging transaction fees is recognized when the charging session or transaction is completed. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as ChargePoint has an ongoing obligation to deliver such services. Revenue from professional services is recognized as the services are rendered.ChargePoint has seen its revenue fluctuate based on market demand and other factors, and expects this variability of growth in Networked Charging Systems revenue to continue in the near term. In the long term, it expects revenue to grow in both Networked Charging Systems and subscriptions due to increased demand in EVs and the related charging infrastructure market.July 31, Networked Charging Systems20242023Change(dollar amounts in thousands)Three months ended$64,146Â $114,574Â $(50,428)(44.0)%Percentage of total revenue59.1Â %76.1Â %Six months ended$129,520Â $212,894Â $(83,374)(39.2)%Percentage of total revenue60.1Â %75.9Â %33Networked Charging Systems revenue decreased during the three and six months ended JulyÂ 31, 2024 compared to the three and six months ended JulyÂ 31, 2023 primarily due to lower volume of Networked Charging Systems delivered across ChargePointâ€™s major product families.July 31, Subscriptions20242023Change(dollar amounts in thousands)Three months ended$36,191Â $30,011Â $6,180Â 20.6Â %Percentage of total revenue33.3Â %19.9Â %Six months ended$69,636Â $56,376Â $13,260Â 23.5Â %Percentage of total revenue32.3Â %20.1Â %Subscriptions revenue increased during the three and six months ended JulyÂ 31, 2024 compared to the three and six months ended JulyÂ 31, 2023 primarily due to the growth in the number of Cloud subscriptions and Assure subscriptions for Networked Charging Systems connected to ChargePointâ€™s network.July 31, Other Revenue20242023Change(dollar amounts in thousands)Three months ended$8,202Â $5,909Â $2,293Â 38.8Â %Percentage of total revenue7.6Â %3.9Â %Six months ended$16,426Â $11,253Â $5,173Â 46.0Â %Percentage of total revenue7.6Â %4.0Â %Other revenue increased during the three and six months ended JulyÂ 31, 2024 compared to the three and six months ended JulyÂ 31, 2023 primarily due to net transaction fees earned for processing payments collected on driver charging sessions.Cost of RevenueNetworked Charging SystemsChargePoint uses contract manufacturers to manufacture its Networked Charging Systems. ChargePointâ€™s cost of revenue for the sale of Networked Charging Systems includes the contract manufacturer costs of finished goods and shipping and handling. Cost of revenue for the sale of Networked Charging Systems also consists of salaries and related personnel expenses, including stock-based compensation, warranty provisions, inventory obsolescence and write-downs, depreciation of manufacturing related equipment, and allocated facilities and information technology expenses. As revenue is recognized, ChargePoint accounts for estimated warranty cost as a charge to cost of revenue. The estimated warranty cost is based on historical and predicted product failure rates and repair expenses. SubscriptionsCost of Subscriptions revenue includes salaries and related personnel expenses, including stock-based compensation and third-party support costs to manage the systems and helpdesk services for drivers and site hosts, network and wireless connectivity costs for subscription services, field costs for Assure, depreciation of owned and operated systems used in CPaaS arrangements, allocated facilities and information technology expenses.OtherCost of other revenue includes depreciation and other costs for ChargePointâ€™s owned and operated charging sites, charging related processing charges, salaries and related personnel expenses, including stock-based compensation, as well as costs of professional services.34July 31, Cost of Networked Charging Systems Revenue20242023Change(dollar amounts in thousands)Three months ended$59,234Â $126,961Â $(67,727)(53.3)%Percentage of networked charging systems revenue92.3Â %110.8Â %Six months ended$120,300Â $207,883Â $(87,583)(42.1)%Percentage of networked charging systems revenue92.9Â %97.6Â %Cost of Networked Charging Systems revenue decreased during the three and six months ended July 31, 2024 compared to the three and six months ended July 31, 2023 primarily due to a decrease in Networked Charging Systems delivered and an inventory impairment charge of $28.0 million taken in the prior year.July 31, Cost of Subscriptions Revenue20242023Change(dollar amounts in thousands)Three months ended$18,558Â $18,692Â $(134)(0.7)%Percentage of subscriptions revenue51.3Â %62.3Â %Six months ended$36,300Â $33,497Â $2,803Â 8.4Â %Percentage of subscriptions revenue52.1Â %59.4Â %Cost of Subscriptions revenue did not materially fluctuate during the three months ended July 31, 2024 compared to the three months ended July 31, 2023.Cost of Subscriptions revenue increased during the six months ended JulyÂ 31, 2024 compared to the six months ended JulyÂ 31, 2023 primarily due to increases in Assure maintenance costs and network wireless connectivity costs.July 31, Cost of Other Revenue20242023Change(dollar amounts in thousands)Three months ended$5,162Â $3,716Â $1,446Â 38.9Â %Percentage of other revenue62.9Â %62.9Â %Six months ended$9,787Â $7,483Â $2,304Â 30.8Â %Percentage of other revenue59.6Â %66.5Â %Cost of other revenue increased during the three and six months ended JulyÂ 31, 2024 compared to the three and six months ended JulyÂ 31, 2023 primarily due to higher driver-related processing costs on Networked Charging Stations.Gross Profit and Gross MarginGross profit is revenue less cost of revenue and gross margin is gross profit as a percentage of revenue. ChargePoint offers a range of Networked Charging Systems products which vary widely in selling price and associated gross margin, as, for example, ChargePointâ€™s AC charger based commercial business contributes higher margins than its residential and DC charger based fleet businesses. Accordingly, ChargePointâ€™s gross profit and gross margin have varied and are expected to continue to vary from period to period due to revenue levels; geographic, vertical and product mix; new product transition costs; and its efforts to optimize its operations and supply chain and purchase price variances.In the long term, improvements in ChargePointâ€™s gross profit and gross margin will depend on its ability to continue to optimize its operations and supply chain as it increases its revenue. However, at least in the short term, as the product mix continues to vary and as ChargePoint continues to align inventory supply with demand and optimize for customer acquisition as part of its â€œland and expandâ€ model, launches new Networked Charging Systems products, grows its presence in Europe where it has not yet achieved economies of scale, and expands its solutions for its fleet customers, gross margin will vary from period to period. 35July 31, Gross Profit and Gross Margin20242023Change(dollar amounts in thousands)Three months ended$25,585Â $1,125Â $24,460Â 2174.2Â %Gross margin23.6Â %0.7Â %22.8Â %Six months ended$49,195Â $31,660Â $17,535Â 55.4Â %Gross margin22.8Â %11.3Â %11.5Â %Gross profit and gross margin both increased during the three and six months ended JulyÂ 31, 2024 compared to the three and six months ended JulyÂ 31, 2023 primarily due to the inventory impairment charge of $28.0 million taken in the prior year.Research and Development ExpensesResearch and development expenses consist primarily of salaries and related personnel expenses, including stock-based compensation, for personnel related to the development of improvements and expanded features for ChargePointâ€™s products and services, including in quality assurance, testing, product management, and allocated facilities and information technology expenses. Research and development costs also include prototype and testing cost, professional services and consulting, and are expensed as incurred.ChargePoint expects its research and development expenses to decrease as a percentage of revenue as it continues to optimize its research and development activities for its technology and product roadmap.July 31, Research and Development Expenses20242023Change(dollar amounts in thousands)Three months ended$36,510Â $59,642Â $(23,132)(38.8)%Percentage of total revenue33.6Â %39.6Â %Six months ended$72,562Â $109,039Â $(36,477)(33.5)%Percentage of total revenue33.7Â %38.9Â %Research and development expenses decreased during the three months ended JulyÂ 31, 2024 compared to the three months ended JulyÂ 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $9.9 million in personnel expenses, $5.1 million in stock-based compensation expenses, $5.9 million in engineering materials and service costs, and $2.3 million in consulting and other operating expenses.Research and development expenses decreased during the six months ended July 31, 2024 compared to the six months ended July 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $17.5 million in personnel expenses, $6.3 million in stock-based compensation expenses, $8.2 million in engineering materials and service costs, and $4.4 million in consulting and other operating expenses.Sales and Marketing ExpensesSales and marketing expenses consist primarily of salaries and related personnel expenses, including stock-based compensation, sales commissions, professional services fees, travel, marketing and promotional expenses, bad debt expenses, and allocated facilities and information technology expenses.ChargePoint expects its sales and marketing expenses to decrease as a percentage of revenue as it continues to optimize its sales and marketing activities while expanding sales.36July 31, Sales and Marketing Expenses20242023Change(dollar amounts in thousands)Three months ended$36,699Â $39,671Â $(2,972)(7.5)%Percentage of total revenue33.8Â %26.4Â %Six months ended$71,698Â $76,711Â $(5,013)(6.5)%Percentage of total revenue33.3Â %27.3Â %Sales and marketing expenses decreased during the three months ended JulyÂ 31, 2024 compared to the three months ended JulyÂ 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $1.0 million in personnel expenses, $2.3 million in stock-based compensation expenses, and $1.9 million in consulting expenses, offset by an increase of $2.4 million in other operating expenses.Sales and marketing expenses decreased during the six months ended July 31, 2024 compared to the six months ended July 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $2.4 million in personnel expenses, $1.0 million in stock-based compensation expenses, $2.8 million in consulting expenses, and $0.7 million in marketing expenses, offset by an increase of $1.9 million in other operating expenses.General and Administrative ExpensesGeneral and administrative expenses consist primarily of salaries and related personnel expenses, including stock-based compensation related to finance, legal and human resource functions, contractor and professional services fees, audit and compliance expenses, insurance costs, and general corporate expenses, including allocated facilities and information technology expenses.ChargePoint expects its general and administrative expenses to decrease as a percentage of revenue as it continues to optimize its operations.July 31, General and Administrative Expense20242023Change(dollar amounts in thousands)Three months ended$15,122Â $25,144Â $(10,022)(39.9)%Percentage of total revenue13.9Â %16.7Â %Six months ended$34,819Â $49,164Â $(14,345)(29.2)%Percentage of total revenue16.2Â %17.5Â %General and administrative expenses decreased during the three months ended JulyÂ 31, 2024 compared to the three months ended JulyÂ 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $1.6 million in personnel expenses, $8.5 million in stock-based compensation expenses, and $2.1 million in consulting expenses, offset by an increase of $2.3 million in other operating expenses.General and administrative expenses decreased during the six months ended July 31, 2024 compared to the six months ended July 31, 2023 primarily due to the Companyâ€™s reorganization plans taken in the prior year and cost reduction measures resulting in decreases of $3.0 million in personnel expenses, $11.0 million in stock-based compensation expenses, and $4.3 million in consulting expenses, offset by an increase of $4.0 million in other operating expenses. 37Interest IncomeInterest income consists primarily of interest earned on ChargePointâ€™s cash, cash equivalents and short-term investments.July 31, Interest Income20242023Change(dollar amounts in thousands)Three months ended$2,118Â $1,840Â $278Â 15.1Â %Percentage of total revenue2.0Â %1.2Â %Six months ended$5,326Â $4,300Â $1,026Â 23.9Â %Percentage of total revenue2.5Â %1.5Â %Interest income did not materially fluctuate during the three and six months ended JulyÂ 31, 2024 as compared to the three and six months ended JulyÂ 31, 2023.Interest ExpenseInterest expense consists primarily of the interest on ChargePointâ€™s 2028 Convertible Notes that were originally issued in April 2022, and amended in October 2023, which are described more completely below in Liquidity and Capital Resources.July 31, Interest Expense20242023Change(dollar amounts in thousands)Three months ended$(6,560)$(2,926)$(3,634)124.2Â %Percentage of total revenue(6.0)%(1.9)%Six months ended$(13,171)$(5,853)$(7,318)125.0Â %Percentage of total revenue(6.1)%(2.1)%Interest expense increased during the three and six months ended JulyÂ 31, 2024 as compared to the three and six months ended JulyÂ 31, 2023 primarily due to increased interest expense on the 2028 Convertible Notes. For more information, see Note 6, Debt, in the notes to condensed consolidated financial statements in this Quarterly Report.Other Income (Expense), NetOther income (expense), net consists primarily of foreign currency transaction gains and losses.July 31, Other Income (Expense), net20242023Change(dollar amounts in thousands)Three months ended(38)68Â $(106)(155.9)%Percentage of total revenueâ€"Â %â€"Â %Six months ended(888)642Â $(1,530)(238.3)%Percentage of total revenue(0.4)%0.2Â %Other income (expense), net decreased during three and six months ended JulyÂ 31, 2024 as compared to the three and six months ended JulyÂ 31, 2023 due to unfavorable changes in foreign exchange rates.38Provision for (Benefit from) Income TaxesChargePointâ€™s provision for (benefits from) income taxes consists of federal, state and foreign income taxes based on enacted federal, state and foreign tax rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities and changes in tax law. Due to the level of historical losses, ChargePoint maintains a valuation allowance against U.S. federal and state deferred tax assets as it has concluded it is more likely than not that these deferred tax assets will not be realized.July 31, Provision for (Benefit from) Income Taxes20242023Change(dollar amounts in thousands)Three months ended$1,648Â $905Â $743Â 82.1Â %Percentage of loss before provision for income taxes(2.5)%(0.7)%Six months ended$2,056Â $478Â $1,578Â 330.1Â %Percentage of loss before provision for income taxes(1.5)%(0.2)%The provision for (benefit from) income taxes increased during the three and six months ended July 31, 2024 as compared to the three and six months ended July 31, 2023 primarily due to reserves for uncertain tax positions.Liquidity and Capital ResourcesSources of LiquidityHistorical Sources of LiquidityChargePoint has incurred net losses and negative cash flows from operations since its inception, which it anticipates will continue for the foreseeable future. To date, ChargePoint has funded its business and past acquisitions primarily with proceeds from the issuance of common stock, redeemable convertible preferred stock, proceeds from the Merger, proceeds from warrant and option exercises for cash, convertible debt and from customer payments. As of JulyÂ 31, 2024, ChargePoint had cash and cash equivalents and restricted cash of $243.7 million. As of JanuaryÂ 31, 2024, ChargePoint had cash and cash equivalents and restricted cash of $357.8 million. ChargePoint believes that its cash on hand and cash generated from sales to customers will satisfy its working capital and capital requirements for at least the next twelve months.2028 Convertible NotesIn April 2022, ChargePoint completed a private placement of $300.0 million aggregate principal amount of convertible notes, with an original maturity date of April 1, 2027 (the â€œOriginal Convertible Notesâ€). In October 2023, ChargePoint completed an amendment to the indenture for the Original Convertible Notes (the â€œNotes Amendmentâ€) pursuant to which the Cash Interest and PIK Interest (as described below) were increased and the maturity date for the Original Convertible Note was extended to April 1, 2028 (the â€œ2028 Convertible Notesâ€). The net proceeds from the original sale of the 2028 Convertible Notes were approximately $294.0 million after deducting initial purchaser discounts and commissions and the Companyâ€™s offering expenses. Prior to the Notes Amendment, the Original Convertible Notes bore interest at 3.50% per annum, to the extent paid in cash (â€œCash Interestâ€), which was payable semi-annually in arrears on April 1st and October 1st of each year or 5.00% per annum through the issuance of additional Original Convertible Notes. The 2028 Convertible Notes bear Cash Interest at 7.00% per annum or 8.50% per annum through the issuance of additional 2028 Convertible Notes (â€œPIK Interestâ€). The 2028 Convertible Notes are convertible, based on the applicable conversion rate, into cash, shares of ChargePoint Common Stock or a combination thereof, at ChargePointâ€™s election. The initial conversion rate of the 2028 Convertible Notes is 83.3333 shares per $1,000 principal amount of the 2028 Convertible Notes, subject to customary anti-dilution adjustment in certain circumstances, which represents an initial conversion price of approximately $12.00 per share.For additional details on the Notes Amendment and the 2028 Convertible Notes refer to Part I, Item 1, Note 6, â€œDebt,â€ in ChargePointâ€™s notes to condensed consolidated financial statements in this Quarterly Report.392027 Revolving Credit FacilityOn July 27, 2023, the Company entered into a revolving credit agreement by and among the Company as the parent guarantor, ChargePoint, Inc. (the â€œBorrowerâ€), certain subsidiaries of the Borrower as guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto (the â€œCredit Agreementâ€). The Credit Agreement provides for senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0 million, with a maturity date of January 1, 2027 (the â€œ2027 Revolving Credit Facilityâ€). Pursuant to the Credit Agreement, the Borrower may from time to time arrange for one or more increases in the commitments under the 2027 Revolving Credit Facility in an aggregate principal amount not to exceed $150.0 million, subject to obtaining the consent of the lenders participating in any such increase. In October 2023, the Company entered into an amendment to the Credit Agreement to, among other things, permit the Company to complete the Notes Amendment.As of JulyÂ 31, 2024, the Borrower had no borrowings outstanding or letters of credit under the 2027 Revolving Credit Facility and, as a result, had a borrowing capacity of up to $150.0 million.For additional details on the 2027 Revolving Credit Facility refer to Part I, Item 1, Note 6, â€œDebt,â€ in ChargePointâ€™s notes to condensed consolidated financial statements in this Quarterly Report.Shelf Registration and ATM FacilityOn July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permits ChargePoint to offer up to $1.0 billion of shares of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the â€œShelf Registration Statementâ€). As part of the Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0 million shares of Common Stock pursuant to a sales agreement (the â€œATM Facilityâ€). During the three months ended JulyÂ 31, 2024, there were no sales of the Companyâ€™s Common Stock pursuant to the ATM Facility. As of JulyÂ 31, 2024, $161.6 million of shares of Common Stock remained available for sale pursuant to the ATM Facility.Long-Term Liquidity RequirementsChargePoint has incurred net losses and negative cash flows from operations since inception. Until ChargePoint can generate sufficient revenue to cover its cost of sales, operating expenses, working capital and capital expenditures, it expects to primarily fund cash needs through a combination of equity and debt financing. ChargePoint may borrow funds on terms that may include restrictive covenants, such as the restrictive covenants included in the 2027 Revolving Credit Facility, including covenants that restrict the operation of its business, liens on assets, high effective interest rates and repayment provisions that reduce cash resources and limit future access to capital markets. ChargePoint may continue to opportunistically seek access to additional funds through public or private equity offerings or debt financings, including through potential sales of Common Stock under its ATM Facility and drawing down amounts under the 2027 Revolving Credit Facility. If ChargePoint raises funds by issuing equity securities or debt securities convertible into equity securities, dilution to stockholders may result. Any equity securities issued may also provide for rights, preferences or privileges senior to those of holders of Common Stock. If ChargePoint raises funds by issuing debt securities, these debt securities would have rights, preferences and privileges senior to those of holders of Common Stock. The terms of debt securities or borrowings could impose significant restrictions on ChargePointâ€™s operations and expose ChargePoint to enhanced risks associated with rising interest rates and elevated inflation experienced. The capital markets have in the past, and may in the future, experience periods of higher volatility that could impact the availability and cost of equity and debt financing.ChargePointâ€™s principal use of cash in recent periods has been funding its operations, past acquisitions, and investing in capital expenditures. ChargePointâ€™s future capital requirements will depend on many factors, including its revenue growth rate, the timing and the amount of cash received from customers, the expansion of sales and marketing activities, the timing and extent of spending to support development efforts, expenses associated with its international expansion, the introduction of network enhancements and the continuing market adoption of its Networked Charging Systems. In the future, ChargePoint may enter into arrangements to acquire or invest in complementary businesses, products and technologies. ChargePoint may be required to seek additional equity or debt financing beyond the amounts available to it pursuant to the ATM Facility and the 2027 Revolving Credit Facility. If ChargePoint requires additional financing, it may not be able to raise such financing on acceptable terms or at all, particularly if certain unfavorable economic and market conditions persist or worsen and a potential recession or other economic downturn would intensify these risks. If ChargePoint is unable to raise additional capital or generate cash flows 40necessary to expand its operations and invest in continued innovation, it may not be able to compete successfully, which would harm its business, results of operations and financial condition. If adequate funds are not available, ChargePoint may need to reconsider its expansion plans or limit its research and development activities, which could have a material adverse impact on its business prospects and results of operations.Cash FlowsFor the Six Months Ended JulyÂ 31, 2024 and 2023The following table sets forth a summary of ChargePointâ€™s cash flows for the periods indicated:Six Months endedJuly 31,20242023(in thousands)Net cash (used in) provided by:Operating activities$(113,706)$(190,602)Investing activities(7,301)95,123Â Financing activities6,926Â 64,048Â Effects of exchange rates on cash, cash equivalents, and restricted cash(66)768Â Net decrease in cash, cash equivalents, and restricted cash$(114,147)$(30,663)Net Cash Used in Operating ActivitiesDuring the six months ended JulyÂ 31, 2024, net cash used in operating activities was $113.7 million, consisting primarily of a net loss of $140.7 million and change in net operating assets of $44.4 million, partially offset by an add back of non-cash charges of $71.4 million. The noncash charges consisted primarily of $40.4 million of stock-based compensation expense, $12.7 million of inventory reserves and other costs, $16.5 million of depreciation, amortization, and amortization of deferred contract acquisition costs, and $1.9 million of non-cash operating lease cost. The change in operating assets and liabilities was mainly driven by increases in inventories of $28.4 million and prepaid expenses and other assets of $8.2 million and decrease in accounts payable, operating lease liabilities, and accrued and other liabilities of $22.6 million, offset by decrease in accounts receivable, net, of $7.6 million and an increase in deferred revenue of $7.2 million.During the six months ended July 31, 2023, net cash used in operating activities was $190.6 million, consisting primarily of a net loss of $204.6 million and change in net operating assets of $95.6 million, partially offset by an add back of non-cash charges of $109.7 million. The non-cash charges primarily consisted of $59.1 million of stock-based compensation expense, $28.0 million of inventory write down and related non-cash charges, $15.4 million of depreciation, amortization expense and amortization of deferred contract acquisition costs, $5.0 million of inventory reserves and other costs, and $2.2 million of non-cash operating lease cost. The changes in operating assets and liabilities were mainly driven by increases in inventories of $97.9 million, accounts receivable, net, of $40.6 million, prepaid expenses and other assets of $12.4 million, offset by increases in deferred revenue of $21.2 million and accounts payable, operating lease liabilities and accrued and other liabilities of $34.0 million. Net Cash (Used In) Provided by Investing ActivitiesDuring the six months ended JulyÂ 31, 2024, net cash used in investing activities was $7.3 million related to purchases of property and equipment.During the six months ended July 31, 2023, net cash provided by investing activities was $95.1 million consisting of cash received from maturities of short-term investments of $105.0 million, partially offset by purchases of property and equipment of $9.9 million and an immaterial initial cash investment in a joint venture.Net Cash Provided by Financing ActivitiesDuring the six months ended JulyÂ 31, 2024, net cash provided by financing activities was $6.9 million, consisting of proceeds from the issuance of Common Stock under employee equity plans of $4.5 million, net of tax withholdings and change in driver funds and amounts due to customers of $2.4 million.41During the six months ended JulyÂ 31, 2023, net cash provided by financing activities was $64.0 million, consisting of proceeds from the sale of common stock under the ATM Facility, net of commissions and fees, of $54.8 million, proceeds from the issuance of Common Stock under employee equity plans of $6.2 million, net of tax withholdings, and change in driver funds and amounts due to customers of $8.8 million, partially offset by $2.3 million issuance costs related to the 2027 Revolving Credit Facility and $3.5 million of the total $7.1 million contingent earnout consideration payment, of which the remaining $3.6 million is classified as cash out flow under operating activities.Off-Balance Sheet ArrangementsChargePoint is not a party to any off-balanceÂ sheet arrangements.Critical Accounting Policies and EstimatesThe Companyâ€™s discussion and analysis of its financial condition and results of operations are based upon its condensed consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these condensed consolidated financial statements requires ChargePoint to make estimates and assumptions that affect the reported amounts of assets, liabilities, net sales and expenses. The Company evaluates its estimates and assumptions on an ongoing basis, and bases its estimates on historical experience and on various other assumptions that ChargePoint believes to be reasonable under the circumstances, the results of which form the basis for the judgments ChargePoint makes about the carrying value of assets and liabilities that are not readily apparent from other sources. Because these estimates can vary depending on the situation, actual results may differ from these estimates. Making estimates and judgments about future events is inherently unpredictable and is subject to significant uncertainties, some of which are beyond ChargePointâ€™s control. Should any of these estimates and assumptions change or prove to have been incorrect, it could have a material impact on ChargePointâ€™s results of operations, financial position and statement of cash flows.Other than the policies noted in Part I, Item 1, Note 2, Summary of Significant Accounting Policies, in the Companyâ€™s notes to condensed consolidated financial statements in this Quarterly Report, there have been no material changes to its critical accounting policies and estimates as compared to those disclosed in its audited consolidated financial statements as of JanuaryÂ 31, 2024 included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on April 1, 2024.Recent Accounting PronouncementsFor a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on ChargePointâ€™s condensed consolidated financial statements, see Part I, Item 1, Note 2, Summary of Significant Accounting Policies, in its notes to condensed consolidated financial statements in this Quarterly Report.42ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKInterest Rate RiskChargePoint is exposed to market risk for changes in interest rates. ChargePoint had cash and cash equivalents and restricted cash totaling $243.7 million as of JulyÂ 31, 2024. Cash equivalents were invested primarily in money market funds. ChargePointâ€™s investment policy is focused on the preservation of capital and supporting its liquidity needs. Under the policy, ChargePoint historically invests in highly rated securities issued by the U.S. government, and short duration or liquid money market funds. ChargePoint does not invest in financial instruments for trading or speculative purposes, nor does it use leveraged financial instruments. ChargePoint utilizes external investment managers who adhere to the guidelines of its investment policy. A hypothetical 10% change in interest rates would not have a material impact on the value of ChargePointâ€™s cash and cash equivalents. There was no material change in ChargePointâ€™s interest rate risk during the three months ended JulyÂ 31, 2024 compared to the same period in 2023.Foreign Currency RiskChargePoint has foreign currency risks related to its revenue and operating expenses denominated in currencies other than the U.S. dollar, primarily the euro, causing both its revenue and its operating results to be impacted by fluctuations in the exchange rates. As ChargePointâ€™s foreign operations expand, its results may be more materially impacted by fluctuations in the exchange rates of the currencies in which it does business.Gains or losses from the revaluation of certain cash balances, accounts receivable balances and intercompany balances that are denominated in these currencies can impact ChargePointâ€™s net loss. A hypothetical decrease in all foreign currencies against the U.S. dollar of 10% would not result in a material foreign currency loss on foreign-denominated balances as of JulyÂ 31, 2024. There was no material change in ChargePointâ€™s foreign currency risk during the three months ended JulyÂ 31, 2024 compared to the same period in 2023.At this time, ChargePoint does not enter into financial instruments to hedge its foreign currency exchange risk, but it may in the future.ITEM 4. CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresDisclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934, as amended, (â€œExchange Actâ€) is recorded, processed, summarized and reported, within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to management, including ChargePointâ€™s Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.ChargePointâ€™s management, with participation of its Chief Executive Officer and Chief Financial Officer, evaluated, as of the end of the period covered by this Quarterly Report, the effectiveness of ChargePointâ€™s disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that ChargePointâ€™s disclosure controls and procedures were effective at the reasonable assurance level as of JulyÂ 31, 2024. Changes in Internal Control Over Financial ReportingThere were no changes in internal control over financial reporting identified during the evaluation that occurred during the quarter ended JulyÂ 31, 2024, that have materially affected, or are reasonably likely to materially affect, ChargePointâ€™s internal control over financial reporting. 43PART II: OTHER INFORMATIONITEM 1. LEGAL PROCEEDINGSFrom time to time, ChargePoint Holdings, Inc. (â€œChargePointâ€ or the â€œCompanyâ€, or â€œweâ€, â€œusâ€, â€œourâ€ and similar terms) may be involved in legal proceedings or subject to claims incident to the ordinary course of business. Regardless of the outcome, such proceedings or claims can have an adverse impact on ChargePoint because of defense and settlement costs, diversion of resources and other factors, and there can be no assurances that favorable outcomes will be obtained.More information with respect to this item may be found in Note 7, Commitments and Contingencies, in the accompanying notes to the condensed consolidated financial statements included in Part I, Item 1, â€œFinancial Statementsâ€ of this Quarterly Report on Form 10-Q, under â€œLegal Proceedingsâ€ which is incorporated herein by reference.ITEM 1A. RISK FACTORSAn investment in ChargePointâ€™s securities involves a high degree of risk. You should carefully consider the risks described below before making an investment decision. ChargePointâ€™s business, prospects, financial condition, or operating results could be harmed by any of these risks, as well as other risks not known to ChargePoint or that it considers immaterial as of the date of this quarterly report on Form 10-Q (this â€œQuarterly Reportâ€). The trading price of ChargePointâ€™s securities could decline due to any of these risks, and, as a result, you may lose all or part of your investment. Summary of Principal Risks Associated with ChargePointâ€™s Businessâ€¢ChargePoint operates in the early-stage market of electric vehicle (â€œEVâ€) adoption and has a history of losses and negative cash flows from operating activities, and expects to incur significant expenses and continuing losses for the near term.â€¢ChargePoint operates in a dynamic and rapidly evolving industry. If it fails to manage growth effectively, its business, operating results and financial condition could be adversely affected.â€¢ChargePointâ€™s success depends on ChargePointâ€™s ability to improve its financial and operational performance and execute its business strategy.â€¢ChargePoint currently faces competition from a number of companies and expects to face significant competition in the future as the market for EV charging develops.â€¢If ChargePoint is unable to accurately anticipate market demand for its products, ChargePoint may have difficulty managing its production and inventory and ChargePointâ€™s operating results could be harmed.â€¢ChargePoint relies on a third-party channel partner network of distributors and resellers to generate a substantial amount of its revenue, and failure on the part of ChargePoint to continue to develop and expand this network may have an adverse impact on its business and prospects for growth.â€¢Failure to effectively expand ChargePointâ€™s sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance of its solutions.â€¢Adverse economic conditions or reduced spending by ChargePointâ€™s customers may adversely impact its business.â€¢Supply chain disruptions, component shortages, manufacturing interruptions or delays could adversely affect ChargePointâ€™s ability to meet customer demand, lead to higher costs, and adversely affect ChargePointâ€™s business and results of operations.â€¢ChargePoint relies on a limited number of suppliers and manufacturers for its charging stations. A loss of any of these partners could negatively affect its business.â€¢ChargePointâ€™s business is subject to risks associated with construction, cost overruns and delays, and other contingencies that may arise in the course of completing installations, and such risks may increase in the future as ChargePoint expands the scope of such services with other parties.44â€¢If ChargePoint is unable to attract and retain key employees and hire qualified management, technical engineering and sales personnel, its ability to compete and successfully grow its business would be harmed.â€¢ChargePoint has expanded operations internationally, particularly in Europe, which will expose it to additional tax, compliance, market and other risks.â€¢Some members of ChargePointâ€™s management have limited experience in operating a public company.â€¢ChargePoint may experience a disruption of its business activities due to senior executive transitions.â€¢ChargePointâ€™s future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators.â€¢ChargePointâ€™s future growth and success is highly dependent upon the continuing rapid adoption of EVs for passenger and fleet applications.â€¢Future sales of ChargePointâ€™s common stock (â€œCommon Stockâ€) in the public market, or the perception that such sales may occur, could reduce ChargePointâ€™s stock price, and any conversions of its unsecured Convertible Senior PIK Toggle Notes (the â€œ2028 Convertible Notesâ€) will, and any additional capital raised through the sale of equity or any future convertible securities ChargePoint may issue could, dilute existing stockholdersâ€™ ownership.â€¢ChargePoint has entered into a 2027 Revolving Credit Facility that imposes certain restrictions on its business and operations that may affect its ability to operate its business and make payments on its indebtedness.â€¢ChargePoint may need to raise additional funds and these funds may not be available when needed or may not be available on terms that are favorable to ChargePoint.â€¢ChargePoint has incurred substantial indebtedness that may decrease its business flexibility, access to capital, and/or increase its borrowing costs, and ChargePoint may still incur substantially more debt, which may adversely affect its operations and financial results.â€¢ChargePoint is highly reliant on its networked charging solution and information technology systems and data, and those of its service providers and component suppliers, any of which systems and data may be subject to cyber-attacks, service disruptions or other security incidents, which could result in data breaches, loss or interruption of services, intellectual property theft, claims, litigation, regulatory investigations, significant liability, reputational damage and other adverse consequences.â€¢Computer malware, viruses, ransomware, hacking, phishing attacks and similar disruptions could result in security and privacy breaches and interruption in service, which could harm ChargePointâ€™s business.â€¢Acquisitions or strategic investments could be difficult to identify and integrate, divert the attention of key management personnel, disrupt ChargePointâ€™s business, dilute stockholder value and adversely affect its results of operations and financial condition.â€¢ChargePointâ€™s business is subject to risks associated with natural disasters and the adverse effects associated with climate change, including earthquakes, wildfires or other types of natural disasters or resource shortages, including public safety power shut-offs that have occurred and may continue to occur in California, the effects of which could disrupt and harm its operations and those of ChargePointâ€™s customers.â€¢ChargePoint has never paid cash dividends on its capital stock and does not anticipate paying dividends in the foreseeable future.â€¢The price of ChargePointâ€™s Common Stock may be subject to wide fluctuations and purchasers of ChargePointâ€™s Common Stock could incur substantial losses.â€¢ChargePointâ€™s future growth and success is highly dependent upon the continuing rapid adoption of EVs for passenger and fleet applications.â€¢The EV market currently benefits from the availability of rebates, tax credits and other financial incentives from governments, utilities and others to offset the purchase or operating costs of EVs and EV charging stations. The 45reduction, modification, or elimination of such benefits could cause reduced demand for EVs and EV charging stations, which would adversely affect ChargePointâ€™s financial results. â€¢ChargePointâ€™s business may be adversely affected if it is unable to protect its technology and intellectual property from unauthorized use by third parties.â€¢ChargePoint previously identified material weaknesses in its internal control over financial reporting. If ChargePoint identifies additional material weaknesses in the future or otherwise fails to maintain an effective system of internal control over financial reporting, this may result in material misstatements contained within ChargePointâ€™s consolidated financial statements or cause ChargePoint to fail to meet its periodic reporting obligations.46Risks Related to ChargePointâ€™s BusinessChargePoint operates in the early-stage market of EV adoption and has a history of losses and negative cash flows from operating activities, and expects to incur significant expenses and continuing losses for the near term.ChargePoint incurred a net loss of $457.6 million for the fiscal year ended January 31, 2024 and had net loss of $140.7 million for the six months ended JulyÂ 31, 2024. As of JulyÂ 31, 2024, ChargePoint had an accumulated deficit of $1,755.0 million. ChargePoint incurred negative cash flows from operating activities of $113.7 million for the six months ended JulyÂ 31, 2024. ChargePoint believes it will continue to incur significant operating expenses and net losses in future quarters for the near term. There can be no assurance that it will be able to achieve or maintain profitability in the future. ChargePointâ€™s potential profitability is particularly dependent upon the continued adoption of EVs by consumers and fleet operators and the widespread adoption of electric fleets and other electric transportation modalities, each of which are still in the very early stages of adoption and may not occur with the volume and timing that ChargePoint expects.ChargePoint operates in a dynamic and rapidly evolving industry. If it fails to manage growth effectively, its business, operating results and financial condition could be adversely affected.ChargePoint operates in the evolving EV mobility industry that is characterized by rapid and unpredictable shifts in technological innovation and leaders, intense competition, changing EV adoption rates and customer preferences, evolving and shifting production and manufacturing plans from EV manufacturers and frequent introductions of new products, technologies, and services. ChargePoint may not be able to adapt to the dynamic nature of the evolving EV mobility industry, sustain the pace of improvements to its products successfully, manage its growth successfully or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively affect the results of its operations. ChargePoint has a relatively short history operating its business at its current scale. The growth and expansion of its business has placed and continues to place a significant strain on management, operations, financial infrastructure and corporate culture.To manage expansion in operations and personnel, ChargePoint will need to continue to improve its operational, financial and management controls and reporting systems and procedures. Failure to manage growth effectively could result in difficulty or delays in attracting new customers, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new products and services or enhancing existing products and services, loss of customers, inability to retain or hire new employees effectively, information security vulnerabilities or other operational difficulties, any of which could adversely affect its business performance and operating results.In the event of further growth, ChargePoint must continue to improve and expand its information technology and financial infrastructure, security and compliance requirements, operating and administrative systems, relationships with various partners and other third parties, and its ability to manage headcount and processes in an efficient manner to manage its growth effectively. ChargePointâ€™s information technology systems and ChargePointâ€™s internal control over financial reporting and procedures may not be adequate to support its operations and may introduce opportunities for data security incidents that may interrupt business operations and permit bad actors to obtain unauthorized access to business information or misappropriate funds. ChargePoint may also face risks to the extent such bad actors infiltrate the information technology infrastructure of its contractors.ChargePoint has encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in evolving industries. In addition, ChargePointâ€™s future growth rate is subject to a number of uncertainties, such as general economic and market conditions. In particular, ChargePoint has limited experience operating its business at its current scale under economic conditions characterized by high inflation or in recessionary or uncertain economic environments. General economic and market conditions, consumer preferences, market demand, governmental and legislative initiatives or lack thereof, may diminish the rate of EV adoption or result in delays by EV manufacturers to transition their manufacturing to mostly or exclusively electric vehicles or cause EV manufacturers to eliminate their plans to transition to predominately EV manufacturing, and if such factors exist or persist, the demand for ChargePointâ€™s products and services could be adversely affected. If ChargePointâ€™s assumptions regarding these risks and uncertainties are incorrect or change in reaction to changes in the market or the economy, or if ChargePoint does not address these risks successfully, ChargePointâ€™s results of operations could differ materially from its expectations, and ChargePointâ€™s business, results of operations, and financial condition would be adversely affected.ChargePointâ€™s success depends on ChargePointâ€™s ability to improve its financial and operational performance and execute its business strategy.If ChargePoint fails to implement its business strategy, its financial condition and results of operations could be adversely affected. ChargePointâ€™s future financial performance and success depend in large part on its management teamâ€™s 47ability to successfully implement its business strategy. ChargePointâ€™s management team may not successfully implement its business strategy or be able to continue improving ChargePointâ€™s operating results. In particular, ChargePointâ€™s management team may not be able to successfully execute ongoing, or any future, operational efficiency programs or operating cost savings initiatives, customer satisfaction and product performance initiatives or implement ChargePointâ€™s strategic software platform initiatives. Implementation of ChargePointâ€™s business strategy may be impacted by factors outside of its control, including competition, national and international automotive industry trends, component price fluctuations, industry, legal and regulatory changes or developments and general economic and political conditions. Furthermore, ChargePoint may decide to alter or discontinue certain aspects of its business strategy at any time. Any failure on the part of ChargePointâ€™s management team to successfully implement ChargePointâ€™s business strategy could adversely affect its financial condition and results of operations. ChargePoint currently faces competition from a number of companies and expects to face significant competition in the future as the market for EV charging develops.The EV charging market is relatively new and competition is still developing. Generally, ChargePoint competes with manufacturers of non-networked hardware charging systems, software providers that offer solutions to access and manage non-networked hardware charging systems, and Charge-Point Operators or auto OEMs that acquire access to sites and leverage first or third-party hardware and software to build out charging infrastructure to sell energy. Large early-stage markets require early engagement across verticals and customers to gain market share, and ongoing effort to scale channels, installers, teams and processes. In Europe particularly, some customers require solutions not yet available and ChargePointâ€™s entrance into Europe requires establishing itself against existing competitors. In addition, there are multiple competitors in North America and Europe with limited funding, which could cause poor user experiences, hampering overall EV adoption or trust in any particular provider.In addition, there are other means for charging EVs, which could affect the level of demand for onsite charging capabilities at businesses. For example, Tesla Inc. has opened its supercharger network up to non-Tesla EVs, which could reduce overall demand for EV charging at other sites, including ChargePointâ€™s. In addition, many of the major EV manufacturers have recently announced the adoption of the SAE J3400, formerly known as North American Charging Standard or NACS as the standard charging port for their future EV models. Widespread adoption of the SAE J3400 by EV manufacturers may mean use of EV charging networks, including ChargePointâ€™s, that historically make use of other charging port standards such as the Combined Charging System (â€œCCSâ€) or CHAdeMO, less desirable in the future unless owners or operators of such charging stations retrofit or upgrade their charging stations to be SAE J3400 enabled. In addition to competition from established EV charging station network providers, third-party contractors can provide basic electric charging capabilities to potential customers seeking to have on premises EV charging capability or individual customers seeking home charging. Finally, many EV charging manufacturers, including ChargePoint, are offering home charging equipment, which could reduce demand for on premise charging capabilities of potential customers and reduce the demand for onsite charging capabilities if EV owners find charging at home to be sufficient.Further, ChargePointâ€™s current or potential competitors may be acquired by third-parties with greater available resources or may have ready access to the capital markets for additional funding. As a result, competitors may be able to respond more quickly and effectively than ChargePoint to new or changing opportunities, technologies, standards or customer requirements and may have the ability to initiate or withstand substantial price competition. ChargePointâ€™s competitors, either as the result of such competitorâ€™s market position, available human and capital resources advantages or industrial scale may be able to influence general governmental policy, both in North America and Europe, with respect to EV adoption or the overall market for EV charging. In addition, competitors may in the future establish cooperative relationships with vendors of complementary products, technologies or services to increase the availability of their solutions in the marketplace. This competition may also materialize in the form of costly intellectual property disputes or litigation involving ChargePoint. If ChargePoint fails to compete with third-parties with greater available resources, is unable to successfully influence state, local and federal governmental policies with respect to the EV charging market like its competitors or successfully partner with cooperative industry efforts in the EV charging market its growth and revenue will be limited which would adversely affect its business and results of operations.New competitors or alliances may emerge in the future that have greater market share, more widely adopted proprietary technologies, greater marketing expertise and greater financial resources, which could put ChargePoint at a competitive disadvantage. Future competitors could also be better positioned to serve certain segments of ChargePointâ€™s current or future target markets, which could create price pressure. In light of these factors, even if ChargePointâ€™s offerings are more effective and higher quality than those of its competitors, current or potential customers may accept competitive solutions. If ChargePoint fails to adapt to changing market conditions or continue to compete successfully with current charging providers or new competitors, its growth and revenue will be limited which would adversely affect its business and results of operations.48If ChargePoint is unable to accurately anticipate market demand for its products, ChargePoint may have difficulty managing its production and inventory and ChargePoint's operating results could be harmed.ChargePoint derives a substantial portion of its overall revenue from the sale of networked charging systems. ChargePoint believes the penetration of EVs in the United States and Europe is heavily reliant on EV availability, consumer adoption of EVs, the availability and reliability of EV infrastructure and government mandates and incentive programs tied to EV adoption. Any sustained downturn in demand for EVs or EV infrastructure, such as decreased demand in EV charging stations, would harm ChargePointâ€™s business. For example, increased interest rates, an overall slowdown in economic activity, a recession or the possibility of a recession in the United States or Europe may decrease overall demand for EVs or EV infrastructure such as ChargePointâ€™s networked charging systems. Any prolonged decrease in demand for networked charging systems, or any delays in discretionary purchases of EV infrastructure, such as charging stations, by commercial, fleet or residential consumers may result in slowing growth or decreased revenue for ChargePoint which may adversely affect its gross margins and could materially adversely affect ChargePointâ€™s business and results of operations.ChargePoint seeks to maintain sufficient levels of inventory in order to avoid supply interruptions and keep sufficient amounts of finished products on hand while also avoiding accumulating excess inventory which increases working capital needs and lowers gross margin. To ensure adequate inventory supply and manage ChargePoint's operations with its third-party manufacturers and suppliers, ChargePoint forecasts material requirements and demand for its products in order to predict future inventory needs and then places orders with its suppliers based on these predictions. ChargePoint's ability to accurately forecast demand for its products could be negatively affected by many factors, including rapid or slowing growth, failure to accurately manage ChargePoint's expansion strategy, new product introductions by ChargePoint or its competitors, an increase or decrease in customer demand for ChargePoint products, ChargePoint's failure to accurately forecast customer acceptance of new products, unanticipated changes in general market conditions or regulatory matters, and the weakening of economic conditions or consumer confidence in future economic conditions. In addition, the majority of ChargePointâ€™s products are sold through its channel partners, distributors and resellers and, as a result, ChargePoint is highly reliant on the sales forecasting, sell-through activities and inventory management of its channel partners. If ChargePointâ€™s channel partners are not effective or efficient in forecasting sales, or sales of particular products, or managing their inventory levels or sell-through expectations then ChargePointâ€™s management of inventory levels, sales forecasts and parts ordering may be adversely affected which may harm ChargePointâ€™s financial conditions and results of operations. Inventory levels in excess of customer demand may result in a portion of ChargePoint's inventory becoming obsolete, as well as inventory write-downs or write-offs. Conversely, if ChargePoint underestimates customer demand for its products or its own requirements for components, sub-assemblies, and materials, ChargePoint's third-party manufacturers and suppliers may not be able to deliver components, sub-assemblies, and materials to meet ChargePoint's standards, lead times or requirements, which could result in inadequate inventory levels or interruptions, delays, or cancellations of deliveries to ChargePoint's customers, any of which would damage its reputation, customer relationships, and business. In addition, several components, sub-assemblies, and materials incorporated into ChargePoint products require lengthy order lead times. As a result, additional supplies or materials may not be available on terms that are acceptable to ChargePoint or at all, and ChargePoint's third-party manufacturers and suppliers may not be able to allocate sufficient capacity in order to meet ChargePoint's increased requirements, any of which could have an adverse effect on ChargePointâ€™s ability to meet customer demand for its products and results of operations. ChargePoint has recently experienced fluctuating demand for certain product lines, and if future sales of such product lines do not reach forecasted levels, ChargePoint could have excess inventory that it may need to hold for a long period of time, write down, sell at prices lower than expected or discard. For example, during the three months ended July 31, 2023 and October 31, 2023, ChargePoint incurred an adjustment of $28.0 million and $42.0 million, respectively, to address supply overruns related to product transitions and to better align inventory with current demand which contributed to ChargePointâ€™s decline in gross profit for the respective periods. If ChargePoint is not successful in managing its inventory, ChargePoint's business, financial condition and results of operations could be adversely affected.ChargePoint relies on a third-party channel partner network of distributors and resellers to generate a substantial amount of its revenue and failure on the part of ChargePoint to continue to develop and expand this network may have an adverse impact on its business and prospects for growth.ChargePointâ€™s success is dependent in part upon establishing and maintaining relationships with a variety of channel partners that it utilizes to extend its geographic reach and market penetration, particularly in the United States. ChargePoint uses a two-tiered, indirect fulfillment model whereby ChargePoint sells its products and services to its distributors, which in turn sell to resellers, which then sell to end users. ChargePoint refers to these end users as customers. ChargePoint anticipates that it will continue to rely on this two-tiered sales model in order to help facilitate sales of ChargePointâ€™s products and to grow its business internationally. In the fiscal years ended January 31, 2024, 2023, and 2022, ChargePoint derived a majority of its billings from products and subscriptions sold through channel partners. ChargePointâ€™s agreements with its channel partners are 49non-exclusive and do not prohibit them from working with ChargePointâ€™s competitors or offering competing solutions, and some of ChargePointâ€™s channel partners may have more established relationships with ChargePointâ€™s competitors. Similarly, ChargePointâ€™s channel partners have no obligations to renew their agreements with ChargePoint on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party at any time, with no or limited notice. If ChargePointâ€™s channel partners choose to place greater emphasis on products of their own or those offered by ChargePointâ€™s competitors or as a result of an acquisition, competitive factors or for other reasons do not continue to market and sell ChargePointâ€™s solutions in an effective manner or at all, ChargePointâ€™s ability to grow its business and sell its products may be adversely affected. In addition, ChargePointâ€™s failure to recruit additional channel partners, or any reduction or delay in their sales of ChargePoint solutions and subscriptions, including because of economic uncertainty, or due to conflicts between channel sales and ChargePointâ€™s direct sales force may harm ChargePointâ€™s results of operations. Finally, even if ChargePoint is successful in establishing and maintaining relationships with channel partners, these relationships may not result in greater customer usage of ChargePointâ€™s solutions and professional services or increased revenue.Failure to effectively expand ChargePointâ€™s sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance of its solutions.ChargePointâ€™s ability to grow its customer base, achieve broader market acceptance, grow revenue, and achieve and sustain profitability will depend, to a significant extent, on its ability to effectively expand its sales and marketing operations and activities. Sales and marketing expenses represent a significant percentage of ChargePointâ€™s total revenue, and its operating results will suffer if sales and marketing expenditures do not contribute significantly to increasing revenue.ChargePoint is substantially dependent on its channel partners and direct sales force to obtain new customers. ChargePoint may not be able to recruit, hire and retain a sufficient number of sales personnel, which may adversely affect its ability to expand its sales capabilities. New hires require significant training and time before they achieve full productivity, particularly in new sales territories.

Recent hires and planned hires may not become as productive as quickly as anticipated and ChargePoint may be unable to hire or retain sufficient numbers of qualified individuals. Furthermore, hiring sales personnel in new countries can be costly, complex and time-consuming, and requires additional set up and upfront costs that may be disproportionate to the initial revenue expected from those countries. There is significant competition for direct sales personnel with strong sales skills and technical knowledge. ChargePointâ€™s ability to achieve significant revenue growth in the future will depend, in large part, on its success in recruiting, training, incentivizing and retaining a sufficient number of qualified direct sales personnel and on such personnel attaining desired productivity levels within a reasonable amount of time. ChargePointâ€™s business will be harmed if continuing investment in its sales and marketing capabilities does not generate a significant increase in revenue.Adverse economic conditions or reduced spending by ChargePointâ€™s customers may adversely impact its business.ChargePointâ€™s business depends on the economic health of its current and prospective customers and overall demand for EV charging infrastructure. In addition, the purchase of ChargePoint products and services is often discretionary and typically involves a significant commitment of capital and other resources. The United States, the European Union, and the United Kingdom have recently experienced historically high levels of inflation. In response to high levels of inflation and recession fears, the U.S. Federal Reserve, the European Central Bank, and the Bank of England have raised and may maintain higher interest rates and implement fiscal policy interventions. Even if these interventions lower inflation, they may also reduce economic growth rates, create a recession, and have other similar effects. A further downturn in macroeconomic conditions, including rising inflation and interest rates; supply chain disruptions; global political and economic uncertainty; geopolitical tensions, such as the ongoing Russia-Ukraine conflict, conflicts in the Middle East and the possibility of conflict or sanctions between the United States and China; a lack of availability of credit; financial services sector instability; a reduction in business confidence and activity; and other factors have in the past, and may in the future, negatively affect the industries to which ChargePoint sells its products and services. ChargePointâ€™s customers may suffer from reduced operating budgets, which could cause them to defer, reduce, or forego purchases of ChargePointâ€™s products or services. Moreover, competitors may respond to market conditions by lowering prices, which may make the prices for ChargePointâ€™s products and services less competitive or cause ChargePoint to reduce its prices, which in turn may reduce ChargePointâ€™s gross margins and adversely affect ChargePointâ€™s growth. Uncertainty about global and regional economic conditions, a downturn in the sale or delivery of EVs, or a reduction in EV infrastructure spending even if economic conditions are stable, could adversely impact ChargePointâ€™s business, financial condition, and results of operations.50Supply chain disruptions, component shortages, manufacturing interruptions or delays could adversely affect ChargePointâ€™s ability to meet customer demand, lead to higher costs, and adversely affect ChargePointâ€™s business and results of operations. ChargePoint depends on the timely supply of materials, services and related products to meet the demands of its customers, which depends in part on the timely delivery of materials and services from suppliers and contract manufacturers. Significant or sudden increases in demand for EV charging stations, as well as worldwide demand for the raw materials and services that ChargePoint requires to manufacture and sell EV charging stations, including component parts, may result in a shortage of such materials or may cause shipment delays due to transportation interruptions or capacity constraints. Such shortages or delays could adversely impact ChargePointâ€™s suppliersâ€™ ability to meet ChargePointâ€™s demand requirements. Disruptions in the manufacturing, delivery and overall supply chain of vehicle manufacturers and suppliers have in the past and may in the future result in additional costs and, to a lesser extent, component shortages, and have led to fluctuations in EV sales in markets around the world. Increased demand for personal electronics and trade restrictions that affect raw materials have contributed in the past and may in the future result in a shortfall of semiconductor chips, which has caused additional supply challenges both within and outside of ChargePointâ€™s industry. Supply chain challenges, component shortages and heightened logistics costs have previously adversely affected ChargePointâ€™s gross margins and may do so again in the future. ChargePoint may need to incur additional costs to expedite delivery of components and replacement parts used in charging stations or in providing installation or maintenance services or to proactively increase inventory. In the event ChargePoint is required to take such actions, ChargePoint may need to raise its prices, impose surcharges or other fees or refuse to negotiate discounts. ChargePoint may also experience significant interruptions of its manufacturing operations, delays in its ability to deliver products, or increased costs as a result of:â€¢the failure or inability to accurately forecast demand and obtain sufficient quantities of quality raw materials or replacement parts on a cost-effective basis; â€¢volatility in the availability and cost of materials or services, including rising prices due to inflation;â€¢shipment delays due to transportation interruptions or capacity constraints, such as reduced availability of air, shipping or ground transport or port closures;â€¢information technology or infrastructure failures, including those of a third party supplier or service provider; â€¢difficulties or delays in obtaining required import or export approvals;â€¢natural disasters or other events beyond ChargePointâ€™s control (such as earthquakes, utility interruptions, tsunamis, hurricanes, typhoons, floods, storms or extreme weather conditions, fires, regional economic downturns, regional or global health epidemics); and â€¢geopolitical turmoil, including the ongoing invasion of Ukraine by Russia and conflicts in the Middle East, rising political tensions with China or increased trade restrictions between the United States, Russia, China and other countries, social unrest, political instability, terrorism, or other acts of war which may further adversely impact supply chains, shipping, transportation and logistics disruptions.The United States has imposed extraordinary tariffs and extensive export controls targeted primarily at the semiconductor industry in China. If China retaliates to such measures or there is a conflict between China and Taiwan, which is a leading producer of semiconductors, there could be further disruption to the semiconductor industry and global supply chains. ChargePoint or the suppliers it procures components from may be unable to manufacture products at prices ChargePointâ€™s customers would accept, or at all. Any inability to pass on future increased costs to customers would put downward pressure on ChargePointâ€™s gross margins and adversely affect ChargePointâ€™s business, results of operations and financial condition. In addition, while ChargePoint has not yet experienced a direct impact to its supply chain due to the conflict between Russia and Ukraine, conflicts in the Middle East or rising political tensions with China, ChargePoint may experience an impact in the future due to increased fuel and shipping costs, limited supply of components or replacement parts used by ChargePoint in its manufacturing process or the automotive industry in general, and delays caused by changes to global shipping routes and logistics. Such adverse impacts on ChargePointâ€™s supply chain could limit its ability to manufacture and sell its products on a timely and cost-effective basis and adversely affect its gross margins, which could materially adversely affect ChargePointâ€™s business and results of operations.51ChargePoint relies on a limited number of suppliers and manufacturers for its charging stations. A loss of any of these partners could negatively affect its business.ChargePoint relies on a limited number of suppliers to manufacture its charging stations, including in some cases only a single supplier for some products and components. This reliance on a limited number of manufacturers increases ChargePointâ€™s risks, since it does not currently have proven reliable alternatives or replacement manufacturers beyond these key parties. In the event of interruption, including or resulting in a sudden failure by a supplier to meet its obligation, ChargePoint may not be able to increase capacity from other sources or develop alternate or secondary sources without incurring material additional costs and substantial delays. Thus, ChargePointâ€™s business could be adversely affected if one or more of its suppliers is impacted by any interruption at a particular location.If the demand for EV charging increases, ChargePointâ€™s suppliers and contract manufacturers may not be able to dedicate sufficient supply chain, production or sales channel capacity to keep up with the required pace of charging infrastructure expansion. By relying on contract manufacturing, ChargePoint is dependent upon the manufacturer, whose interests may be different from ChargePointâ€™s. For example, ChargePointâ€™s suppliers and contract manufacturers may have other customers with demand for the same components or manufacturing services and may allocate their resources based on the supplierâ€™s or manufacturerâ€™s interests or needs to maximize their revenue or relationships with other customers rather than ChargePointâ€™s interest. As a result, ChargePoint may not be able to assure itself that it will have sufficient control over the supply of key components, inventory or finished goods in a timely manner or with acceptable cost and expense, which may adversely affect ChargePointâ€™s revenue, cost of goods and gross margins.If ChargePoint experiences a significant increase in demand for its charging stations in future periods, or if it needs to replace an existing supplier, it may not be possible to supplement or replace them on acceptable terms, which may undermine its ability to deliver products to customers in a timely manner. For example, it may take a significant amount of time to identify a manufacturer that has the capability and resources to build charging stations in sufficient volume. Identifying suitable suppliers and manufacturers could be an extensive process that requires ChargePoint to become satisfied with such partyâ€™s quality control, technical capabilities, responsiveness and service, financial stability, regulatory compliance, and labor and other ethical practices. Accordingly, a loss of any significant suppliers or manufacturers could have an adverse effect on ChargePointâ€™s business, financial condition and operating results. In addition, ChargePointâ€™s suppliers may face supply chain risks and constraints of their own, which may impact the availability and pricing of its products. In addition, ChargePoint is subject to requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the â€œDodd-Frank Actâ€) to diligence, disclose and report whether or not its products contain minerals originating from the Democratic Republic of the Congo and adjoining countries, or conflict minerals. ChargePoint will incur additional costs to comply with these disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in ChargePointâ€™s products. These requirements could adversely affect the sourcing, availability and pricing of minerals used in the components used in ChargePointâ€™s products. It is also possible that ChargePointâ€™s reputation may be adversely affected if it determines that certain of its products contain minerals not determined to be conflict-free or if it is unable to alter its products, processes or sources of supply to avoid use of such materials. ChargePoint may also encounter end-customers who require that all of the components of the products be certified as conflict-free. If ChargePoint is not able to meet this requirement, such end-customers may choose to purchase products from a different company.ChargePointâ€™s business is subject to risks associated with construction, cost overruns and delays, and other contingencies that may arise in the course of completing installations, and such risks may increase in the future as ChargePoint expands the scope of such services with other parties.ChargePoint does not typically install charging stations at customer sites. These installations are typically performed by ChargePoint partners or electrical contractors with an existing relationship with the customer and/or knowledge of the site. The installation of charging stations at a particular site is generally subject to oversight and regulation in accordance with state and local laws and ordinances relating to building codes, safety, environmental protection and related matters, and typically requires various local and other governmental approvals and permits that may vary by jurisdiction. In addition, building codes, accessibility requirements or regulations may hinder EV charger installation because they end up costing the developer or installer more in order to meet the code requirements. Meaningful construction or permitting delays or cost overruns may impact ChargePointâ€™s recognition of revenue in certain cases and/or impact customer relationships, either of which could impact ChargePointâ€™s business and profitability. In addition, the proper preparation, configuration and installation of charging stations requires specialized electrical certifications and skills. If ChargePoint is unable to identify sufficient partners and contractors to satisfy its customersâ€™ installation needs, specifically electricians and construction partners with sufficient skill and expertise installing charging stations, it may delay deployment projects or cause its customers to delay making an investment or commitment to purchase charging stations, which may adversely affect ChargePointâ€™s business.52Furthermore, ChargePoint may elect to install charging stations at customer sites or manage contractors, likely as part of offering customers a turnkey solution. Working with contractors may require ChargePoint to obtain licenses or require it or its customers to comply with additional rules, working conditions and other union requirements, which can add costs and complexity to an installation project. In addition, if these contractors are unable to provide timely, thorough and quality installation-related services, customers could fall behind their construction schedules leading to liability of ChargePoint, or cause customers to become dissatisfied with the solutions ChargePoint offers and ChargePointâ€™s overall reputation would be harmed.If ChargePoint is unable to attract and retain key employees and hire qualified management, technical, engineering and sales personnel, its ability to compete and successfully grow its business would be harmed.ChargePointâ€™s success depends, in part, on its continuing ability to identify, hire, attract, train and develop and retain highly qualified personnel. The inability to do so effectively would adversely affect its business. ChargePointâ€™s future performance depends on the continuing services and contributions of its senior management to execute on its business plan and to identify and pursue new opportunities and product innovations. The loss of services of senior management, or the ineffective management of any leadership transitions, especially within ChargePointâ€™s sales organization, could significantly delay or prevent the achievement of its development and strategic objectives, which could adversely affect its business, financial condition and operating results.On September 6, 2023, January 10, 2024, and September 4, 2024, ChargePoint announced a plan to reduce its global workforce by approximately 10%, 12%, and 15% respectively. These reorganization plans were independently adopted (collectively, the â€œReorganizationsâ€) intended to improve operational efficiencies and operating costs and better align ChargePointâ€™s workforce with current business needs, top strategic priorities, and key growth opportunities. ChargePoint may incur additional expenses not currently contemplated due to events associated with the Reorganizations, for example, the Reorganizations may have a future impact on other areas of ChargePointâ€™s liabilities and obligations, which could result in losses in future periods. ChargePoint may not realize, in full or in part, the anticipated benefits and savings from the Reorganizations due to unforeseen difficulties, delays or unexpected costs. If ChargePoint is unable to realize the expected operational efficiencies and cost savings from the Reorganizations, its operating results and financial condition would be adversely affected. In addition, ChargePoint may need to undertake additional workforce reductions or restructuring activities in the future.Competition for employees can be intense, particularly in Silicon Valley where ChargePoint is headquartered, and the ability to attract, hire and retain employees depends on ChargePointâ€™s ability to provide competitive compensation. In addition, future challenges related to ChargePointâ€™s hybrid work model, Reorganization efforts or workplace practices could lead to attrition and difficulty attracting high-quality employees. ChargePoint may not be able to attract, assimilate, develop or retain qualified personnel in the future, and failure to do so could adversely affect its business, including the execution of its global business strategy.ChargePoint has expanded operations internationally, particularly in Europe, which will expose it to additional tax, compliance, market and other risks.ChargePointâ€™s primary operations are in the United States and Europe and it maintains contractual relationships with parts and manufacturing suppliers in the Asia-Pacific region, Mexico and other locations. Also, ChargePoint maintains research and development teams in Gurgaon and Bangalore, India, Reading, England and Radstadt, Austria. Managing these operations requires additional resources and controls, and could subject ChargePoint to risks associated with international operations, including:â€¢cost of alternative power sources, which could vary meaningfully outside the United States;â€¢conformity with applicable business customs, including translation into foreign languages and associated expenses;â€¢lack of availability of government incentives and subsidies;â€¢challenges in arranging, and availability of, financing for customers;â€¢potential changes to its established business model;â€¢challenges posed by an environment of diverse cultures, laws, and customers, and the increased travel, infrastructure, and legal and compliance costs associated with international operations;â€¢installation challenges;53â€¢differing driving habits and transportation modalities in other markets;â€¢different levels of demand among commercial, fleet and residential customers;â€¢compliance with multiple, potentially conflicting and changing governmental laws, regulations, certifications, and permitting processes including environmental, banking, employment, tax, information security, privacy, and data protection laws and regulations such as the European Union (the â€œEUâ€) General Data Protection Regulation (â€œGDPRâ€), national legislation implementing the same, the United Kingdom Data Protection Act 2018 (â€œUK GDPRâ€), and certain other changing requirements for legally transferring data out of the European Economic Area;â€¢compliance with U.S. and foreign anti-bribery laws including the Foreign Corrupt Practices Act (â€œFCPAâ€) and the U.K. Anti-Bribery Act of 2020 (the â€œAnti-Bribery Actâ€);â€¢compliance with environmental, social, governance and sustainability directives adopted and promulgated by the EU such as the Corporate Sustainability Reporting Directive and Corporate Sustainability Due Diligence Directive when, and if, they become applicable to ChargePoint or its European subsidiaries;â€¢conforming products to various international regulatory and safety requirements as well as charging and other electric infrastructures;â€¢difficulty in establishing, staffing and managing foreign operations, including the formation or organization of any works council;â€¢difficulties in collecting payments in foreign currencies and associated foreign currency exposure;â€¢restrictions on repatriation of earnings;â€¢compliance with potentially conflicting and changing laws of taxing jurisdictions and compliance with applicable U.S. tax laws as they relate to international operations, the complexity and adverse consequences of such tax laws, and potentially adverse tax consequences due to changes in such tax laws; andâ€¢regional economic and political conditions, including the outbreak of war or other hostilities.As a result of these risks, ChargePointâ€™s current expansion efforts and any potential future international expansion efforts may not be successful.Some members of ChargePointâ€™s management have limited experience in operating a public company.Some of ChargePointâ€™s executive officers have limited experience in the management of a publicly-traded company. For example, Mr. Rick Wilmer was recently appointed as ChargePointâ€™s Chief Executive Officer in November 2023, marking the first time Mr. Wilmer has served as the Chief Executive Officer for a publicly-traded company and in July 2024, Ms. Mansi Khetani was appointed as ChargePointâ€™s Chief Financial Officer, marking the first time Ms. Khetani has served as a Chief Financial Officer for a publicly-traded company. The management team may not successfully or effectively conduct the management of a public company that is subject to significant regulatory oversight and reporting obligations under federal securities laws, particularly in light of the Securities and Exchange Commissionâ€™s (â€œSECâ€) increasing focus on former shell companies.Their limited experience in dealing with the increasingly complex laws pertaining to public companies could be a significant disadvantage in that it is likely that an increasing amount of their time may be devoted to these activities, which will result in less time being devoted to the management and growth of ChargePoint. ChargePoint may not have adequate personnel with the appropriate level of knowledge, experience and training in the accounting policies, practices or internal control over financial reporting required of public companies. The development and implementation of the standards and controls and the hiring of experienced personnel necessary to achieve the level of accounting standards required of a public company may require greater costs than expected.ChargePoint may experience a disruption of its business activities due to senior executive transitions. In November 2023, ChargePointâ€™s Chief Executive Officer since 2011 and Chief Financial Officer since 2018, respectively, separated from the Company and ChargePoint appointed Mr. Rick Wilmer, its former Chief Operating Officer, as its Chief Executive Officer and in July 2024 appointed Ms. Mansi Khetani as its Chief Financial Officer.54Leadership transitions and management changes can be inherently difficult to manage and may cause uncertainty or a disruption to ChargePointâ€™s business or may increase the likelihood of turnover in key officers and employees. In addition, recently appointed executives may view ChargePointâ€™s business differently than prior members of executive management, and over time may make changes to ChargePointâ€™s strategic focus, operations, business plans, existing personnel and their responsibilities. ChargePoint may not be able to properly manage such shifts in focus, and any changes to its business may not ultimately prove successful. ChargePointâ€™s success depends in part on having a successful leadership team. If ChargePoint cannot effectively manage leadership transitions and management changes, it could make it more difficult to successfully operate its business and pursue its business objectives. ChargePoint may not be able to retain the services of its current senior executives or other key employees. If ChargePoint does not succeed in attracting well-qualified employees, retaining and motivating existing employees or integrating new executives and employees, its business could be materially and adversely affected. ChargePointâ€™s future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators.ChargePointâ€™s future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators. The electrification of fleets is an emerging market, and fleet operators may not adopt EVs on a widespread basis and on the timelines ChargePoint anticipates. In addition to the factors affecting the growth of the EV market generally, transitioning to an EV fleet can be costly and capital intensive, which could result in slower than anticipated adoption. The sales cycle could also be longer for sales to fleet operators, as they are often larger organizations, with more formal procurement processes than smaller commercial site hosts. Fleet operators may also require significant additional services and support, and if ChargePoint is unable to provide such services and support, it may adversely affect its ability to attract additional fleet operators as customers. Any failure to attract and retain fleet operators as customers in the future would adversely affect ChargePointâ€™s business and results of operations.ChargePoint faces risks related to global epidemics and health pandemics which could have a material and adverse effect on its business and results of operations.ChargePoint faces risks related to global epidemics and health pandemics, like what was experienced worldwide during the COVID-19 pandemic, which may create significant volatility in the global economy and may have a long-lasting adverse impact on ChargePoint and its industry. For instance, such epidemics may cause local, regional or national governments to implement measures to contain pandemic risks, such as travel restrictions, quarantines, shelter in place orders or business shutdowns. Any of these measures may adversely affect ChargePointâ€™s employees and operations and the operations of its customers, suppliers, vendors and business partners, and may negatively impact demand for EV charging stations, particularly at workplaces, or the supply of components necessary for the manufacture of charging stations.For example, beginning in calendar year 2020, in response to the worldwide COVID-19 pandemic, ChargePoint modified its business practices by recommending that all non-essential personnel work from home and cancelling or reducing physical participation in sales activities, meetings, events and conferences. Subsequently, in May 2022, ChargePoint commenced a â€œreturn-to-officeâ€ plan, which included shifting to a hybrid model where employees have the flexibility to work from home or from the office. In the spring of 2023, ChargePoint further refined its hybrid model to require most employees to return to office at least three days a week. A hybrid work model may create challenges, including challenges maintaining ChargePointâ€™s corporate culture, increasing attrition or limiting ChargePointâ€™s ability to attract employees if individuals prefer to continue working full time at home. Future challenges related to ChargePointâ€™s hybrid work model or workplace practices could lead to attrition and difficulty attracting high-quality employees.The effect of future health pandemics on ChargePointâ€™s business, prospects and results of operations will depend on their duration and sustained impact. Difficult macroeconomic conditions, such as supply shortages, increased inflation, increased and prolonged unemployment or a decline in consumer confidence as a result of pandemics, as well as reduced spending by businesses, could have a material adverse effect on the demand for ChargePointâ€™s products and services. The effect of, or even the threats of, a new global pandemic can also vary over time and across the geographies in which ChargePoint operates. For example, variations in â€œwork-from-homeâ€ or â€œreturn-to-officeâ€ policies can cause fluctuations in ChargePointâ€™s revenues because conditions caused by global pandemics, such as more permanent work-from-home policies, are likely to continue affecting the rate of global infrastructure spending, and thus to continue to adversely impact ChargePointâ€™s gross margins as ChargePointâ€™s commercial business tends to contribute higher gross margins than its residential and fleet businesses. Even after the acute impact from any pandemic has subsided, ChargePoint may continue to experience an adverse impact to its business as a result of the pandemicâ€™s global economic impact, including any recession that has occurred or may occur in the future.55ChargePoint is highly reliant on its networked charging solution and information technology systems and data, and those of its service providers and component suppliers, any of which systems and data may be subject to cyber-attacks, service disruptions or other security incidents, which could result in data breaches, loss or interruption of services, intellectual property theft, claims, litigation, regulatory investigations, significant liability, reputational damage and other adverse consequences.ChargePoint continues to expand its information technology systems in the form of its networked charging solution, and as its operations grow, its internal information technology systems, such as product data management, procurement, inventory management, production planning and execution, sales, services and logistics, financial, tax and regulatory compliance systems. This includes the implementation of new internally developed systems and the deployment of such systems in the United States and abroad. The implementation, maintenance, segregation and improvement of these systems require significant management time, support and cost, and there are inherent risks associated with developing, improving and expanding ChargePointâ€™s core systems as well as implementing new systems and updating current systems, including disruptions to the related areas of business operations. These risks may affect ChargePointâ€™s ability to manage its data and inventory, procure parts or supplies or manufacture, sell, deliver and service products, adequately protect its intellectual property or achieve and maintain compliance with, or realize available benefits under, tax laws and other applicable regulations.While ChargePoint maintains information technology measures designed to protect it against intellectual property theft, data breaches, sabotage and other external or internal cyber-attacks or misappropriation, its systems and those of its service providers are potentially vulnerable to malware, ransomware, viruses, denial-of-service attacks, phishing attacks, social engineering, computer hacking, unauthorized access, exploitation of bugs, defects and vulnerabilities, breakdowns, damage, interruptions, system malfunctions, power outages, terrorism, acts of vandalism, security breaches, security incidents, inadvertent or intentional actions by employees or other third parties, and other cyber-attacks. Further, most of the networked charging stations ChargePoint sells are owned and operated by third-parties who are responsible for the physical safety of the charging stations. Failure on the part of ChargePointâ€™s customers to adequately assure the physical safety of charging stations may result in unauthorized access to ChargePointâ€™s systems or network. To the extent any security incident results in unauthorized access or damage to or acquisition, use, corruption, loss, destruction, alteration or dissemination of ChargePoint data, including intellectual property and personal information, or ChargePoint products, or for it to be believed or reported that any of these occurred, it could disrupt ChargePointâ€™s business, harm its reputation, compel it to comply with applicable data breach notification laws, subject it to time consuming, distracting and expensive litigation, regulatory investigation and oversight, mandatory corrective action, require it to verify the correctness of database contents, or otherwise subject it to liability under laws, regulations and contractual obligations, including those that protect the privacy and security of personal information. This could result in increased costs to ChargePoint and result in significant legal and financial exposure and/or reputational harm. Because ChargePoint also relies on third-party service providers, it cannot guarantee that its service providersâ€™ and component suppliersâ€™ systems have not been breached or that they do not contain exploitable defects, bugs, or vulnerabilities that could result in a security incident, or other disruption to, ChargePointâ€™s or ChargePointâ€™s service providersâ€™ or component suppliersâ€™ systems. ChargePointâ€™s ability to monitor its service providersâ€™ and component suppliersâ€™ security measures is limited, and, in any event, malicious third parties may be able to circumvent those security measures. If ChargePoint does not successfully implement, maintain or expand its information technology systems as planned, its operations may be disrupted, its ability to accurately and/or timely report its financial results could be impaired and deficiencies may arise in its internal control over financial reporting, which may impact its ability to certify its financial results (see also â€œFinancial, Tax and Accounting-Related Risks--ChargePoint previously identified material weaknesses in its internal control over financial reporting. If ChargePoint identifies additional material weaknesses in the future or otherwise fails to maintain an effective system of internal control over financial reporting, this may result in material misstatements contained within ChargePointâ€™s consolidated financial statements or cause ChargePoint to fail to meet its periodic reporting obligations,â€ for more detail). Moreover, ChargePointâ€™s proprietary information, including intellectual property and personal information, could be compromised or misappropriated, its reputation may be adversely affected if these systems or their functionality do not operate as expected and ChargePoint may be required to expend significant resources to make corrections or find alternative sources for performing these functions.Computer malware, viruses, ransomware, hacking, phishing attacks and similar disruptions could result in security and privacy breaches and interruption in service, which could harm ChargePointâ€™s business.From time to time, ChargePoint has experienced cyberattacks on its information technology infrastructure and systems. Computer malware, viruses, physical or electronic break-ins and similar disruptions could lead to interruption and delays in ChargePointâ€™s services and operations and loss, misuse or theft of data. Computer malware, viruses, ransomware, hacking and phishing attacks against online networks have become more prevalent and may occur on ChargePointâ€™s systems in the future. 56ChargePointâ€™s business may be subject to heightened risks of cyber intrusion as nation-state hackers seek access to technology used by the U.S. government and as criminal enterprise hackers, which may or may not be affiliated with foreign governments, use ransomware attacks to disable critical infrastructure and extort companies for ransom payments. Cyber security organizations in many countries have published warnings of increased cybersecurity threats to U.S. businesses, and external events, like the conflict between Russia and Ukraine, conflicts in the Middle East, or rising political tensions with China may increase the likelihood of cybersecurity attacks, particularly directed at energy, fueling or infrastructure service providers. ChargePoint has also been targeted by spear phishing attacks, in which an email directed at a specific individual or department is disguised to appear to be from a trusted source to obtain sensitive information. Any attempts by cyber attackers to disrupt ChargePointâ€™s services or systems, if successful, could harm its business, introduce liability to data subjects, result in the misappropriation of funds, be expensive to remedy, subject ChargePoint to substantial fines, penalties, damages and other liabilities under applicable laws and regulations, lead to a loss of protection of its intellectual property or trade secrets and damage its reputation or brand. ChargePointâ€™s cyber-insurance coverage may not be sufficient to compensate for all liability relating to any actual or potential disruption or other security breach or incident. ChargePoint cannot be certain that its coverage will be adequate for liabilities actually incurred, that insurance will continue to be available to it on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against ChargePoint that exceed available insurance coverage, or the occurrence of changes in ChargePointâ€™s insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation. Efforts to prevent cyber attackers from entering computer systems are expensive to implement, and ChargePoint may not be able to cause the implementation or enforcement of such preventions with respect to its third-party vendors. Though it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of systems and technical infrastructure may, in addition to other losses, harm ChargePointâ€™s reputation, brand and ability to attract customers.ChargePoint has previously experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, third-party service providers, component supplier and manufacturer disruptions, human or software errors and capacity constraints. If ChargePointâ€™s services are unavailable when users attempt to access them, they may seek other services, which could reduce demand for ChargePointâ€™s solutions from target customers.ChargePoint has processes and procedures in place designed to enable it to quickly recover from a disaster or catastrophe and continue business operations and has tested this capability under controlled circumstances. However, there are several factors ranging from human error to data corruption that could materially impact the efficacy of such processes and procedures, including by lengthening the time services are partially or fully unavailable to customers and users. It may be difficult or impossible to perform some or all recovery steps and continue normal business operations due to the nature of a particular disaster or catastrophe, especially during peak periods, which could cause additional reputational damages, or loss of revenue, any of which could adversely affect its business and financial results.Acquisitions or strategic investments could be difficult to identify and integrate, divert the attention of key management personnel, disrupt ChargePointâ€™s business, dilute stockholder value and adversely affect its results of operations and financial condition.As part of ChargePointâ€™s business strategy, ChargePoint has made and may in the future make acquisitions of, or investments in, businesses, services or technologies that are complementary to its existing business. The process of identifying and consummating acquisitions and investments and the subsequent integration of new assets and businesses into ChargePointâ€™s own business, requires attention from management and could result in a diversion of resources from its existing business, which in turn could have an adverse effect on its operations. Acquired assets or businesses may not generate the expected financial results. Acquisitions or investments could also result in the use of cash, potentially dilutive issuances of equity securities, the occurrence of goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business or investment. ChargePoint may also incur costs and management time on transactions that are ultimately not completed. In addition, ChargePointâ€™s due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product, technology or investment, including issues related to intellectual property, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices or issues with employees or customers.57ChargePointâ€™s acquisitions or investments may not ultimately strengthen its competitive position or achieve its goals and business strategy; ChargePoint may be subject to claims or liabilities assumed from an acquired company, product or technology; acquisitions or investments ChargePoint completes could be viewed negatively by its customers, investors and securities analysts; and ChargePoint may incur costs and expenses necessary to address an acquired companyâ€™s failure to comply with laws and governmental rules and regulations. Additionally, ChargePoint may be subject to litigation or other claims in connection with the acquired company, including claims from terminated employees, former stockholders or other third parties, which may differ from or be more significant than the risks ChargePointâ€™s business faces for similar litigation or other claims. An acquired company may also need to implement or improve its controls, procedures and policies, and ChargePoint may face risks associated if any of those controls, procedures or policies are insufficiently effective. ChargePoint may also face retention or cultural challenges associated with integrating employees from the acquired company into its organization. If ChargePoint is unsuccessful at integrating acquisitions or investments in a timely manner, the revenue and operating results of the combined company could be adversely affected. Any integration process may require significant time and resources, which may disrupt ChargePointâ€™s ongoing business and divert managementâ€™s attention, and ChargePoint may not be able to manage the integration process successfully or in a timely manner. ChargePoint may not successfully evaluate or utilize the acquired technology or personnel, realize anticipated synergies from the acquisition or investment, or accurately forecast the financial impact of an acquisition or investment transaction or the related integration of such acquisition or investment, including accounting charges and any potential impairment of goodwill and intangible assets recognized in connection with such transaction. ChargePoint may have to pay cash, incur debt, or issue equity or equity-linked securities to pay for any acquisitions or investments, each of which could adversely affect its financial condition or the market price of its Common Stock. Furthermore, the sale of equity or issuance of equity-linked debt to finance any such transaction could result in dilution to ChargePointâ€™s stockholders. The occurrence of any of these risks could harm ChargePointâ€™s business, operating results and financial condition.ChargePointâ€™s business is subject to risks associated with natural disasters and the adverse effects associated with climate change, including earthquakes, wildfires, or other types of natural disasters or resource shortages, including public safety power shut-offs that have occurred and may continue to occur in California, the effects of which could disrupt and harm its operations and those of ChargePointâ€™s customers.ChargePoint conducts a majority of its operations in the San Francisco Bay Area in an area projected to be vulnerable to future water scarcity and sea level rise due to climate change as well as in an active earthquake zone. The occurrence of a natural disaster such as an earthquake, drought, flood, fire (such as the increasingly frequent wildfires in California), localized extended outages of critical utilities (such as Californiaâ€™s public safety power shut-offs) or transportation systems, or any critical resource shortages could cause a significant interruption in its business, damage or destroy ChargePointâ€™s facilities or inventories, and cause it to incur significant costs, any of which could harm its business, financial condition and results of operations. The insurance ChargePoint maintains against fires, earthquakes and other natural disasters may not be adequate to cover losses in any particular case.In addition, rolling public safety power shut-offs in California or other states can affect user acceptance of EVs, as charging may be unavailable at the desired times, or at all during these events. These shut-offs could also affect the ability of fleet operators to charge their EVs, which, for example, could adversely affect transportation schedules or any service level agreements to which either ChargePoint or the fleet operator may be a party. If these events persist, the demand for EVs could decline, which would result in reduced demand for charging solutions.Seasonality may cause fluctuations in ChargePointâ€™s revenue. ChargePoint believes there are seasonal factors that may cause ChargePoint to record higher revenue in some quarters compared with others. A significant share of ChargePointâ€™s annual revenues are typically generated in the fourth fiscal quarter, which coincides with customers with a December 31 year-end choosing to spend remaining unused portions of their budgets. ChargePointâ€™s revenues have historically been lower in its first fiscal quarter than its preceding fourth quarter, due to, in part, unfavorable weather conditions which result in a decrease in construction activity during the winter months, periods of wet weather and times when other weather and climate conditions would impair construction activity. While ChargePoint believes it has visibility into the seasonality of its business, various factors, including difficult weather conditions (such as flooding, hurricanes, prolonged rain or periods of unseasonably cold temperatures or snowstorms) in any quarter, may materially and adversely affect its business, financial condition and results of operations.58ChargePoint is susceptible to risks associated with an increased focus by stakeholders and regulators on climate change, which may adversely affect its business and results of operations.Climate-related events, including the increasing frequency of extreme weather events and their impact on critical infrastructure in the United States and elsewhere, have the potential to disrupt ChargePointâ€™s business and those of its third-party suppliers, and customers, and may cause ChargePoint to experience higher attrition, losses and additional costs to maintain or resume operations. In addition, ChargePointâ€™s customers may begin to establish sourcing requirements related to sustainability. As a result, ChargePoint may receive requests for sustainability related information about its products, business operations, use of sustainable materials and packaging. ChargePointâ€™s inability to comply with these and other sustainability requirements in the future could adversely affect sales of and demand for its productsFurther, there is an increased focus, including by governmental and nongovernmental organizations, investors, customers, and other stakeholders, on climate change matters, including increased pressure to expand disclosures related to the physical and transition risks related to climate change or to establish sustainability goals, such as the reduction of greenhouse gas emissions, which could expose ChargePoint to market, operational and execution costs or risks. ChargePointâ€™s failure to establish such sustainability targets or targets that are perceived to be appropriate, as well as to achieve progress on those targets on a timely basis, or at all, could adversely affect the reputation of its brand and sales of and demand for its products. 59Risks Related to the EV MarketChargePointâ€™s future growth and success is highly dependent upon the continuing rapid adoption of EVs for passenger and fleet applications.ChargePointâ€™s future growth is highly dependent upon the adoption of EVs by businesses and consumers. The market for EVs is still rapidly evolving, characterized by rapidly changing technologies, competitive pricing and factors, evolving government regulation and industry standards, changing consumer demands and behaviors, changing levels of concern related to environmental issues and governmental initiatives related to energy independence, climate change and the environment generally. Although demand for EVs has grown in recent years, the rate of EV sales is highly volatile and there is no guarantee of continuing future demand. If the market for EVs develops more slowly than expected, or if demand for EVs decreases, ChargePointâ€™s business, prospects, financial condition and operating results would be harmed. The market for EVs could be affected by numerous factors, such as:â€¢perceptions about EV features, quality, safety, performance and cost;â€¢EV auto manufacturers delay or eliminate plans to migrate their manufacturing production to be solely or primarily EVs;â€¢perceptions about the limited range over which EVs may be driven on a single battery charge;â€¢competition, including from other types of alternative fuel vehicles, plug-in hybrid electric vehicles and high fuel-economy internal combustion engine vehicles;â€¢volatility in the cost of oil and gasoline, including as a result of trade restrictions;â€¢concerns regarding the scalability, availability, reliability and stability of the electrical grid;â€¢the change in an EV batteryâ€™s ability to hold a charge over time;â€¢the availability and reliability of a national electric vehicle charging network or infrastructure;â€¢availability of maintenance and repair services for EVs;â€¢consumersâ€™ perception about the convenience and cost of charging EVs;â€¢increases in fuel efficiency of non-electric vehicles;â€¢government regulations and economic incentives, including adverse changes in, or expiration of, favorable tax incentives related to EVs, EV charging stations or decarbonization generally;â€¢relaxation or elimination of government mandates or quotas regarding the sale of EVs; andâ€¢concerns about the future viability of EV manufacturers.In addition, sales of vehicles in the automotive industry can be cyclical, which may affect growth in acceptance of EVs. It is uncertain how macroeconomic factors will impact demand for EVs, particularly since EVs can be more expensive than traditional gasoline-powered vehicles. Furthermore, because fleet operators often make large purchases of EVs, this cyclicality and volatility in the automotive industry may be more pronounced with commercial purchasers, and any significant decline in demand from these customers could reduce demand for EV charging and ChargePointâ€™s products and services in particular.Demand for EVs may also be affected by factors directly impacting automobile prices or the cost of purchasing and operating automobiles, such as sales and financing incentives, prices of raw materials and parts and components, cost of fuel and governmental regulations, including tariffs, import regulation and other taxes. Volatility in demand or delays in EV production due to global supply chain constraints or due to changes in vehicle manufacturers EV product goals may lead to lower vehicle unit sales, which may result in reduced demand for EV charging solutions and therefore adversely affect ChargePointâ€™s business, financial condition and operating results.60The EV market currently benefits from the availability of rebates, tax credits and other financial incentives from governments, utilities and others to offset the purchase or operating costs of EVs and EV charging stations. The reduction, modification, or elimination of such benefits could cause reduced demand for EVs and EV charging stations, which would adversely affect ChargePointâ€™s financial results.The U.S. federal government, foreign governments and some state and local governments provide incentives to end users and purchasers of EVs and EV charging stations in the form of rebates, tax credits and regulations like clean fuel programs, which can provide other financial incentives. The EV market benefits from these governmental rebates, tax credits and other financial incentives to significantly lower the effective price of EVs and EV charging stations to customers. For example, the Infrastructure Investment and Jobs Act signed into law on November 15, 2021 provided additional funding for EVs and EV charging infrastructure through the creation of new programs and grants and the expansion of existing programs, including $7.5 billion for EV charging along highway corridors. In addition, the Inflation Reduction Act of 2022 (the â€œIRAâ€) signed into law on August 16, 2022 includes numerous incentives and tax credits aimed at reducing the effects of climate change, such as the extension and increase of the EV charging infrastructure tax credits under Section 30C and tax credits for EVs under Section 30D of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) through 2032. However, these incentives may expire on a particular date, end when the allocated funding is exhausted, or be reduced or terminated as a matter of regulatory or legislative policy. Any other reduction in rebates, tax credits or other financial incentives for EVs or EV charging stations could materially reduce the demand for EVs and ChargePointâ€™s solutions and, as a result, may adversely impact ChargePointâ€™s business and expansion potential.In addition, the EV charging infrastructure tax credits, pursuant to Section 30C of the Code, are subject to an 80% reduction if the applicable project does not satisfy certain prevailing wage and apprenticeship requirements (and none of the relevant exceptions apply). If these requirements are not satisfied, the demand for ChargePointâ€™s network charging solutions may be adversely impacted by the reduced credits available, which could have a material adverse effect on ChargePointâ€™s business, financial condition and results of operations.ChargePoint also derives other revenue as set forth on its condensed consolidated statements of operations from regulatory credits. If government support of these credits declines, ChargePointâ€™s ability to generate this other revenue in the future would be adversely affected. In years prior to fiscal year 2021, ChargePoint has derived a slight majority of its other revenue from regulatory credits. However, revenue from this source as a percentage of other and total revenue has declined in recent quarters and it may continue to decline over time. Further, the availability of such credits may decline even with general governmental support of the transition to EV infrastructure. Changes to fuel economy standards or the success of alternative fuels may negatively impact the EV market and thus the demand for ChargePointâ€™s products and services.As regulations have required an increase in the mileage capabilities of cars, consumption of renewable transportation fuels, such as ethanol and biodiesel, and the prevalence of other alternative vehicles has been increasing. If fuel efficiency of non-electric vehicles continues to rise, whether as the result of regulations or otherwise, and affordability of vehicles using renewable transportation fuels improves, the demand for EVs could diminish. In addition, the EV fueling model is different than gas or other fuel models, requiring behavior change and education of influencers, consumers and others such as regulatory bodies. Developments in alternative technologies, such as advanced diesel, ethanol, fuel cells or compressed natural gas, or improvements in the fuel economy of the internal combustion engine, may materially and adversely affect demand for EVs and EV charging stations. For example, fuel which is abundant and relatively inexpensive in the United States, such as compressed natural gas, may emerge as a preferred alternative to petroleum-based propulsion. Regulatory bodies may also adopt rules that substantially favor certain alternatives to petroleum-based propulsion over others, which may not necessarily be EVs, or may adopt rules to eliminate, modify or reduce penalties or incentives to maintain minimum fuel economy standards. Any of these changes may impose additional obstacles to the purchase of EVs or the development of a more ubiquitous EV market. If any of the above influence consumers or businesses to no longer purchase EVs or purchase them at a lower rate, it would materially and adversely affect ChargePointâ€™s business, operating results, financial condition and prospects.61The EV charging market is characterized by rapid technological changes often due to technical improvements, regulatory requirements and customer requirements, which requires ChargePoint to continue to develop new products and product innovations. Any delays in such development could adversely affect market adoption of its products and ChargePointâ€™s financial results.Continuing technological changes in battery and other EV technologies could adversely affect adoption of current EV charging technology and/or ChargePointâ€™s products. ChargePointâ€™s future success will depend upon its ability to develop and introduce a variety of new capabilities and innovations to its existing product offerings, as well as introduce a variety of new product offerings, to address the changing needs of the EV charging market. As new products are introduced, gross margins tend to decline in the near term and improve as the product becomes more mature with a more efficient manufacturing process.As EV technologies change, new industry standards evolve or develop or governmental regulations impose new requirements on EV charging technology, ChargePoint may need to upgrade or adapt its charging station technology and introduce new products and services in order to serve vehicles that have the latest technology, such as battery cell technology or charging connector ports, or comply with new governmental regulations, which could involve substantial costs. Even if ChargePoint is able to keep pace with changes in technology and develop new products and services, its research and development expenses could increase, its gross margins could be adversely affected in some periods and its prior products could become obsolete or non-compliant with governmental regulations or industry standards more quickly than expected. ChargePoint may also incur additional costs and expenses related to new product transitions such as adverse impacts due to supply chain failures to procure sufficient new product components, purchase price variances, or inventory obsolescence costs related to new product transitions, including as the result of any failure on the part of ChargePoint to meet its own estimates and projections. ChargePoint cannot guarantee that any new products will be released in a timely manner, or at all, or achieve market acceptance. Delays in delivering new products that meet customer requirements could damage ChargePointâ€™s relationships with customers and lead them to seek alternative providers. Delays in introducing products and innovations or the failure to offer innovative products or services at competitive prices may cause existing and potential customers to purchase ChargePointâ€™s competitorsâ€™ products or services. Finally, new or changing state or federal regulations or industry standards may result in delays related to the development of new products or modifications to existing products in order to come into compliance and any such delays may result in customerâ€™s selecting alternative providers or result in delays related to ChargePointâ€™s ability to install, sell or distribute its charging station technology.If ChargePoint is unable to devote adequate resources to develop products or cannot otherwise successfully develop products or services that meet customer and regulatory requirements on a timely basis or that remain competitive with technological alternatives, its products and services could lose market share, its revenue may decline, it may experience higher operating losses and its business and prospects may be adversely affected.Certain statements ChargePoint makes about estimates of market opportunity and forecasts of market growth may prove to be inaccurate.From time to time, ChargePoint makes statements with estimates of the addressable market for ChargePointâ€™s solutions and the EV market in general. Market opportunity estimates and growth forecasts, whether obtained from third-party sources or developed internally, are subject to significant uncertainty and are based on assumptions and estimates that may prove to be inaccurate. The estimates and forecasts relating to the size and expected growth of the target EV market, market demand and adoption rates, capacity to address this demand and pricing may also prove to be inaccurate. In particular, estimates regarding the current and projected EV market opportunity are difficult to predict. The estimated addressable EV market may not materialize for many years, if ever, and even if the markets meet the size estimates and growth forecasts, ChargePointâ€™s business could fail to grow at similar rates.Risks Related to ChargePointâ€™s Technology, Intellectual Property and InfrastructureChargePointâ€™s business may be adversely affected if it is unable to protect its technology and intellectual property from unauthorized use by third parties.ChargePointâ€™s success depends, at least in part, on ChargePointâ€™s ability to obtain, maintain, enforce and protect its core technology and intellectual property. To accomplish this, ChargePoint relies on, and plans to continue relying on, a combination of patents, trade secrets (including know-how), employee and third-party nondisclosure agreements, copyright, trademarks, intellectual property licenses and other contractual rights to retain ownership of, and protect, its technology. Despite ChargePointâ€™s efforts to obtain, maintain, enforce and protect intellectual property rights, there can be no assurance that these steps will be available in all cases or will be adequate to prevent ChargePointâ€™s competitors or other third-parties from copying, reverse engineering, or otherwise obtaining and using its technology or products or seeking court declarations that they do not infringe, misappropriate or otherwise violate its intellectual property. Failure to adequately protect its technology and 62intellectual property could result in competitors offering similar products, potentially resulting in the loss of some of ChargePointâ€™s competitive advantage and a decrease in revenue which would adversely affect its business, prospects, financial condition and operating results.The measures ChargePoint takes to protect its technology and intellectual property from unauthorized use by others may not be effective for various reasons, including the following:â€¢any patent applications ChargePoint submits may not result in the issuance of patents;â€¢the scope of issued patents may not be broad enough to protect its inventions and proprietary rights;â€¢any issued patents may be challenged by competitors and/or invalidated by courts or governmental authorities;â€¢ChargePoint may not be the first inventor of the subject matter to which it has filed a particular patent application, and it may not be the first party to file such a patent application;â€¢Patents have a finite term, and competitors and other third-parties may offer identical or similar products after the expiration of ChargePointâ€™s patents that cover such products;â€¢the costs associated with enforcing patents, confidentiality and invention agreements or other intellectual property rights may make aggressive enforcement impracticable;â€¢current and future competitors may circumvent patents or independently develop similar trade secrets or works of authorship, such as software;â€¢know-how and other proprietary information ChargePoint purports to hold as a trade secret may not qualify as a trade secret under applicable laws;â€¢ChargePointâ€™s employees, contractors or business partners may breach their confidentiality, non-disclosure, and non-use obligations; andâ€¢proprietary designs and technology embodied in ChargePointâ€™s products may be discoverable by third-parties through means that do not constitute violations of applicable laws.Patent, trademark, and trade secret laws vary significantly throughout the world. Some foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States. Further, policing the unauthorized use of ChargePointâ€™s intellectual property in foreign jurisdictions may be difficult or impossible. Therefore, ChargePointâ€™s intellectual property rights may not be as strong or as easily enforced outside of the United States.Certain patents in the EV space may come to be considered â€œstandards essential.â€ If this is the case with respect to any of ChargePointâ€™s patents, it may be required to license certain technology on â€œfair, reasonable and non-discriminatoryâ€ terms, decreasing revenue. Further, competitors, vendors, or customers may, in certain instances, be free to create variations or derivative works of ChargePoint technology and intellectual property, and those derivative works may become directly competitive with ChargePointâ€™s offerings. Finally, ChargePoint may not be able to leverage, or obtain ownership of, all technology and intellectual property developed by ChargePointâ€™s vendors in connection with design and manufacture of ChargePointâ€™s products, thereby jeopardizing ChargePointâ€™s ability to obtain a competitive advantage over its competitors.It is ChargePointâ€™s policy to enter into confidentiality and invention assignment agreements with its employees and contractors that have developed material intellectual property for ChargePoint, but these agreements may not be self-executing and may not otherwise adequately protect ChargePointâ€™s intellectual property, particularly with respect to conflicts of ownership relating to work product generated by employees and contractors. Furthermore, ChargePoint cannot be certain that these agreements will not be breached, and that third-parties will not gain access to its trade secrets, know-how and other proprietary technology. Third-parties may also independently develop the same or substantially similar proprietary technology. Monitoring unauthorized use of ChargePointâ€™s intellectual property is difficult and costly, as are the steps ChargePoint has taken or will take to prevent misappropriation.To prevent unauthorized use of ChargePointâ€™s intellectual property, it may be necessary to prosecute actions for infringement, misappropriation or other violation of ChargePointâ€™s intellectual property against third-parties. Any such action could result in significant costs and diversion of ChargePointâ€™s resources and managementâ€™s attention, and there can be no assurance that ChargePoint will be successful in any such action. Furthermore, ChargePointâ€™s current and potential competitors may have the ability to dedicate substantially greater resources to enforce their intellectual property rights than ChargePoint 63does. Accordingly, ChargePoint may not be able to prevent third-parties from infringing, misappropriating or otherwise violating its intellectual property. Any of the foregoing may adversely affect ChargePointâ€™s revenues or results of operations.ChargePoint may need to defend against intellectual property infringement or misappropriation claims, which may be time-consuming and expensive.From time to time, the holders of intellectual property rights may assert their rights and urge ChargePoint to enter into licenses, and/or may bring suits alleging infringement, misappropriation or other violation of such rights. There can be no assurance that ChargePoint will be able to mitigate the risk of potential suits or other legal demands by competitors or other third-parties. Accordingly, ChargePoint may consider entering into licensing agreements with respect to such rights, although no assurance can be given that such licenses can be obtained on acceptable terms or that litigation will not occur, and such licenses and associated litigation could significantly increase ChargePointâ€™s operating expenses. In addition, if ChargePoint is determined to have or believes there is a high likelihood that it has infringed upon, misappropriated or otherwise violated a third-partyâ€™s intellectual property rights, it may be required to cease making, selling or incorporating certain key components or intellectual property into the products and services it offers, to pay substantial damages and/or royalties, to redesign its products and services, and/or to establish and maintain alternative branding. In addition, to the extent that ChargePointâ€™s customers and business partners become the subject of any allegation or claim regarding the infringement, misappropriation or other violation of intellectual property rights related to ChargePointâ€™s products and services, ChargePoint may be required to indemnify such customers and business partners. If ChargePoint were required to take one or more such actions, its business, prospects, operating results and financial condition could be materially and adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs, negative publicity and diversion of resources and management attention.ChargePoint expects to incur research and development costs and devote significant resources to developing new products, which could significantly reduce its profitability and may never result in revenue to ChargePoint.ChargePointâ€™s future growth depends on penetrating new markets, adapting existing products to new applications and customer requirements, and introducing new products that achieve market acceptance. ChargePoint plans to incur significant research and development costs in the future as part of its efforts to design, develop, manufacture and introduce new products and enhance existing products. ChargePointâ€™s research and development expenses were $72.6 million during the six months ended JulyÂ 31, 2024, and $220.8 million, $195.0 million, and $145.0 million during the fiscal years ended JanuaryÂ 31, 2024, 2023 and 2022, respectively, and may grow in the future. Further, ChargePointâ€™s research and development program may not produce successful results, and its new products may not achieve market acceptance, create additional revenue or become profitable.ChargePoint intends to use third-party contract manufacturers and design partners for targeted new research and development initiatives with the goals of controlling development costs and decreasing operating expenses. ChargePoint believes such partnerships will allow it to better manage research and development expenses, improve the speed and quality of new product development and increase its efficiencies by leveraging the design talent and supply chains of these partners. Implementing third-party design partners for new research and development initiatives will require sophisticated oversight, quality programs and cost-control initiatives. If ChargePoint is not successful in its use of third-party contract manufacturers and design partners for new product development, its financial conditions, gross margins and results of operations could be materially and adversely affected.The current lack of national and international standards for electric vehicle charging infrastructure may lead to uncertainty, additional competition and further unexpected costs.Lack of industry standards for EV station management, coupled with utilities and other large organizations mandating their own adoption of specifications that have not become widely adopted in the industry, may hinder innovation or slow new product or new feature introduction.In addition, automobile manufacturers may choose to utilize their own proprietary systems, which could lock out competition for EV charging stations, or to use their size and market position to influence the market, which could limit ChargePointâ€™s market and reach to customers, negatively impacting its business. For example, many of the major EV manufacturers have announced the adoption of the SAE J3400 as the standard charging port for their future EV models. It is possible that other charging or similar standards may be introduced into the emerging EV market by EV manufacturers, EV charging infrastructure suppliers and other market participants which may not be compatible with ChargePointâ€™s products or technologies that may cause ChargePoint to have to adapt its business, processes or services to comply with such standard, which may require significant time and research and development costs and, as a result, may have a material and adverse effect on ChargePointâ€™s revenue or results of operations,64Further, should regulatory bodies impose charging standards that are not compatible with ChargePointâ€™s products or infrastructure, ChargePoint may incur significant costs to adapt its business model to the new regulatory standards, which may require significant time and, as a result, may have a material and adverse effect on ChargePointâ€™s revenue or results of operations.ChargePointâ€™s technology could have undetected defects, errors or bugs in hardware or software which could reduce market adoption, damage its reputation with current or prospective customers, and/or expose it to product liability and other claims that could materially and adversely affect its business.ChargePoint may be subject to claims that charging stations have malfunctioned and persons or property were injured and harmed or purported to be injured and harmed. Any insurance that ChargePoint carries may not be sufficient or it may not apply to all situations. Similarly, to the extent that such malfunctions are related to components obtained from third-party vendors, such vendors may not assume responsibility for such malfunctions. In addition, ChargePointâ€™s customers could be subjected to claims as a result of such incidents and may bring legal claims against ChargePoint to attempt to hold it liable. Any of these events could adversely affect ChargePointâ€™s brand, relationships with customers, operating results or financial condition.Furthermore, ChargePointâ€™s software platform is complex, developed for over a decade by many developers, and includes a number of licensed third-party commercial and open-source software libraries. ChargePointâ€™s software has contained defects and errors and may in the future contain undetected defects or errors. ChargePoint is continuing to evolve the features and functionality of its platform through updates and enhancements, and as it does, it may introduce additional defects or errors that may not be detected until after deployment to customers. In addition, if ChargePointâ€™s products and services, including any updates or patches, are not implemented or used correctly or as intended, inadequate performance and disruptions in service may result.Any defects or errors in product or services offerings, or the perception of such defects or errors, or other performance problems could result in any of the following, each of which could adversely affect ChargePointâ€™s business and results of its operations:â€¢expenditure of significant financial and product development resources, including recalls, in efforts to analyze, correct, eliminate or work around errors or defects;â€¢payment of any fines, penalties or damages to third parties as the result of any claims related to defects or errors in ChargePointâ€™s products or services;â€¢loss of existing or potential customers or partners;â€¢interruptions or delays in sales;â€¢delayed or lost revenue;â€¢delay or failure to attain market acceptance;â€¢delay in the development or release of new functionality or improvements;â€¢negative publicity and reputational harm;â€¢sales credits or refunds;â€¢exposure of confidential or proprietary information;â€¢diversion of development and customer service resources;â€¢breach of warranty claims;â€¢legal claims under applicable laws, rules and regulations; andâ€¢an increase in collection cycles for accounts receivable or the expense and risk of litigation.Although ChargePoint has contractual protections, such as warranty disclaimers and limitation of liability provisions, in many of its agreements with customers, resellers and other business partners, such protections may not be uniformly 65implemented in all contracts and, where implemented, may not fully or effectively protect it from claims by customers, resellers, business partners or other third-parties. Any insurance coverage or indemnification obligations of suppliers may not adequately cover all such claims or cover only a portion of such claims. A successful product liability, warranty, or other similar claim could have an adverse effect on ChargePointâ€™s business, operating results and financial condition. In addition, even claims that ultimately are unsuccessful could result in expenditure of funds in litigation, divert managementâ€™s time and other resources and cause reputational harm.Some of ChargePointâ€™s products contain open-source software, which may pose particular risks to its proprietary software, products and services in a manner that could harm its business. ChargePoint uses open-source software in its products and anticipates using open-source software in the future. Some open-source software licenses require those who distribute open-source software as part of their own software product to publicly disclose all or part of the source code to such software product or to make available any derivative works of the open-source code on unfavorable terms or at no cost, and ChargePoint may be subject to such terms. The terms of many open-source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on ChargePointâ€™s ability to provide or distribute ChargePointâ€™s products or services. In addition, ChargePoint relies on some open-source software and libraries issued under the General Public License (or similar â€œcopyleftâ€ licenses) for development of its products and may continue to rely on similar copyleft licenses. Third-parties may assert a copyright claim against ChargePoint regarding its use of such software or libraries, which could lead to a limitation of ChargePointâ€™s use of such software or libraries. Use of such software or libraries may also force ChargePoint to provide third-parties, at no cost, the source code to its proprietary software, which may decrease revenue and lessen any competitive advantage ChargePoint has due to the secrecy of its source code.ChargePoint could face claims from third-parties claiming ownership of, or demanding release of, the open-source software or derivative works that ChargePoint developed using such software, which could include ChargePointâ€™s proprietary source code, or otherwise seeking to enforce the terms of the applicable open-source license. These claims could result in litigation and could require ChargePoint to make its software source code freely available, purchase a costly license or cease offering the implicated products or services unless and until ChargePoint can re-engineer them to avoid infringement, which may be a costly and time-consuming process, and ChargePoint may not be able to complete the re-engineering process successfully. Additionally, the use of certain open-source software can lead to greater risks than use of third-party commercial software, as open-source licensors generally do not provide warranties or controls on the origin of software. There is typically no support available for open-source software, and ChargePoint cannot ensure that the authors of such open-source software will implement or push updates to address security risks or will not abandon further development and maintenance. Many of the risks associated with the use of open-source software, such as the lack of warranties or assurances of title or performance, cannot be eliminated, and could, if not properly addressed, have an adverse effect on ChargePointâ€™s business and results.Misuse of ChargePointâ€™s networked charging systems and mobile applications, including its online payment methods, could adversely affect ChargePointâ€™s results of operations, expose it to third-party claims, or increase its exposure to fraud and other risks.ChargePointâ€™s Cloud Services platform is used to connect EV drivers with charging station hosts to pay for public and private charging. These payment connections can be made via the ChargePoint mobile application or via OEM â€œin-dashâ€ applications powered by ChargePoint software. ChargePoint also enables the payment of public charging sessions with third-party charging stations via software integration which ChargePoint refers to as â€œroaming.â€ In addition, ChargePointâ€™s software platform enables third-party e-mobility services providers, or eMSPs, to build and publish their own proprietary mobility and roaming services for the sale of charging sessions, particularly in Europe.In each of these charging cases, ChargePoint accepts payments from EV drivers for charging sessions using a variety of different payment methods or receives reimbursements from its roaming partners, which may subject ChargePoint to additional regulations and compliance requirements, and may also increase ChargePointâ€™s exposure to payment fraud, criminal activity, and other risks. Further, since the methods and schemes utilized by perpetrators of fraud are constantly evolving or, in some cases, not immediately detectable, ChargePoint cannot be certain that its policies, and controls and procedures for detecting fraud, will be effective over time or of its ability to update these measures to address emerging fraud risks. In addition, if illicit or fraudulent activity levels involving ChargePointâ€™s services were to rise, it could lead to regulatory intervention, adversely impact ChargePointâ€™s operations and customer relationships, and cause reputational and financial harm.66Interruptions, delays in service or inability to increase capacity, including internationally, at third-party data center facilities could impair the use or functionality of ChargePointâ€™s subscription services, harm its business and subject it to liability.ChargePoint currently serves customers from third-party data center facilities operated by Amazon Web Services (â€œAWSâ€) located in the United States, Europe and Canada. Any outage or failure of such data centers could negatively affect ChargePointâ€™s product connectivity and performance. ChargePointâ€™s primary environments are behind the Content Delivery Network operated by Cloudflare, Inc. (â€œCloudflareâ€), and any interruptions of Cloudflareâ€™s services could negatively affect ChargePointâ€™s product connectivity and performance. Furthermore, ChargePoint depends on connectivity from its charging stations to its data centers through cellular service providers, such as Verizon. Any incident affecting a data center facilityâ€™s or a cellular service providerâ€™s infrastructure or operations, whether caused by fire, flood, severe storm, earthquake, or other natural disasters, power loss, telecommunications failures, breach of security protocols, computer viruses and disabling devices, failure of access control mechanisms, war, criminal act, military actions, terrorist attacks and other similar events could negatively affect the use, functionality or availability of ChargePointâ€™s services.Any damage to, or failure of, ChargePointâ€™s systems, or those of its third-party providers, could interrupt or hinder the use or functionality of its services. Impairment of or interruptions in ChargePointâ€™s services may reduce revenue, subject it to claims and litigation, cause customers to terminate their subscriptions, and adversely affect renewal rates and its ability to attract new customers. ChargePointâ€™s business will also be harmed if customers and potential customers believe its products and services are unreliable.Customer-Related RisksChargePoint may be unable to leverage customer data in all geographic locations, and this limitation may impact research and development operations.ChargePoint relies on data collected through charging stations or its mobile application, including usage data and geolocation data. ChargePoint uses this data in connection with the research, development and analysis of its technologies. ChargePointâ€™s inability to obtain necessary rights to use this data or freely transfer this data out of, for example, the European Economic Area, could result in delays or otherwise negatively impact ChargePointâ€™s research and development efforts.ChargePointâ€™s ability to maintain customer satisfaction depends in part on the quality of ChargePointâ€™s customer support. Failure to maintain high-quality customer support could adversely affect ChargePointâ€™s reputation, business, results of operations, and financial condition.ChargePoint believes that the successful use of its networked charging stations and Cloud Services requires a high level of support and engagement for many of its customers, particularly its fleet and commercial customers. In order to deliver appropriate customer support and engagement, ChargePoint must successfully assist its customers in deploying and continuing to use ChargePointâ€™s networked charging stations and Cloud Services tools, resolving performance issues, addressing interoperability challenges with a customersâ€™ existing information technology or fuel management platforms and responding to networked charging stations component failures or replacement parts, as well as charging station performance and reliability issues that may arise from time to time. ChargePoint provides support to its commercial, fleet and residential networked charging station owners and operators. Such support services are generally provided under its extended warranty program (â€œAssureâ€), including proactive charging station monitoring, guaranteed service response times and labor and parts warranties. ChargePoint further provides support for EV drivers connecting to and utilizing ChargePointâ€™s Cloud Services and its network of EV charging stations, including customer support services and mobile services. ChargePointâ€™s support organization faces additional challenges associated with its international operations, including those associated with delivering support, training, and documentation in languages other than English. If ChargePoint fails to maintain high-quality customer support or comply with support requirements under its Cloud Services or Assure warranty program, ChargePoint may incur additional costs, be obligated to provide refunds, rebates or pay performance penalties to its customers and EV charging station owners, or suffer the cancellation of Cloud Services and Assure warranty agreements, the occurrence of any of which may increase ChargePointâ€™s expenses and costs or result in less revenue for ChargePoint, which may adversely affect ChargePointâ€™s reputation, business, results of operations, and financial condition.In addition to providing direct customer support, ChargePoint also relies on channel partners in order to provide frontline support to some of its customers, including with respect to commissioning, maintenance, component part replacements and repairs of charging stations. If ChargePointâ€™s channel partners do not provide support to the satisfaction of ChargePointâ€™s customers, ChargePoint may be required to hire additional personnel and to invest in additional resources in order to provide an adequate level of support, generally at a higher cost than that associated with its channel partners, which may increase 67ChargePointâ€™s costs and expenses and adversely affect ChargePointâ€™s gross margins. There can be no assurance that ChargePoint will be able to hire sufficient support personnel as and when needed. To the extent that ChargePoint is unsuccessful in hiring, training, and retaining adequate support personnel, its ability to provide high-quality and timely support to its customers will be negatively impacted and its customersâ€™ satisfaction with its Cloud Services and EV charging stations could be adversely affected. Any failure to maintain high-quality customer support, or a market perception that ChargePoint does not maintain high-quality customer support, could adversely affect ChargePointâ€™s reputation, business, results of operations, and financial condition, particularly with respect to its fleet customers (see also â€œRisks Related to ChargePointâ€™s Business--Supply chain disruptions, component shortages, manufacturing interruptions or delays could adversely affect ChargePointâ€™s ability to meet customer demand, lead to higher costs, and adversely affect ChargePointâ€™s business and results of operations.â€).ChargePointâ€™s business will depend on customers renewing their services subscriptions. If customers do not continue to use its subscription offerings or if they fail to add more stations, its business and operating results will be adversely affected.In addition to selling networked charging stations, ChargePoint also depends on customers continuing to subscribe to its Cloud Services and Assure warranty coverages. Therefore, it is important that customers renew their subscriptions when the contract term expires and add additional charging stations and services to their subscriptions. Customers may decide not to renew their subscriptions with a similar contract period, at the same prices or terms or with the same or a greater number of users, stations or level of functionality. Customer retention may decline or fluctuate as a result of a number of factors, including satisfaction with software and features, functionality of the charging stations, prices, features and pricing of competing products, reductions in spending levels, mergers and acquisitions involving customers and deteriorating general economic conditions.If customers do not renew their subscriptions, if they renew on terms less favorable to ChargePoint or if they fail to add products or services, ChargePointâ€™s business and operating results will be adversely affected.Changes in subscriptions or pricing models may not be reflected in near-term operating results.ChargePoint generally recognizes subscriptions revenue from customers ratably over the terms of their contracts. As a result, most of the subscriptions revenue reported in each quarter is derived from the recognition of deferred revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any single quarter will likely have only a small impact on revenue for that quarter. However, such a decline will negatively affect revenue in future quarters. In addition, the severity and duration of events may not be predictable, and their effects could extend beyond a single quarter. Accordingly, the effect of significant downturns in sales and market acceptance of subscription services, and potential changes in pricing policies or rate of renewals, may not be fully apparent until future periods.Financial, Tax and Accounting-Related RisksChargePoint previously identified material weaknesses in its internal control over financial reporting. If ChargePoint identifies additional material weaknesses in the future or otherwise fails to maintain an effective system of internal control over financial reporting, this may result in material misstatements contained within ChargePointâ€™s consolidated financial statements or cause ChargePoint to fail to meet its periodic reporting obligations.ChargePoint is required to provide managementâ€™s attestation on internal controls pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 (â€œSarbanes-Oxleyâ€). The standards required for a public company under Section 404(a) and Section 404(b) of Sarbanes-Oxley are significantly more stringent than those previously required of ChargePoint as a privately-held company. Management may not be able to effectively and timely implement controls and procedures that adequately satisfy the compliance and reporting requirements of Section 404(a) and/or Section 404(b) of Sarbanes-Oxley. If ChargePoint is not able to implement these requirements in a timely manner or with adequate compliance, it may not be able to assess whether its internal control over financial reporting is effective, which may subject it to adverse regulatory consequences and could harm investor confidence. ChargePoint has previously identified material weaknesses in its internal controls 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 ChargePointâ€™s annual or interim financial statements will not be prevented or detected on a timely basis. For instance, in connection with the preparation and audit of ChargePointâ€™s consolidated financial statements, material weaknesses were identified in its internal control over financial reporting as of January 31, 2022, and January 31, 2023. Although such material weaknesses were remediated in part as of January 31, 2023, and remediated in full as of January 31, 2024, there can be no assurance that similar internal control over financial reporting issues will not be identified in the future. If ChargePoint cannot remediate future material weaknesses or significant deficiencies in a timely manner, or if 68ChargePoint identifies additional control deficiencies or material weaknesses over financial reporting that individually or together constitute significant deficiencies or material weaknesses, ChargePointâ€™s ability to accurately record, process, and report financial information and its ability to prepare financial statements within required time periods, could be adversely affected.As previously disclosed in ChargePointâ€™s Annual Report on Form 10-K for the year ended January 31, 2023, and in subsequent quarterly reports, ChargePoint did not design and maintain effective controls over certain information technology (â€œITâ€) general controls for information systems that are relevant to the preparation of its consolidated financial statements. Specifically, ChargePoint did not design and maintain (a) program change management controls to ensure that IT program and data changes affecting financial IT applications and underlying accounting records are identified, tested, authorized and implemented appropriately,

(b) user access controls to ensure appropriate segregation of duties and that adequately restrict user and privileged access to its financial applications and data to appropriate company personnel and (c) testing and approval controls for program development to ensure that new software development is aligned with business and IT requirements. See Part II, Item 9A. Controls and Procedures in ChargePointâ€™s Annual Report on Form 10-K filed on April 1, 2024, for more information related to ChargePointâ€™s remediation of these material weaknesses during its fiscal year ended January 31, 2024.In addition, as previously disclosed in ChargePointâ€™s Annual Report on Form 10-K for the year ended January 31, 2022, management concluded ChargePoint did not design and maintain an effective control environment commensurate with its financial reporting requirements. Specifically, (a) ChargePoint did not maintain a sufficient complement of personnel with an appropriate degree of accounting knowledge, experience and training to appropriately analyze, record and disclose accounting matters commensurate with its accounting and reporting requirements, (b) ChargePoint did not design and maintain formal accounting policies, procedures and controls over significant accounts and disclosures to achieve complete, accurate and timely financial accounting, reporting and disclosures, including accounting for complex features associated with warrants, and adequate controls related to the preparation and review of journal entries, and (c) ChargePoint did not design and maintain effective controls related to the valuation of acquired intangible assets, specifically controls over the review of the inputs and assumptions used in the valuation of the acquired assets.While the material weaknesses related to internal controls over financial reporting previously disclosed by ChargePoint have since been remediated, the process of designing and implementing an effective financial reporting system is a continuous effort that requires ChargePoint to anticipate and react to changes in its business, to economic and regulatory environments and to expend significant resources to maintain a financial reporting system that satisfies its reporting obligations. ChargePoint may be unable to meet the reporting demands as a public company, including the requirements of Sarbanes-Oxley, and may be unable to accurately report its financial results, or report them within the timeframes required by law or stock exchange regulations. Failure to comply with Sarbanes-Oxley, when and as applicable, could also potentially subject ChargePoint to sanctions or investigations by the SEC or other regulatory authorities. Any failure to maintain or implement required new or improved controls, or any difficulties ChargePoint encounters in their implementation, could result in additional material weaknesses, cause ChargePoint to fail to meet its reporting obligations or result in material misstatements in its financial statements which could result in violations of applicable securities laws, stock exchange listing requirements, and the covenants under ChargePointâ€™s debt agreements, subject ChargePoint to litigation and investigations, negatively affect investor confidence in ChargePointâ€™s financial statements, and adversely impact its stock price and its ability to access capital markets. Furthermore, if ChargePoint cannot provide reliable financial reports or prevent material misstatements due to fraud or error, its business and results of operations could be harmed, and investors could lose confidence in its reported financial information. ChargePoint can give no assurance that any additional material weaknesses or restatements of financial results will not arise in the future due to a failure to implement and maintain adequate internal control over financial reporting or any circumvention of these controls. In addition, even if ChargePoint is successful in strengthening its internal controls and procedures, in the future those internal controls and procedures may not be adequate to prevent or sufficiently identify irregularities or errors or to facilitate the fair presentation of ChargePointâ€™s financial statements.ChargePointâ€™s financial condition and results of operations are likely to fluctuate on a quarterly basis in future periods, which could cause its results for a particular period to fall below expectations, resulting in a decline in the price of its Common Stock.ChargePointâ€™s financial condition and results of operations have fluctuated in the past and may continue to fluctuate in the future due to a variety of factors, many of which are beyond its control.In addition to the other risks described herein, the following factors could also cause ChargePointâ€™s financial condition and results of operations to fluctuate on a quarterly basis:69â€¢the timing and volume of new sales, including disruptions in quarterly sales if ChargePoint is unable to drive consistently linear billings during the reporting period, seasonality, channel sell-through, inventory management practices, disruptions in supply chains or availability of new EVs to customers;â€¢fluctuations in service costs, particularly due to unexpected costs of servicing and maintaining charging stations;â€¢the timing of new product introductions, which can initially have lower gross margins, and inventory obsolescence costs related to new product transitions;â€¢the introduction of new products by competitors, changes in pricing or other factors impacting competition;â€¢weaker than anticipated demand for charging stations, whether due to changes in government incentives and policies or due to other conditions such as decrease in demand or overall economic conditions;â€¢fluctuations in sales and marketing or research and development expenses;â€¢supply chain interruptions, volatility in raw material prices and manufacturing or delivery delays;â€¢the timing and availability of new products relative to customersâ€™ and investorsâ€™ expectations;â€¢the length of the sales and installation cycle for a particular customer;â€¢disruptions in sales, production, service or other business activities or ChargePointâ€™s inability to attract and retain qualified personnel; andâ€¢unanticipated changes in federal, state, local or foreign government incentive programs, which can affect demand for EVs.Fluctuations in operating results and cash flow could, among other things, give rise to short-term liquidity issues. In addition, revenue, and other operating results in future quarters may fall short of the expectations of investors and financial analysts, which could have an adverse effect on the price of the Common Stock.Changes to applicable U.S. tax laws and regulations or exposure to additional income tax liabilities could affect ChargePointâ€™s business and future profitability.ChargePoint is a U.S. corporation and thus subject to U.S. corporate income tax on its worldwide operations. Moreover, the majority of ChargePointâ€™s operations and customers are located in the United States, and as a result, ChargePoint is subject to various U.S. federal, state and local taxes. New U.S. laws and policy relating to taxes may have an adverse effect on ChargePointâ€™s business and future profitability. Further, existing U.S. tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to ChargePoint.For example, on December 22, 2017, the Tax Cuts and Jobs Act of 2017 (â€œTax Actâ€), was signed into law making significant changes to the Code, and certain provisions of the Tax Act adversely affect ChargePoint. In particular, sweeping changes were made to the U.S. taxation of foreign operations. Changes include, but are not limited to, a reduction to the corporate income tax rate, limiting interest deductions, a reduction to the maximum deduction allowed for net operating losses generated in tax years after December 31, 2017, the elimination of carrybacks of net operating losses, adopting elements of a territorial tax system, assessing a repatriation tax or â€œtoll-chargeâ€ on undistributed earnings and profits of U.S.-owned foreign corporations, and introducing certain anti-base erosion provisions, including a new minimum tax on global intangible low-taxed income and base erosion and anti-abuse tax. The Tax Act could be subject to potential amendments and technical corrections, and is subject to interpretations and implementing regulations by the U.S. Treasury and Internal Revenue Service (â€œIRSâ€), any of which could mitigate or increase certain adverse effects of the legislation. For example, the Coronavirus Aid, Relief and Economic Security Act (the â€œCARES Actâ€) modified certain provisions of the Tax Act.In addition, the Tax Act may impact taxation in non-federal jurisdictions, including with respect to state income taxes as state legislatures respond to the Tax Act, the CARES Act or any newly enacted federal tax legislation. Additionally, other foreign governing bodies have and may enact changes to their tax laws in reaction to the Tax Act, the CARES Act or any newly enacted federal tax legislation that could result in changes to ChargePointâ€™s global tax position and adversely affect its business and future profitability.70As a result of ChargePointâ€™s plans to expand operations, including to jurisdictions in which the tax laws may not be favorable, ChargePointâ€™s tax rate may fluctuate, ChargePointâ€™s tax obligations may become significantly more complex and subject to greater risk of examination by taxing authorities or ChargePoint may be subject to future changes in tax law, the impacts of which could adversely affect ChargePointâ€™s after-tax profitability and financial results.Because ChargePoint does not have a long history of operating at its present scale and it has significant expansion plans, ChargePointâ€™s effective tax rate may fluctuate in the future. Future effective tax rates could be affected by operating losses in jurisdictions where no tax benefit can be recorded under U.S. generally accepted accounting principles (â€œU.S. GAAPâ€), changes in the composition of earnings in countries with differing tax rates, changes in deferred tax assets and liabilities, or changes in tax laws. Factors that could materially affect ChargePointâ€™s future effective tax rates include, but are not limited to: (a) changes in tax laws or the regulatory environment, (b) changes in accounting and tax standards or practices, (c) changes in the composition of operating income by tax jurisdiction and (d) ChargePointâ€™s operating results before taxes.Additionally, ChargePointâ€™s operations are subject to significant income, withholding and other tax obligations in the United States and may become subject to taxes in numerous additional state, local and non-U.S. jurisdictions with respect to its income, operations and subsidiaries related to those jurisdictions. ChargePointâ€™s after-tax profitability and financial results could be subject to volatility or be affected by numerous factors, including (a) the availability of tax deductions, credits, exemptions, refunds (including refunds of value added taxes) and other benefits to reduce ChargePointâ€™s tax liabilities, (b) changes in the valuation of ChargePointâ€™s deferred tax assets and liabilities, (c) expected timing and amount of the release of any tax valuation allowances, (d) tax treatment of stock-based compensation, (e) changes in the relative amount of ChargePointâ€™s earnings subject to tax in the various jurisdictions in which ChargePoint operates or has subsidiaries, (f) the potential expansion of ChargePointâ€™s business into or otherwise becoming subject to tax in additional jurisdictions, (g) changes to ChargePointâ€™s existing intercompany structure (and any costs related thereto) and business operations, (h) the extent of ChargePointâ€™s intercompany transactions and the extent to which taxing authorities in the relevant jurisdictions respect those intercompany transactions and (i) ChargePointâ€™s ability to structure ChargePointâ€™s operations in an efficient and competitive manner. Due to the complexity of multinational tax obligations and filings, ChargePoint may have a heightened risk related to audits or examinations by U.S. federal, state, local and non-U.S. taxing authorities. Outcomes from these audits or examinations could have an adverse effect on ChargePointâ€™s after-tax profitability and financial condition. Additionally, the IRS and several foreign tax authorities have increasingly focused attention on intercompany transfer pricing with respect to sales of products and services and the use of intangibles. Tax authorities could disagree with ChargePointâ€™s intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. If ChargePoint does not prevail in any such disagreements, its profitability may be affected.ChargePointâ€™s after-tax profitability and financial results may also be adversely impacted by changes in the relevant tax laws and tax rates, treaties, regulations, administrative practices and principles, judicial decisions and interpretations thereof, in each case, possibly with retroactive effect. For example, the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting has entered into force among the jurisdictions that have ratified it, although the United States has not yet entered into this convention. These recent changes could negatively impact ChargePointâ€™s taxation, especially as ChargePoint expands its relationships and operations internationally.The ability of ChargePoint to utilize net operating loss and tax credit carryforwards is conditioned upon ChargePoint attaining profitability and generating taxable income. ChargePoint has incurred significant net losses since inception and it is anticipated that ChargePoint will continue to incur significant losses. Additionally, ChargePointâ€™s ability to utilize net operating loss and tax credit carryforwards to offset future taxable income may be limited.As of January 31, 2024, ChargePoint had $908.4 million of U.S. federal and $408.1 million of California net operating loss carryforwards available to reduce future taxable income, of which $719.6 million of the U.S. federal net operating loss carryforwards can be carried forward indefinitely. The remaining $188.8 million of U.S. federal net operating loss carryforwards begin to expire in 2028 and the California state net operating loss carryforwards begin to expire in 2029. In addition, ChargePoint had net operating loss carryforwards for other states of $375.7 million, which begin to expire in 2025. The Tax Act included a reduction to the maximum deduction allowed for net operating losses generated in tax years after December 31, 2017 and the elimination of carrybacks of net operating losses. It is possible that ChargePoint will not generate taxable income in time to utilize these net operating loss carryforwards.In addition, net operating loss carryforwards and certain tax credits may be subject to significant limitations under Section 382 and Section 383 of the Code, respectively, and similar provisions of state law. Under those sections of the Code, if a corporation undergoes an â€œownership change,â€ the corporationâ€™s ability to use its pre-change net operating loss carryforwards and other pre-change attributes, such as research tax credits, to offset its post-change income or tax may be limited. In general, an â€œownership changeâ€ will occur if there is a cumulative change in ownership by â€œ5% stockholdersâ€ that exceeds 50 71percentage points over a rolling three-year period. ChargePoint has experienced ownership changes since its incorporation and is already subject to limitations on its ability to utilize its existing net operating loss carryforwards and other tax attributes to offset taxable income or tax liability. In addition, changes in the ownership of its Common Stock during its fiscal year ended January 31, 2024 and future changes in ChargePointâ€™s stock ownership, which are outside of ChargePointâ€™s control, may trigger further ownership changes. Similar provisions of state tax law may also apply to limit ChargePointâ€™s use of accumulated state tax attributes. As a result, even if ChargePoint earns net taxable income in the future, its ability to use its net operating loss carryforwards and other tax attributes accrued prior to these changes in ownership to offset such taxable income or tax liability may be subject to limitations, which could potentially result in increased future income tax liability to ChargePoint.ChargePoint performed an analysis to assess whether an â€œownership change,â€ as defined by Section 382 of the Code, has occurred from its inception through January 31, 2024. Based on this analysis, ChargePoint has experienced â€œownership changes,â€ limiting the utilization of the net operating loss carryforwards or research and development tax credit carryforwards under Section 382 of the Code by first multiplying the value of the ChargePointâ€™s stock at the time of the ownership change by the applicable long-term tax-exempt rate, and then applying additional adjustments, as required. As a result of the ownership changes, approximately $17.1 million of Federal net operating loss carryforwards, $17.9 million of California net operating loss carryforwards, and $4.7 million of federal tax credits were determined to have expired unutilized for income tax purposes. ChargePointâ€™s net operating losses or credits may also be impaired under state law. Accordingly, ChargePoint may not be able to utilize a material portion of the net operating losses or credits. The ability of ChargePoint to utilize its net operating losses or credits is conditioned upon ChargePoint attaining profitability and generating U.S. federal and state taxable income. ChargePoint has incurred significant net losses since inception and will continue to incur significant losses; and therefore, ChargePoint does not know whether or when the combined carryforwards may be or may become subject to limitation by Sections 382 and 383 of the Code.ChargePointâ€™s reported financial results may be negatively impacted by changes in U.S. GAAP.U.S. GAAP is subject to interpretation by the Financial Accounting Standards Boardâ€™s Accounting Standards Codification, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on reported financial results, and may even affect the reporting of transactions completed before the announcement or effectiveness of a change.ChargePoint incurs significant increased expenses and administrative burdens as a public company, which could have an adverse effect on its business, financial condition and results of operations.ChargePoint faces increased legal, accounting, administrative, disclosure and other costs and expenses as a public company that it did not incur as a private company. Sarbanes-Oxley, including the requirements of Section 404, as well as rules and regulations subsequently implemented by the SEC, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the â€œDodd-Frank Actâ€) and the rules and regulations promulgated and to be promulgated thereunder, the Public Company Accounting Oversight Board and the securities exchanges, impose additional reporting and other obligations on public companies. Compliance with public company requirements increases costs and make certain activities more time-consuming. A number of those requirements require ChargePoint to carry out activities it has not done previously and additional expenses associated with SEC reporting requirements will continue to be incurred. Furthermore, if any issues in complying with those requirements are identified ChargePoint may be subject to additional costs and expenses to come into compliance (see also â€œFinancial, Tax and Accounting-Related Risksâ€"ChargePoint previously identified material weaknesses in its internal control over financial reporting. If ChargePoint identifies additional material weaknesses in the future or otherwise fails to maintain an effective system of internal control over financial reporting, this may result in material misstatements contained within ChargePointâ€™s consolidated financial statements or cause ChargePoint to fail to meet its periodic reporting obligations,â€ for more detail). ChargePoint has incurred costs and could incur additional costs to rectify new issues, and the existence of these issues could adversely affect its reputation or investor perceptions. In addition, as a public company, ChargePoint maintains director and officer liability insurance, for which it must pay substantial premiums. The additional reporting and other obligations imposed by rules and regulations applicable to public companies increase legal and financial compliance costs and the costs of related legal, accounting and administrative activities. Advocacy efforts by stockholders and third-parties may also prompt additional changes in governance and reporting requirements, which could further increase costs.Risks Related to Legal Matters and RegulationsPrivacy concerns and laws, or other domestic or foreign regulations, may adversely affect ChargePointâ€™s business.ChargePoint relies on data collected through charging stations or its mobile application, including usage data and geolocation data. ChargePoint uses this data in connection with providing its services and the research, development and analysis of its technologies. Accordingly, ChargePoint may be subject to or affected by a number of federal, state, local and 72international laws and regulations, as well as contractual obligations and industry standards, that impose certain obligations and restrictions with respect to data privacy and security and govern its collection, storage, retention, protection, use, processing, transmission, sharing and disclosure of personal information including that of ChargePointâ€™s employees, customers, drivers and other third-parties with whom ChargePoint conducts business. National and local governments and agencies in the countries in which ChargePoint operates and in which its customers operate have adopted, are considering adopting, or may adopt laws and regulations regarding the collection, use, storage, processing and disclosure of information regarding consumers and other individuals, which could impact ChargePointâ€™s ability to offer services in certain jurisdictions. Laws and regulations relating to the collection, use, storage, disclosure, security and other processing of individualsâ€™ information can vary significantly from jurisdiction to jurisdiction and are particularly stringent in Europe. The costs of compliance with, and other burdens imposed by, laws, regulations, standards and other obligations relating to privacy, data protection and information security are significant. In addition, some companies, particularly larger enterprises, often will not contract with vendors that do not meet these rigorous standards. Accordingly, the failure, or perceived inability, to comply with these laws, regulations, standards and other obligations may limit the use and adoption of ChargePointâ€™s solutions, reduce overall demand, lead to regulatory investigations, litigation and significant fines, penalties, injunctions or liabilities for actual or alleged noncompliance, or slow the pace at which it closes sales or other transactions, any of which could harm its business. Moreover, if ChargePoint or any of its employees, contractors or vendors fail or are believed to fail to adhere to appropriate practices regarding customersâ€™ or employeesâ€™ data, it may damage its reputation and brand.Additionally, existing laws, regulations, standards and other obligations may be interpreted in new and differing manners in the future, and may be inconsistent among jurisdictions. Future laws, regulations, standards and other obligations, and changes in the interpretation of existing laws, regulations, standards and other obligations could result in increased regulation, increased costs of compliance and penalties for non-compliance, and limitations on data collection, use, disclosure and transfer for ChargePoint and its customers. In addition, State Attorneys General have begun enforcement actions under the new state privacy laws. Although ChargePoint initiated compliance programs designed to ensure compliance with state privacy laws after consulting with outside privacy counsel, ChargePoint may remain exposed to ongoing legal risks and compliance costs related to state privacy laws as well as evolving privacy and information security standards under consumer protection laws, including those enforced by the Federal Trade Commission (â€œFTCâ€). In the event ChargePoint is subject to litigation, penalties, or enforcement actions pursuant to the GDPR, UK GDPR, California Consumer Privacy Act (â€œCCPAâ€) and newer state privacy laws in the United States, the FTC or other applicable state laws, ChargePoint may be subject to fines and penalties, remediation measures which will divert managementâ€™s time and attention, as well as harm to its reputation.Marketing and digital advertising laws such as the EUâ€™s â€œe-Privacy Directiveâ€ and the United States CAN-SPAM Act create further risks for ChargePoint should it not comply with those lawâ€™s requirements concerning marketing, cookies and trackers, and email promotions. The CAN-SPAM Act authorizes class actions with statutory damages and the e-Privacy Directive creates a risk of enforcement actions and fines. In the event such a class action or enforcement action is brought against ChargePoint, it may need to expend costs and resources defending such litigation or enforcement action and any potential damages or fines awarded as the result of such actions, which could have an adverse effect on ChargePointâ€™s business and reputation. In addition to government activity, privacy advocacy groups, the technology industry and other industries have established or may establish various new, additional or different self-regulatory standards that may place additional burdens on technology companies. Customers may expect that ChargePoint will meet voluntary certifications or adhere to other standards established by them or third-parties. If ChargePoint is unable to maintain these certifications or meet these standards, it could reduce demand for its solutions and adversely affect its business.ChargePoint is subject to risks related to increasing sustainability and environmental, social and governance regulations and disclosure requirements, which may cause ChargePoint to incur significant and additional costs of compliance, and if ChargePointâ€™s fails to comply with such regulations and reporting requirements its reputation and brand could be damaged, and its business, financial condition and results of operations could be adversely impacted.ChargePointâ€™s business faces increasing regulation and disclosure obligations related to environmental, social and governance issues, including supply chain management, climate change, safety, diversity and inclusion, workplace conduct, and human rights. For example, in March 2024, the SEC adopted final rules to require public companies to disclose certain climate-related information. While the SEC has imposed a voluntary stay on the implementation of the climate-related disclosures, if and when the stay is lifted, the final SEC rules may require ChargePoint to disclose, among other things: material climate-related risks; activities to mitigate or adapt to such risks; information about ChargePointâ€™s board of directors' oversight of climate-related risks and managementâ€™s role in managing material climate-related risks; and information on any climate-related targets or goals that are material to ChargePointâ€™s business, results of operations, or financial condition.73Likewise, in October 2023, the State of California adopted SB 253, the Climate Corporate Data Accountability Act, which will require ChargePoint to annually disclose Scope 1, Scope 2, and Scope 3 greenhouse gas emissions and SB 261, Greenhouse Gases: Climate-Related Financial Risk which will require biennial disclosure of a companyâ€™s financial risk caused by climate change. In addition, ChargePoint and certain of its subsidiaries may be, subject to the requirements of the European Unionâ€™s Corporate Sustainability Reporting Directive (and its implementing laws, standards and regulations as well as other related European Union directives and regulations), which will require additional disclosures across environmental, social and governance topics, such as climate change, biodiversity, pollution, resource use, human capital management and supply chain labor standards, among other topics. These and other reporting or disclosure requirements may not entirely align and thus require ChargePoint to duplicate certain or make different efforts or use different reporting methodologies in order to comply with each regulatory requirement. These, and additional legislation which may be passed, may cause ChargePoint to incur significant additional costs for compliance due to the need for expanded data collection, analysis, and certification with respect to greenhouse gas emissions and other climate change related risks. ChargePoint may also incur additional costs or require additional resources to monitor, report and comply with such stakeholder expectations, standards and legislation, and to meet climate change targets and commitments if established. If ChargePoint fails to meet applicable standards or expectations with respect to these issues across all of its operations and activities, its reputation and brand could be damaged, and its business, financial condition and results of operations could be adversely impacted.As a result of ChargePointâ€™s U.S. and international operations, its is subject to a variety of anti-corruption and anti-money laundering laws and regulations, and may face penalties and other adverse consequences for violations if it fails to meet the applicable legal and regulatory requirements.Because of its U.S. and international operations, ChargePoint is subject to anti-corruption laws and regulations in the U.S. and internationally, including U.S. domestic bribery laws, the FCPA, the U.S. Travel Act, the Anti-Bribery Act and other applicable anti-bribery and corruption laws. In addition, ChargePoint may be subject to anti-money laundering laws in some countries in which it conducts activities. ChargePoint faces significant risks if it fails to comply with the FCPA and other anti-corruption laws, which are interpreted broadly and collectively prohibit companies and their employees, agents, contractors and other third-party intermediaries from promising, authorizing, offering, providing, soliciting and/or receiving, directly or indirectly, improper payments or anything else of value to or from persons in the public or private sector for the purpose of obtaining or retaining business, directing business to any person, or otherwise securing an improper advantage. The FCPA also requires U.S. public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. Enforcement activities under the FCPA, or other applicable anti-corruption laws or anti-money laundering laws may subject ChargePoint to administrative and legal proceedings and actions, which could result in substantial civil and criminal fines and penalties, imprisonment, the loss of export or import privileges, debarment, tax reassessments, preclusion from participating in public tenders, breach of contract and fraud litigation, adverse media coverage, reputational harm, and other consequences that could have an adverse effect on ChargePointâ€™s business, operating results and prospects. In addition, ensuring compliance may be costly and time-consuming and responding to any enforcement action may result in a significant diversion of managementâ€™s attention and resources, significant defense costs and other professional fees.ChargePoint is subject to governmental export controls and economic sanctions laws that could impair its ability to compete in international markets and subject ChargePoint to liability if it is not in full compliance with applicable laws.ChargePointâ€™s business activities are subject to various restrictions under U.S. export controls and trade and economic sanctions laws, including the U.S. Commerce Departmentâ€™s Export Administration Regulations and economic and trade sanctions regulations maintained by the U.S. Treasury Departmentâ€™s Office of Foreign Assets Control. The U.S. export control laws and U.S. economic sanctions laws include prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of encryption items. In addition, various countries regulate the import of certain encryption technology, including through import and licensing requirements, and have enacted laws that could limit ChargePointâ€™s ability to distribute its products and services or could limit ChargePointâ€™s customersâ€™ ability to implement ChargePointâ€™s products in those countries. If ChargePoint fails to comply with these laws and regulations, ChargePoint and certain of its employees could be subject to civil or criminal penalties, including the possible loss of export privileges and monetary penalties. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed, and may result in the delay or loss of sales opportunities. ChargePointâ€™s products may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions ChargePoint takes to prevent its products from being provided in violation of such laws. Any violation could result in adverse consequences to ChargePoint, including government investigations and penalties which may adversely affect ChargePointâ€™s operations and harm its reputation.74Existing and future environmental health and safety laws and regulations could result in increased compliance costs or additional operating costs or construction costs and restrictions. Failure to comply with such laws and regulations may result in substantial fines or other limitations that may adversely impact ChargePointâ€™s financial results or results of operations.ChargePoint and its operations, as well as those of ChargePointâ€™s contractors, suppliers and customers, are subject to certain environmental laws and regulations, including laws related to the use, handling, storage, transportation and disposal of hazardous substances and wastes as well as electronic wastes and hardware, whether hazardous or not. These laws may require ChargePoint or others in ChargePointâ€™s supply and operations chains to obtain permits and comply with procedures that impose various restrictions and obligations that may have material effects on ChargePointâ€™s operations. If key permits and approvals cannot be obtained on acceptable terms, or if other operational requirements cannot be met in a manner satisfactory for ChargePointâ€™s operations or on a timeline that meets ChargePointâ€™s commercial obligations, it may adversely impact ChargePointâ€™s business.Environmental and health and safety laws and regulations can be complex and may be subject to change, such as through new requirements enacted at the supranational, national, sub-national and/or local level or new or modified regulations that may be implemented under existing law. The nature and extent of any changes in these laws, rules, regulations and permits may be unpredictable and may have material effects on ChargePointâ€™s business. Future legislation and regulations or changes in existing legislation and regulations, or interpretations thereof, including those relating to hardware manufacturing, electronic waste or batteries, could cause additional expenditures, restrictions and delays in connection with ChargePointâ€™s operations as well as other future projects, the extent of which cannot be predicted.Further, ChargePoint currently relies on third-parties to ensure compliance with certain environmental laws, including those related to the disposal of hazardous and non-hazardous wastes. Any failure to properly handle or dispose of such wastes, regardless of whether such failure is ChargePointâ€™s or its contractors, may result in liability under environmental laws, including, but not limited to, the Comprehensive Environmental Response, Compensation and Liability Act, under which liability may be imposed without regard to fault or degree of contribution for the investigation and clean-up of contaminated sites, as well as impacts to human health and damages to natural resources. Additionally, ChargePoint may not be able to secure contracts with third-parties to continue their key supply chain and disposal services for ChargePointâ€™s business, which may result in increased costs for compliance with environmental laws and regulations.Risks Related to Ownership of ChargePointâ€™s SecuritiesFuture sales of ChargePointâ€™s Common Stock in the public market, or the perception that such sales may occur, could reduce ChargePointâ€™s stock price, and any conversions of the 2028 Convertible Notes will, and any additional capital raised through the sale of equity or any future convertible securities ChargePoint may issue could, dilute existing stockholdersâ€™ ownership.ChargePoint may raise additional capital through the issuance of equity or debt securities in the future. In that event, the ownership of existing ChargePoint stockholders would be diluted and the value of the stockholders' equity in Common Stock could be reduced. If ChargePoint raised more equity capital from the sale of Common Stock, institutional or other investors may negotiate terms more favorable than the current prices of ChargePointâ€™s Common Stock. If ChargePoint issues debt securities, the holders of the debt would have a claim to ChargePoint assets that would be prior to the rights of stockholders until the debt is repaid. Interest on these debt securities would increase costs and could negatively impact operating results. In April 2022, ChargePoint completed a private placement of $300.0 million of aggregate principal amount of convertible notes with an original maturity date of April 1, 2027, which were subsequently amended in October 2023 to, among other things, extend the maturity date of the convertible notes until April 1, 2028 (the â€œ2028 Convertible Notesâ€ and such amendment, the â€œNotes Amendmentâ€). The 2028 Convertible Notes may decrease ChargePointâ€™s business flexibility and access to capital, require a significant amount of cash to service, dilute the ownership interest of existing stockholders and otherwise depress the price of its Common Stock, and delay or hinder an otherwise beneficial takeover of the Company. On July 1, 2022, ChargePoint filed a Registration Statement on Form S-3 (File No. 333-265986), which permits ChargePoint to offer up to $1.0 billion shares of ChargePoint Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the â€œShelf Registration Statementâ€). Further, as part of the Shelf Registration Statement, ChargePoint may also sell shares of its Common Stock in â€œat-the-marketâ€ offerings pursuant to that certain common stock sales agreement dated July 1, 2022, by and among ChargePoint and the underwriters thereto (the â€œATM Facilityâ€). As of JulyÂ 31, 2024, $161.6 million of shares of Common Stock remained available for sale pursuant to the ATM Facility. The sale of a substantial number of shares of ChargePoint Common Stock pursuant to the ATM Facility, the Shelf Registration Statement or otherwise, or anticipation of any such sales, could cause the trading price of ChargePointâ€™s Common Stock to decline or make it more difficult for ChargePoint to sell equity or equity-related securities in the future at a time and at a price that 75ChargePoint might otherwise desire. In addition, issuances of any shares of ChargePoint Common Stock sold pursuant to the ATM Facility or any securities sold pursuant to the Shelf Registration Statement will have a dilutive effect on our existing stockholders. In accordance with Delaware law and the provisions of ChargePointâ€™s Second Amended and Restated Certificate of Incorporation (the â€œCharterâ€), ChargePoint may issue preferred stock that ranks senior in right of dividends, liquidation or voting to its Common Stock. The issuance by ChargePoint of such preferred stock may (a) reduce or eliminate the amount of cash available for payment of dividends to other holders of ChargePoint Common Stock, (b) diminish the relative voting strength of the total shares of Common Stock outstanding as a class, or (c) subordinate the claims of ChargePoint holders of Common Stock to ChargePoint assets in the event of a liquidation. ChargePoint cannot predict the size of future issuances of its Common Stock or any additional issuances of securities convertible into Common Stock or the effect, if any, that future issuances and sales of shares of its Common Stock will have on the market price of its Common Stock. Sales of substantial amounts of ChargePoint Common Stock (including any shares issued upon the conversion of the 2028 Convertible Notes or pursuant to the ATM Facility, the Shelf Registration Statement, or in connection with an acquisition), or the perception that such sales could occur, may adversely affect prevailing market prices of ChargePoint Common Stock.ChargePoint has entered into a 2027 Revolving Credit Facility that imposes certain restrictions on its business and operations that may affect its ability to operate its business and make payments on its indebtedness. ChargePointâ€™s subsidiary ChargePoint, Inc. entered into a revolving credit agreement on July 27, 2023 (the â€œRevolving Credit Agreementâ€). The Revolving Credit Agreement provides for a senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0 million, with a maturity date of January 1, 2027 (the â€œ2027 Revolving Credit Facilityâ€). Pursuant to the Revolving Credit Agreement, ChargePoint may from time to time arrange for one or more increases in the commitments under the 2027 Revolving Credit Facility in an aggregate principal amount not to exceed $150.0 million. The Revolving Credit Agreement contains covenants that, among other things, restrict ChargePointâ€™s ability to (i) incur additional indebtedness, (ii) incur liens, (iii) sell, transfer, or dispose of property and assets, (iv) invest, (v) make dividends or distributions or other restricted payments and (vi) engage in affiliate transactions, in each case subject to certain dollar baskets and customary carveouts. In addition, ChargePoint is required to comply with a minimum total liquidity covenant to be not less than 150% of the aggregate amount of the lenderâ€™s commitment under the Credit Agreement (â€œTotal Liquidityâ€) which requires ChargePoint to maintain, at all times, Total Liquidity equal to the sum of cash and cash equivalents held by ChargePoint and the other loan parties at controlled accounts with the initial lenders under the 2027 Revolving Credit Facility plus the aggregate unused amount of the commitments then available to be drawn under the 2027 Revolving Credit Facility. These restrictions may restrict ChargePointâ€™s current and future operations, particularly its ability to respond to certain changes in its business or industry or take future actions.ChargePointâ€™s ability to satisfy and comply with these restrictive covenants may be impacted by events beyond its control and ChargePoint may be unable to do so. The Revolving Credit Agreement and related security agreements provides that ChargePointâ€™s breach or failure to satisfy certain covenants may constitute an event of default. Upon the occurrence of an event of default, the lenders under the 2027 Revolving Credit Facility could elect to declare all amounts outstanding under the 2027 Revolving Credit Facility to be immediately due and payable. In addition, the lenders, to whom ChargePoint granted a security interest in substantially all of its assets, including its intellectual property, would have the right to proceed against such assets which were provided as collateral pursuant to the Revolving Credit Agreement and related security agreement. If any debt drawn down under the 2027 Revolving Credit Facility was to be accelerated, ChargePoint may not have sufficient cash on hand or be able to generate sufficient cash to repay it, which may have an adverse effect on its business and operating results. Moreover, the Revolving Credit Agreement requires ChargePoint to dedicate a portion of its cash flow from operations to commitment payments and interest payments in the event ChargePoint was to draw down on the commitment amounts under the 2027 Revolving Credit Facility, thereby reducing the availability of ChargePointâ€™s cash to fund working capital, capital expenditures and other general corporate purposes; increasing ChargePointâ€™s vulnerability to adverse general economic, industry, or competitive developments or conditions; and limiting ChargePointâ€™s flexibility in planning for, or reacting to, changes in its business and the industry in which it operates or in pursuing its strategic objectives.ChargePoint may need to raise additional funds and these funds may not be available when needed or may not be available on terms that are favorable to ChargePoint.ChargePoint may need to raise additional capital in the future to further scale its business and expand to additional markets. ChargePoint may raise additional funds through the issuance of equity, equity-related or debt securities, or through obtaining credit from government or financial institutions. ChargePoint cannot be certain that additional funds will be available on favorable terms when required, or at all. In addition, if ChargePoint cannot raise additional funds when needed, its financial condition, results of operations, business and prospects could be materially and adversely affected. If ChargePoint raises funds 76through the issuance of debt securities or through loan arrangements, the terms of such arrangements could require significant interest payments or contain covenants that restrict ChargePointâ€™s business, or other unfavorable terms, any of which could materially adversely affect ChargePointâ€™s business. ChargePoint has incurred substantial indebtedness that may decrease its business flexibility, access to capital, and/or increase its borrowing costs, and ChargePoint may still incur substantially more debt, which may adversely affect its operations and financial results. In April 2022, ChargePoint originally issued the 2028 Convertible Notes and in July 2023, ChargePoint entered into the 2027 Revolving Credit Facility. The indenture for the 2028 Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of ChargePoint and its subsidiaries to incur secured debt in excess of $750.0 million. In addition, the indenture includes customary terms and covenants, including certain events of default after which the holders may accelerate the maturity of the 2028 Convertible Notes and declare 100% of the principal of, and accrued and unpaid interest, if any, on, the 2028 Convertible Notes to become due and payable immediately. The 2027 Revolving Credit Facility and related security agreements provide that ChargePointâ€™s breach or failure to satisfy certain covenants may constitute an event of default. Upon the occurrence of an event of default, the lenders under the 2027 Revolving Credit Facility could elect to declare all amounts outstanding under the 2027 Revolving Credit Facility to be immediately due and payable. As a result of these and other terms in the 2028 Convertible Notes and 2027 Revolving Credit Facility, ChargePointâ€™s indebtedness may:â€¢limit ChargePointâ€™s ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes;â€¢limit ChargePointâ€™s ability to use its cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes;â€¢require ChargePoint to use a substantial portion of its cash flow from operations to make debt service payments;â€¢limit ChargePointâ€™s flexibility to plan for, or react to, changes in its business and industry;â€¢place ChargePoint at a competitive disadvantage compared to its less leveraged competitors; andâ€¢increase ChargePointâ€™s vulnerability to the impact of adverse economic and industry conditions.Further, the indenture governing the 2028 Convertible Notes does not restrict ChargePointâ€™s ability to incur additional indebtedness other than secured debt, and as a result ChargePoint and its subsidiaries may incur substantial additional indebtedness in the future.ChargePoint has never paid cash dividends on its capital stock and does not anticipate paying dividends in the foreseeable future.ChargePoint has never paid cash dividends on its capital stock and currently intends to retain any future earnings to fund the growth of its business. Any determination to pay dividends in the future will be at the discretion of the Board and will depend on financial condition, operating results, capital requirements, general business conditions and other factors that the Board may deem relevant. As a result, capital appreciation, if any, of Common Stock will be the sole source of gain for the foreseeable future.The price of ChargePointâ€™s Common Stock may be subject to wide fluctuations and purchasers of ChargePointâ€™s Common Stock could incur substantial losses.The trading price of ChargePointâ€™s Common Stock will be volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond ChargePointâ€™s control. These factors include:â€¢actual or anticipated fluctuations in operating results;â€¢failure to meet or exceed financial estimates and projections of the investment community or that ChargePoint provides to the public;â€¢issuance of new or updated research or reports by securities analysts or changed recommendations for the industry in general;77â€¢announcements of significant acquisitions, strategic partnerships, joint ventures, collaborations or capital commitments;â€¢changes in competitive factors;â€¢operating and share price performance of other companies in ChargePointâ€™s industry or related markets;â€¢sales of shares of ChargePointâ€™s Common Stock into the market pursuant to the exercise of registration rights;â€¢the timing and magnitude of investments in the growth of the business;â€¢actual or anticipated changes in laws and regulations, including U.S. monetary policy;â€¢additions or departures of key management or other personnel;â€¢increased labor costs;â€¢significant commercial disputes, litigation or threats of litigation with key commercial partners, investors or stockholders;â€¢disputes or other developments related to intellectual property or other proprietary rights, including litigation;â€¢the ability to market new and enhanced solutions on a timely basis;â€¢sales of substantial amounts of the Common Stock by the members of the Board, executive officers or significant stockholders or the perception that such sales could occur;â€¢changes in capital structure, including future issuances of securities or the incurrence of debt; andâ€¢general economic, political and market conditions, including those resulting from the ongoing conflict between Russia and Ukraine, conflicts in the Middle East, rising political tensions with China and increased trade restrictions by governmental and private entities.In addition, the stock market in general, and the stock prices of technology companies in particular, have experienced extreme price and volume fluctuations. Broad market and industry factors likely have seriously affected and may continue to seriously affect the market price of ChargePointâ€™s Common Stock, regardless of actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company, such a company has often been subject to increased shareholder activism, hostile bids attempts or securities class action litigation. If ChargePoint is subject to increased shareholder activism, hostile bids or additional securities class action litigation as a result of actual and potential market price volatility described above, it could result in substantial costs, divert managementâ€™s attention and resources and could have an adverse effect on ChargePointâ€™s operating results, financial condition and results of operations.ChargePoint has been and may in the future be subject to securities class action and stockholder derivative actions. These, and potential similar or related litigation, could result in substantial damages and may divert managementâ€™s time and attention from ChargePointâ€™s business and adversely impact its business, results of operations and financial condition.ChargePoint has been, and may in the future become, the target of securities class actions or stockholder derivative claims. Securities-related class action litigation has often been brought against companies, including many special purpose acquisition corporations which ChargePoint was prior to the Merger, as the result of volatility experienced in the market price of their securities. This risk is especially relevant for ChargePoint as it experiences significant stock price volatility in connection with the expansion of the nascent electric vehicle charging infrastructure market, introduction of new products and the transition of executive management members. Volatility in ChargePointâ€™s stock price and other matters affecting ChargePointâ€™s business and operations may subject ChargePoint to actual and threatened securities class actions or stockholder derivative claims. Regardless of merit or outcome, ChargePointâ€™s involvement in any litigation or other administrative proceedings could cause ChargePoint to incur substantial expenses and could significantly divert the efforts of ChargePointâ€™s management. Any public announcements related to litigation or administrative proceedings initiated or threatened against ChargePoint could cause its stock price to decline. See Note 7, Commitments and Contingencies in Part I, Item 1, â€œFinancial Statementsâ€ of this Quarterly Report on Form 10-Q, under â€œLegal Proceedingsâ€ for more information related to ChargePointâ€™s existing securities class action and stockholder derivative actions.78Servicing the 2028 Convertible Note obligations will require a significant amount of cash. ChargePoint may not have sufficient cash flow from its business to pay its outstanding debt, and ChargePoint may not have the ability to raise the funds necessary to settle conversions of the 2028 Convertible Notes in cash or to repurchase the 2028 Convertible Notes upon a fundamental change, which could adversely affect its business and results of operations.ChargePointâ€™s ability to make scheduled payments of the principal of, to pay interest on, or to refinance its indebtedness, including the amounts payable under the 2028 Convertible Notes and any amounts draw under the 2027 Revolving Credit Facility, depends on its future performance, which is subject to economic, financial, competitive, and other factors beyond its control. ChargePointâ€™s business may not generate cash flow from operations in the future sufficient to service its indebtedness and make necessary capital expenditures. Interest on the 2028 Convertible Notes is payable semi-annually in arrears on April 1 and October 1, and the 2028 Convertible Notes will mature on April 1, 2028, unless redeemed, repurchased or converted in accordance with their terms prior to such date. While ChargePoint can elect to make any interest payment in cash, paid in kind through an increase in the principal amount of the 2028 Convertible Notes, referred to as PIK Interest, or any combination thereof, to the extent ChargePoint elects PIK Interest, the 2028 Convertible Notes bear interest at a rate of 8.50% per annum, compared to 7.00% per annum to the extent paid in cash. If ChargePoint is unable to generate sufficient cash flow to pay the principal and/or interest on its indebtedness, ChargePointâ€™s flexibility in how it pays interest on the 2028 Convertible Notes may be limited and it may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional equity capital on terms that may be onerous or highly dilutive, to pay its outstanding indebtedness. ChargePointâ€™s ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. For example, interest rate increases and/or other monetary policy changes, could ultimately result in higher short-term and/or long-term interest rates and could otherwise impact the general availability of credit. Higher prevailing interest rates and/or a tightening supply of credit would adversely affect the terms upon which ChargePoint would be able to refinance its indebtedness, if at all. As a result, ChargePoint may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations. In the event of a fundamental change or a change in control transaction (each such term as defined in the indenture governing the 2028 Convertible Notes), holders of the 2028 Convertible Notes will have the right to require ChargePoint to repurchase all or a portion of their 2028 Convertible Notes at a price equal to 100% of the capitalized principal amount of 2028 Convertible Notes, in the case of a fundamental change, or 125% of the capitalized principal amount of 2028 Convertible Notes, in the case of a change in control transaction, in each case plus any accrued and unpaid interest to, but excluding, the repurchase date. This feature of the 2028 Convertible Notes could have the effect of delaying or preventing a change of control of ChargePoint, whether or not it is desired by, or beneficial to, ChargePointâ€™s stockholders, and may result in the acquisition of ChargePoint on terms less favorable to its stockholders than it would otherwise be, or could require ChargePoint to pay a portion of the consideration available in such a transaction to holders of the 2028 Convertible Notes. In addition, upon conversion of the 2028 Convertible Notes, unless ChargePoint elects to deliver solely shares of its Common Stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), ChargePoint will be required to make cash payments in respect of the 2028 Convertible Notes being converted. However, ChargePoint may not have enough available cash, or be able to obtain sufficient financing, at the time it is required to pay cash with respect to the 2028 Convertible Notes being converted.The conditional conversion feature of the 2028 Convertible Notes, when triggered, may adversely affect ChargePointâ€™s financial condition and operating results. In addition, any such conversion of the 2028 Convertible Notes will dilute the ownership interest of existing stockholders, including holders who had previously converted their 2028 Convertible Notes, or may otherwise depress ChargePointâ€™s stock price.Prior to the close of business on the business day immediately preceding January 1, 2027, the 2028 Convertible Notes will be convertible subject to the satisfaction of certain conditions set forth in the indenture for such 2028 Convertible Notes. On or after January 1, 2027, holders of the 2028 Convertible Notes will have the right to convert all or a portion of their 2028 Convertible Notes at any time prior to close of business on the second scheduled trading day immediately preceding the maturity date. Once any such conditional conversion feature of the 2028 Convertible Notes is triggered, holders of the 2028 Convertible Notes will be entitled to convert their 2028 Convertible Notes at any time during the specified periods at their option. If one or more holders elect to convert their 2028 Convertible Notes, unless ChargePoint elects to satisfy its conversion obligation by delivering solely shares of its Common Stock (other than paying cash in lieu of delivering any fractional share), ChargePoint would be required to settle a portion or all of its conversion obligation in cash, which could adversely affect its liquidity.In addition, the conversion of some or all of the 2028 Convertible Notes will dilute the ownership interests of existing stockholders to the extent ChargePoint delivers shares of Common Stock upon such conversion. Any sales in the public market of ChargePoint Common Stock issuable upon such conversion could adversely affect prevailing market prices of ChargePoint 79Common Stock. In addition, the existence of the 2028 Convertible Notes may encourage short selling by market participants because the conversion of the 2028 Convertible Notes could be used to satisfy short positions, or anticipated conversion of the 2028 Convertible Notes into shares of ChargePointâ€™s Common Stock could depress ChargePointâ€™s stock price.The accounting method for convertible debt securities that may be settled in cash, such as the 2028 Convertible Notes, could have a material effect on ChargePointâ€™s reported financial results.The accounting method for reflecting the 2028 Convertible Notes on ChargePointâ€™s balance sheet, accruing interest expense for the 2028 Convertible Notes, and reflecting the underlying shares of its Common Stock in ChargePointâ€™s reported diluted earnings per share may adversely affect its reported earnings and financial condition.ChargePoint expects that, under applicable accounting principles, the initial liability carrying amount of the Original Convertible Notes will be the fair value of a similar debt instrument that does not have a conversion feature, valued using its cost of capital for straight, unconvertible debt. ChargePoint has reflected the difference between the net proceeds from the sale of the Original Convertible Notes and the initial carrying amount as a debt discount for accounting purposes, which is amortized into interest expense over the term of the Original Convertible Notes. The Notes Amendment resulted in the Company utilizing modification accounting, which resulted in the increase in the fair value of the embedded conversion option feature to further reduce the carrying value of the 2028 Convertible Notes, as amended, resulting in an increase in debt issuance cost to be amortized to interest expense over the repayment period. As a result of this amortization, the interest expense to be recognized for the 2028 Convertible Notes for accounting purposes will be greater than the cash interest payments ChargePoint may pay on the 2028 Convertible Notes, were it to elect to pay interest in cash, which results in lower reported net income. The lower reported income (or higher net loss) resulting from this accounting treatment could depress the trading price of ChargePointâ€™s Common Stock and the 2028 Convertible Notes. In addition, under Accounting Standards Update 2020-06, Debt--Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging--Contracts in Entityâ€™s Own Equity (Subtopic 815-40), diluted earnings per share is generally calculated assuming that all the 2028 Convertible Notes were converted solely into shares of Common Stock at the beginning of the reporting period, unless the result would be anti-dilutive. The application of this â€œif-convertedâ€ method may reduce ChargePointâ€™s reported diluted earnings per share.Furthermore, if any of the conditions to the convertibility of the 2028 Convertible Notes is satisfied, then ChargePoint may be required under applicable accounting standards to reclassify the liability carrying value of the 2028 Convertible Notes as a current, rather than a long-term, liability. This reclassification could be required even if no noteholders convert their 2028 Convertible Notes and could materially reduce ChargePointâ€™s reported working capital.The coverage of ChargePointâ€™s business or its securities by securities or industry analysts or the absence thereof could adversely affect the trading price and volume of ChargePointâ€™s Common Stock and other securities. The trading market for ChargePointâ€™s securities is influenced in part by the research and other reports that industry or securities analysts publish about ChargePoint or its business or industry from time to time. ChargePoint does not control these analysts or the content and opinions included in their reports. If no or few analysts continue equity research coverage of ChargePoint, the trading price and volume of ChargePointâ€™s securities would likely be negatively impacted. If analysts do cover ChargePoint and one or more of them downgrade its securities, or if they issue other unfavorable commentary about ChargePoint or its industry or inaccurate research, the trading price of ChargePointâ€™s Common Stock and other securities would likely decline. Furthermore, if one or more of these analysts cease coverage or fail to regularly publish reports on ChargePoint, it could lose visibility in the financial markets. Any of the foregoing would likely cause the trading price and volume of ChargePointâ€™s Common Stock and other securities to decline.Anti-takeover provisions contained in ChargePointâ€™s governing documents and applicable laws could impair a takeover attempt.ChargePointâ€™s Charter and Amended and Restated Bylaws (the â€œA&R Bylawsâ€) afford certain rights and powers to the Board that could contribute to the delay or prevention of an acquisition that it deems undesirable. ChargePoint is also subject to Section 203 of the Delaware General Corporation Law and other provisions of Delaware law that limit the ability of stockholders in certain situations to effect certain mergers. Any of the foregoing provisions and terms that have the effect of delaying or deterring a change in control could limit the opportunity for stockholders to receive a premium for their shares of their Common Stock and could also affect the price that some investors are willing to pay for the Common Stock. ChargePointâ€™s Charter provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit stockholdersâ€™ ability to obtain a more favorable judicial forum for disputes with ChargePoint or its directors, officers, employees or stockholders.80The Charter requires, to the fullest extent permitted by law, that derivative actions brought on behalf of ChargePoint, actions against current or former directors, officers, stockholders or, subject to certain exceptions, employees for breach of fiduciary duty and certain other actions may be brought in the Court of Chancery in the State of Delaware or, if that court lacks subject matter jurisdiction, another federal or state court situated in the State of Delaware. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of ChargePoint shall be deemed to have notice of and consented to the forum provisions in the certificate of incorporation. In addition, the Charter and A&R Bylaws provide that, unless ChargePoint consents in writing to another forum, the federal district courts of the United States shall, to the fullest extent of the law, be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act or the Exchange Act.The choice of forum provision in ChargePointâ€™s Charter may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with ChargePoint or any of its directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision to be inapplicable or unenforceable in an action, ChargePoint may incur additional costs associated with resolving such action in other jurisdictions, which could harm its business, operating results and financial condition.Warrants are exercisable for ChargePointâ€™s Common Stock, which would increase the number of shares eligible for future resale in the public market and result in dilution to ChargePointâ€™s stockholders.As of JulyÂ 31, 2024, the warrants to purchase Legacy ChargePoint common stock (the â€œLegacy Warrantsâ€) were exercisable for 34,499,436 shares of Common Stock. Any shares of ChargePointâ€™s Common Stock issued upon exercise of Legacy Warrants will result in dilution to the then existing holders of Common Stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of ChargePointâ€™s Common Stock.81ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDSRecent Sales of Unregistered SecuritiesNone.Issuer Purchases of Equity SecuritiesNone.ITEM 3. DEFAULTS UPON SENIOR SECURITIESNot applicable.ITEM 4. MINE SAFETY DISCLOSURESNot applicable.ITEM 5. OTHER INFORMATION(a)Amended and Restated BylawsOn September 5, 2024, ChargePointâ€™s board of directors approved ChargePointâ€™s amended and restated bylaws (the â€œAmended Bylawsâ€), effective immediately. The Amended Bylaws were amended and restated to, among other things, align the Companyâ€™s bylaws with developments in Delaware law, update procedures relating to meetings of the board of directors and meetings of stockholders and revise the advance notice provisions for director nominations and proposals for other business, including to address matters related to Rule 14a-19 under the Exchange Act. The Amended Bylaws also implement certain ministerial and conforming changes. The foregoing description does not purport to be complete and is qualified in its entirety by the full text of the Amended Bylaws, a copy of which is included as Exhibit 3.1 to this Quarterly Report on Form 10-Q and incorporated herein by reference.(b)None(c)Securities Trading Plans for Executive Officers and DirectorsDuring the three months ended July 31, 2024, none of ChargePointâ€™s directors or executive officers adopted, modified or terminated a Rule 10b5-1 trading arrangement or adopted, modified or terminated a non-Rule 10b5-1 trading arrangement as defined in Item 408 of Regulation S-K.82ITEM 6. EXHIBITS(a)Exhibits:Exhibit No.Description3.1+Amended and Restated Bylaws of ChargePoint Holdings, Inc., effective as of September 5, 202410.1+*Second Addendum to Offer Letter, dated July 9, 2024, between ChargePoint, Inc. and Mansi Khetani 10.2+*Offer Letter, dated December 30, 2020, between ChargePoint, Inc. and Rebecca Chavez31.1+Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a)31.2+Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a)32.1**Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 135032.2**Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350101.INSInline XBRL Instance Document101.SCHInline XBRL Taxonomy Extension Schema101.CALInline XBRL Taxonomy Extension Calculation Linkbase101.DEFInline XBRL Taxonomy Extension Definition Linkbase101.LABInline XBRL Taxonomy Extension Label Linkbase101.PREInline XBRL Taxonomy Extension Presentation Linkbase104.0Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)____________+ Filed herewith.*Â Â Â Â Denotes management compensatory plan, contract or arrangement.** Furnished herewith.83SIGNATURESPursuant to the requirements of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.September 9, 2024CHARGEPOINT HOLDINGS, INC.By:/s/ Mansi KhetaniName:Mansi KhetaniTitle:Chief Financial Officer and Principal Financial Officer84 EX-3.1 2 chpt10q2025q2ex31.htm EX-3.1 DocumentExhibit 3.1ChargePoint Holdings, Inc.Amended and Restated Bylaws(amended and restated on September 5, 2024)Table of ContentsPage1.1.Â Â Â Â Registered OfficeÂ Â Â Â 11.2.Â Â Â Â Additional OfficesÂ Â Â Â 11.3.Â Â Â Â Place of MeetingsÂ Â Â Â 11.4.Â Â Â Â Annual MeetingÂ Â Â Â 11.5.Â Â Â Â Special MeetingsÂ Â Â Â 11.6.Â Â Â Â Notice of MeetingsÂ Â Â Â 11.7.Â Â Â Â Voting ListÂ Â Â Â 21.8.Â Â Â Â QuorumÂ Â Â Â 21.9.Â Â Â Â AdjournmentsÂ Â Â Â 21.10.Â Â Â Â Voting and ProxiesÂ Â Â Â 31.11.Â Â Â Â Action at MeetingÂ Â Â Â 41.12.Â Â Â Â Nomination of Directors.Â Â Â Â 41.13.Â Â Â Â Notice of Business at Annual Meetings.Â Â Â Â 131.14.Â Â Â Â Conduct of Meetings.Â Â Â Â 16Article II DirectorsÂ Â Â Â 172.1.Â Â Â Â General PowersÂ Â Â Â 172.2.Â Â Â Â Number, Election and Qualification, EligibilityÂ Â Â Â 172.3.Â Â Â Â Chair of the Board; Vice Chair of the BoardÂ Â Â Â 172.4.Â Â Â Â Classes of DirectorsÂ Â Â Â 172.5.Â Â Â Â Terms of OfficeÂ Â Â Â 182.6.Â Â Â Â QuorumÂ Â Â Â 182.7.Â Â Â Â Action at MeetingÂ Â Â Â 182.8.Â Â Â Â RemovalÂ Â Â Â 182.9.Â Â Â Â Newly Created Directorships and VacanciesÂ Â Â Â 182.10.Â Â Â Â ResignationÂ Â Â Â 192.11.Â Â Â Â Regular MeetingsÂ Â Â Â 192.12.Â Â Â Â Special MeetingsÂ Â Â Â 192.13.Â Â Â Â Notice of Special MeetingsÂ Â Â Â 192.14.Â Â Â Â Meetings by Conference Communications EquipmentÂ Â Â Â 192.15.Â Â Â Â Action by ConsentÂ Â Â Â 192.16.Â Â Â Â CommitteesÂ Â Â Â 192.17.Â Â Â Â Compensation of DirectorsÂ Â Â Â 20Article III OfficersÂ Â Â Â 203.1.Â Â Â Â TitlesÂ Â Â Â 203.2.Â Â Â Â AppointmentÂ Â Â Â 203.3.Â Â Â Â QualificationÂ Â Â Â 203.4.Â Â Â Â TenureÂ Â Â Â 213.5.Â Â Â Â Removal; ResignationÂ Â Â Â 213.6.Â Â Â Â VacanciesÂ Â Â Â 213.7.Â Â Â Â President; Chief Executive OfficerÂ Â Â Â 21i3.8.Â Â Â Â Chief Financial OfficerÂ Â Â Â 213.9.Â Â Â Â Vice PresidentsÂ Â Â Â 213.10.Â Â Â Â Secretary and Assistant SecretariesÂ Â Â Â 213.11.Â Â Â Â SalariesÂ Â Â Â 223.12.Â Â Â Â Delegation of AuthorityÂ Â Â Â 223.13.Â Â Â Â Execution of ContractsÂ Â Â Â 22Article IV Capital StockÂ Â Â Â 224.1.Â Â Â Â Issuance of StockÂ Â Â Â 224.2.Â Â Â Â Stock Certificates; Uncertificated SharesÂ Â Â Â 224.3.Â Â Â Â TransfersÂ Â Â Â 234.4.Â Â Â Â Lost, Stolen or Destroyed CertificatesÂ Â Â Â 234.5.Â Â Â Â Record DateÂ Â Â Â 234.6.Â Â Â Â RegulationsÂ Â Â Â 244.7.Â Â Â Â DividendsÂ Â Â Â 24Article V General ProvisionsÂ Â Â Â 245.1.Â Â Â Â Fiscal YearÂ Â Â Â 245.2.Â Â Â Â Corporate SealÂ Â Â Â 245.3.Â Â Â Â Notice.Â Â Â Â 245.4.Â Â Â Â Waiver of NoticeÂ Â Â Â 265.5.Â Â Â Â Voting of SecuritiesÂ Â Â Â 265.6.Â Â Â Â Evidence of AuthorityÂ Â Â Â 275.7.Â Â Â Â SeverabilityÂ Â Â Â 275.8.Â Â Â Â PronounsÂ Â Â Â 275.9.Â Â Â Â Electronic TransmissionÂ Â Â Â 275.10.Â Â Â Â Inconsistent ProvisionsÂ Â Â Â 275.11.Â Â Â Â Section HeadingsÂ Â Â Â 27Article VI AmendmentsÂ Â Â Â 27Article VII Indemnification and AdvancementÂ Â Â Â 277.1.Â Â Â Â Right to IndemnificationÂ Â Â Â 277.2.Â Â Â Â Right to Advancement of ExpensesÂ Â Â Â 287.3.Â Â Â Â Right of Indemnitee to Bring SuitÂ Â Â Â 287.4.Â Â Â Â Non-Exclusivity of RightsÂ Â Â Â 297.5.Â Â Â Â InsuranceÂ Â Â Â 297.6.Â Â Â Â Indemnification of Other PersonsÂ Â Â Â 297.7.Â Â Â Â AmendmentsÂ Â Â Â 297.8.Â Â Â Â Certain DefinitionsÂ Â Â Â 297.9.Â Â Â Â Contract RightsÂ Â Â Â 307.10.Â Â Â Â SeverabilityÂ Â Â Â 30iiArticle IStockholders 1.1.Â Â Â Â Registered Office. The registered office of ChargePoint Holdings, Inc. (the â€œCorporationâ€) shall be as set forth in the Corporationâ€™s Second Amended and Restated Certificate of Incorporation then in effect (as the same may be amended from time to time, the â€œCertificate of Incorporationâ€). 1.2.Â Â Â Â Additional Offices. The Corporation may, in addition to its registered office in the State of Delaware, have such other offices and places of business, both within and outside the State of Delaware, as the Board of Directors of the Corporation (the â€œBoardâ€)

may from time to time determine or as the business and affairs of the Corporation may require. 1.3.Â Â Â Â Place of Meetings. All meetings of stockholders shall be held at such place, if any, as may be designated from time to time by the Board or the Chair of the Board or, if not so designated, at the principal executive office of the Corporation. The Board may, in its sole discretion, determine that a meeting shall not be held at any place, but may instead be held solely by means of remote communication in accordance with Section 211(a) of the General Corporation Law of the State of Delaware or any applicable successor act thereto, as the same may be amended from time to time (the â€œDGCLâ€). 1.4.Â Â Â Â Annual Meeting. The annual meeting of stockholders for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly be brought before the meeting shall be held on a date and at a time designated by the Board or the Chair of the Board, the Chief Executive Officer or the President (which date shall not be a legal holiday in the place, if any, where the meeting is to be held). The Board acting pursuant to a resolution adopted by the majority of the Whole Board may postpone, reschedule or cancel any previously scheduled annual meeting of stockholders, before or after the notice for such meeting has been sent to the stockholders. For purposes of these Amended and Restated Bylaws (the â€œBylawsâ€), the term â€œWhole Boardâ€ will mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. 1.5.Â Â Â Â Special Meetings. Special meetings of stockholders for any purpose or purposes may be called at any time by a resolution adopted by the majority of the Whole Board or the Chair of the Board or the Chief Executive Officer, and may not be called by any other person or persons. The Board acting pursuant to a resolution adopted by the majority of the Whole Board may postpone, reschedule or cancel any previously scheduled special meeting of stockholders, before or after the notice for such meeting has been sent to the stockholders. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting. 1.6.Â Â Â Â Notice of Meetings. Except as otherwise provided by law, notice of each meeting of stockholders, whether annual or special, shall be given not less than ten (10) nor more than sixty (60) calendar days before the date of the meeting to each stockholder entitled to vote at such meeting as of the record date for determining the stockholders entitled to notice of the meeting. Without limiting the manner by which notice otherwise may be given to stockholders, 1any notice shall be effective if given by a form of electronic transmission consented to (in a manner consistent with the DGCL) by the stockholder to whom the notice is given. The notices of all meetings shall state the place, if any, date and time of the meeting, the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, and the record date for determining the stockholders entitled to vote at the meeting (if such date is different from the record date for stockholders entitled to notice of the meeting). The notice of a special meeting shall state, in addition, the purpose or purposes for which the meeting is called. If notice is given by mail, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholderâ€™s address as it appears on the records of the Corporation. If notice is given by electronic transmission, such notice shall be deemed given at the time specified in Section 232 of the DGCL. Any meeting of stockholders as to which notice has been given may be postponed, and any special meeting of stockholders as to which notice has been given may be cancelled, by the Board upon public disclosure (as defined below) given before the date previously scheduled for such meeting. 1.7.Â Â Â Â Voting List. The Corporation shall prepare, at least ten (10) calendar days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting (provided, however, if the record date for determining the stockholders entitled to vote is less than ten (10) calendar days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth (10th) calendar day before the meeting date), arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) calendar days ending on the day before the meeting date: (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to stockholders of the Corporation. 1.8.Â Â Â Â Quorum. Except as otherwise provided by law, the Certificate of Incorporation, these Bylaws or the rules of any stock exchange upon which the Corporationâ€™s securities are listed, the holders of a majority in voting power of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote at the meeting, present in person, present by means of remote communication in a manner, if any, authorized by the Board in its sole discretion, or represented by proxy, shall constitute a quorum for the transaction of business; provided, however, that where a separate vote by a class or classes or series of capital stock is required by law or the Certificate of Incorporation, the holders of a majority in voting power of the shares of such class or classes or series of the capital stock of the Corporation issued and outstanding and entitled to vote on such matter, present in person, present by means of remote communication in a manner, if any, authorized by the Board in its sole discretion, or represented by proxy, shall constitute a quorum entitled to take action with respect to the vote on such matter. A quorum, once established at a meeting, shall not be broken by the withdrawal of enough votes to leave less than a quorum.2

1.9.Â Â Â Â Adjournments. Any meeting of stockholders, annual or special, may be adjourned from time to time to any other time and to any other place at which a meeting of stockholders may be held under these Bylaws by the chair of the meeting or by the stockholders present or represented at the meeting and entitled to vote thereon, even though less than a quorum. Notice need not be given of any such adjourned or recessed meeting (including an adjournment taken to address a technical failure to convene or continue a meeting using remote communication) if the time and place, if any, thereof, and the means of remote communication, if any, by which stockholders and proxy holders may be deemed to be present in person or represented by proxy and vote at such adjourned or recessed meeting, are (i) announced at the meeting at which the adjournment or recess is taken, (ii) displayed during the time scheduled for the meeting, on the same electronic network used to enable stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with these Bylaws. If the adjournment is for more than thirty (30) calendar days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for determination of stockholders entitled to vote is fixed for the adjourned meeting, the Board shall fix as the record date for determining stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote at the adjourned meeting, and shall give notice of the adjourned meeting to each stockholder of record as of the record date so fixed for notice of such adjourned meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. 1.10.Â Â Â Â Voting and Proxies. Each stockholder shall have such number of votes, if any, for each share of stock entitled to vote and held of record by such stockholder as may be fixed in the Certificate of Incorporation, unless otherwise provided by law. Each stockholder of record entitled to vote at a meeting of stockholders may vote in person (including by means of remote communications, if any, by which stockholders may be deemed to be present in person and vote at such meeting) or may authorize another person or persons to vote for such stockholder by a proxy executed or transmitted in a manner permitted by applicable law. No such proxy shall be voted upon after three (3) years from the date of its execution, unless the proxy expressly provides for a longer period. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212 of the DGCL. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Any stockholder directly or indirectly soliciting proxies from other stockholders may use any proxy card color other than white, which shall be reserved for exclusive use of the Board. Without limiting the manner in which a stockholder may authorize another person or persons to act for such stockholder as proxy, either of the following shall constitute a valid means by which a stockholder may grant such authority.(i)Â Â Â Â A stockholder may execute a writing authorizing another person or persons to act for such stockholder as proxy. Execution may be accomplished by the stockholder or such stockholderâ€™s authorized officer, director, employee or agent signing such writing or causing such personâ€™s signature to be affixed to such writing by any reasonable means, including, but not limited to, by facsimile signature.3(ii)Â Â Â Â A stockholder may authorize another person or persons to act for such stockholder as proxy by transmitting or authorizing the transmission of an electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder. Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission authorizing another person or persons to act as proxy for a stockholder may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used; provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission. 1.11.Â Â Â Â Action at Meeting. When a quorum is present or represented at any meeting, any matter other than the election of directors to be voted upon by the stockholders at such meeting shall be decided by the vote of the holders of shares of stock having a majority in voting power of the votes cast by the holders of all of the shares of stock present or represented at the meeting and voting affirmatively or negatively on such matter (or if there are two or more classes or series of stock entitled to vote as separate classes, then in the case of each such class or series, the holders of a majority in voting power of the shares of stock of that class or series present or represented at the meeting and voting affirmatively or negatively on such matter), except when a different vote is required by applicable law, regulation applicable to the Corporation or its securities, the rules or regulations of any stock exchange applicable to the Corporation, the Certificate of Incorporation, the certificate of designation with respect to the Corporationâ€™s preferred stock, par value $.0001 (â€œPreferred Stockâ€) or these Bylaws. For the avoidance of doubt, neither abstentions nor broker non-votes will be counted as votes cast for or against such matter. Other than directors who may be elected by the holders of shares of any series of Preferred Stock or pursuant to any resolution or resolutions providing for the issuance of such stock adopted by the Board, each director shall be elected by a plurality of the voting power of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Voting at meetings of stockholders need not be by written ballot, unless required by the Certificate of Incorporation or applicable law. 1.12.Â Â Â Â Nomination of Directors.(a)Â Â Â Â Except for (1) any directors entitled to be elected by the holders of Preferred Stock, (2) any directors elected in accordance with Section 2.9 hereof by the Board to fill a vacancy or newly-created directorship or (3) as otherwise required by applicable law or stock exchange regulation, at any meeting of stockholders, only persons who are nominated in accordance with the procedures in this Section 1.12 shall be eligible for election or re-election as directors. Nomination for election to the Board at a meeting of stockholders may be made (i) by or at the direction of the Board (or any authorized committee thereof) or (ii) by any stockholder of the Corporation who (x) timely complies with the notice procedures in Section 1.12(b), (y) is a 4stockholder of record on the date of the giving of such notice through the time of the meeting and (z) is entitled to vote at such meeting.(b)Â Â Â Â To be timely, a stockholderâ€™s notice must be received in writing by the Secretary at the principal executive offices of the Corporation as follows: (i)Â Â Â Â in the case of an election of directors at an annual meeting of stockholders, not earlier than the Close of Business on the one hundred and twentieth (120th) calendar day prior to the first (1st) anniversary of the preceding yearâ€™s annual meeting nor later than the Close of Business on the ninetieth (90th) calendar day prior to the first anniversary of the preceding yearâ€™s annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) calendar days, or delayed by more than sixty (60) calendar days, from the first (1st) anniversary of the preceding yearâ€™s annual meeting, a stockholderâ€™s notice must be so received not earlier than the Close of Business on the one hundred and twentieth (120th) calendar day prior to such annual meeting and not later than the Close of Business on the later of (A) the ninetieth (90th) calendar day prior to such annual meeting and (B) the tenth (10th) calendar day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs; or(ii)Â Â Â Â in the case of an election of directors at a special meeting of stockholders, provided that the majority of the Whole Board, the Chair of the Board or the Chief Executive Officer has determined, in accordance with Section 1.5, that directors shall be elected at such special meeting and provided further that the nomination made by the stockholder is for one of the director positions that the Board, the Chair of the Board, or the Chief Executive Officer as the case may be, has determined will be filled at such special meeting, not earlier than the Close of Business on the one hundred and twentieth (120th) calendar day prior to such special meeting and not later than the Close of Business on the later of (x) the ninetieth (90th) calendar day prior to such special meeting and (y) the tenth (10th) calendar day following the day on which notice of the date of such special meeting was mailed or public disclosure of the date of such special meeting was made, whichever first occurs.In no event shall the adjournment or postponement of a meeting (or the public disclosure thereof) commence a new time period (or extend any time period) for the giving of a stockholderâ€™s notice. For the avoidance of doubt, a stockholder shall not be entitled to make additional or substitute nominations following the expiration of the time periods set forth in these Bylaws. The number of nominees a stockholder may nominate for election at a meeting of stockholders shall not exceed the number of directors to be elected at such meeting. Notwithstanding anything in this Section 1.12(b) to the contrary, in the event that the number of directors to be elected to the Board at an annual meeting is increased and there is no public announcement by the Corporation naming all of the nominees for director or specifying the size of the increased Board at least one hundred (100) calendar days prior to the first anniversary of the preceding yearâ€™s annual meeting of stockholders, 5then a stockholderâ€™s notice required by this Section 1.12(b) shall be considered timely, but only with respect to nominees for any new positions created by such increase, if it is received by the Secretary of the Corporation not later than the Close of Business on the tenth (10th) calendar day following the day on which such public announcement is first made by the Corporation.The stockholderâ€™s notice to the Secretary shall set forth:

(A)Â Â Â Â as to each proposed nominee(1)Â Â Â Â such personâ€™s name, age, business address and, if known, residence address;(2)Â Â Â Â such personâ€™s principal occupation or employment (present and for the past five (5) years);(3)Â Â Â Â a written representation and agreement completed by such proposed nominee in the form required by the Corporation (which form such stockholder giving the notice shall request in writing from the Secretary and which the Secretary shall provide to such stockholder within ten (10) calendar days after receiving such request) providing that such proposed nominee:(I)Â Â Â Â is not and will not become a party to any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such proposed nominee, if elected as a director of the Corporation, will act or vote on any issue or question (a â€œVoting Commitmentâ€) that has not been disclosed to the Corporation or any Voting Commitment that could limit or interfere with such proposed nomineeâ€™s ability to comply, if elected as a director of the Corporation, with such proposed nomineeâ€™s fiduciary duties under applicable law;(II)Â Â Â Â is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director or nominee with respect to the Corporation that has not been disclosed to the Corporation;(III)Â Â Â Â will, if elected as a director of the Corporation, comply with all applicable rules of any securities exchanges upon which the Corporationâ€™s securities are listed, the Certificate of Incorporation, these Bylaws, all 6applicable publicly disclosed corporate governance, ethics, conflict of interest, confidentiality, stock ownership and trading policies and all other guidelines and policies of the Corporation generally applicable to directors (which other guidelines and policies will be provided to such proposed nominee within five (5) Business Days after the Secretary receives any written request therefor from such proposed nominee), and all applicable fiduciary duties under state law;(IV)Â Â Â Â consents to being named as a nominee in the Corporationâ€™s proxy statement and form of proxy for the meeting;(V)Â Â Â Â intends to serve a full term as a director of the Corporation, if elected; and(VI)Â Â Â Â will provide facts, statements and other information in all communications with the Corporation and its stockholders that are or will be true and correct in all material respects and that do not and will not omit to state any fact necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading in any material respect;(4)Â Â Â Â a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings (whether written or oral) during the past three (3) years, and any other material relationships, between or among the proposed nominee or any of such proposed nomineeâ€™s associates (as defined below), on the one hand, and any stockholder giving the notice or any Stockholder Associated Person (as defined below), on the other hand, including all information that would be required to be disclosed pursuant to federal and state securities laws, including Item 404 of Regulation S-K under the Securities Act of 1933 if the stockholder making the nomination and any Stockholder Associated Person were the â€œregistrantâ€ for purposes of such Item and the proposed nominee were a director or executive officer of such registrant;(5)Â Â Â Â a description of any business or personal interests that would reasonably be expected to place such proposed nominee in a potential conflict of interest with the Corporation or any of its subsidiaries; and(6)Â Â Â Â any other information concerning such person that must be disclosed as to nominees in proxy solicitations for election of directors in a 7contested election pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), including such personâ€™s written consent to being named in the proxy statement as a nominee and to serving as a director if elected;(B)Â Â Â Â as to the stockholder giving the notice and each Stockholder Associated Person (1)Â Â Â Â the name and address of such stockholder, as they appear on the Corporationâ€™s books, of such beneficial owner, and any Stockholder Associated Person;(2)Â Â Â Â the class and series and number of shares of stock of the Corporation that are, directly or indirectly, owned, beneficially or of record (specifying the type of ownership), by such stockholder, such beneficial owner and any Stockholder Associated Person (provided, however, that for purposes of this Section 1.12(b), any such person shall in all events be deemed to beneficially own any shares of the Corporation as to which such person has a right to acquire beneficial ownership of at any time in the future, whether such right is exercisable immediately or only after the passage of time or the fulfillment of a condition) and the date or dates on which such shares were acquired;(3)Â Â Â Â the name of each nominee holder for, and number of, any securities of the Corporation owned beneficially but not of record by such stockholder, such beneficial owner or any Stockholder Associated Person and any pledge by such stockholder, such beneficial owner or any Stockholder Associated Person with respect to any of such securities;(4)Â Â Â Â a description of all agreements, arrangements or understandings, written or oral, (I) between or among such stockholder, such beneficial owner and any of the Stockholder Associated Persons or (II) between or among such stockholder, such beneficial owner or any Stockholder Associated Person and any other person or entity (naming such person or entity), in each case, relating to the Corporation or its securities or the voting thereof, including any proxy, contract, arrangement, understanding or relationship pursuant to which such stockholder or any Stockholder Associated Person, directly or indirectly, has a right to vote or has granted a right to vote any shares of any security of the Corporation (other than any revocable proxy given in response to a solicitation made pursuant to, and in accordance with the proxy rules (or any successor provision) promulgated under the Exchange Act by way of a solicitation statement filed on Schedule 14A);(5)Â Â Â Â any substantial interest, direct or indirect legal, (including any existing or prospective commercial, business or contractual 8relationship with the Corporation) of such stockholder or beneficial owner and any Stockholder Associated Person in the Corporation or any affiliate (as defined below) thereof or in the nomination or business to be brought before the meeting by such stockholder, other than an interest arising from the ownership of Corporation securities where such stockholder, such beneficial owner or such Stockholder Associated Person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series;(6)Â Â Â Â any rights to dividends on the shares of the Corporation owned beneficially by such stockholder or beneficial owner and any Stockholder Associated Person that are separated or separable from the underlying shares of the Corporation;(7)Â Â Â Â any proportionate interest in shares of the Corporation or Derivative Instruments (as defined below) held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in which such stockholder, beneficial owner and any Stockholder Associated Person is a general partner or, directly or indirectly, beneficially owns any interest in a general partner or is the manager or managing member or, directly or indirectly, beneficially owns any interest in the manager or managing member of a limited liability company or similar entity; (8)Â Â Â Â a description of any agreement, arrangement or understanding (including any derivative or short positions, swaps, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, borrowed or loaned shares and so-called â€œstock borrowingâ€ agreements or arrangements) that has been entered into by, or on behalf of, such stockholder, such beneficial owner or any Stockholder Associated Person, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder, such beneficial owner or any Stockholder Associated Person with respect to shares of stock of the Corporation, whether or not such instrument or right shall be subject to settlement in underlying shares of stock of the Corporation (any of the foregoing, a â€œDerivative Instrumentâ€);(9)Â Â Â Â any other information relating to such stockholder, such beneficial owner and any Stockholder Associated Person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies in support of the business proposed by such stockholder, if any, or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder;9(10)Â Â Â Â a representation that such stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting, will continue to be a stockholder of record of the Corporation entitled to vote at such meeting through the date of such meeting and that such stockholder intends to appear in person or cause a Qualified Representative (as defined below) of such stockholder to appear in person at the meeting to propose such business or nomination;(11)Â Â Â Â a representation whether such stockholder, such beneficial owner and/or such Stockholder Associated Person intends or is part of a group (as such term is used in Rule 13d-5 under the Exchange Act) which intends to (I) solicit proxies in support of the election of any proposed nominee in accordance with Rule 14a-19 under the Exchange Act or (II) engage in a solicitation (within the meaning of Exchange Act Rule 14a-1(l)) with respect to the nomination of any proposed nominee or proposed business to be considered at the meeting, as applicable, and if so, the name of each participant (as defined in Instruction 3 to Item 4 of Schedule 14A under the Exchange Act) in such solicitation; and(12)Â Â Â Â a certification that such stockholder, beneficial owner and any Stockholder Associated Person has complied with all applicable federal, state and other legal requirements in connection with its acquisition of shares or other securities of the Corporation and such personâ€™s acts or omissions as a stockholder of the Corporation.Such information provided and statements made as required by clauses (A) and (B) above or otherwise by this Section 1.12 are hereinafter referred to as a â€œNominee Solicitation Statement.â€ The disclosures required in the foregoing subclauses (B)(1) through (B)(12) shall not include any such disclosures with respect to the ordinary course business activities of any broker, dealer, commercial bank, trust company or other nominee who is the stockholder of record giving the notice solely as a result of being the stockholder directed to prepare and submit the notice required by these Bylaws on behalf of a beneficial owner (any such person or entity, an â€œExempt Partyâ€).(c)Â Â Â Â Not later than (x) ten (10) calendar days after the record date for determining stockholders entitled to notice of the meeting, the information required by Items (A)(1)-(6) and (B)(1)-(12) shall be supplemented, if necessary, by the stockholder giving the notice such that the information provided or required to be provided in such notice shall be true and correct in all material respects as of such record date and (y) eight (8) Business Days prior to the meeting (or any adjournment, postponement or rescheduling thereof), the information required by Items (A)(1)-(6) and (B)(1)-(12) of the prior sentence shall be supplemented, if necessary, by the stockholder giving notice such that the information provided or required to be provided in such notice shall be true and correct in all material respects as of ten (10) Business Days prior to the meeting (or any adjournment, postponement or rescheduling thereof), and such update shall be made only to the extent that information has changed since such stockholderâ€™s 10prior submission and clearly identify the information that has changed in any material respect since such stockholderâ€™s prior submission. Notwithstanding the foregoing, if the stockholder giving the notice no longer plans to solicit holders of shares of the Corporation in accordance with its representation pursuant to Section 1.12(b)(ii)(B)(11), such stockholder shall inform the Corporation of this change by delivering a writing to the Secretary at the principal executive offices of the Corporation no later than two (2) Business Days after the occurrence of such change. For the avoidance of doubt, the obligation to update as set forth in the immediately preceding sentence shall not limit the Corporationâ€™s rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines under the Bylaws or enable or be deemed to permit a stockholder to amend or update any proposal or to submit any new proposal, including by changing or adding nominees. If a stockholder fails to provide any required written update, the information as to which such written update relates may be deemed not to have been provided in accordance with the Bylaws.(d)Â Â Â Â In addition, to be effective, the stockholderâ€™s notice must be accompanied by a written questionnaire in the form required by the Corporation with respect to the background and qualification of such proposed nominee (which form such stockholder shall request in writing from the Secretary and which the Secretary shall provide to such stockholder within ten (10) calendar days after receiving such request) and the written consent of the proposed nominee to be named in the Corporationâ€™s proxy statement as a nominee and to serve as a director if elected and a written statement executed by the proposed nominee acknowledging that as a director of the Corporation, the nominee will owe a fiduciary duty under Delaware law with respect to the Corporation and its stockholders.(e)Â Â Â Â In addition to the information required pursuant to the foregoing provisions of this Section 1.12, the Corporation may require any proposed nominee to furnish such other information as the Corporation may reasonably require to determine the eligibility or suitability of such proposed nominee to serve as a director of the Corporation or that could be material to the Boardâ€™s or a reasonable stockholderâ€™s understanding of the independence, or lack thereof, of such nominee, or whether such nominee would be independent under applicable Securities and Exchange Commission and stock exchange rules and the Corporationâ€™s publicly disclosed corporate governance guidelines. If requested by the Corporation, any supplemental information required under this paragraph shall be provided by the stockholder giving the notice within ten (10) Business Days after it has been requested by the Corporation.(f)Â Â Â Â A stockholder shall not have complied with this Section 1.12 if the stockholder (or beneficial owner, if any, on whose behalf the nomination is made) solicits or does not solicit, as the case may be, proxies or votes in support of such stockholderâ€™s nominee in contravention of the representations with respect thereto required by this Section 1.12.(g)Â Â Â Â Without exception, no person shall be eligible for election or re-election as a director of the Corporation at a meeting of stockholders unless nominated in accordance with the provisions set forth in this Section 1.12. In addition, a nominee shall not be eligible for election or re-election if a stockholder or Stockholder Associated Person, as applicable, takes action contrary to the representations made in the Nominee Solicitation Statement applicable to 11such nominee or if the Nominee Solicitation Statement applicable to such nominee contains an untrue statement of a material fact or omits to state a material fact necessary to make the statements therein not materially misleading. Except as otherwise provided by law, the Board or the chair of any meeting shall have the power and duty to determine whether a nomination was made in accordance with the provisions of this Section 1.12 (including the previous sentence of this Section 1.12(c)), and if the Board or the chair should determine that a nomination was not made in accordance with the provisions of this Section 1.12, the Board or the chair shall so declare to the meeting and such nomination shall not be brought before the meeting, and no vote shall be taken with respect to such nomination, notwithstanding that proxies with respect to such vote may have been received by the Corporation.(h)Â Â Â Â Except as otherwise required by law, nothing in this Section 1.12 shall obligate the Corporation or the Board to include in any proxy statement or other stockholder communication distributed on behalf of the Corporation or the Board information with respect to any nominee for director submitted by a stockholder.(i)Â Â Â Â Notwithstanding the foregoing provisions of this Section 1.12, unless otherwise required by law, if the stockholder (or a Qualified Representative of the stockholder) does not appear at the meeting to present a nomination, such nomination shall not be brought before the meeting, notwithstanding that proxies in respect of such nominee may have been received by the Corporation.(j)Â Â Â Â Notwithstanding the foregoing provisions of this Section 1.12, unless otherwise required by law, if any stockholder giving notice or any Stockholder Associated Person (1) provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act and (2) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3) (or fails to timely provide reasonable evidence sufficient to satisfy the Corporation that such stockholder or Stockholder Associated Person has met the requirements of Rule 14a-19(a)(3) under the Exchange Act in accordance with the following sentence) promulgated under the Exchange Act, then the Corporation shall disregard any proxies or votes solicited for such stockholderâ€™s proposed nominee or proposed nominees (notwithstanding that proxies in respect of such vote may have been received by the Corporation). Upon request by the Corporation, if any stockholder giving notice or any Stockholder Associated Person provides notice pursuant to Rule 14a-19(b) promulgated under the Exchange Act, such person shall deliver to the Corporation, no later than five (5) Business Days prior to the applicable meeting of stockholders, reasonable evidence that such person has met the requirements of Rule 14a-19(a)(3) promulgated under the Exchange Act.(k)Â Â Â Â Notwithstanding the foregoing provisions of this Section 1.12, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.12; provided, however, that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations to be considered pursuant to this Section 1.12 (including paragraph (a)(ii) hereof), and compliance with paragraph (a)(ii) of this Section 1.12 shall be the exclusive 12means for a stockholder to make nominations. Nothing in this Section 1.12 shall be deemed to affect any rights of the holders of any series of Preferred Stock to elect directors pursuant to any applicable provisions of the Certificate of Incorporation.(l)Â Â Â Â For purposes of these Bylaws, (i)Â Â Â Â â€œAffiliateâ€ shall have the meaning attributed to such term in Rule 12b-2 under the Exchange Act.(ii)Â Â Â Â â€œAssociate(s)â€ shall have the meaning attributed to such term in Rule 12b-2 under the Exchange Act.(iii)Â Â Â Â â€œBusiness Dayâ€ shall mean each Monday, Tuesday, Wednesday, Thursday and Friday that is not a day on which banking institutions in New York, NY are authorized or obligated by law or executive order to close.(iv)Â Â Â Â â€œClose of Businessâ€ shall mean 5:00 p.m. local time at the principal executive offices of the Corporation, and if an applicable deadline falls on the Close of Business on a day that is not a Business Day, then the applicable deadline shall be deemed to be the Close of Business on the immediately preceding Business Day.(v)Â Â Â Â â€œpersonâ€ means any individual, firm, corporation, partnership, limited liability company, incorporated or unincorporated association, joint venture, joint stock company, governmental agency or instrumentality or other entity of any kind.(vi)Â Â Â Â â€œpublic disclosureâ€ shall include disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.(vii)Â Â Â Â â€œQualified Representativeâ€ of the stockholder means a person authorized by a written instrument executed by such stockholder (or a reliable reproduction or electronic transmission of the writing) delivered by such stockholder to the Corporation prior to the making of any nomination or proposal at a stockholder meeting stating that such person is authorized to act for such stockholder as proxy at the meeting of stockholders and such person must produce such written instrument or electronic transmission, or a reliable reproduction of the written instrument or electronic transmission, at the meeting of stockholders.(viii)Â Â Â Â â€œStockholder Associated Personâ€ of any stockholder shall mean (i) any person or entity who is a member of a â€œgroupâ€ (as such term is used in Rule 13d-5 under the Exchange Act), with such stockholder or such beneficial owner with respect to acquiring, holding, voting or disposing of any securities of the Corporation, (ii) any affiliate or associate of such stockholder (other than a stockholder that is an Exempt Party) or such beneficial owner, (iii) any participant (as defined in Instruction 3 to Item 4 of Schedule 14A) with such stockholder or such beneficial owner with respect to any 13proposed business or nomination, as applicable under these Bylaws, (iv) any beneficial owner of shares of stock of the Corporation owned of record by such stockholder (other than such stockholder that is an Exempt Party), and (v) any proposed nominee. 1.13.Â Â Â Â Notice of Business at Annual Meetings.(a)Â Â Â Â At any annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (1) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board, (2) otherwise properly brought before the meeting by or at the direction of the Board (or any committee thereof), or (3) properly brought before the annual meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, (i) if such business relates to the nomination of a person for election as a director of the Corporation, the procedures in Section 1.12 must be complied with and (ii) if such business relates to any other matter, the business must constitute a proper matter under Delaware law for stockholder action and the stockholder must (x) have given timely notice thereof in writing to the Secretary in accordance with the procedures in Section 1.13(b), (y) be a stockholder of record on the date of the giving of such notice through the time of the meeting, and (z) be entitled to vote at such annual meeting.(b)Â Â Â Â To be timely, a stockholderâ€™s notice must be received in writing by the Secretary at the principal executive offices the Corporation not earlier than the Close of Business on the one hundred and twentieth (120th) calendar day prior to the first (1st) anniversary of the preceding yearâ€™s annual meeting nor later than the Close of Business on the ninetieth (90th) calendar day prior to the first (1st) anniversary of the preceding yearâ€™s annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than thirty (30) calendar days, or delayed by more than sixty (60) calendar days, from the first (1st) anniversary of the preceding yearâ€™s annual meeting, a stockholderâ€™s notice must be so received not earlier than the Close of Business on the one hundred and twentieth (120th) calendar day prior to such annual meeting and not later than the Close of Business on the later of (A) the ninetieth (90th) calendar day prior to such annual meeting and (B) the tenth (10th) calendar day following the day on which notice of the date of such annual meeting was mailed or public disclosure of the date of such annual meeting was made, whichever first occurs. In no event shall the adjournment or postponement of an annual meeting (or the public disclosure thereof) commence a new time period (or extend any time period) for the giving of a stockholderâ€™s notice. For the avoidance of doubt, a stockholder shall not be entitled to make an additional notice or substitute the notice following the expiration of the time periods set forth in these Bylaws.The stockholderâ€™s notice to the Secretary shall set forth:(A)Â Â Â Â as to each matter the stockholder proposes to bring before the annual meeting (1) a reasonably brief description of the business desired to be brought before the annual meeting, (2) the text of the proposal (including the exact text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the Bylaws, the exact text of the proposed amendment), and (3) the reasons for conducting such business at the annual meeting; and14(B)Â Â Â Â the information required by subclause (1) through (12) of Section 1.12(b), mutatis mutandis, for the avoidance of doubt, a bylaw referring to a proposed nominee shall be read as referring to a business proposal and a bylaw referring to the election of directors shall be read as referring to a business proposal.Such information provided and statements made as required by clauses (A) and (B) above or otherwise by this Section 1.13 are hereinafter referred to as a â€œBusiness Solicitation Statement.â€Not later than (x) ten (10) calendar days after the record date for determining stockholders entitled to notice of the meeting, the information required by clauses (A) and (B) above shall be supplemented, if necessary, by the stockholder giving the notice such that the information provided or required to be provided in such notice shall be true and correct in all material respects as of such record date and (y) eight (8) Business Days prior to the meeting (or any adjournment, postponement or rescheduling thereof), the information required by clauses (A) and (B) above shall be supplemented, if necessary, by the stockholder giving the notice such that the information provided or required to be provided in such notice shall be true and correct in all material respects as of ten (10) Business Days prior to the meeting (or any adjournment, postponement or rescheduling thereof), and such update shall (I) be made only to the extent that information has changed since such stockholderâ€™s prior submission and (II) clearly identify the information that has changed in any material respect since such stockholderâ€™s prior submission. For the avoidance of doubt, the obligation to update as set forth in the immediately preceding sentence shall not limit the Corporationâ€™s rights with respect to any deficiencies in any notice provided by a stockholder, extend any applicable deadlines under the Bylaws or enable or be deemed to permit a stockholder to amend or update any proposal or to submit any new proposal, including by changing or adding nominees. If a stockholder fails to provide any required written update, the information as to which such written update relates may be deemed not to have been provided in accordance with the Bylaws. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any annual meeting of stockholders except in accordance with the procedures in this Section 1.13; provided that any stockholder proposal which complies with Rule 14a-8 of the proxy rules (or any successor provision) promulgated under the Exchange Act and is to be included in the Corporationâ€™s proxy statement for an annual meeting of stockholders shall be deemed to comply with the notice requirements of this Section 1.13. A stockholder shall not have complied with this Section 1.13 if the stockholder (or beneficial owner, if any, on whose behalf the proposal is made) solicits or does not solicit, as the case may be, proxies or votes in support of such stockholderâ€™s proposal in contravention of the representations with respect thereto required by this Section 1.13.(c)Â Â Â Â Without exception, no business shall be conducted at any annual meeting except in accordance with the provisions set forth in this Section 1.13. In addition, business proposed to be brought by a stockholder may not be brought before the annual meeting if such stockholder or a Stockholder Associated Person, as applicable, takes action contrary to the representations made in the Business Solicitation Statement applicable to such business or if the Business Solicitation Statement applicable to such business contains an untrue statement of a material fact or omits to state a material fact necessary to make the statements therein not 15materially misleading. Except as otherwise provided by law, the Board or the chair of any annual meeting shall have the power and duty to determine whether business was properly brought before the annual meeting in accordance with the provisions of this Section 1.13 (including the previous sentence of this Section 1.13(c)), and if the Board or the chair should determine that business was not properly brought before the annual meeting in accordance with the provisions of this Section 1.13, the chair shall so declare to the meeting and such business shall not be brought before the annual meeting, and no vote shall be taken with respect to such business, notwithstanding that proxies with respect to such vote may have been received by the Corporation.(d)Â Â Â Â Except as otherwise required by law, nothing in this Section 1.13 shall obligate the Corporation or the Board to include in any proxy statement or other stockholder communication distributed on behalf of the Corporation or the Board information with respect to any proposal submitted by a stockholder.(e)Â Â Â Â Notwithstanding the foregoing provisions of this Section 1.13, unless otherwise required by law, if the stockholder (or a Qualified Representative of the stockholder) does not appear at the annual meeting to present business, such business shall not be considered, notwithstanding that proxies in respect of such business may have been received by the Corporation.(f)Â Â Â Â Notwithstanding the foregoing provisions of this Section 1.13, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 1.13; provided, however, that any references in these Bylaws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to proposals as to any business to be considered pursuant to this Section 1.13 (including paragraph (a)(3) hereof), and compliance with paragraph (a)(3) of this Section 1.13 shall be the exclusive means for a stockholder to submit business (other than, as provided in the penultimate sentence of (b), business other than nominations brought properly under and in compliance with Rule 14a-8 of the Exchange Act, as may be amended from time to time). Nothing in this Section 1.13 shall be deemed to affect any rights of stockholders to request inclusion of proposals in the Corporationâ€™s proxy statement pursuant to applicable rules and regulations promulgated under the Exchange Act. 1.14.Â Â Â Â Conduct of Meetings.(a)Â Â Â Â Meetings of stockholders shall be presided over by the Chair of the Board, if any, or in the Chairâ€™s absence by the Vice Chair of the Board, if any, or in the Vice Chairâ€™s absence by the Chief Executive Officer, or in the Chief Executive Officerâ€™s absence, by the President, or in the Presidentâ€™s absence by a Vice President, or in the absence of all of the foregoing persons by a chair designated by the Board. The Secretary shall act as secretary of the meeting, but in the Secretaryâ€™s absence the chair of the meeting may appoint any person to act as secretary of the meeting.16(b)Â Â Â Â The Board may adopt by resolution such rules, regulations and procedures for the conduct of any meeting of stockholders of the Corporation as it shall deem appropriate including, without limitation, such guidelines and procedures as it may deem appropriate regarding the participation by means of remote communication of stockholders and proxyholders not physically present at a meeting. Except to the extent inconsistent with such rules, regulations and procedures as adopted by the Board, the chair of any meeting of stockholders shall have the right and authority to convene and (for any or no reason) to recess and/or adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules, regulations and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as shall be determined; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; (v) limitations on the time allotted to questions or comments by participants; (vi) removal of any stockholder or any individual who refuses to comply with meeting rules, regulations or procedures; (vii) the conclusion, recess or adjournment of the meeting, regardless of whether a quorum is present, to a later date and time and at a place, if any, announced at the meeting; (viii) restrictions on the use of audio and video recording devices, cell phones and other electronic devices; and (ix) rules, regulations or procedures for compliance with any state or local laws or regulations including those concerning safety, health and security. Unless and to the extent determined by the Board or the chair of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.(c)Â Â Â Â The chair of the meeting shall announce at the meeting when the polls for each matter to be voted upon at the meeting will be opened and closed. After the polls close, no ballots, proxies or votes or any revocations or changes thereto may be accepted.(d)Â Â Â Â The chair of a meeting, in addition to making any other determinations that may be appropriate regarding the conduct of the meeting, shall determine and declare to the meeting that a matter of business was not properly brought before the meeting, and, if the chair of the meeting (or the Board in advance of any meeting) should so determine, the chair of the meeting (or the Board) shall so declare to the meeting and any such matter of business not properly brought before the meeting shall not be transacted or considered.(e)Â Â Â Â In advance of any meeting of stockholders, the Board, the Chair of the Board, the Chief Executive Officer or the President shall appoint one or more inspectors of election to act at the meeting and make a written report thereof. One or more other persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is present, ready and willing to act at a meeting of stockholders, the chair of the meeting shall appoint one or more inspectors to act at the meeting. Unless otherwise required by law, inspectors may be officers, employees or agents of the Corporation. Each inspector, before entering upon the discharge of such inspectorâ€™s duties, shall take and sign an oath faithfully to 17execute the duties of inspector with strict impartiality and according to the best of such inspectorâ€™s ability. The inspector shall have the duties prescribed by law and, when the vote is completed, shall make a certificate of the result of the vote taken and of such other facts as may be required by law. Every vote taken by ballots shall be counted by a duly appointed inspector or duly appointed inspectors.Article IIDirectors 2.1.Â Â Â Â General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board, who may exercise all of the powers of the Corporation except as otherwise provided by law or the Certificate of Incorporation.

2.2.Â Â Â Â Number, Election and Qualification, Eligibility. Subject to the rights of holders of any series of Preferred Stock to elect directors, the number of directors of the Corporation shall be fixed from time to time by resolution of the majority of the Whole Board. Election of directors need not be by written ballot. Directors need not be stockholders of the Corporation. Any person shall not be eligible for election as a director unless such person has, within ten (10) calendar days following any reasonable request therefor from the Board of Directors or any committee thereof, made himself or herself available to be interviewed by the Board of Directors (or any committee or other subset thereof) with respect to such personâ€™s qualifications to serve as a director and any other matter reasonably relating to such personâ€™s candidacy or service as a director.

2.3.Â Â Â Â Chair of the Board; Vice Chair of the Board. The Board may appoint from its members a Chair of the Board and a Vice Chair of the Board, neither of whom need be an employee or officer of the Corporation. If the Board appoints a Chair of the Board, such Chair shall perform such duties and possess such powers as are assigned by the Board and, if the Chair of the Board is also designated as the Corporationâ€™s Chief Executive Officer, shall have the powers and duties of the Chief Executive Officer prescribed in Section 3.7 of these Bylaws. If the Board appoints a Vice Chair of the Board, such Vice Chair shall perform such duties and possess such powers as are assigned by the Board. Unless otherwise provided by the Board, the Chair of the Board or, in the Chairâ€™s absence, the Vice Chair of the Board, if any, shall preside at all meetings of the Board.

2.4.Â Â Â Â Classes of Directors. Subject to the rights of holders of any series of Preferred Stock to elect directors, the Board shall be and is divided into three (3) classes, designated: Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of directors constituting the Whole Board. The Board is authorized to assign members of the Board already in office to Class I, Class II or Class III at the time such classification becomes effective. If the number of such directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any such additional director of any class elected to fill a newly created directorship resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors remove or shorten the term of any incumbent director.18 2.5.Â Â Â Â Terms of Office. Subject to the rights of holders of any series of Preferred Stock to elect directors, and except as set forth in the Certificate of Incorporation, each director shall serve for a term ending on the date of the third (3rd) annual meeting of stockholders following the annual meeting of stockholders at which such director was elected; provided that the term of each director shall continue until the election and qualification of his or her successor and be subject to his or her earlier death, disqualification, resignation or removal.

2.6.Â Â Â Â Quorum. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, a majority of the Whole Board shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. 2.7.Â Â Â Â Action at Meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Certificate of Incorporation or these Bylaws. 2.8.Â Â Â Â Removal. Subject to the rights of holders of any series of Preferred Stock, directors of the Corporation may be removed only as expressly provided in the Certificate of Incorporation and applicable law. 2.9.Â Â Â Â Newly Created Directorships and Vacancies. Subject to the rights of holders of any series of Preferred Stock, any newly created directorship that results from an increase in the number of directors or any vacancy on the Board that results from the death, disability, resignation, disqualification or removal of any director or from any other cause shall be filled solely by the affirmative vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director, and shall not be filled by the stockholders. Any increase in the number of directors shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible. The Board is authorized to assign members of the Board already in office to their respective class. Any director elected to fill a vacancy or newly created directorship shall hold office until the next election of the class to which such director shall have been appointed or assigned, and until his or her successor is duly elected and qualified, subject to his or her earlier death, disqualification, resignation or removal.

2.10.Â Â Â Â Resignation. Any director may resign only by delivering a resignation in writing or by electronic transmission to the Chair of the Board, the Chief Executive Officer or the Secretary. Such resignation shall be effective upon delivery unless it is specified to be effective at some later time or upon the happening of some later event. The acceptance of a resignation shall not be necessary to make it effective unless otherwise expressly provided in the resignation. 2.11.Â Â Â Â Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall be determined from time to time by the Board; provided that any director who is absent when such a determination is made shall be given notice of the 19determination. A regular meeting of the Board may be held without notice immediately after and at the same place as the annual meeting of stockholders. 2.12.Â Â Â Â Special Meetings. Special meetings of the Board may be held at any time and place designated by the Chair of the Board, the Chief Executive Officer, the President, two (2) or more directors, or by one director in the event that there is only a single director in office. 2.13.Â Â Â Â Notice of Special Meetings. Notice of the date, place and time of any special meeting of the Board shall be given to each director by the Chair of the Board, the Chief Executive Officer or the Board. Notice shall be duly given to each director (a) in person or by telephone at least twenty-four (24) hours in advance of the meeting, (b) by sending written notice by reputable overnight courier, telecopy, facsimile or other means of electronic transmission (including email), or delivering written notice by hand, to such directorâ€™s last known business, home or electronic transmission address at least twenty-four (24) hours in advance of the meeting, or (c) by sending written notice by first-class mail to such directorâ€™s last known business or home address at least seventy-two (72) hours in advance of the meeting, or (d) on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances. A notice or waiver of notice of a meeting of the Board need not specify the purposes of the meeting. 2.14.Â Â Â Â Meetings by Conference Communications Equipment. Directors may participate in meetings of the Board or any committee thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

2.15.Â Â Â Â Action by Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent to the action in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee thereof. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. 2.16.Â Â Â Â Committees. The Board may by resolution passed by a majority of the Whole Board designate one or more committees, each committee to consist of one or more of the directors of the Corporation with such lawfully delegable powers and duties as the Board thereby confers, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members of the committee present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board and subject to the provisions of law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the 20Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority to (i) approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the DGCL to be submitted to stockholders for approval, or (ii) adopt, amend or repeal any bylaw of the Corporation. Each such committee shall keep minutes and make such reports as the Board may from time to time request. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board. Except as otherwise provided in the Certificate of Incorporation, these Bylaws, or the resolution of the Board designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee. 2.17.Â Â Â Â Compensation of Directors. Directors may be paid such compensation for their services and such reimbursement for expenses of attendance at meetings as the Board may from time to time determine. No such payment shall preclude any director from serving the Corporation or any of its parent or subsidiary entities in any other capacity and receiving compensation for such service. The Board shall also have the power and discretion to provide for and pay fair compensation for rendering services to the Corporation not ordinarily rendered by directors.Article IIIOfficers 3.1.Â Â Â Â Titles. The â€œExecutive Officersâ€ of the Corporation shall be such persons as are designated as such by the Board and shall include, but not be limited to, a Chief Executive Officer, a President and a Chief Financial Officer. Additional Executive Officers may be appointed by the Board from time to time. In addition to the Executive Officers of the Corporation described above, there may also be such â€œNon-Executive Officersâ€ of the Corporation as may be designated and appointed from time to time by the Board or the Chief Executive Officer of the Corporation in accordance with the provisions of Section 3.2 of these Bylaws. In addition, the Secretary and Assistant Secretaries of the Corporation may be appointed by the Board from time to time. 3.2.Â Â Â Â Appointment. The Executive Officers of the Corporation shall be chosen by the Board, subject to the rights, if any, of an Executive Officer under any contract of employment. Non-Executive Officers of the Corporation shall be chosen by the Board or the Chief Executive Officer of the Corporation. 3.3.Â Â Â Â Qualification. No officer need be a stockholder. Any two (2) or more offices may be held by the same person. 3.4.Â Â Â Â Tenure. Except as otherwise provided by law, by the Certificate of Incorporation or by these Bylaws, each officer shall hold office until such officerâ€™s successor is duly elected and qualified by the Board, unless a different term is specified in the resolution electing or 21appointing such officer, or until such officerâ€™s earlier death, resignation, disqualification or removal. 3.5.Â Â Â Â Removal; Resignation. Subject to the rights, if any, of an Executive Officer under any contract of employment, any Executive Officer may be removed, either with or without cause, at any time by the Board at any regular or special meeting of the Board. Any Non-Executive Officer may be removed, either with or without cause, at any time by the Chief Executive Officer of the Corporation or by the Executive Officer to whom such Non-Executive Officer reports. Any officer may resign only by delivering a resignation in writing or by electronic transmission to the Chief Executive Officer. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time or upon the happening of some later event. The acceptance of a resignation shall not be necessary to make it effective unless otherwise expressly provided in the resignation. 3.6.Â Â Â Â Vacancies. The Board may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled, for such period as it may determine, any offices. 3.7.Â Â Â Â President; Chief Executive Officer. Unless the Board has designated another person as the Corporationâ€™s Chief Executive Officer, the President shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall have general charge and supervision of the business of the Corporation subject to the direction of the Board, and shall perform all duties and have all powers that are commonly incident to the office of chief executive or that are delegated to such officer by the Board. The President shall perform such other duties and shall have such other powers as the Board or the Chief Executive Officer (if the President is not the Chief Executive Officer) may from time to time prescribe. 3.8.Â Â Â Â Chief Financial Officer. The Chief Financial Officer shall perform such duties and shall have such powers as may from time to time be assigned by the Board or the Chief Executive Officer. In addition, the Chief Financial Officer shall perform such duties and have such powers as are incident to the office, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories selected in accordance with these Bylaws, to disburse such funds as ordered by the Board, to make proper accounts of such funds, and to render as required by the Board statements of all such transactions and of the financial condition of the Corporation. 3.9.Â Â Â Â Vice Presidents. Each Vice President shall perform such duties and possess such powers as the Board or the Chief Executive Officer may from time to time prescribe. The Board or the Chief Executive Officer may assign to any Vice President the title of Executive Vice President, Senior Vice President or any other title. 3.10.Â Â Â Â Secretary and Assistant Secretaries. The Secretary shall perform such duties and shall have such powers as the Board or the Chief Executive Officer may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the secretary, including without limitation the duty and power to give notices of all meetings of stockholders and special meetings of the Board, to attend all meetings of stockholders and the Board and keep a record of the proceedings, to maintain a stock ledger 22and prepare lists of stockholders and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents.Any Assistant Secretary shall perform such duties and possess such powers as the Board, the Chief Executive Officer or the Secretary may from time to time prescribe.In the absence of the Secretary or any Assistant Secretary at any meeting of stockholders or directors, the chair of the meeting shall designate a temporary secretary to keep a record of the meeting. 3.11.Â Â Â Â Salaries. Executive Officers of the Corporation shall be entitled to such salaries, compensation or reimbursement as shall be fixed or allowed from time to time by the Board or a committee thereof. 3.12.Â Â Â Â Delegation of Authority. The Board may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof. 3.13.Â Â Â Â Execution of Contracts. Each Executive Officer and Non-Executive Officer of the Corporation may execute, affix the corporate seal and/or deliver, in the name and on behalf of the Corporation, deeds, mortgages, notes, bonds, contracts, agreements, powers of attorney, guarantees, settlements, releases, evidences of indebtedness, conveyances or any other document or instrument which (i) is authorized by the Board or (ii) is executed in accordance with policies adopted by the Board from time to time, except in each case where the execution, affixation of the corporate seal and/or delivery thereof shall be expressly and exclusively delegated by the Board to some other officer or agent of the Corporation.Article IVCapital Stock 4.1.Â Â Â Â Issuance of Stock. Subject to the provisions of the Certificate of Incorporation, the whole or any part of any unissued balance of the authorized capital stock of the Corporation or the whole or any part of any shares of the authorized capital stock of the Corporation held in the Corporationâ€™s treasury may be issued, sold, transferred or otherwise disposed of by vote of the Board in such manner, for such lawful consideration and on such terms as the Board may determine. 4.2.Â Â Â Â Stock Certificates; Uncertificated Shares. The shares of the Corporation may be certificated or uncertificated, subject to the sole discretion of the Board and the requirements of the DGCL.Each certificate for shares of stock which are subject to any restriction on transfer pursuant to the Certificate of Incorporation, these Bylaws, applicable securities laws or any agreement among any number of stockholders or among such holders and the Corporation shall have conspicuously noted on the face or back of the certificate either the full text of the restriction or a statement of the existence of such restriction.23If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of each certificate representing shares of such class or series of stock, provided that in lieu of the foregoing requirements there may be set forth on the face or back of each certificate representing shares of such class or series of stock a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.Within a reasonable time after the issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Sections 151, 156, 202(a) or 218(a) of the DGCL or, with respect to Section 151 of DGCL, a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

4.3.Â Â Â Â Transfers. Shares of stock of the Corporation shall be transferable in the manner prescribed by law, the Certificate of Incorporation and in these Bylaws. Transfers of shares of stock of the Corporation shall be made only on the books of the Corporation or by transfer agents designated to transfer shares of stock of the Corporation. Subject to applicable law, shares of stock represented by certificates shall be transferred only on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, and with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Certificate of Incorporation or by these Bylaws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock until the shares have been transferred on the books of the Corporation in accordance with the requirements of these Bylaws. 4.4.Â Â Â Â Lost, Stolen or Destroyed Certificates. The Corporation may issue a new certificate or uncertificated shares in place of any previously issued certificate alleged to have been lost, stolen or destroyed, upon such terms and conditions as the Board may prescribe, including the presentation of reasonable evidence of such loss, theft or destruction and the giving of such indemnity and posting of such bond as the Board may require for the protection of the Corporation or any transfer agent or registrar. 4.5.Â Â Â Â Record Date. In order that the Corporation may determine the stockholders entitled to notice of any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall, unless otherwise required by 24law, not be more than sixty (60) nor less than ten (10) calendar days before the date of such meeting. If the Board so fixes a date, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the Close of Business on the day next preceding the day on which notice is given, or, if notice is waived, at the Close of Business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for determination of stockholders entitled to vote at the adjourned meeting, and in such case shall also fix as the record date for stockholders entitled to notice of such adjourned meeting the same or an earlier date as that fixed for determination of stockholders entitled to vote in accordance herewith at the adjourned meeting.In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix a record date, which shall not be more than sixty (60) calendar days prior to such action. If no such record date is fixed, the record date for determining stockholders for any such purpose shall be at the Close of Business on the day on which the Board adopts the resolution relating thereto. 4.6.Â Â Â Â Regulations. The issue and registration of shares of stock of the Corporation shall be governed by such other regulations as the Board may establish. 4.7.Â Â Â Â Dividends. Dividends on the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board at any regular or special meeting, pursuant to law, and may be paid in cash, in property or in shares of capital stock.Article VGeneral Provisions 5.1.Â Â Â Â Fiscal Year. Except as from time to time otherwise designated by the Board, the fiscal year of the Corporation shall begin on the first (1st) day of February of each year and end on the last day of January in each year. 5.2.Â Â Â Â Corporate Seal. The corporate seal shall be in such form as shall be approved by the Board. 5.3.Â Â Â Â Notice.(a)Â Â Â Â Notice to Directors. Whenever under applicable law, the Certificate of Incorporation or these Bylaws notice is required to be given to any director, such notice shall be given either (i) in writing and sent by mail, or by a nationally recognized delivery service, (ii) by 25means of facsimile telecommunication or other form of electronic transmission, or (iii) by oral notice given personally or by telephone. A notice to a director will be deemed given as follows: (i) if given by hand delivery, orally, or by telephone, when actually received by the director, (ii) if sent through the United States mail, when deposited in the United States mail, with postage and fees thereon prepaid, addressed to the director at the directorâ€™s address appearing on the records of the Corporation, (iii) if sent for next day delivery by a nationally recognized overnight delivery service, when deposited with such service, with fees thereon prepaid, addressed to the director at the directorâ€™s address appearing on the records of the Corporation, (iv) if sent by facsimile telecommunication, when sent to the facsimile transmission number for such director appearing on the records of the Corporation, (v) if sent by electronic mail, when sent to the electronic mail address for such director appearing on the records of the Corporation, or (vi) if sent by any other form of electronic transmission, when sent to the address, location or number (as applicable) for such director appearing on the records of the Corporation.(b)Â Â Â Â Notice to Stockholders. Whenever under applicable law, the Certificate of Incorporation or these Bylaws notice is required to be given to any stockholder, such notice may be given (i) in writing and sent either by hand delivery, through the United States mail, or by a nationally recognized overnight delivery service for next day delivery, or (ii) by means of a form of electronic transmission consented to by the stockholder, to the extent permitted by, and subject to the conditions set forth in Section 232 of the DGCL. A notice to a stockholder shall be deemed given as follows: (i) if given by hand delivery, when actually received by the stockholder, (ii) if sent through the United States mail, when deposited in the United States mail, with postage and fees thereon prepaid, addressed to the stockholder at the stockholderâ€™s address appearing on the stock ledger of the Corporation, (iii) if sent for next day delivery by a nationally recognized overnight delivery service, when deposited with such service, with fees thereon prepaid, addressed to the stockholder at the stockholderâ€™s address appearing on the stock ledger of the Corporation, and (iv) if given by a form of electronic transmission consented to by the stockholder to whom the notice is given and otherwise meeting the requirements set forth above, (A) if by facsimile transmission, when directed to a number at which the stockholder has consented to receive notice, (B) if by electronic mail, when directed to an electronic mail address at which the stockholder has consented to receive notice, (C) if by a posting on an electronic network together with separate notice to the stockholder of such specified posting, upon the later of (1) such posting and (2) the giving of such separate notice, and (D) if by any other form of electronic transmission, when directed to the stockholder. A stockholder may revoke such stockholderâ€™s consent to receiving notice by means of electronic communication by giving written notice of such revocation to the Corporation. Any such consent shall be deemed revoked if (1) the Corporation is unable to deliver by electronic transmission two (2) consecutive notices given by the Corporation in accordance with such consent and (2) such inability becomes known to the Secretary or an Assistant Secretary or to the Corporationâ€™s transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.(c)Â Â Â Â Notice to Stockholders Sharing Same Address. Without limiting the manner by which notice otherwise may be given effectively by the Corporation to stockholders, any notice to stockholders given by the Corporation under any provision of the DGCL, the 26Certificate of Incorporation or these Bylaws shall be effective if given by a single written notice to stockholders who share an address if consented to by the stockholders at that address to whom such notice is given. A stockholder may revoke such stockholderâ€™s consent by delivering written notice of such revocation to the Corporation. Any stockholder who fails to object in writing to the Corporation within sixty (60) calendar days of having been given written notice by the Corporation of its intention to send such a single written notice shall be deemed to have consented to receiving such single written notice.(d)Â Â Â Â Exceptions to Notice Requirements. Whenever notice is required to be given, under the DGCL, the Certificate of Incorporation or these Bylaws, to any person with whom communication is unlawful, the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person. Any action or meeting that shall be taken or held without notice to any such person with whom communication is unlawful shall have the same force and effect as if such notice had been duly given. In the event that the action taken by the Corporation is such as to require the filing of a certificate with the Secretary of State of Delaware, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.Whenever notice is required to be given by the Corporation, under any provision of the DGCL, the Certificate of Incorporation or these Bylaws, to any stockholder to whom (1) notice of two (2) consecutive annual meetings of stockholders and all notices of stockholder meetings or of the taking of action by written consent of stockholders without a meeting to such stockholder during the period between such two (2) consecutive annual meetings, or (2) all, and at least two (2) payments (if sent by first-class mail) of dividends or interest on securities during a twelve (12) month period, have been mailed addressed to such stockholder at such stockholderâ€™s address as shown on the records of the Corporation and have been returned undeliverable, the giving of such notice to such stockholder shall not be required. Any action or meeting that shall be taken or held without notice to such stockholder shall have the same force and effect as if such notice had been duly given. If any such stockholder shall deliver to the Corporation a written notice setting forth such stockholderâ€™s then current address, the requirement that notice be given to such stockholder shall be reinstated. In the event that the action taken by the Corporation is such as to require the filing of a certificate with the Secretary of State of Delaware, the certificate need not state that notice was not given to persons to whom notice was not required to be given pursuant to Section 230(b) of the DGCL. The exception in subsection (1) of the first sentence of this paragraph to the requirement that notice be given shall not be applicable to any notice returned as undeliverable if the notice was given by electronic transmission. 5.4.Â Â Â Â Waiver of Notice. Whenever notice is required to be given by law, by the Certificate of Incorporation or by these Bylaws, a written waiver signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before, at or after the time of the event for which notice is to be given, shall be deemed equivalent to notice required to be given to such person. Neither the business nor the purpose of any meeting need be 27specified in any such waiver. Attendance of a person at a meeting (in person or by remote communication) shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. 5.5.Â Â Â Â Voting of Securities. Except as the Board may otherwise designate, the Chief Executive Officer, the President or the Treasurer may waive notice, vote, consent, or appoint any person or persons to waive notice, vote or consent, on behalf of the Corporation, and act as, or appoint any person or persons to act as, proxy or attorney-in-fact for this Corporation (with or without power of substitution) with respect to, and exercise, on behalf of the Corporation, any and all rights and powers incident to the ownership of the securities of any other entity which may be held by this Corporation. 5.6.Â Â Â Â Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary, or a temporary Secretary, as to any action taken by the stockholders, directors, a committee or any officer or representative of the Corporation shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action. 5.7.Â Â Â Â Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws. 5.8.Â Â Â Â Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine or neuter, singular or plural, as the identity of the person or persons may require. 5.9.Â Â Â Â Electronic Transmission. For purposes of these Bylaws, â€œelectronic transmissionâ€ means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. 5.10.Â Â Â Â Inconsistent Provisions. In the event that any provision of these Bylaws is or becomes inconsistent with any provision of the Certificate of Incorporation, the DGCL or any other applicable law, such provision of these Bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect. 5.11.Â Â Â Â Section Headings. Section headings in these Bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.Article VIAmendments28These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by the Whole Board or by the stockholders as expressly provided in the Certificate of Incorporation.Article VIIIndemnification and Advancement 7.1.Â Â Â Â Right to Indemnification. To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Corporation shall indemnify and hold harmless each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a â€œproceedingâ€), by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, company, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (hereinafter an â€œIndemniteeâ€), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneysâ€™ fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such Indemnitee in connection with such proceeding; provided, however, that, except as provided in Section 7.3 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify an Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee only if such proceeding (or part thereof) was authorized by the Board. 7.2.Â Â Â Â Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 7.1, an Indemnitee shall also have the right to be paid by the Corporation to the fullest extent not prohibited by applicable law the expenses (including, without limitation, attorneysâ€™ fees) incurred in defending or otherwise participating in any such proceeding in advance of its final disposition (hereinafter an â€œadvancement of expensesâ€); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an Indemnitee in his or her capacity as a director or officer of the Corporation (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon the Corporationâ€™s receipt of an undertaking (hereinafter an â€œundertakingâ€), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified under this Article VII or otherwise. 7.3.Â Â Â Â Right of Indemnitee to Bring Suit. If a claim under Section 7.1 or Section 7.2 is not paid in full by the Corporation within sixty (60) calendar days after a written claim therefor has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to 29recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (a) any suit brought by the Indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by an Indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final judicial decision from which there is no further right to appeal (hereinafter a â€œfinal adjudicationâ€) that, the Indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the Indemnitee is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including a determination by its directors who are not parties to such action, a committee of such directors, independent legal counsel, or its stockholders) that the Indemnitee has not met such applicable standard of conduct, shall create a presumption that the Indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnitee, shall be a defense to such suit. In any suit brought by the Indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VII or otherwise shall be on the Corporation. 7.4.Â Â Â Â Non-Exclusivity of Rights. The rights provided to any Indemnitee pursuant to this Article VII shall not be exclusive of any other right, which such Indemnitee may have or hereafter acquire under applicable law, the Certificate of Incorporation, these Bylaws, an agreement, a vote of stockholders or disinterested directors, or otherwise. 7.5.Â Â Â Â Insurance. The Corporation may maintain insurance, at its expense, to protect itself and/or any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL. 7.6.Â Â Â Â Indemnification of Other Persons. This Article VII shall not limit the right of the Corporation to the extent and in the manner authorized or permitted by law to indemnify and to advance expenses to persons other than Indemnitees. Without limiting the foregoing, the Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation and to any other person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, to the fullest extent of the provisions of this Article VII with respect to the indemnification and advancement of expenses of Indemnitees under this Article VII.30 7.7.Â Â Â Â Amendments. Any repeal or amendment of this Article VII by the Board or the stockholders of the Corporation or by changes in applicable law, or the adoption of any other provision of these Bylaws inconsistent with this Article VII, will, to the extent permitted by applicable law, be prospective only (except to the extent such amendment or change in applicable law permits the Corporation to provide broader indemnification rights to Indemnitees on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing hereunder in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision; provided however, that amendments or repeals of this Article VII shall require the affirmative vote of the stockholders holding at least 65% of the voting power of all outstanding shares of capital stock of the Corporation. 7.8.Â Â Â Â Certain Definitions. For purposes of this Article VII, (a) references to â€œother enterpriseâ€ shall include any employee benefit plan; (b) references to â€œfinesâ€ shall include any excise taxes assessed on a person with respect to an employee benefit plan; (c) references to â€œserving at the request of the Corporationâ€ shall include any service that imposes duties on, or involves services by, a person with respect to any employee benefit plan, its participants, or beneficiaries; and (d) a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner â€œnot opposed to the best interests of the Corporationâ€ for purposes of Section 145 of the DGCL. 7.9.Â Â Â Â Contract Rights. The rights provided to Indemnitees pursuant to this Article VIII shall be contract rights and such rights shall continue as to an Indemnitee who has ceased to be a director, officer, agent or employee and shall inure to the benefit of the Indemniteeâ€™s heirs, executors and administrators. 7.10.Â Â Â Â Severability. If any provision or provisions of this Article VII shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (a) the validity, legality and enforceability of the remaining provisions of this Article VII shall not in any way be affected or impaired thereby; and (b) to the fullest extent possible, the provisions of this Article VII (including, without limitation, each such portion of this Article VII containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.31 EX-10.1 3 chpt10q2025q2ex101.htm EX-10.1 chpt10q2025q2ex101 1 | P a g e July 9, 2024 Second Addendum to Offer Letter Mansi Khetani SECOND ADDENDUM TO OFFER LETTER for Mansi Khetani. This is an addendum to your original offer letter dated November 2, 2018 (the â€œOriginal Offer Letterâ€) as further amended by the addendum to your Original Offer Letter, dated November 14, 2023, entered into in connection with your appointment as Interim Chief Financial Officer, effective as of November 16, 2023 (the â€œSecond Addendumâ€). On behalf of ChargePoint, Inc. (the â€œCompanyâ€), I am pleased to offer you the full-time position of Chief Financial Officer, reporting directly to me, effective July 9, 2024 (the â€œEffective Dateâ€). It is expected that you will be working out of our office located in Campbell, CA, unless you are traveling on business. 1. Compensation a. Salary. In connection with your promotion to Chief Financial Officer and effective as of the Effective Date, you will be eligible to earn an annualized salary of $425,000 per year, paid on a semi-monthly basis, less applicable withholdings and deductions, in accordance with the Companyâ€™s regular payroll processes and policies. b. Bonus. In addition, you will continue to be eligible for participation in the Companyâ€™s executive bonus for each fiscal year, which runs from February 1 through January 31. The executive bonus program is based upon the Companyâ€™s execution relative to goals established by the board of directors of ChargePoint Holdings, Inc. (or our Parent) or an authorized committee thereof. Your new target bonus will be equal to 60% of your annual base salary, effective as of the Effective Date. Your bonus for the fiscal 2025 performance year will be prorated based on your target bonus opportunity and base salary in effect prior to and following your Effective Date. A significant purpose of the executive bonus program is employee retention. This means that in order to earn the bonus you must be employed by the Company at the time of payment of the bonus. Any earned bonus for a fiscal year will be calculated and paid after the close of that fiscal year and will be paid no later than two and half months following the conclusion of the applicable performance year c. Equity Incentive Plan. In connection with your promotion to Chief Financial Officer of the Company, you will be granted 200,000 restricted stock units (or RSUs) and approximately 270,000 performance-contingent RSUs (or PSUs) with the actual number of PSUs to be calculated based on the Monte-Carlo simulation in a manner consistent with the Companyâ€™s past practices, each representing the right to receive one share of our Parentâ€™s common stock. The RSUs and PSUs will be subject to the same vesting conditions applicable to the most recent annual grants to the Companyâ€™s executive team (but with service-based vesting commencing as of the grant date) as well as the other terms and conditions set forth in the applicable award agreement to be entered into between you and our Parent and our Parentâ€™s Exhibit 10.1 2 | P a g e 2021 Equity Incentive Plan. By execution of this letter, you acknowledge that any equity award is subject to approval by our Parentâ€™s board of directors or authorized committee and is not guaranteed. d. Severance. You shall also be eligible to receive severance and other benefits in the event of an involuntary termination of employment, either before or after a Change in Control, in accordance with and pursuant to the Companyâ€™s Executive Severance Plan as adopted by our Parentâ€™s board of directors on February 29, 2024, as may be amended from time to time. If you agree to the foregoing, please indicate your acceptance by electronically accepting this Second Addendum to your Offer Letter. Sincerely, Rick Wilmer President and Chief Executive Officer Approved and Accepted: Mansi Khetani cc: Employee File Â EX-10.2 4 chpt10q2025q2ex102.htm EX-10.2 chpt10q2025q2ex102 1 | P a g e December 30, 2020 Rebecca Chavez chavez99@stanfordalumni.org Dear Rebecca, On behalf of ChargePoint, Inc. (the â€œCompanyâ€), I am pleased to offer you the full-time position of General Counsel as head of our Legal Department and you shall report to the Chief Financial Officer. It is expected that you will be working out of our office located in Campbell, CA, unless you are traveling on business. As explained in more detail below, your employment is contingent upon your assent to the terms and conditions set forth in this letter and the attachments hereto. If, after careful review, the terms discussed below and in the attachments hereto are acceptable to you, please sign this confirmation letter and the attached Acknowledgement of At-Will Employment, Proprietary Information and Inventions Agreement and Agreement to Arbitrate where indicated and return them to us. 1. Compensation. a. Salary. You will be paid a salary of $330,000.00 per year, paid on a semi-monthly basis, less applicable withholdings and deductions. All reasonable business expenses that are documented by you and incurred in the ordinary course of business will be reimbursed in accordance with the Companyâ€™s standard policies and procedures. b. Bonus. In addition, you will be eligible for an executive bonus for each fiscal year of the Company. The executive bonus program is based upon the Companyâ€™s execution relative to our Annual Operating Plan (AOP) and progress towards achievement of our annual corporate goals. Your target bonus will be equal to 30% of your annual base salary. Any bonus for the fiscal year in which your employment begins will be prorated, based on the number of days you are employed by the Company during that fiscal year. You are guaranteed to earn 100% of the prorated portion of your fiscal year 2021 bonus through January 31, 2022. Any bonus for a fiscal year will be paid after the close of that fiscal year, but only if you are still employed by the Company at the time of payment. The determinations of the Companyâ€™s Board of Directors with respect to your bonus will be final and binding. b. Incentive Stock Plan. As you are likely aware, the Company has signed an agreement to merge with a publicly traded company. Subject to the successful completion of that transaction, management will recommend to the appropriate committee of the publicly traded companyâ€™s board of directors that you be granted a number of restricted stock units (or RSUs), each representing the right to receive one share of the publicly traded companyâ€™s common stock, with a target value of $1,250,000.00. The actual number of RSUs will be determined when the RSUs are granted using the closing trading price of the publicly traded companyâ€™s common stock on the date the RSUs are granted. Such RSUs will be subject to vesting restrictions and other terms and conditions set forth in the Restricted Stock Unit Agreement to be entered into between you and the publicly company and the applicable stock plan. If the merger is not completed for any reason, we will re-evaluate our equity program and may recommend that you be granted a different type of equity award by the Company. By execution of this letter, you acknowledge Exhibit 10.2 2 | P a g e that you have no right to receive any RSUs or any other equity award unless the grant is approved by the applicable companyâ€™s board of directors Acceleration in the Event of a Corporate Transaction. In the event your employment is terminated (as defined below) by the Company without Cause (as defined below) or by you for good reason (as defined below) within the twelve (12) month period following a Corporate Transaction, then, in addition to RSUâ€™s which have already vested, you will receive accelerated vesting on an additional fifty percent (50%) of unvested RSUâ€™s; provided, however, that the aggregate number of shares shall not exceed the number of RSUâ€™s specified in Section 1(b) above; provided, further, that you execute a release of claims in a form reasonably acceptable to the Company. c. Paid Time Away, Holidays and Sick-Leave. As a full-time employee, you will be eligible for paid time away in accordance with the Companyâ€™s standard policies and procedures. Holidays and sick- leave will likewise be provided in accordance with the Companyâ€™s standard policies and procedures. d. Benefits. As a full-time employee, you will be eligible to participate in and to receive benefits under such plans and benefits as may be adopted by the Company. The eligibility criteria and amount and extent of benefits to which you are entitled shall be governed by the specific benefit plan as it may be amended from time to time. 2. Severance a) General Terms. In no way limiting the Companyâ€™s policy of employment at-will, if your employment is terminated by the Company without Cause (as defined below) or by you for Good Reason, and other than as a result of your death or disability, the Company will offer certain severance benefits to you. As a condition to your receipt of such benefits, you are required to comply with your continuing obligations (including the return of any Company property), resign from all positions you hold with the Company, and execute the Companyâ€™s standard form of release agreement attached hereto as Exhibit A releasing any claims you may have against the Company. The Release must be executed and returned to the Company on or before the date specified in the form (i.e. 21 days after your termination date) unless the Company provides additional time, with the deadline in no event later than 45 days after your termination of employment. For purposes of the paragraphs below your role is defined as the General Counsel. i) A lump sum payment equal to six (6) months of your then current salary, less all applicable deductions and withholdings. ii) A lump sum payment equal to six (6) months of your benefit premiums. iii) All cash payments pursuant to this Subsection 2 shall be paid on the first day following the effective date of the Release and the expiration of any revocation period, and in any event within 60 days after your employment terminates. Notwithstanding the foregoing, if the 60-day period described in the preceding sentence spans two calendar years, payment shall in any event, be made in the second calendar year. For purposes of this Agreement: â€œCauseâ€ means (a) you are convicted of a felony (including a plea of nolo contendere) which is to the Companyâ€™s material economic detriment, or (b) intentional misconduct in the performance by you of your duties for the Company that is materially detrimental to the Company after written notice thereof and failure to cure within thirty (30) days of such notice. â€œCorporate Transactionâ€ shall mean any of the following transactions whether accomplished through one or a series of related transactions: 3 | P a g e (a) a merger or acquisition in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the State in which the Company is incorporated, (b) the sale, transfer or other disposition of all or substantially all of the assets of the Company whether through a single transaction or a series of transactions, (c) any reverse merger in which the Company is the surviving entity but in which fifty percent (50%) or more of the Companyâ€™s outstanding voting stock is transferred to holders different from those who held the stock immediately prior to such merger, or (d) a transaction or series of related transactions in which any "person" or "group" (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act")) becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act) directly or indirectly of securities representing more than fifty percent (50%) of the voting power of the Company then outstanding. â€œGood Reasonâ€ shall be deemed to have occurred if (a) there is a material diminution in your duties and responsibilities (other than a change of title), (b) your office is relocated more than fifty (50) miles from its current location, or (c) there is a material reduction in your salary or benefits. Provided, however, in order to terminate employment for Good Reason, you must provide written notice to the Company of the existence of the one or more of the above conditions within ninety (90) days of its initial existence and the Company must be provided with thirty (30) days to cure the condition. If the condition is not cured within such thirty (30) day period, you must terminate employment within 30 days of the end of such cure period in order to qualify as a termination for Good Reason. b) Section 409A. Notwithstanding anything to the contrary in this agreement, all payments and benefits described in this agreement that are not otherwise exempt from Section 409A of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) and that are payable in connection with your â€œtermination of employmentâ€, â€œtermination of serviceâ€ or similar terms will not be considered due and payable unless and until you have a â€œseparation from serviceâ€ within the meaning of Code Section 409A. If the Company determines that you are a â€œspecified employeeâ€ under Code Section 409A(a)(2)(B)(i) at the time of your separation from service, then (i) any severance payments or benefits pursuant to Subsection 2 or otherwise, to the extent that they are subject to Code Section 409A and would otherwise be paid during the first six months following your separation from service, will be paid or commence on the first business day following (A) expiration of the six-month period measured from your separation from service or (B) the date of your death and (ii) any installments that otherwise would have been paid prior to such date will be paid in a lump sum when the payments commence. It is intended that all payments pursuant to this agreement either be exempt from, or comply with, the requirements of Code Section 409A, and any ambiguities will be interpreted consistent with such intent. 3. Immigration Documentation. This offer is subject to your submission of an I-9 form on your first day of employment and satisfactory documentation respecting your identification and right to work in the United States on that same day. 4. At-Will Employment. Your employment with the Company is â€œat-will.â€ This means that your employment with the Company is not for a specific term, and can be terminated by yourself or by the Company at any time for any reason or no reason, with or without cause and with or without notice. Any contrary representations which may have been made or which may hereafter be made to you are superseded by this offer. Your acceptance of this offer is contingent upon your execution of the Companyâ€™s Acknowledgement of At- Will Employment, a copy of which is attached hereto as Exhibit A for your execution. This offer letter and the attached Acknowledgement of At-Will Employment constitute the full and complete agreement between the parties regarding the â€œat-willâ€ nature of your employment, and can only be modified by written agreement signed by you and the President or CEO of the Company. 4 | P a g e 5. Proprietary Information and Inventions Agreement. Your acceptance of this offer is contingent upon your execution of the Companyâ€™s Proprietary Information and Inventions Agreement, a copy of which is attached hereto as Exhibit B for your execution. 6. Non-Compete and Outside Activities. As more fully set forth in the Companyâ€™s Proprietary Information and Inventions Agreement, attached hereto as Exhibit B, you agree that, while serving as a full-time employee of the Company, you will not engage in any activity which is competitive with the Company. 7. Arbitration. Your acceptance of this offer is contingent upon your execution of the Companyâ€™s Agreement to Arbitrate, a copy of which is attached hereto as Exhibit C for your execution. As more fully set forth in the Agreement to Arbitrate, both you and the Company agree that any controversy, claim or dispute arising out of, concerning or relating in any way to your employment with the Company or the termination thereof shall be submitted exclusively to final and binding arbitration. 8. Company Rules. As an employee of the Company, you will be expected to abide by the Companyâ€™s rules and regulations. You will be required to sign an acknowledgment that you have read and understand the Company rules of conduct as provided in the Companyâ€™s Employee Handbook, which the Company will distribute. 9. Integrated Agreement. This offer, if accepted, supersedes any prior agreements, representations or promises of any kind, whether written, oral, express or implied between the parties hereto with respect to the subject matters herein. Likewise, the terms of this offer shall constitute the full, complete and exclusive agreement between you and the Company with respect to the subject matters herein. This Agreement may only be changed by writing, signed by you and an authorized representative of the Company. 10. Severability. If this offer is accepted, and any term herein is held to be invalid, void or unenforceable, the remainder of the terms herein shall remain in full force and effect and shall in no way be affected; and, the parties shall use their best efforts to find an alternative way to achieve the same result. 11. Background and Reference Check. This offer is contingent upon a successful background check and as well as reference checks with positive results. If you wish to accept employment at the Company under the terms set out above and in the enclosed Acknowledgement of At-Will Employment, Proprietary Information and Inventions Agreement and Agreement to Arbitrate, please sign and date this letter and the enclosed documents, and return them to me. If you accept our offer, your first day of employment will be on or before February 8, 2021. This offer will terminate if not accepted by you by close of business on December 31, 2020. Rebecca, we look forward to your favorable reply and to a productive and exciting work relationship. Sincerely, Senior Director, Global Talent Acquisition & Human Resources Â 5 | P a g e Approved and Accepted: Rebecca Chavez cc: Employee File 21F-5300-01 Exhibit A ACKNOWLEDGEMENT OF AT-WILL EMPLOYMENT I understand and acknowledge that my employment with ChargePoint, Inc. (the â€œCompanyâ€) is at-will and for no specified term. I understand that I may resign at any time, for any reason or no reason, with or without cause and with or without notice. I further understand and agree that the Company may terminate my employment at any time, for any reason or no reason, with or without cause and with or without notice. I understand and acknowledge that this policy may only be modified in a signed, written document executed by the CEO or President of the Company. Rebecca Chavez Â EX-31.1 5 chpt10q2025q2ex311.htm EX-31.1 DocumentEXHIBIT 31.1CERTIFICATIONPURSUANT TO RULES 13a-14(a) AND 15d-14(a)UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Rick Wilmer, certify that:1.I have reviewed this quarterly report on Form 10-Q for the quarter ended JulyÂ 31, 2024 of ChargePoint Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.September 9, 2024By:/s/ Rick WilmerRick WilmerChief Executive Officer(Principal Executive Officer) EX-31.2 6 chpt10q2025q2ex312.htm EX-31.2 DocumentEXHIBIT 31.2CERTIFICATIONPURSUANT TO RULES 13a-14(a) AND 15d-14(a)UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TOSECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Mansi Khetani, certify that:1.I have reviewed this quarterly report on Form 10-Q for the quarter ended JulyÂ 31, 2024, of ChargePoint Holdings, Inc.;2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;4.The registrantâ€™s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:a.Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;b.Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;c.Evaluated the effectiveness of the registrantâ€™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; andd.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.September 9, 2024By:/s/ Mansi KhetaniMansi KhetaniChief Financial Officer(Principal Financial Officer) EX-32.1 7 chpt10q2025q2ex321.htm EX-32.1 DocumentEXHIBIT 32.1CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with this quarterly report on Form 10-Q of ChargePoint Holdings, Inc. (the â€œCompanyâ€) for the quarter ended JulyÂ 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Rick Wilmer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:a.the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and b.the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.September 9, 2024/s/ Rick WilmerBy:Rick WilmerChief Executive Officer(Principal Executive Officer) EX-32.2 8 chpt10q2025q2ex322.htm EX-32.2 DocumentEXHIBIT 32.2CERTIFICATION PURSUANT TO18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with this quarterly report on Form 10-Q of ChargePoint Holdings, Inc. (the â€œCompanyâ€) for the quarter ended JulyÂ 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I, Mansi Khetani, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:a.the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; andb.the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.September 9, 2024By:/s/ Mansi KhetaniMansi KhetaniChief Financial Officer(Principal Financial Officer) EX-101.SCH 9 chpt-20240731.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Condensed Consolidated Statements of Operations link:presentationLink link:calculationLink link:definitionLink 9952154 - 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Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Refundable customer deposits Customer Refund Liability, Current Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Cover [Abstract] Net decrease in cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Expected number of positions eliminated Restructuring and Related Cost, Expected Number of Positions Eliminated Schedule of Future Minimum Lease Payments Under All Non-cancellable Operating Leases Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Other current liabilities Other Liabilities, Current Trading Symbol Trading Symbol All Trading Arrangements All Trading Arrangements [Member] Debt Instrument, Redemption, Period [Axis] Debt Instrument, Redemption, Period [Axis] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Loss Per Share Attributable to Common Stockholders, Basic and Diluted Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Cash paid for taxes Income Taxes Paid, Net Allowance for credit loss Accounts Receivable, Allowance for Credit Loss, Current Weighted average common shares outstanding (in shares) Weighted Average Number of Shares Issued, Basic Conversion ratio Debt Instrument, Convertible, Conversion Ratio Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Debt Instrument, Redemption, Period [Domain] Debt Instrument, Redemption, Period [Domain] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Accounts receivable, net Increase (Decrease) in Accounts Receivable Participation fee Line Of Credit Facility, Participation Fee Line Of Credit Facility, Participation Fee Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Tooling Tooling [Member] Tooling Other Performance Measure, Amount Other Performance Measure, Amount Common stock, shares outstanding (in shares) Common stock, shares outstanding, beginning balance (in shares) Common stock, shares outstanding, ending balance (in shares) Common Stock, Shares, Outstanding Class of Warrant or Right [Axis] Class of Warrant or Right [Axis] Operating lease liabilities Operating lease liabilities, noncurrent Operating Lease, Liability, Noncurrent Less: Weighted average unvested restricted shares and shares subject to repurchase (in shares) Weighted Average Number Of Shares, Restricted Stock Unvested And Subject To Repurchase Weighted Average Number Of Shares, Restricted Stock Unvested And Subject To Repurchase Other Product and Service, Other [Member] Segment Reporting Segment Reporting, Policy [Policy Text Block] Deferred revenue Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] United States UNITED STATES Other assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Cost Finite-Lived Intangible Assets, Gross Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Period Two Debt Instrument, Redemption, Period Two [Member] Net cash used in operating activities Net cash used in operations Net Cash Provided by (Used in) Operating Activities Consideration received on sold shares Sale of Stock, Consideration Received on Transaction Cash flows from operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Taxes payable Taxes Payable, Current Secured Debt Secured Debt [Member] Plan Name [Axis] Plan Name [Axis] Prepaid expense Prepaid Expense, Current Equity Components [Axis] Equity Components [Axis] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Other current assets Other Assets, Current Award Timing Method Award Timing Method [Text Block] Facility and other contract terminations Facility Closing [Member] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Restructuring Type [Axis] Restructuring Type [Axis] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Number of actions filed Loss Contingency, Number Of Actions Filed Loss Contingency, Number Of Actions Filed Use of Estimates Use of Estimates, Policy [Policy Text Block] Adjustment to Compensation, Amount Adjustment to Compensation Amount Outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Compensation Amount Outstanding Recovery Compensation Amount Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Reclassification adjustment for net realized gains on short-term investments included in net income, net of tax Other Comprehensive Income (Loss), Available-for-Sale Securities Adjustment, Net of Tax, Portion Attributable to Parent Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Schedule of Reorganization Charges Restructuring and Related Costs [Table Text Block] Debt issuance costs related to the revolving credit facility Payments of Debt Issuance Costs Tabular List, Table Tabular List [Table Text Block] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Sales and marketing Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Accrued expenses Accrued Liabilities, Current Issuance of common stock upon ESPP purchase (in shares) Stock Issued During Period, Shares, Employee Stock Purchase Plans Total potentially dilutive common share equivalents (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Class of Warrant or Right [Line Items] Class of Warrant or Right [Line Items] Credit Facility [Domain] Credit Facility [Domain] Cash, cash equivalents, and restricted cash at beginning of period Cash, cash equivalents, and restricted cash at end of period Cash, cash equivalents, and restricted cash Total cash, cash equivalents, and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Shares available for future issuance Common Stock, Capital Shares Reserved for Future Issuance, Value Common Stock, Capital Shares Reserved for Future Issuance, Value Unrecognized stock-based compensation cost Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current assets: Assets, Current [Abstract] Goodwill Beginning balance Ending balance Goodwill Fair Value of Financial Instruments Fair Value of Financial Instruments, Policy [Policy Text Block] Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Options to purchase common stock Share-Based Payment Arrangement, Option [Member] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Depreciation expense Depreciation Goodwill [Roll Forward] Goodwill [Roll Forward] 2026 Lessee, Operating Lease, Liability, to be Paid, Year One Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Owned and operated systems Owned And Operated Systems [Member] Owned And Operated Systems Security Exchange Name Security Exchange Name Basis spread on variable rate Debt Instrument, Basis Spread on Variable Rate Amendment valuation change (less than) Debt Instrument, Amendment Valuation, Change Less Than Debt Instrument, Amendment Valuation, Change Less Than Award Type [Axis] Award Type [Axis] Foreign exchange fluctuations Goodwill, Foreign Currency Translation Gain (Loss) Options exercised (USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Total Property and Equipment, Net Property, Plant and Equipment, Net Total liabilities Liabilities Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Exercisable as of end of period (USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Convertible Notes Convertible Debt [Member] Common stock, par value (USD per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Research and development Research and Development Expense Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Goodwill and Intangible Assets Disclosure [Abstract] Euro Interbank Offered Rate (EURIBOR) Euro Interbank Offered Rate (EURIBOR) [Member] Euro Interbank Offered Rate (EURIBOR) Less: current portion of operating lease liabilities Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (in shares) Common Stock, Shares, Issued Threshold consecutive trading days Debt Instrument, Convertible, Threshold Consecutive Trading Days Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Maximum borrowing capacity Line of Credit Facility, Maximum Borrowing Capacity Concentration risk, percentage Concentration Risk, Percentage Computers and software Computers And Software [Member] Computers And Software Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: Accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Subsequent Event [Line Items] Subsequent Event [Line Items] Property and equipment Property, Plant and Equipment, Gross Options exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Research and development Research and development Research and Development Expense [Member] Minimum total liquidity Debt Instrument, Debt Covenant, Minimum Total Liquidity Debt Instrument, Debt Covenant, Minimum Total Liquidity Common stock, shares authorized (in shares) Common Stock, Shares Authorized Class of Warrant or Right [Table] Class of Warrant or Right [Table] Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Weighted average shares outstanding - diluted (in shares) Weighted average shares outstanding - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Restructuring, expected charges Restructuring and Related Cost, Expected Cost Accrued and other current liabilities Total Accrued and Other Current Liabilities Accrued Liabilities And Other Liabilities, Current Accrued Liabilities And Other Liabilities, Current MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Schedule of Goodwill Schedule of Goodwill [Table Text Block] Settlement of contingent earnout liability Payment for Contingent Consideration Liability, Financing Activities Concentration Risk Type [Domain] Concentration Risk Type [Domain] Letters of credit outstanding Letters of Credit Outstanding, Amount Other comprehensive income (loss)

Other comprehensive income Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Accounts receivable, net of allowance of $15,500 as of JulyÂ 31, 2024 and $14,000 as of JanuaryÂ 31, 2024 Accounts Receivable, after Allowance for Credit Loss, Current Conversion price (usd per share) Debt Instrument, Convertible, Conversion Price Number of stock options granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Cost of revenue Cost of Sales [Member] Networked charging systems Product [Member] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Sale of Stock [Domain] Sale of Stock [Domain] Carrying amount Debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Trustee percentage (as a percent) Debt Instrument, Covenant, Trustee Percentage Debt Instrument, Covenant, Trustee Percentage Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Outstanding (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Assets Assets [Abstract] Restricted cash Restricted cash Restricted Cash, Current Document Type Document Type Interest rate, effective percentage Debt Instrument, Interest Rate, Effective Percentage Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Contractual interest expense Interest Expense, Debt, Excluding Amortization Largest Customer Largest Customer [Member] Largest Customer Aggregate Intrinsic Value (in thousands) Aggregate Intrinsic Value Abstract [Abstract] Aggregate Intrinsic Value Abstract Exercisable (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Subsequent Event [Table] Subsequent Event [Table] Amortization expense Amortization of Intangible Assets Deferred revenue Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Furniture and fixtures Furniture and Fixtures [Member] Intangible assets, net Intangible assets, net Finite-Lived Intangible Assets, Net Antidilutive Securities [Axis] Antidilutive Securities [Axis] Rest of World Non-US [Member] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Revenue Revenues [Abstract] Debt discount and issuance costs Debt Instrument, Unamortized Discount Leasehold improvements Leasehold Improvements [Member] Current Fiscal Year End Date Current Fiscal Year End Date Less: imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Legacy Chargepoint Legacy Chargepoint [Member] Legacy Chargepoint PEO Name PEO Name Warrants outstanding (in shares) Outstanding at beginning of period (in shares) Outstanding at end of period (in shares) Class of Warrant or Right, Outstanding Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Net loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Issuance of common stock under stock plans, net of tax withholding (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Goodwill impairment loss Goodwill, Impairment Loss Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Non-PEO NEO Non-PEO NEO [Member] Useful life Finite-Lived Intangible Asset, Useful Life Additional Paid-In Capital Additional Paid-in Capital [Member] Award Timing Predetermined Award Timing Predetermined [Flag] Subsequent Event Type [Domain] Subsequent Event Type [Domain] Cash Interest Cash Interest [Member] Cash Interest Class of Stock [Line Items] Class of Stock [Line Items] Customer relationships Customer Relationships [Member] Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Net loss per share - diluted (USD per share) Earnings Per Share, Diluted Subscriptions License and Service [Member] Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Accumulated amortization Finite-Lived Intangible Assets, Accumulated Amortization Revenue Recognition Revenue from Contract with Customer [Policy Text Block] Schedule of Finite-Lived Intangible Assets Amortization Expense Finite-Lived Intangible Assets Amortization Expense [Table Text Block] Non-cash operating lease cost Operating Lease, Right-of-Use Asset, Periodic Reduction Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Type of Restructuring [Domain] Type of Restructuring [Domain] Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Ownership [Axis] Ownership [Axis] Schedule of Common Stock Warrants Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block] Number of operating segments Number of Operating Segments Reduction in workforce Restructuring and Related Cost, Number of Positions Eliminated, Period Percent Preferred stock, shares issued (in shares) Preferred Stock, Shares Issued Customer [Axis] Customer [Axis] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Severance and employment-related termination costs Employee Severance [Member] Statement of Financial Position [Abstract] Restructuring Charges Restructuring and Related Activities Disclosure [Text Block] Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Sales and marketing Selling and Marketing Expense Provision for income taxes Income Tax Expense (Benefit) Interest rate, stated percentage Debt Instrument, Interest Rate, Stated Percentage Changes in operating assets and liabilities: Increase (Decrease) in Other Operating Assets and Liabilities, Net [Abstract] Supplementary cash flow information Supplemental Cash Flow Information [Abstract] Period for recognition (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Total revenue Revenue from Contract with Customer, Excluding Assessed Tax Statement of Comprehensive Income [Abstract] Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Inventory impairment Inventory Write-down Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Interest expense Interest Expense, Operating and Nonoperating Variable Rate [Domain] Variable Rate [Domain] Business Acquisition [Line Items] Business Acquisition [Line Items] Total liabilities and stockholdersâ€™ equity Liabilities and Equity Subsequent Event Subsequent Events [Text Block] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Payroll and related expenses Employee-related Liabilities, Current Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Restructuring charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Interest income Investment Income, Interest Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Schedule of Share-based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity Share-Based Payment Arrangement, Restricted Stock and Restricted Stock Unit, Activity [Table Text Block] Right-of-use assets obtained in exchange for lease liabilities Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Options cancelled (USD per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Revenue expected to be recognized from remaining performance obligations (in months) Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Inventories Total Inventories Inventory, Net Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] September 2023 Reorganization September 2023 Reorganization [Member] September 2023 Reorganization Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Vesting of early exercised stock options Adjustments To Additional Paid In Capital, Early Exercised Options, Vested Adjustments To Additional Paid In Capital, Early Exercised Options, Vested Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Common stock warrants Common Stock Warrant [Member] Common Stock Warrant Operating expenses Operating Expenses [Abstract] Schedule of Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Outstanding, beginning balance (in dollars per share) Outstanding, ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Debt Instrument, Interest Rate [Axis] Debt Instrument, Interest Rate [Axis] Debt Instrument, Interest Rate Liabilities and Stockholdersâ€™ Equity Liabilities and Equity [Abstract] Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block] Restatement Determination Date Restatement Determination Date Options vested and expected to vest at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Deferred revenue, noncurrent Contract with Customer, Liability, Noncurrent Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Outstanding as of beginning of period (USD per share) Outstanding as of end of period (USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Outstanding as of beginning of period (in shares) Outstanding as end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Schedule of Other Current Assets Schedule of Other Current Assets [Table Text Block] Ratio of control price to principal amount Debt Instrument, Ratio Of Control Price To Principal Amount Debt Instrument, Ratio Of Control Price To Principal Amount Gross amount Long-Term Debt, Gross Exercise Price Award Exercise Price Composition of Certain Financial Statement Items Additional Financial Information Disclosure [Text Block] Basic and Diluted Net Loss per Share Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Issuance of common stock upon ESPP purchase Stock Issued During Period, Value, Employee Stock Purchase Plan Subsequent Event Subsequent Event [Member] Goodwill and Intangible Assets Goodwill and Intangible Assets Disclosure [Text Block] Schedule of Convertible Debt Convertible Debt [Table Text Block] Stockholdersâ€™ equity: Equity, Attributable to Parent [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Ratio of repurchase price to principal amount Debt Instrument, Ratio Of Repurchase Price To Principal Amount Debt Instrument, Ratio Of Repurchase Price To Principal Amount Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] January 2024 Reorganization January 2024 Reorganization [Member] January 2024 Reorganization Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] All Individuals All Individuals [Member] Daily Simple Risk-Free Rate Daily Simple Risk-Free Rate [Member] Daily Simple Risk-Free Rate PEO PEO [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Proceeds from the issuance of common stock under employee equity plans, net of tax withholding Proceeds, Issuance of Shares, Share-Based Payment Arrangement, Including Option Exercised Commitment fee Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Common stock reserved (in shares) Common Stock, Capital Shares Reserved for Future Issuance Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Local Phone Number Local Phone Number Declare percentage Debt Instrument, Covenant, Maximum Declaration Percentage Debt Instrument, Covenant, Maximum Declaration Percentage Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Total operating expenses Operating Expenses Deferred tax liabilities Deferred Income Tax Liabilities, Net Commitment fees Debt Related Commitment Fees and Debt Issuance Costs Weighted Average Remaining Contractual term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Secured Overnight Financing Rate (SOFR) Secured Overnight Financing Rate (SOFR) [Member] PEO Total Compensation Amount PEO Total Compensation Amount Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Schedule of Accrued and Other Current Liabilities Schedule of Accrued Liabilities [Table Text Block] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Options vested and expected to vest as of end of period (USD per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price Cash, Cash Equivalents, and Restricted Cash Cash and Cash Equivalents, Policy [Policy Text Block] Issuance costs Payments of Stock Issuance Costs Cost of revenue Cost Of Goods And Services Sold [Member] Cost Of Goods And Services Sold Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] Common Stock Common Stock [Member] Measure: Measure [Axis] Issuance of common stock under stock plans, net of tax withholding Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Issuance of common stock in connection with ATM offerings, net of issuance costs (in shares) Stock Issued During Period, Shares, New Issues Period One Debt Instrument, Redemption, Period One [Member] Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Entity Central Index Key Entity Central Index Key General and administrative General and administrative General and Administrative Expense [Member] Schedule of Inventories Schedule of Inventory, Current [Table Text Block] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Facility and other contract terminations Other Restructuring Costs Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Common Stock Common Stock Warrants Equity [Text Block] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Preferred stock, par value (USD per share) Preferred Stock, Par or Stated Value Per Share Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock-based compensation APIC, Share-

Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Total interest expense Interest Expense, Debt Summary of Significant Accounting Policies Significant Accounting Policies [Text Block] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Total current assets Assets, Current Statement of Cash Flows [Abstract] Supplementary cash flow information on noncash investing and financing activities Noncash Investing and Financing Items [Abstract] Exercisable at end of period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] 2027 Revolving Credit Facility 2027 Revolving Credit Facility [Member] 2027 Revolving Credit Facility Debt, noncurrent Long-Term Debt, Excluding Current Maturities Weighted Average Grant Date Fair Value per Share Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Subsequent Event Type [Axis] Subsequent Event Type [Axis] Revenue expected to be recognized from remaining performance obligations (as percent) Revenue, Remaining Performance Obligation, Percentage Income Taxes Income Tax Disclosure [Text Block] 2029 Lessee, Operating Lease, Liability, to be Paid, Year Four Earnings Per Share [Abstract] Equity [Abstract] Raw materials Inventory, Raw Materials, Net of Reserves Accumulated deficit Retained Earnings (Accumulated Deficit) Inventories Increase (Decrease) in Inventories Maximum covenant threshold Debt Instrument, Covenant, Maximum Secured Debt Threshold Debt Instrument, Covenant, Maximum Secured Debt Threshold Accounts payable, operating lease liabilities, and accrued and other liabilities Increase (Decrease) in Accounts Payable, Operating Lease Liabilities, And Accrued And Other Liabilities Increase (Decrease) in Accounts Payable, Operating Lease Liabilities, And Accrued And Other Liabilities General and administrative General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Total operating lease liabilities Operating Lease, Liability Net cash provided by financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Performance Shares Performance Shares [Member] Credit Facility [Axis] Credit Facility [Axis] Unvested early exercised common stock options Share-Based Payment Arrangement, Options, Unvested, Early Exercised [Member] Share-Based Payment Arrangement, Options, Unvested, Early Exercised Warrants exercised (in shares) Warrants Exercised Warrants Exercised Amendment Flag Amendment Flag Estimated fair value (Level 2 Inputs) Long-term debt, fair value Long-Term Debt, Fair Value Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Revenue, Initial Application Period Cumulative Effect Transition [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Gross profit Gross Profit Numerator: Net Income (Loss) Available To Common Stockholders, Basic And Diluted [Abstract] Net Income (Loss) Available To Common Stockholders, Basic And Diluted Restrictions on Cash and Cash Equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] Change in driver funds and amounts due to customers Proceeds For (Payments Of) Driver Funds And Amounts Due to Customers Proceeds For (Payments Of) Driver Funds And Amounts Due to Customers Foreign currency translation adjustment Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Machinery and equipment Machinery and Equipment [Member] Fair Value as of Grant Date Award Grant Date Fair Value Customer Concentration Risk Customer Concentration Risk [Member] Subsequent Events [Abstract] At-The-Market Offering At-The-Market Offering [Member] At-The-Market Offering Options vested and expected to vest Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Number of shares sold (in shares) Sale of Stock, Number of Shares Issued in Transaction Debt Debt Disclosure [Text Block] Geographical [Domain] Geographical [Domain] Amortization of deferred contract acquisition costs Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Debt instrument, face amount Debt Instrument, Face Amount Schedule of Deferred Revenue Disaggregation of Revenue [Table Text Block] Issuance of common stock in connection with ATM offerings, net of issuance costs Stock Issued During Period, Value, New Issues Developed technology Technology-Based Intangible Assets [Member] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock: $0.0001 par value; 1,000,000,000 shares authorized as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024; 430,830,553 and 421,116,720 shares issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024, respectively Common Stock, Value, Issued Share-Based Payment Arrangement [Abstract] Deferred Compensation Arrangement with Individual, Postretirement Benefits [Line Items] Deferred Compensation Arrangement with Individual, Postretirement Benefits [Line Items] Cash and cash equivalents Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Threshold trading days Debt Instrument, Convertible, Threshold Trading Days Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Concentration Risk [Line Items] Concentration Risk [Line Items] Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024; 0 issued and outstanding as of JulyÂ 31, 2024 and JanuaryÂ 31, 2024 Preferred Stock, Value, Issued Maturities of investments Proceeds from Sale, Maturity and Collection of Investments Number of Stock Option Awards Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Employee stock purchase plan Employee Stock [Member] Net loss per share - basic (USD per share) Earnings Per Share, Basic Proceeds from issuance of common stock in connection with ATM offerings, net of issuance costs Proceeds from Issuance of Common Stock Vesting of early exercised stock options Vesting Of Early Exercised Stock Options Vesting Of Early Exercised Stock Options Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Convertible Senior Notes Convertible Senior Notes [Member] Convertible Senior Notes Ownership [Domain] Ownership [Domain] Acquisitions of property and equipment included in accounts payable and accrued and other current liabilities Capital Expenditures Incurred but Not yet Paid Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Total assets Assets Concentration of Credit Risk and Other Risks and Uncertainties Concentration Risk, Credit Risk, Policy [Policy Text Block] Total cost of revenue Cost of Goods and Services Sold Borrowing outstanding Long-Term Line of Credit Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other long-term liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Initial Application Period Cumulative Effect Transition [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (Note 7) Commitments and Contingencies Reverse Recapitalization Business Combinations Policy [Policy Text Block] Thereafter Lessee, Operating Lease, Liability, to be Paid, after Year Four Lessee, Operating Lease, Liability, to be Paid, after Year Four Termination Date Trading Arrangement Termination Date Class of Warrant or Right [Domain] Class of Warrant or Right [Domain] Description of Business and Basis of Presentation Business Description and Basis of Presentation [Text Block] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Two Threshold percentage of stock price trigger Debt Instrument, Convertible, Threshold Percentage of Stock Price Trigger Paid In Kind Interest Paid In Kind Interest [Member] Paid In Kind Interest Equity Plans and Stock-based Compensation Share-Based Payment Arrangement [Text Block] Schedule of Revenue Revenue from External Customers by Geographic Areas [Table Text Block] Entity Address, City or Town Entity Address, City or Town Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Share-based Payment Arrangement, Option, Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Total stock-based compensation expense Share-Based Payment Arrangement, Expense Net loss Net loss Net loss Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Restricted cash, released Restricted Cash, Released Restricted Cash, Released Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Borrowing capacity Line of Credit Facility, Current Borrowing Capacity Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Debt Instrument, Interest Rate [Domain] Debt Instrument, Interest Rate [Domain] Debt Instrument, Interest Rate [Domain] Entity File Number Entity File Number Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of exchange rate changes on cash, cash equivalents, and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Severance and employment-related termination costs Severance Costs Restructuring Plan [Domain] Restructuring Plan [Domain] Name Forgone Recovery, Individual Name Exercisable Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic Value 2025 (remaining six months) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Finished goods and components Inventory, Finished Goods, Net of Reserves Reserves and other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Total undiscounted operating lease payments Lessee, Operating Lease, Liability, to be Paid Outstanding, beginning balance (in shares) Outstanding, ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Warrants Or Rights Outstanding Roll Forward [Roll Forward] Warrants Or Rights Outstanding Roll Forward [Roll Forward] Warrants Or Rights Outstanding Roll Forward Insider Trading Arrangements [Line Items] 2021 Equity Incentive Plan Equity Incentive Plan 2021 [Member] Equity Incentive Plan 2021 Legacy Warrants Legacy Warrants [Member] Legacy Warrants Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount 2028 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount September 2024 Reorganization September 2024 Reorganization [Member] September 2024 Reorganization Deferred revenue recognized Contract with Customer, Liability, Revenue Recognized Unpaid debt issuance costs Debt Issuance Costs Incurred But Not Yet Paid Debt Issuance Costs Incurred But Not Yet Paid Adjustment to Compensation: Adjustment to Compensation [Axis] Prepaid expenses and other current assets Total Prepaid Expense and Other Current Assets Prepaid Expense and Other Assets, Current Accounts Receivable Accounts Receivable [Member] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Customer [Domain] Customer [Domain] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Amortization of debt discount and issuance costs Amortization of Debt Issuance Costs Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Weighted average shares outstanding - basic (in shares) Weighted average shares outstanding - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Restricted stock units Restricted Stock Units (RSUs) [Member] Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Schedule of Interest Expense Schedule Of Interest Expense, Debt [Table Text Block] Schedule Of Interest Expense, Debt Name Awards Close in Time to MNPI Disclosures, Individual Name Construction in progress Construction in Progress [Member] Options cancelled (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Filer Category Entity Filer Category Restructuring liabilities Restructuring Reserve Revenue expected to be recognized from remaining performance obligations Revenue, Remaining Performance Obligation, Amount Accrued losses on purchase commitments Accrued Losses On Purchase Commitments, Current Accrued Losses On Purchase Commitments, Current Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Cost of revenue Cost of Revenue [Abstract] Letter of Credit Letter of Credit [Member] Company Selected Measure Name Company Selected Measure Name EX-101.PRE 13 chpt-20240731_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 14 chpt10q2025q2ex101001.jpg GRAPHIC begin 644 chpt10q2025q2ex101001.jpg

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~~DOCUMENT~~

~~Cover - shares~~	~~6 Months Ended~~
	~~Jul. 31, 2024~~
	~~Aug. 30, 2024~~

~~Cover [Abstract] Document Type10-Q Document Quarterly Reporttrue Document Period End DateJul. 31, 2024 Document Transition Reportfalse Entity File Number001-39004 Entity Registrant NameChargePoint Holdings, Inc. Entity Incorporation, State or Country CodeDE Entity Tax Identification Number 84-1747686 Entity Address, Address Line One240 East Hacienda Avenue Entity Address, City or TownCampbell Entity Address, State or ProvinceCA Entity Address, Postal Zip Code95008 City Area Code408 Local Phone Number841-4500 Title of 12(b) SecurityCommon Stock, par value $0.0001 Trading Symbol CHPT Security Exchange NameNYSE Entity Current Reporting StatusYes Entity Interactive Data CurrentYes Entity Filer CategoryLarge Accelerated Filer Entity Small Businessfalse Entity Emerging Growth Companyfalse Entity Shell Companyfalse Entity Common Stock, Shares Outstanding 431,580,576 Amendment Flagfalse Document Fiscal Year Focus2025 Document Fiscal Period FocusQ2 Current Fiscal Year End Date--01-31 Entity Central Index Key 0001777393~~

~~- Definition~~

~~Boolean flag that is true when the XBRL content amends previously-filed or accepted submission.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:dei_AmendmentFlag Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Area code of city~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_CityAreaCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Cover page.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_CoverAbstract Namespace Prefix:dei_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~End date of current fiscal year in the format --MM-DD.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_CurrentFiscalYearEndDate Namespace Prefix:dei_ Data Type:xbrli:gMonthDayItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Fiscal 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.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_DocumentFiscalPeriodFocus Namespace Prefix:dei_ Data Type:dei:fiscalPeriodItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~This 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.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_DocumentFiscalYearFocus Namespace Prefix:dei_ Data Type:xbrli:gYearItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~For 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.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_DocumentPeriodEndDate Namespace Prefix:dei_ Data Type:xbrli:dateItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Boolean flag that is true only for a form used as an quarterly report.~~

~~+ References~~

~~Reference 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:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Boolean flag that is true only for a form used as a transition report.~~

~~+ References~~

~~Reference 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:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The 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'.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:dei_DocumentType Namespace Prefix:dei_ Data Type:dei:submissionTypeItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Address Line 1 such as Attn, Building Name, Street Name~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityAddressAddressLine1 Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Name of the City or Town~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityAddressCityOrTown Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Code for the postal or zip code~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityAddressPostalZipCode Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Name of the state or province.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityAddressStateOrProvince Namespace Prefix:dei_ Data Type:dei:stateOrProvinceItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK.~~

~~+ References~~

~~Reference 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:centralIndexKeyItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Indicate 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.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityCommonStockSharesOutstanding Namespace Prefix:dei_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

~~- Definition~~

~~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. This information should be based on the registrant's current or most recent filing containing the related disclosure.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityCurrentReportingStatus Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Indicate if registrant meets the emerging growth company criteria.~~

~~+ References~~

~~Reference 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:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Commission 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.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityFileNumber Namespace Prefix:dei_ Data Type:dei:fileNumberItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Indicate 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.~~

~~+ References~~

~~Reference 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:filerCategoryItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Two-character EDGAR code representing the state or country of incorporation.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_EntityIncorporationStateCountryCode Namespace Prefix:dei_ Data Type:dei:edgarStateCountryItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Boolean 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).~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405~~

~~+ Details~~
~~Name:dei_EntityInteractiveDataCurrent Namespace Prefix:dei_ Data Type:dei:yesNoItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2~~

~~+ Details~~
~~Name:dei_EntityRegistrantName Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2~~

~~+ Details~~
~~Name:dei_EntityShellCompany Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Indicates that the company is a Smaller Reporting Company (SRC).~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2~~

~~+ Details~~
~~Name:dei_EntitySmallBusiness Namespace Prefix:dei_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2~~

~~+ Details~~
~~Name:dei_EntityTaxIdentificationNumber Namespace Prefix:dei_ Data Type:dei:employerIdItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Local phone number for entity.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_LocalPhoneNumber Namespace Prefix:dei_ Data Type:xbrli:normalizedStringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Title of a 12(b) registered security.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b~~

~~+ Details~~
~~Name:dei_Security12bTitle Namespace Prefix:dei_ Data Type:dei:securityTitleItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Name of the Exchange on which a security is registered.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1~~

~~+ Details~~
~~Name:dei_SecurityExchangeName Namespace Prefix:dei_ Data Type:dei:edgarExchangeCodeItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Trading symbol of an instrument as listed on an exchange.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:dei_TradingSymbol Namespace Prefix:dei_ Data Type:dei:tradingSymbolItemType Balance Type:na Period Type:duration XML 19 R2.htm IDEA: XBRL DOCUMENT~~
~~Condensed Consolidated Balance Sheets - USD ($) $ in ThousandsJul. 31, 2024Jan. 31, 2024Current assets: Cash and cash equivalents$ 243,263$ 327,410 Restricted cash40030,400Accounts receivable, net of allowance of $15,500 as of July 31, 2024 and $14,000 as of January 31, 2024111,480124,049Inventories 228,519198,580Prepaid expenses and other current assets69,24962,244Total current assets652,911742,683Property and equipment, net39,30642,446 Intangible assets, net74,49080,555Operating lease right-of-use assets15,60415,362Goodwill213,757213,750Other assets7,7098,567Total assets1,003,777 1,103,363Current liabilities: Accounts payable71,44171,081Accrued and other current liabilities146,679159,104Deferred revenue102,86399,968Total current liabilities320,983330,153Deferred revenue, noncurrent135,690131,471Debt, noncurrent285,675283,704Operating lease liabilities17,10217,350 Deferred tax liabilities11,93311,252Other long-term liabilities1,5041,757Total liabilities772,887775,687Commitments and contingencies (Note 7) Stockholders' equity: Common stock: $0.0001 par value; 1,000,000,000 shares authorized as of July 31, 2024 and January 31, 2024; 430,830,553 and 421,116,720 shares issued and outstanding as of July 31, 2024 and January 31, 2024, respectively4342Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of July 31, 2024 and January 31, 2024; 0 issued and outstanding as of July 31, 2024 and January 31, 202400Additional paid-in capital2,001,845 1,957,932Accumulated other comprehensive loss(15,953)(15,926)Accumulated deficit(1,755,045)(1,614,372)Total stockholders' equity230,890327,676Total liabilities and stockholders' equity$ 1,003,777$ 1,103,363~~

~~- Definition~~

~~Accrued Liabilities And Other Liabilities, Current~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:chpt_AccruedLiabilitiesAndOtherLiabilitiesCurrent Namespace Prefix:chpt_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: instant~~

~~- Definition~~

~~Carrying 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).~~

~~+ References~~

~~Reference 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-S99-1Reference 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~~

~~+ Details~~

~~Name:us-gaap_AccountsPayableCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- Definition~~

~~Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current.~~

~~+ References~~

~~Reference 1: 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~~

~~- Definition~~

~~Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 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/1943274/2147480016/944-40-65-2Reference 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(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14~~

~~*+ Details*~~

~~*Name:us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant*~~

~~*- Definition*~~

~~*Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock.*~~

~~*+ References*~~

~~*Reference 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/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-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)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1*~~

~~*+ Details*~~

~~*Name:us-gaap_AdditionalPaidInCapital Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant*~~

~~*- Definition*~~

~~*Amount of asset recognized for present right to economic benefit.*~~

~~*+ References*~~

~~*Reference 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/1943274/2147482785/280-10-55-48Reference 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/1943274/2147482785/280-10-55-49Reference 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 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://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -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 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: 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/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: 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-S99-1Reference 10: 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/1943274/2147481687/323-10-50-3Reference 11: 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/1943274/2147482907/825-10-50-28Reference 12: 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 13: 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 14: 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)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: 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*~~

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-S99-1AReference 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)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: 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/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: 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(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1

~~*+ Details*~~

~~*Name:us-gaap_Assets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant*~~

~~*- Definition*~~

~~*Amount of asset recognized for present right to economic benefit, classified as current.*~~

~~*+ References*~~

~~*Reference 1: 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/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -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-S99-1Reference 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)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: 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-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -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 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 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 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 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/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~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_AssetsCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount 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.~~

~~+ References~~

~~Reference 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~~

~~- Definition~~

~~Represents 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.~~

~~+ References~~

~~Reference 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 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 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(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~~

~~- Definition~~

~~Aggregate 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.~~

~~+ References~~

~~Reference 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 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/1943274/2147481372/852-10-55-10Reference 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)(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~~

~~- Definition~~

~~Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current.~~

~~+ References~~

~~Reference 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: 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 3: 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~~

~~- Definition~~

~~Amount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent.~~

~~+ References~~

~~Reference 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: 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 3: 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_ContractWithCustomerLiabilityNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: instant~~

~~- Definition~~

~~Amount, after deferred tax asset, of deferred tax liability attributable to taxable differences with jurisdictional netting.~~

~~+ References~~

~~Reference 1: 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)(15)(b)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6~~

~~***+ Details***~~

~~***Name:us-gaap_DeferredIncomeTaxLiabilitiesNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant***~~

~~***- Definition***~~

~~***Amount after amortization of assets, excluding financial assets and goodwill, lacking physical substance with a finite life.***~~

~~***+ References***~~

~~***Reference 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/disclosureRef -Topic 926 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -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***~~

~~***- Definition***~~

~~***Amount, 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.***~~

~~***+ References***~~

~~***Reference 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 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 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482598/350-20-45-1Reference 7: 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 8: 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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(10)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1***~~

~~***+ Details***~~

~~***Name:us-gaap_Goodwill Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant***~~

~~***- Definition***~~

~~***Amount after valuation and LIFO reserves of inventory expected to be sold, or consumed within one year or operating cycle, if longer.***~~

~~***+ References***~~

~~***Reference 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 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 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(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1***~~

~~***+ Details***~~

~~***Name:us-gaap_InventoryNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant***~~

~~***- Definition***~~

~~***Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others.***~~

~~***+ References***~~

~~***Reference 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 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-S99-1Reference 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(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: 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 6: 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(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 8: 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-S99-1Reference 9: 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/1943274/2147481203/810-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI***~~

~~***10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 11: 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/1943274/2147481203/810-10-50-3Reference 12: 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-S99-1Reference 13: 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/1943274/2147481687/323-10-50-3Reference 14: 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/1943274/2147482907/825-10-50-28Reference 15: 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 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147481404/852-10-50-7Reference 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/1943274/2147481404/852-10-50-7Reference 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~~

~~- Definition~~

~~Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any.~~

~~+ References~~

~~Reference 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/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-S99-1Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 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)) -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~~

~~- Definition~~

~~Total 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.~~

~~***+ References***~~

~~***Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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/1943274/2147481203/810-10-50-3Reference 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/1943274/2147481231/810-10-45-25Reference 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/1943274/2147481203/810-10-50-3Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147481372/852-10-55-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-5Reference 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)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 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)) -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 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 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 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 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/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 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~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_LiabilitiesCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation.~~

~~+ References~~

~~Reference 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(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1~~

~~+ Details~~

~~Name:us-gaap_LongTermDebtNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- Definition~~

~~Present value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent.~~

~~+ References~~

~~Reference 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~~

~~- Definition~~

~~Amount of lessee's right to use underlying asset under operating lease.~~

~~+ References~~

~~Reference 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_OperatingLeaseRightOfUseAsset Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~- Definition~~

~~Amount of noncurrent assets classified as other.~~

~~+ References~~

~~Reference 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(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1~~

~~+ Details~~

~~Name:us-gaap_OtherAssetsNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~- Definition~~

~~Amount of liabilities classified as other, due after one year or the normal operating cycle, if longer.~~

~~+ References~~

~~Reference 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(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1~~

~~+ Details~~

~~Name:us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- Definition~~

~~Aggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity.~~

~~+ References~~

~~Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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/1943274/2147481372/852-10-55-10Reference 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)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1~~

~~+ Details~~

~~Name:us-gaap_PreferredStockValue Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- Definition~~

~~Amount of asset related to consideration paid in advance for costs that provide economic benefits in future periods, and amount of other assets that are expected to be realized or consumed within one year or the normal operating cycle, if longer.~~

~~+ References~~

~~Reference 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~~

~~- Definition~~

~~Amount 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.~~

~~+ References~~

~~Reference 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/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.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/1943274/2147478964/842-20-50-7AReference 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/1943274/2147481372/852-10-55-10Reference 4: 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)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.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~~

~~- Definition~~

~~Amount of cash restricted as to withdrawal or usage, classified as current. 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.~~

~~+ References~~

~~Reference 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(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -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~~

~~+ Details~~

~~Name:us-gaap_RestrictedCashCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~- Definition~~

~~Amount of accumulated undistributed earnings (deficit).~~

~~Amount of accumulated undistributed earnings (deficit).~~

~~+ References~~

~~Reference 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-S99-1Reference 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/1943274/2147481372/852-10-55-10Reference 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/1943274/2147480016/944-40-65-2Reference 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/1943274/2147480016/944-40-65-2Reference 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/1943274/2147480990/946-20-50-11Reference 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-S99-1Reference 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-S99-1Reference 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~~

~~- Definition~~

~~Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.~~

~~+ References~~

~~Reference 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)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-~~

~~***Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-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(30)) -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(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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/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 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-S99-1Reference 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-S99-2Reference 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-S99-3Reference 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-S99-3Reference 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-S99-3Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_StockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 20 R3.htm~~

~~IDEA: XBRL DOCUMENT~~

~~Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in ThousandsJul. 31, 2024Jan. 31, 2024Current assets: Allowance for credit loss$ 15,500 $ 14,000Stockholders’ equity: Common stock, par value (USD per share)$ 0.0001$ 0.0001Common stock, shares authorized (in shares)1,000,000,000 1,000,000,000Common stock, shares issued (in shares)430,830,553421,116,720Common stock, shares outstanding (in shares)430,830,553421,116,720 Preferred stock, par value (USD per share)$ 0.0001$ 0.0001Preferred stock, shares authorized (in shares)10,000,00010,000,000Preferred stock, shares issued (in shares)00Preferred stock, shares outstanding (in shares)00~~

~~- Definition~~

~~Amount of allowance for credit loss on accounts receivable, classified as current.~~

~~+ References~~

~~Reference 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(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4~~

~~+ Details~~

~~Name:us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:instant~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_AssetsCurrentAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Face amount or stated value per share of common stock.~~

~~+ References~~

~~Reference 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~~

~~- Definition~~

~~The maximum number of common shares permitted to be issued by an entity's charter and bylaws.~~

~~+ References~~

~~Reference 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 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~~

~~- Definition~~

~~Total 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.~~

~~+ References~~

~~Reference 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~~

~~- Definition~~

~~Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.~~

~~+ References~~

~~Reference 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://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-S99-2Reference 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-S99-3Reference 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-S99-1Reference 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***~~

~~***- Definition***~~

~~***Face amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer.***~~

~~***+ References***~~

~~***Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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***~~

~~***+ Details***~~

~~***Name:us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type: instant***~~

~~***- Definition***~~

~~***The maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws.***~~

~~***+ References***~~

~~Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 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_PreferredStockSharesAuthorized Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

~~- Definition~~

~~Number of shares issued for nonredeemable preferred shares and preferred shares redeemable solely at option of issuer. Includes, but is not limited to, preferred shares issued, repurchased, and held as treasury shares. Excludes preferred shares classified as debt.~~

~~+ References~~

~~Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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~~

~~+ Details~~

~~Name:us-gaap_PreferredStockSharesIssued Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

~~- Definition~~

~~Aggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased.~~

~~+ References~~

~~Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: 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-S99-2Reference 3: 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-S99-3Reference 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(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 5: 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_PreferredStockSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:instant~~

~~- References~~

~~No definition available.~~

~~+ Details~~
~~Name:us-gaap_StockholdersEquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 21 R4.htm~~
~~IDEA: XBRL DOCUMENT~~
~~Condensed Consolidated Statements of Operations - USD ($) $ in Thousands3 Months Ended6 Months Ended~~
~~Jul. 31, 2024~~
~~Jul. 31, 2023~~
~~Jul. 31, 2024~~
~~Jul. 31, 2023~~
~~Revenue Total revenue$ 108,539$ 150,494$ 215,582$ 280,523Cost of revenue Total cost of revenue82,954149,369166,387248,863Gross profit25,585 1,12549,19531,660Operating expenses Research and development36,51059,64272,562109,039Sales and marketing36,69939,67171,69876,711General and administrative15,12225,14434,81949,164Total operating expenses88,331124,457179,079234,914Loss from operations(62,746)(123,332)(129,884)(203,254) Interest income2,1181,8405,3264,300Interest expense(6,560)(2,926)(13,171)(5,853)Other income (expense), net(38)68(888)642Net loss before income taxes (67,226)(124,350)(138,617)(204,165)Provision for income taxes1,6489052,056478Net loss$ (68,874)$ (125,255)$ (140,673)$ (204,643)Weighted average shares outstanding - basic (in shares)427,532,688355,876,807425,434,765353,008,473Weighted average shares outstanding - diluted (in shares)427,532,688 355,876,807425,434,765353,008,473Net loss per share - basic (USD per share)$ (0.16)$ (0.35)$ (0.33)$ (0.58)Net loss per share - diluted (USD per share) $ (0.16)$ (0.35)$ (0.33)$ (0.58)Networked charging systems Revenue Total revenue$ 64,146$ 114,574$ 129,520$ 212,894Cost of revenue Total cost of revenue59,234126,961120,300207,883Subscriptions Revenue Total revenue36,19130,01169,63656,376Cost of revenue Total cost of revenue18,558 18,69236,30033,497Other Revenue Total revenue8,2025,90916,42611,253Cost of revenue Total cost of revenue$ 5,162$ 3,716$ 9,787$ 7,483~~
~~- Definition~~

~~The aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities.~~

~~+ References~~

~~Reference 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(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 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)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1~~

~~+ Details~~
~~Name:us-gaap_CostOfGoodsAndServicesSold Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~
~~Name:us-gaap_CostOfRevenueAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -~~

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~~Name:us-gaap_EarningsPerShareBasic Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The 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.~~

~~+ References~~

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~~*Name:us-gaap_EarningsPerShareDiluted Namespace Prefix:us-gaap_ Data Type:dtr-types:perShareItemType Balance Type:na Period Type:duration*~~

~~*- Definition*~~

~~*The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line.*~~

~~*+ References*~~

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~~*Name:us-gaap_GeneralAndAdministrativeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration*~~

~~*- Definition*~~

~~*Aggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity.*~~

~~*+ References*~~

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~~***+ Details***~~

~~***Name:us-gaap_GrossProfit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 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/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -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 6: http://www.xbrl.org/2009/role/commonPracticeRef -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 7: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 9: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31Reference 10: 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 11: 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(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: 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(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1***~~

~~***+ Details***~~

~~***Name:us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:credit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147482964/270-10-50-1Reference 2: 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 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 5: 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/1943274/2147483443/250-10-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.7) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: 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 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482659/740-20-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1***~~

~~***+ Details***~~

~~***Name:us-gaap_IncomeTaxExpenseBenefit Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of interest expense classified as operating and nonoperating. Includes, but is not limited to, cost of borrowing accounted for as interest expense.***~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 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/1943274/2147482785/280-10-55-48Reference 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/1943274/2147482785/280-10-55-49Reference 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 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-24Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483013/835-20-50-1~~

~~+ Details~~

~~Name:us-gaap_InterestExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Amount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 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/1943274/2147482785/280-10-55-48Reference 3: 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)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -~~

~~http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 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~~

~~+ Details~~

~~Name:us-gaap_InvestmentIncomeInterest Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.~~

~~+ References~~

~~Reference 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147483443/250-10-50-9Reference 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/1943274/2147476176/805-60-65-1Reference 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/1943274/2147478666/740-323-65-2Reference 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-S99-2Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147482765/220-10-50-6Reference 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/1943274/2147483443/250-10-50-3Reference 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/1943274/2147483443/250-10-50-1Reference 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/1943274/2147480175/815-40-65-1Reference 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147482790/220-10-45-1AReference 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://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*~~

~~*- Definition*~~

~~*Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense.*~~

~~*+ References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~***Name:us-gaap_OperatingExpenses** Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration*~~

~~*- References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~***Name:us-gaap_OperatingExpensesAbstract** Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration*~~

~~*- Definition*~~

~~*The net result for the period of deducting operating expenses from operating revenues.*~~

~~*+ References*~~

~~*Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -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 5: http://www.xbrl.org/2009/role/commonPracticeRef -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 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31*~~

~~+ Details~~

~~Name:us-gaap_OperatingIncomeLoss Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of income (expense) related to nonoperating activities, classified as other.~~

~~+ References~~

~~Reference 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(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2~~

~~+ Details~~

~~Name:us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity.~~

~~+ References~~

~~Reference 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/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 985 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481283/985-20-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 730 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482916/730-10-50-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 912 -SubTopic 730 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479532/912-730-25-1~~

~~*+ Details*~~

~~*Name:us-gaap_ResearchAndDevelopmentExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration*~~

~~*- Definition*~~

~~*Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise.*~~

~~*+ References*~~

~~*Reference 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/1943274/2147482810/280-10-50-41Reference 2: 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 3: 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 4: 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/1943274/2147482810/280-10-50-32Reference 5: 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/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: 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 9: 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 10: 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 11: 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 12: 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 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4*~~

~~+ Details~~

~~Name:us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type: credit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_RevenuesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The aggregate total amount of expenses directly related to the marketing or selling of products or services.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_SellingAndMarketingExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~The average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period.~~

~~+ References~~

~~Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16~~

~~+ Details~~
~~Name:us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Number of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period.~~

~~+ References~~

~~Reference 1: 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/1943274/2147482662/260-10-50-1Reference 2: 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~~

~~+ Details~~
~~Name:us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration~~

~~- Details~~
~~Name:srt_ProductOrServiceAxis=us-gaap_ProductMember Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~- Details~~
~~Name:srt_ProductOrServiceAxis=us-gaap_LicenseAndServiceMember Namespace Prefix: Data Type:na Balance Type: Period Type:~~

~~- Details~~
~~Name:srt_ProductOrServiceAxis=us-gaap_ProductAndServiceOtherMember Namespace Prefix: Data Type:na Balance Type: Period Type: XML 22 R5.htm~~
~~IDEA: XBRL DOCUMENT~~
~~Condensed Consolidated Statements of Comprehensive Loss - USD ($) $ in Thousands3 Months Ended6 Months Ended~~
~~Jul. 31, 2024~~
~~Jul. 31, 2023~~
~~Jul. 31, 2024~~
~~Jul. 31, 2023~~
~~Statement of Comprehensive Income [Abstract]   Net loss$ (68,874)$ (125,255)$ (140,673)$ (204,643)Other comprehensive income (loss):   Foreign currency translation adjustment2,047185(27)4,327Reclassification adjustment for net realized gains on short-term investments included in net income, net of tax000449Other comprehensive income (loss)2,047185(27)4,776Comprehensive loss$ (66,827)$ (125,070)$ (140,700)$ (199,867)~~
~~- Definition~~

~~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.~~

~~+ References~~

~~Reference 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-S99-2Reference 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-S99-1Reference 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-S99-1Reference 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/1943274/2147482790/220-10-45-1AReference 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/1943274/2147482790/220-10-45-1BReference 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-S99-1Reference 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***~~

~~***- Definition***~~

~~***The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147483443/250-10-50-9Reference 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/1943274/2147476176/805-60-65-1Reference 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/1943274/2147478666/740-323-65-2Reference 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-S99-2Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147482765/220-10-50-6Reference 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/1943274/2147483443/250-10-50-3Reference 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/1943274/2147483443/250-10-50-1Reference 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/1943274/2147480175/815-40-65-1Reference 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147482790/220-10-45-1AReference 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://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~~

~~- Definition~~

~~Amount, after tax and reclassification adjustment, of gain (loss) in value of unsold investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale), attributable to parent.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A~~

~~+ Details~~

~~Name:us-gaap_OtherComprehensiveIncomeAvailableforsaleSecuritiesAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A~~

~~+ Details~~

~~Name:us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_OtherComprehensiveIncomeLossNetOfTaxPeriodIncreaseDecreaseAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount after tax of other comprehensive income (loss) attributable to parent entity.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147482790/220-10-45-1BReference 6: 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_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_StatementOfIncomeAndComprehensiveIncomeAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 23 R6.htm IDEA: XBRL DOCUMENT~~

~~Condensed Consolidated Statements of Stockholders' Equity - USD ($) TotalCommon Stock Additional Paid-In Capital Accumulated Other Comprehensive Loss Accumulated Deficit~~
~~$ in Thousands~~

~~Common stock, shares outstanding, beginning balance (in shares) at Jan. 31, 2023 348,330,481 Beginning balance at Jan. 31, 2023$ 354,992$ 35 $ 1,528,104$ (16,384)$ (1,156,763)Increase (Decrease) in Stockholders' Equity [Roll Forward] Issuance of common stock under stock plans, net of tax withholding (in shares) 2,278,764 Issuance of common stock under stock plans, net of tax withholding915 915 Issuance of common stock upon ESPP purchase (in shares) 562,829 Issuance of common stock upon ESPP purchase4,875 4,875 Issuance of common stock in connection with ATM offerings, net of issuance costs (in shares) 1,909,028 Issuance of common stock in connection with ATM offerings, net of issuance costs17,516 17,516 Vesting of early exercised stock options14 14 Stock-based compensation23,964 23,964 Net loss(79,388) (79,388)Other comprehensive income4,591 4,591 Common stock, shares outstanding, ending balance (in shares) at Apr. 30, 2023 353,081,102 Ending balance at Apr. 30, 2023327,479$ 351,575,388(11,793)(1,236,151) Common stock, shares outstanding, beginning balance (in shares) at Jan. 31, 2023 348,330,481 Beginning balance at Jan. 31, 2023354,992$ 351,528,104 (16,384)(1,156,763)Increase (Decrease) in Stockholders' Equity [Roll Forward] Net loss(204,643) Other comprehensive income4,776 Common stock, shares outstanding, ending balance (in shares) at Jul. 31, 2023 359,792,252 Ending balance at Jul. 31, 2023275,220$ 361,648,198(11,608)(1,361,406) Common stock, shares outstanding, beginning balance (in shares) at Apr. 30, 2023 353,081,102 Beginning balance at Apr. 30, 2023327,479$ 351,575,388 (11,793)(1,236,151)Increase (Decrease) in Stockholders' Equity [Roll Forward] Issuance of common stock under stock plans, net of tax withholding (in shares) 2,635,078 Issuance of common stock under stock plans, net of tax withholding420 420 Issuance of common stock in connection with ATM offerings, net of issuance costs (in shares) 4,076,072 Issuance of common stock in connection with ATM offerings, net of issuance costs37,284$ 137,283 Vesting of early exercised stock options8 8 Stock-based compensation35,099 35,099 Net loss(125,255) (125,255)Other comprehensive income185 185 Common stock, shares outstanding, ending balance (in shares) at Jul. 31, 2023 359,792,252 Ending balance at Jul. 31, 2023$ 275,220$ 361,648,198(11,608) (1,361,406)Common stock, shares outstanding, beginning balance (in shares) at Jan. 31, 2024421,116,720421,116,720 Beginning balance at Jan. 31, 2024 $ 327,676$ 421,957,932(15,926)(1,614,372)Increase (Decrease) in Stockholders' Equity [Roll Forward] Issuance of common stock under stock plans, net of tax withholding (in shares) 2,163,379 Issuance of common stock under stock plans, net of tax withholding498$ 1497 Issuance of common stock upon ESPP purchase (in shares) 1,853,535 Issuance of common stock upon ESPP purchase3,025 3,025 Stock-based compensation20,598 20,598 Net loss(71,799) (71,799)Other comprehensive income(2,074) (2,074) Common stock, shares outstanding, ending balance (in shares) at Apr. 30, 2024 425,133,634 Ending balance at Apr. 30, 2024$ 277,924$ 431,982,052(18,000)(1,686,171)Common stock, shares outstanding, beginning balance (in shares) at Jan. 31, 2024 421,116,720421,116,720 Beginning balance at Jan. 31, 2024$ 327,676$ 421,957,932(15,926)(1,614,372)Increase (Decrease) in Stockholders' Equity [Roll Forward] Net loss(140,673) Other comprehensive income$ (27) Common stock, shares outstanding, ending balance (in shares) at Jul. 31, 2024 430,830,553430,830,553 Ending balance at Jul. 31, 2024$ 230,890$ 432,001,845(15,953)(1,755,045)Common stock, shares outstanding, beginning balance (in shares) at Apr. 30, 2024 425,133,634 Beginning balance at Apr. 30, 2024277,924$ 431,982,052(18,000)(1,686,171)Increase (Decrease) in Stockholders' Equity [Roll Forward] Issuance of common stock under stock plans, net of tax withholding (in shares) 5,696,919 Issuance of common stock under stock plans, net of tax withholding1,024 1,024 Stock-based compensation18,769 18,769 Net loss(68,874) (68,874)Other comprehensive income$ 2,047 2,047 Common stock, shares outstanding, ending balance (in shares) at Jul. 31, 2024430,830,553430,830,553 Ending balance at Jul. 31, 2024$ 230,890$ 43 $ 2,001,845$ (15,953)$ (1,755,045)~~

~~- Definition~~

~~Adjustments To Additional Paid In Capital, Early Exercised Options, Vested~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:chpt_AdjustmentsToAdditionalPaidInCapitalEarlyExercisedOptionsVested Namespace Prefix:chpt_ Data Type:xbrli:monetaryItemType Balance Type: credit Period Type:duration~~

~~- Definition~~

~~Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement.~~

~~+ References~~

~~Reference 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/1943274/2147480483/718-10-35-2Reference 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/1943274/2147481089/718-20-55-13Reference 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~~

~~- Definition~~

~~Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation.~~

~~+ References~~

~~Reference 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://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-S99-2Reference 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-S99-3Reference 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-S99-1Reference 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*~~

~~*- Definition*~~

~~*A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period.*~~

~~*+ References*~~

~~*No definition available.*~~

~~*+ Details*~~

~~*Name:us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration*~~

~~*- Definition*~~

~~*The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.*~~

~~*+ References*~~

~~*Reference 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147483443/250-10-50-9Reference 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/1943274/2147476176/805-60-65-1Reference 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/1943274/2147478666/740-323-65-2Reference 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-S99-2Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147482765/220-10-50-6Reference 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/1943274/2147483443/250-10-50-3Reference 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/1943274/2147483443/250-10-50-1Reference 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/1943274/2147480175/815-40-65-1Reference 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147482790/220-10-45-1AReference 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://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~~

~~- Definition~~

~~Amount after tax of other comprehensive income (loss) attributable to parent entity.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147482790/220-10-45-1BReference 6: 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_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Number of shares issued during the period as a result of an employee stock purchase plan.~~

~~***+ References***~~

~~***Reference 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://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_StockIssuedDuringPeriodSharesEmployeeStockPurchasePlans Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***Number of new stock issued during the period.***~~

~~***+ References***~~

~~***Reference 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 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -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-S99-3Reference 6: 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 7: 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_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type: duration***~~

~~***- Definition***~~

~~***Number, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP).***~~

~~***+ References***~~

~~***Reference 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://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_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:sharesItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***Aggregate change in value for stock issued during the period as a result of employee stock purchase plan.***~~

~~***+ References***~~

~~***Reference 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://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***~~

~~***Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1***~~

~~***+ Details***~~

~~***Name:us-gaap_StockIssuedDuringPeriodValueEmployeeStockPurchasePlan Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type: credit Period Type:duration***~~

~~***- Definition***~~

~~***Equity impact of the value of new stock issued during the period. Includes shares issued in an initial public offering or a secondary public offering.***~~

~~***+ References***~~

~~***Reference 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/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478009/946-205-45-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -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-S99-3Reference 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_StockIssuedDuringPeriodValueNewIssues Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: duration*~~

~~*- Definition*~~

~~*Value, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP).*~~

~~*+ References*~~

~~*Reference 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(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-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(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: 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 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2*~~

~~*+ Details*~~

~~*Name:us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration*~~

~~*- Definition*~~

~~*Amount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest.*~~

~~*+ References*~~

~~*Reference 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 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-S99-1Reference 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(31)) -Publisher FASB -URI*~~

~~***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-S99-1Reference 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/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 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-S99-1Reference 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-S99-2Reference 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-S99-3Reference 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-S99-3Reference 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-S99-3Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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 XML 24 R7.htm~~

~~IDEA: XBRL DOCUMENT~~

~~Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands6 Months Ended~~
~~Jul. 31, 2024~~
~~Jul. 31, 2023~~

~~Cash flows from operating activities Net loss$ (140,673)$ (204,643)Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization14,89614,018Non-cash operating lease cost1,8632,199Stock-based compensation40,36959,063Amortization of deferred contract acquisition costs1,5781,380Inventory impairment028,000Reserves and other12,6835,026Changes in operating assets and liabilities: Accounts receivable, net7,636 (40,562)Inventories(28,429)(97,906)Prepaid expenses and other assets(8,160)(12,365)Accounts payable, operating lease liabilities, and accrued and other liabilities(22,624)33,957Deferred revenue7,15521,231Net cash used in operating activities(113,706)(190,602)Cash flows from investing activities Purchases of property and equipment(7,301)(9,877)Maturities of investments0105,000Net cash provided by (used in) investing activities(7,301)95,123Cash flows from financing activities Debt issuance costs related to the revolving credit facility0(2,265)Proceeds from the issuance of common stock under employee equity plans, net of tax withholding4,5486,212Proceeds from issuance of common stock in connection with ATM offerings, net of issuance costs054,799Change in driver funds and amounts due to customers2,3788,839Settlement of contingent earnout liability0(3,537)Net cash provided by financing activities6,92664,048 Effect of exchange rate changes on cash, cash equivalents, and restricted cash(66)768Net decrease in cash, cash equivalents, and restricted cash(114,147) (30,663)Cash, cash equivalents, and restricted cash at beginning of period357,810294,562Cash, cash equivalents, and restricted cash at end of period243,663 263,899Supplementary cash flow information Cash paid for interest10,3665,250Cash paid for taxes1,185547Supplementary cash flow information on noncash investing and financing activities Right-of-use assets obtained in exchange for lease liabilities1,8970Acquisitions of property and equipment included in accounts payable and accrued and other current liabilities4913,041Vesting of early exercised stock options021Unpaid debt issuance costs$ 0~~

~~$ 507~~

~~- Definition~~

~~Debt Issuance Costs Incurred But Not Yet Paid~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:chpt_DebtIssuanceCostsIncurredButNotYetPaid Namespace Prefix:chpt_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Increase (Decrease) in Accounts Payable, Operating Lease Liabilities, And Accrued And Other Liabilities~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:chpt_IncreaseDecreaseInAccountsPayableOperatingLeaseLiabilitiesAndAccruedAndOtherLiabilities Namespace Prefix:chpt_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Proceeds For (Payments Of) Driver Funds And Amounts Due to Customers~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:chpt_ProceedsForPaymentsOfDriverFundsAndAmountsDueToCustomers Namespace Prefix:chpt_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Vesting Of Early Exercised Stock Options~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:chpt_VestingOfEarlyExercisedStockOptions Namespace Prefix:chpt_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~
~~Name:us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type: xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Future cash outflow to pay for purchases of fixed assets that have occurred.~~

~~+ References~~

~~Reference 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_CapitalExpendituresIncurredButNotYetPaid Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type: duration~~

~~- Definition~~

~~Amount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3~~

~~+ Details~~
~~Name:us-gaap_CapitalizedContractCostAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type: duration~~

~~- Definition~~

~~Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for 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.~~

~~+ References~~

~~Reference 1: 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/1943274/2147482913/230-10-50-8Reference 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 -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_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:instant~~

~~- Definition~~

~~Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including 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.~~

~~+ References~~

~~Reference 1: 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 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1~~

~~+ Details~~

~~Name:us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~The aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets.~~

~~+ References~~

~~Reference 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/1943274/2147482740/230-10-45-28Reference 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/1943274/2147482785/280-10-55-48Reference 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/1943274/2147482785/280-10-55-49Reference 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 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 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22~~

~~***+ Details***~~

~~***Name:us-gaap_DepreciationDepletionAndAmortization Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type: duration***~~

~~***- Definition***~~

~~***Amount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for 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.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2003/role/disclosureRef -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_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix:us-gaap_ Data Type: xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***Amount, after refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2***~~

~~***+ Details***~~

~~***Name:us-gaap_IncomeTaxesPaidNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***~~

~~***- Definition***~~

~~***The increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services.***~~

~~***+ References***~~

~~***Reference 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_IncreaseDecreaseInAccountsReceivable Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable.***~~

~~***+ References***~~

~~***Reference 1: 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/1943274/2147478345/912-310-45-11Reference 2: 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***~~

~~***+ Details***~~

~~***Name:us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***The increase (decrease) during the reporting period in the aggregate value of all inventory held by the reporting entity, associated with underlying transactions that are classified as operating activities.***~~

~~***+ References***~~

~~***Reference 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_IncreaseDecreaseInInventories Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration***~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_IncreaseDecreaseInOtherOperatingAssetsAndLiabilitiesNetAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***Amount of increase (decrease) in prepaid expenses, and assets classified as other.***~~

~~***+ References***~~

~~***Reference 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_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type: credit Period Type:duration~~

~~- Definition~~

~~Amount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2~~

~~+ Details~~

~~Name:us-gaap_InterestPaidNet Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of loss from reductions in inventory due to subsequent measurement adjustments, including, but not limited to, physical deterioration, obsolescence, or changes in price levels.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 330 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483080/330-10-50-2~~

~~+ Details~~

~~Name:us-gaap_InventoryWriteDown Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Amount 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.~~

~~+ References~~

~~Reference 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~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount 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.~~

~~+ References~~

~~Reference 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~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Amount 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.~~

~~+ References~~

~~Reference 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 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.~~

~~+ References~~

~~Reference 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147483443/250-10-50-9Reference 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/1943274/2147476176/805-60-65-1Reference 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/1943274/2147478666/740-323-65-2Reference 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-S99-2Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147482765/220-10-50-6Reference 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/1943274/2147483443/250-10-50-3Reference 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/1943274/2147483443/250-10-50-1Reference 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/1943274/2147480175/815-40-65-1Reference 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147482790/220-10-45-1AReference 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://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***~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~
~~***Name:us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration***~~

~~***- Definition***~~

~~***Amount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147482740/230-10-45-28***~~

~~+ Details~~

~~Name:us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration~~

~~- Definition~~

~~Amount of income (expense) included in net income that results in no cash inflow (outflow), classified as other.~~

~~+ References~~

~~Reference 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/1943274/2147482740/230-10-45-28~~

~~+ Details~~

~~Name:us-gaap_OtherNoncashIncomeExpense Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~Amount of cash outflow, not made soon after acquisition date of business combination, to settle contingent consideration liability up to amount recognized at acquisition date, including, but not limited to, measurement period adjustment and less amount paid soon after acquisition date.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (f) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15~~

~~+ Details~~

~~Name:us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type: credit Period Type:duration~~

~~- Definition~~

~~The cash outflow paid to third parties in connection with debt origination, which will be amortized over the remaining maturity period of the associated long-term debt.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15~~

~~+ Details~~

~~Name:us-gaap_PaymentsOfDebtIssuanceCosts Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~The cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13~~

~~+ Details~~

~~Name:us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:credit Period Type:duration~~

~~- Definition~~

~~The cash inflow from the additional capital contribution to the entity.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14~~

~~***+ Details***~~
~~***Name:us-gaap_ProceedsFromIssuanceOfCommonStock Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of cash inflow from issuance of shares under share-based payment arrangement. Includes, but is not limited to, option exercised.***~~

~~***+ References***~~

~~***Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A***~~

~~***+ Details***~~
~~***Name:us-gaap_ProceedsFromIssuanceOfSharesUnderIncentiveAndShareBasedCompensationPlansIncludingStockOptions Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***The cash inflow associated with the sale, maturity and collection of all investments such as debt, security and so forth during the period.***~~

~~***+ References***~~

~~***Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12***~~

~~***+ Details***~~
~~***Name:us-gaap_ProceedsFromSaleMaturityAndCollectionsOfInvestments Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of increase in right-of-use asset obtained in exchange for operating lease liability.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4***~~

~~***+ Details***~~
~~***Name:us-gaap_RightOfUseAssetObtainedInExchangeForOperatingLeaseLiability Namespace Prefix:us-gaap_ Data Type:xbrli:monetaryItemType Balance Type:debit Period Type:duration***~~

~~***- Definition***~~

~~***Amount of noncash expense for share-based payment arrangement.***~~

~~***+ References***~~

~~***Reference 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***~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~
~~***Name:us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~
~~***XML 25 R8.htm IDEA: XBRL DOCUMENT***~~
~~***Description of Business and Basis of Presentation6 Months Ended***~~
~~***Jul. 31, 2024***~~
~~***Organization, Consolidation and Presentation of Financial Statements [Abstract] Description of Business and Basis of Presentation***~~ ~~***Description of Business and Basis of Presentation***~~

~~*ChargePoint Holdings, Inc. (“ChargePoint” or the “Company,” “it,” “its”) designs, develops and markets networked electric vehicle (“EV”) charging system infrastructure (“Networked Charging Systems”), connected through cloud-based services (“Cloud” or “Cloud Services”) which (i) enable charging system owners, or hosts, to manage their Networked Charging Systems, and (ii) enable drivers to locate, reserve and authenticate Networked Charging Systems, and to transact EV charging sessions on those systems. ChargePoint’s Networked Charging Systems, subscriptions and other offerings provide an open platform that integrates with system hardware from ChargePoint and other manufacturers, connecting systems over an intelligent network that provides real-time information about charging sessions and full control, support and management of the Networked Charging Systems. This network also provides multiple web-based portals for charging system owners, fleet managers, drivers and utilities. In addition, the Company offers a range of extended warranties (“Assure”), as well as its ChargePoint as a Service (“CPaaS”) program which bundles use of ChargePoint owned and operated systems with Cloud Services, Assure and other benefits into one subscription.*~~

~~*The Company’s fiscal year ends on January 31. References to fiscal year 2024 relate to the fiscal year ended January 31, 2024 and to fiscal year 2025 refer to the fiscal year ending January 31, 2025.*~~

~~***Basis of Presentation***~~

~~*The condensed consolidated financial statements and accompanying notes are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and regulations of the U.S. Securities and Exchange Commission (“SEC”) for interim financial reporting. The Company’s condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Accordingly, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and related notes for the year ended January 31, 2024 included in the Company’s Annual Report on Form 10-K filed with the SEC on April 1, 2024, which provides a more complete discussion of the Company’s accounting policies and certain other information. The information as of January 31, 2024, included on the condensed consolidated balance sheets was derived from the Company’s audited consolidated financial statements. The condensed consolidated financial statements were prepared on the same basis as the audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments necessary for a fair statement of the Company’s financial position as of July 31, 2024, the results of operations for the three and six months ended July 31, 2024 and 2023, and cash flows for the six months ended July 31, 2024 and 2023. The results of operations for the three and six months ended July 31, 2024, are not necessarily indicative of the results that may be expected for the year ending January 31, 2025.*~~

~~*The Company’s condensed consolidated financial statements have been prepared on the basis of continuity of operations, the realization of assets, and the satisfaction of liabilities in the ordinary course of business. Since inception, the Company has been engaged in developing and marketing its Networked Charging Systems, subscriptions and other offerings, raising capital, and recruiting personnel and it has incurred net operating losses and negative cash flows from operations in every year since inception and expects this to continue for the foreseeable future. As of July 31, 2024, the Company had an accumulated deficit of $1,755.0 million.*~~

~~*The Company has funded its operations primarily with proceeds from customer payments, the issuance of redeemable convertible preferred stock, convertible notes, exercise proceeds from options and warrants, borrowings under loan facilities, proceeds from sale of Common Stock under the ATM Facility (as defined in Note 8, Common Stock), and proceeds from the Reverse Recapitalization (as defined below). The Company had cash and cash equivalents and restricted cash of $243.7 million as of July 31, 2024. Cash outflow from operations was $113.7 million and $190.6 million for the six months ended July 31, 2024 and 2023, respectively. As of September 9, 2024, the date on which these condensed consolidated financial statements were issued, the Company believes that its cash on hand, together with cash generated from sales to customers, will satisfy its working capital and capital requirements for at least the next twelve months.*~~

~~*The Company’s assessment of the period of time its financial resources will be adequate to support its operations is a forward-looking statement and involves risks and uncertainties. The Company’s actual results could vary as a result of, and its near- and long-term future capital requirements will depend on, many factors, including its growth rate, subscription renewal activity, the timing and extent of spending to support its acquisitions, infrastructure and research and development efforts, the expansion of sales and marketing activities, the timing of new introductions of products or features, the continuing market adoption of its Networked Charging Systems and Cloud Services platform, and the overall market acceptance of EVs. The Company has and may in the future enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. The Company has based its estimates on assumptions that may prove to be wrong, and it could use its available capital resources sooner than it currently expects. The Company may be required to seek additional equity or debt financing. Future liquidity and cash requirements will depend on numerous factors, including market penetration, the introduction of new products, and potential acquisitions of related businesses or technology. If additional financing is required from outside sources, the Company may not be able to raise it on acceptable terms or at all. If the Company is unable to raise additional capital when desired, or if it cannot expand its operations or otherwise capitalize on its business opportunities because it lacks sufficient capital, the Company may need to reorganize its operations including through further reductions in its workforce and its business, operating results and financial condition would be materially adversely affected.*~~

~~***Reverse Recapitalization***~~

~~*On February 26, 2021, Lightning Merger Sub Inc., a wholly-owned subsidiary of Switchback Energy Acquisition Corporation (“Switchback”), merged with ChargePoint, Inc. (“Legacy ChargePoint”), with Legacy ChargePoint surviving as a wholly-owned subsidiary of Switchback (the “Merger”). The Merger was accounted for as a reverse capitalization in accordance with U.S. GAAP (“Reverse Recapitalization”). As a result of the Merger, Switchback was renamed “ChargePoint Holdings, Inc.” Immediately prior to the closing of the Merger (the “Closing”), Legacy ChargePoint’s outstanding series of redeemable convertible preferred stock were converted to Legacy ChargePoint common stock, which then converted to the Company’s common stock (“Common Stock”).*~~

~~***- Definition***~~

~~***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).***~~

~~***+ References***~~

~~***Reference 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***~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~
~~***Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 26 R9.htm IDEA: XBRL DOCUMENT***~~
~~***Summary of Significant Accounting Policies6 Months Ended***~~
~~***Jul. 31, 2024***~~

~~Accounting Policies [Abstract]~~ ~~Summary of Significant Accounting Policies~~ ~~Summary of Significant Accounting Policies~~

~~Other than policies noted below, there have been no significant changes to the significant accounting policies disclosed in Note 2 of the audited consolidated financial statements as of January 31, 2024 and 2023 and for the years ended January 31, 2024, 2023 and 2022 included in ChargePoint’s Annual Report on Form 10-K filed with the SEC on April 1, 2024.~~

~~Use of Estimates~~

~~The preparation of the accompanying condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results and outcomes could differ significantly from the Company’s estimates, judgments and assumptions. Significant estimates include determining standalone selling price for performance obligations in contracts with customers, the estimated expected benefit period for deferred contract acquisition costs, allowances for expected credit losses, inventory reserves, loss on purchase commitment, the useful lives of long-lived assets, the determination of the incremental borrowing rate used for operating lease liabilities, valuation of acquired goodwill and intangible assets, and other assumptions used to measure stock-based compensation, and the valuation of deferred income tax assets and uncertain tax positions. These estimates and assumptions are based on management’s best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company adjusts such estimates and assumptions when facts and circumstances dictate. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.~~

~~Concentration of Credit Risk and Other Risks and Uncertainties~~

~~Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. Cash and cash equivalents are held in domestic and foreign cash accounts across large, creditworthy financial institutions. The Company has not experienced any losses on its deposits of cash and cash equivalents through deposits with federally insured commercial banks and at times cash deposit balances may be in excess of federal insurance limits.~~

~~Accounts receivable are stated at the amount the Company expects to collect. The Company generally does not require collateral or other security in support of accounts receivable. To reduce credit risk, management performs ongoing credit evaluations of its customers’ financial condition.~~

~~Concentration of credit risk with respect to trade accounts receivable is considered to be limited due to the diversity of the Company’s customer base and geographic sales areas. As of July 31, 2024, no customer individually accounted for 10% or more of accounts receivable, net. As of January 31, 2024, one customer individually accounted for 10% or more of accounts receivable, net. For the three and six months ended July 31, 2024, no customer individually represented 10% or more of total revenue. For the three and six months ended July 31, 2023, no customer individually represented 10% or more of total revenue.~~

~~The Company’s revenue is concentrated in the infrastructure needed for charging EVs, an industry which is highly competitive and rapidly changing. Significant technological changes within the industry or customer requirements, or the emergence of competitive products with new capabilities or technologies, could adversely affect the Company’s business, operating results and financial condition.~~

~~Segment Reporting~~

~~Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief decision maker (“CODM”). The Company operates as one operating segment because its Chief Executive Officer, as the Company’s CODM, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels of components below the consolidated unit level.~~

~~Cash, Cash Equivalents, and Restricted Cash~~

~~The Company considers all highly liquid investments with an original maturity of three months or less, when purchased, to be cash equivalents. Cash equivalents may be invested in money market funds. Cash and cash equivalents are carried at cost, which approximates their fair value.~~

~~Restricted cash relates to cash deposits restricted under letters of credit issued in support of customer and contract manufacturer agreements.~~

~~The reconciliation of cash, cash equivalents, and restricted cash to amounts presented in the condensed consolidated statements of cash flows was as follows:~~

~~(in thousands)~~	**~~July 31,2024~~**	**~~January 31,2024~~**
~~Cash and cash equivalents~~	~~$243,263~~	~~$327,410~~
~~Restricted cash~~	~~400~~	~~30,400~~
~~Total cash, cash equivalents, and restricted cash~~	**~~$243,663~~**	**~~$357,810~~**

~~Fair Value of Financial Instruments~~

~~Fair value is defined as an exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities measured at fair value are classified into the following categories based on the inputs used to measure fair value:~~

- ~~(Level 1) — Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;~~
- ~~(Level 2) — Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly; and~~
- ~~(Level 3) — Inputs that are unobservable for the asset or liability.~~

~~The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Company’s assessment of a particular input to the fair value measurement requires management to make judgments and consider factors specific to the asset or liability. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented. The Company had no material non-financial assets valued on a non-recurring basis that resulted in an impairment in any period presented.~~

~~The carrying values of the Company’s cash equivalents, accounts receivable, net, accounts payable, and accrued and other current liabilities approximate fair value based on the highly liquid, short-term nature of these instruments.~~

~~Revenue Recognition~~

~~ChargePoint accounts for revenue in accordance with ASC 606, Revenue from Contracts with Customers (“ASC 606”). The Company recognizes revenue using the following five-step model as prescribed by ASC 606:~~

- ~~Identification of the contract, or contracts, with a customer;~~
- ~~Identification of the performance obligations in the contract;~~
- ~~Determination of the transaction price;~~
- ~~Allocation of the transaction price to the performance obligations in the contract; and~~
- ~~Recognition of revenue when, or as, the Company satisfies a performance obligation.~~

~~Significant judgment and estimates are necessary for the allocation of the proceeds received from an arrangement to the multiple performance obligations and the appropriate timing of revenue recognition. The Company enters into contracts with customers that regularly include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, extended maintenance, and professional services. For arrangements with multiple products or services, the Company evaluates whether the individual products or services qualify as distinct performance obligations. In its assessment of whether products or services are a distinct performance obligation, the Company determines whether the customer can benefit from the product or service on its own or with other readily available resources and whether the service is separately identifiable from other products or services in the contract. This evaluation requires the Company to assess the nature of each of its Networked Charging Systems, subscriptions, and other offerings and how each is provided in the context of the contract, including whether they are significantly integrated which may require judgment based on the facts and circumstances of the contract.~~

~~The transaction price for each contract is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised products or services to the customer. Collectability of revenue is reasonably assured based on historical evidence of collectability of fees the Company charges its customers. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. Revenue is recorded based on the transaction price excluding amounts collected on behalf of third parties such as sales taxes, which are collected on behalf of and remitted to governmental authorities, or driver fees, collected on behalf of customers who offer public charging for a fee.~~

~~When agreements involve multiple distinct performance obligations, the Company accounts for individual performance obligations separately if they are distinct. The Company applies significant judgment in identifying and accounting for each performance obligation, as a result of evaluating terms and conditions in contracts. The transaction price is allocated to the separate performance obligations on a relative standalone selling price (“SSP”) basis. The Company determines SSP based on observable standalone selling price when it is available, as well as other factors, including the price charged to its customers, its discounting practices, and its overall pricing objectives, while maximizing observable inputs. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, the Company estimates the SSP using the residual approach.~~
~~The Company usually bills its customers at the onset of the arrangement for both the products and a predetermined period of time for services. Contracts for services typically range from annual to multi-year agreements with typical payment terms of 30 to 90 days.~~

~~Networked Charging Systems revenue~~

~~Networked Charging Systems revenue includes revenue related to the deliveries of EV charging system infrastructure and fees received for transferring regulatory credits earned for participating in low carbon fuel programs in jurisdictions with such programs. The Company recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory credits is recognized at the point in time the regulatory credits are transferred.~~

~~Subscriptions revenue~~

~~Subscriptions revenue consists of services related to Cloud, as well as extended maintenance service plans under Assure. Subscriptions revenue is recognized over time on a straight-line basis as the Company has a stand-ready obligation to deliver such services to the customer.~~

~~Subscriptions revenue also consists of CPaaS revenue, which combines the customer’s use of the Company’s owned and operated systems with Cloud and Assure programs into a single subscription. CPaaS subscriptions are considered for accounting purposes to contain a lease for the customer’s use of the Company’s owned and operated systems unless the location allows the Company to receive incremental economic benefit from regulatory credits earned on that owned and operated system. The leasing arrangements the Company enters into with lessees are operating leases. The Company recognizes operating lease revenue on a straight-line basis over the lease term and expenses deferred initial direct costs on the same basis. Lessor revenue relates to operating leases and historically has not been material.~~

~~Other revenue~~

~~Other revenue consists of charging related fees received from drivers using charging sites owned and operated by the Company, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by ChargePoint customers, and other professional services. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as the Company has a stand-ready obligation to deliver such services. Revenue from driver charging sessions and charging transaction fees is recognized at the point in time the charging session or transaction is completed. Revenue from professional services is recognized as the services are rendered.~~

~~Accounting Pronouncements~~

~~Recent Issued Accounting Standards Not Yet Adopted~~

~~In November 2023, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” (“ASU 2023-07”) which amends and enhances the disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. All disclosure requirements under this standard will also be required for public entities with a single reportable segment. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2023, including interim periods within fiscal years beginning after December 15, 2024. The Company plans to adopt ASU 2023-07 and conform with applicable disclosures retrospectively when it becomes mandatorily~~

~~effective for the Annual Report on Form 10-K for the year ending January 31, 2025.~~

~~In December 2023, the FASB issued ASU No. 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires companies to provide disaggregated information about a reporting entity’s effective tax rate reconciliation as well as further disaggregation on income taxes paid disclosure by federal, state, and foreign taxes. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2024. The Company is currently assessing the impact of adopting this standard on the condensed consolidated financial statements and related disclosures.~~

~~**- References**~~

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_AccountingPoliciesAbstract** **Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration**~~

~~**- Definition**~~

~~**The entire disclosure for all significant accounting policies of the reporting entity.**~~

~~**+ References**~~

~~**Reference 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_SignificantAccountingPoliciesTextBlock** **Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 27 R10.htm IDEA: XBRL DOCUMENT**~~

~~**Goodwill and Intangible Assets 6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Goodwill and Intangible Assets Disclosure [Abstract]** **Goodwill and Intangible Assets**~~ ~~**Goodwill and Intangible Assets**~~

~~The following table summarizes the changes in carrying amounts of goodwill (in thousands):~~

~~**Balance as of January 31, 2024**~~	~~**$213,750**~~
~~Foreign exchange fluctuations~~	~~7~~
~~**Balance as of July 31, 2024**~~	~~**$213,757**~~

~~There was no impairment recognized for the three and six months ended July 31, 2024 and 2023.~~

~~The following table presents the details of intangible assets:~~

	~~**July 31, 2024**~~			
~~**(amounts in thousands, useful lives in years)**~~	~~**Cost (1)**~~	~~**Accumulated Amortization (1)**~~	~~**Net (1)**~~	~~**Useful Life**~~
~~Customer relationships~~	~~$90,759~~	~~$(25,840)~~	~~$64,919~~	~~10~~
~~Developed technology~~	~~18,358~~	~~(8,787)~~	~~9,571~~	~~6~~
	~~**$109,117**~~	~~**$(34,627)**~~	~~**$74,490**~~	

~~(1) Values are translated into U.S. Dollars at period-end foreign exchange rates.~~

	~~**January 31, 2024**~~			
~~**(amounts in thousands, useful lives in years)**~~	~~**Cost (1)**~~	~~**Accumulated Amortization (1)**~~	~~**Net (1)**~~	~~**Useful Life**~~
~~Customer relationships~~	~~$90,755~~	~~$(21,301)~~	~~$69,454~~	~~10~~
~~Developed technology~~	~~18,358~~	~~(7,257)~~	~~11,101~~	~~6~~
	~~**$109,113**~~	~~**$(28,558)**~~	~~**$80,555**~~	

~~(1) Values are translated into U.S. Dollars at period-end foreign exchange rates.~~

~~Amortization expense for customer relationships and developed technology is shown as sales and marketing and cost of revenue, respectively, in the condensed consolidated statements of operations. The acquired intangible assets and goodwill are subject to impairment review at least annually on December 31st.~~

~~Acquisition-related intangible assets included in the above table are finite-lived and are carried at cost less accumulated amortization. Intangible assets are being amortized on a straight-line basis over their estimated lives, which approximates the pattern in which the economic benefits of the intangible assets are expected to be realized.~~

~~The following table presents the amortization expense related to intangible assets:~~

	~~**Three Months Ended July 31,**~~		~~**Six Months Ended July 31,**~~	
~~**(in thousands)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~Amortization expense~~	~~$3,028~~	~~$3,039~~	~~$6,051~~	~~$6,077~~

~~**- References**~~

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract** **Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration**~~

~~**- Definition**~~

~~**The entire disclosure for goodwill and intangible assets.**~~

~~**+ References**~~

~~**Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-30/tableOfContentReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 350 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/350-20/tableOfContent**~~

~~**+ Details**~~

~~**Name:us-gaap_GoodwillAndIntangibleAssetsDisclosureTextBlock** **Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 28 R11.htm IDEA: XBRL DOCUMENT**~~

~~**Composition of Certain Financial Statement Items 6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Organization, Consolidation and Presentation of Financial Statements [Abstract]** **Composition of Certain Financial Statement Items**~~ ~~**Composition of Certain Financial Statement Items**~~

~~**Inventories**~~

~~Inventories consisted of the following:~~

~~(in thousands)~~	~~July 31,2024~~	~~January 31,2024~~
~~Raw materials~~	~~$9,676~~	~~$5,322~~
~~Finished goods and components~~	~~218,843~~	~~193,258~~
~~**Total Inventories**~~	~~**$228,519**~~	~~**$198,580**~~

~~***Prepaid expense and other current assets***~~

~~*Prepaid expense and other current assets consisted of the following:*~~

~~(in thousands)~~	~~July 31,2024~~	~~January 31,2024~~
~~Prepaid expense~~	~~$46,941~~	~~$43,389~~
~~Other current assets~~	~~22,308~~	~~18,855~~
~~**Total Prepaid Expense and Other Current Assets**~~	~~**$69,249**~~	~~**$62,244**~~

~~***Property and Equipment, net***~~

~~*Property and equipment, net consisted of the following:*~~

~~(in thousands)~~	~~July 31,2024~~	~~January 31,2024~~
~~Furniture and fixtures~~	~~$1,720~~	~~$1,718~~
~~Computers and software~~	~~9,310~~	~~8,520~~
~~Machinery and equipment~~	~~38,482~~	~~35,954~~
~~Tooling~~	~~16,219~~	~~15,852~~
~~Leasehold improvements~~	~~9,970~~	~~9,828~~
~~Owned and operated systems~~	~~29,615~~	~~27,723~~
~~Construction in progress~~	~~1,702~~	~~2,310~~
	~~107,018~~	~~101,905~~
~~Less: Accumulated depreciation~~	~~(67,712)~~	~~(59,459)~~
~~**Total Property and Equipment, Net**~~	~~**$39,306**~~	~~**$42,446**~~

~~*The following table presents the depreciation expense:*~~

	~~Three Months Ended July 31,~~		~~Six Months Ended July 31,~~	
~~(in thousands)~~	~~2024~~	~~2023~~	~~2024~~	~~2023~~
~~Depreciation expense~~	~~4,423~~	~~3,925~~	~~8,844~~	~~7,941~~

~~***Accrued and Other Current Liabilities***~~

~~*Accrued and other current liabilities consisted of the following:*~~

~~(in thousands)~~	~~July 31,2024~~	~~January 31,2024~~
~~Accrued expenses~~	~~$36,175~~	~~$51,399~~
~~Accrued losses on purchase commitments~~	~~27,547~~	~~30,054~~
~~Refundable customer deposits~~	~~16,875~~	~~16,588~~
~~Payroll and related expenses~~	~~13,981~~	~~16,018~~
~~Taxes payable~~	~~17,615~~	~~14,294~~
~~Other current liabilities~~	~~34,486~~	~~30,751~~
~~**Total Accrued and Other Current Liabilities**~~	~~**$146,679**~~	~~**$159,104**~~

~~***Revenue***~~

~~*Revenue consisted of the following:*~~

	~~Three Months Ended July 31,~~		~~Six Months Ended July 31,~~	
~~(in thousands)~~	~~2024~~	~~2023~~	~~2024~~	~~2023~~
~~United States~~	~~$76,818~~	~~$112,960~~	~~$155,633~~	~~$210,091~~
~~Rest of World~~	~~31,721~~	~~37,534~~	~~59,949~~	~~70,432~~
~~**Total revenue**~~	~~**$108,539**~~	~~**$150,494**~~	~~**$215,582**~~	~~**$280,523**~~

~~***Deferred Revenue***~~

~~*The following table shows the total deferred revenue for each period presented.*~~

~~(in thousands)~~	~~July 31,2024~~	~~January 31,2024~~
~~Deferred revenue~~	~~238,553~~	~~231,439~~

~~*The following table shows the revenue recognized that was included in the deferred revenue balance at the beginning of the period.*~~

	~~Three Months Ended July 31,~~		~~Six Months Ended July 31,~~	
~~(in thousands)~~	~~2024~~	~~2023~~	~~2024~~	~~2023~~
~~Deferred revenue recognized~~	~~$27,975~~	~~$24,418~~	~~$59,777~~	~~$50,432~~

~~*Remaining Performance Obligations*~~

~~*Remaining performance obligations represent the amount of contracted future revenue not yet recognized as the amounts relate to undelivered performance obligations, including both deferred revenue and non-cancellable contracted amounts that will be invoiced and recognized as revenue in future periods. Revenue expected to be recognized from remaining performance obligations was $260.6 million as of July 31, 2024, of which 43% is expected to be recognized over the next twelve months.*~~

~~***- Definition***~~

~~***The entire disclosures of supplemental information, including descriptions and amounts, related to the balance sheet, income statement, and/or cash flow statement.***~~

~~***+ References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_AdditionalFinancialInformationDisclosureTextBlock***~~ ~~***Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration***~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract***~~ ~~***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 29 R12.htm IDEA: XBRL DOCUMENT***~~

~~***Restructuring Charges***~~ ~~***6 Months Ended***~~
~~***Jul. 31, 2024***~~
~~***Restructuring and Related Activities [Abstract]***~~ ~~***Restructuring Charges***~~ ~~***Restructuring Charges***~~

~~*January 2024 Reorganization*~~

~~*In January 2024, the Company implemented a reorganization plan to reduce its operating expenses and further increase efficiencies (the “January 2024 Reorganization”). The January 2024 Reorganization entailed a reduction in force of approximately 223 employees, or 12% of the Company’s global workforce at the time and other actions to reduce expenses. As a result, in the fourth quarter of fiscal year 2024, the Company incurred $9.9 million of employee severance, termination and employment-related exit costs and $2.7 million of facility exit costs, including impairment charges and accelerated depreciation of right-of-use assets.*~~

~~*During the three and six months ended July 31, 2024, no further restructuring charges related to the January 2024 Reorganization were incurred. The following table summarizes the charges by line item within the Company’s consolidated statements of operations where they were recorded in the fiscal year ended January 31, 2024:*~~

~~(in thousands)~~	~~Severance and employment-related termination costs~~	~~Facility and other contract terminations~~	~~Total~~
~~Cost of revenue~~	~~$632~~	~~$—~~	~~$632~~
~~Research and development~~	~~7,540~~	~~—~~	~~7,540~~
~~Sales and marketing~~	~~500~~	~~—~~	~~500~~
~~General and administrative~~	~~1,274~~	~~2,708~~	~~3,982~~
~~**Total**~~	~~**$9,946**~~	~~**$2,708**~~	~~**$12,654**~~

~~*During the three and six months ended July 31, 2024, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs and facility exit costs. As of July 31, 2024, there were $1.5 million of restructuring-related liabilities, including $1.4 million in severance and employment-related exit costs and $0.1 million in facility exit cost. As of January 31, 2024, restructuring-related liabilities were $10.6 million, including $10.2 million in severance and employment-related exit costs and $0.4 million in facility exit costs.*~~

~~*September 2023 Reorganization*~~

~~*In September 2023, the Company implemented a reorganization plan to reduce its operating expenses and increase efficiencies (the “September 2023 Reorganization”). The September 2023 Reorganization entailed a reduction in force of approximately 168 employees, or 10% of the Company’s global workforce at the time and other actions to reduce expense. As a result, in the third quarter of fiscal year 2024, the Company incurred $15.6 million of employee severance and employment-related termination costs, and facility and other contract termination charges.*~~

~~*During the three and six months ended July 31, 2024, no further restructuring charges related to the September 2023 Reorganization were incurred. The following table summarizes the charges by line item within the Company’s consolidated statements of operations where they were recorded in the fiscal year ended January 31, 2024:*~~

~~(in thousands)~~	~~Severance and employment-related termination costs~~	~~Facility and other contract terminations~~	~~Total~~
~~Cost of revenue~~	~~$996~~	~~$—~~	~~$996~~
~~Research and development~~	~~4,183~~	~~—~~	~~4,183~~
~~Sales and marketing~~	~~1,343~~	~~—~~	~~1,343~~
~~General and administrative~~	~~890~~	~~8,189~~	~~9,079~~
~~**Total**~~	~~**$7,412**~~	~~**$8,189**~~	~~**$15,601**~~

~~*During the three and six months ended July 31, 2024, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs. As of July 31, 2024, there were $0.4 million in restructuring-related liabilities. As of January 31, 2024, there were $0.5 million restructuring-related liabilities.*~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_RestructuringAndRelatedActivitiesAbstract***~~ ~~***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration***~~

~~***- Definition***~~

~~***The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled.***~~

~~***+ References***~~

~~**Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/420/tableOfContentReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1**~~

~~**+ Details**~~

~~**Name:us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 30 R13.htm IDEA: XBRL DOCUMENT**~~

~~**Debt**~~	~~**6 Months Ended**~~
	~~**Jul. 31, 2024**~~
~~**Debt Disclosure [Abstract]**~~	
~~**Debt**~~	~~**Debt**~~

~~The following table presents the Company’s convertible debt outstanding:~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31, 2024**~~
~~Gross amount~~	~~$300,000~~	~~$300,000~~
~~Debt discount and issuance costs~~	~~(14,325)~~	~~(16,296)~~
~~**Carrying amount**~~	~~**$285,675**~~	~~**$283,704**~~
~~**Estimated fair value (Level 2 Inputs)**~~	~~**$217,000**~~	~~**$211,000**~~

~~The following table presents the Company’s interest expense:~~

	~~**Three Months EndedJuly 31,**~~		~~**Six Months EndedJuly 31,**~~	
~~**(in thousands)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~**2028 Convertible Notes**~~				
~~Contractual interest expense~~	~~$5,250~~	~~$2,625~~	~~$10,515~~	~~$5,250~~
~~Amortization of debt discount and issuance costs~~	~~985~~	~~301~~	~~1,970~~	~~603~~
~~**2027 Revolving Credit Facility**~~				
~~Amortization of debt issuance costs~~	~~212~~	~~—~~	~~423~~	~~—~~
~~Commitment fees~~	~~153~~	~~—~~	~~303~~	~~—~~
~~**Total interest expense**~~	~~**$6,600**~~	~~**$2,926**~~	~~**$13,211**~~	~~**$5,853**~~

~~***2028 Convertible Notes***~~

~~In April 2022, the Company completed a private placement of $300.0 million aggregate principal amount of unsecured Convertible Senior PIK Toggle Notes (the “Original Convertible Notes”), the terms of which were amended in October 2023, as described below (the “Notes Amendment”). Prior to the Notes Amendment, the maturity date of the Original Convertible Notes was April 1, 2027. The Original Convertible Notes were sold in a private placement in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) provided by Section 4(a)(2) of the Securities Act.~~

~~The net proceeds from the sale of the Original Convertible Notes were approximately $294.0 million after deducting initial purchaser discounts and commissions and the Company’s offering expenses. The debt discount and issuance costs, net of accumulated amortization, are reported as a direct deduction from the face amount of the Original Convertible Notes. The Company expects to use the net proceeds for general corporate purposes.~~

~~Prior to the Notes Amendment, the Original Convertible Notes bore interest at 3.50% per annum, to the extent paid in cash (“Cash Interest”), or 5.00% per annum, to the extent paid in kind through the issuance of additional Original Convertible Notes (“PIK Interest”). Interest is payable semi-annually in arrears on April 1st and October 1st of each year, beginning on October 1, 2022. The Company can elect to make any interest payment through Cash Interest, PIK Interest or any combination thereof.~~

~~The Original Convertible Notes are convertible, based on the applicable conversion rate, into cash, shares of the Company’s Common Stock or a combination thereof, at the Company’s election. The initial conversion rate was 41.6119 shares~~

~~per $1,000 principal amount of the Original Convertible Notes, subject to customary anti-dilution adjustment in certain circumstances, which represented an initial conversion price of approximately $24.03 per share.~~

~~Under the terms of the Original Convertible Notes, prior to January 1, 2027, the Original Convertible Notes will be convertible at the option of the holders only upon the occurrence of specified events and during certain periods, and will be convertible on or after January 1, 2027, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date of the Original Convertible Notes.~~

~~Holders of the Original Convertible Notes may convert all or a portion of their Original Convertible Notes prior to the close of business on January 1, 2027, only under the following circumstances:~~

- ~~during any calendar quarter commencing after the calendar quarter ended on September 30, 2022, if the Company’s closing Common Stock price for at least 20 trading days out of the most recent 30 consecutive trading days of the preceding calendar quarter is greater than or equal to 130% of the current conversion price of the Original Convertible Notes on each applicable trading day;~~

- ~~during the five business day period after any ten consecutive trading days in which, if the trading price per $1,000 principal amount of Original Convertible Notes for each trading day of such ten consecutive trading day period is less than 98% of the product of the Company’s closing Common Stock price and the conversion rate of the Original Convertible Notes on each such trading day;~~

- ~~if the Company calls the Original Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date; or~~

- ~~upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change or a transaction resulting in the Company’s Common Stock converting into other securities or property or assets.~~

~~The Original Convertible Notes will be redeemable, in whole or in part, at the Company’s option at any time on or after April 21, 2025, and before the 41st scheduled trading day immediately before the maturity date. The redemption price will be equal to the aggregate principal amount of the Original Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, a holder may elect to convert its Original Convertible Notes during any such redemption period, in which case the applicable conversion rate may be increased in certain circumstances if the Original Convertible Notes are converted after they are called for redemption.~~

~~Additionally, if the Company undergoes a fundamental change or a change in control transaction (each such term as defined in the indenture governing the Original Convertible Notes), subject to certain conditions, holders may require the Company to purchase for cash all or any portion of their Original Convertible Notes. The fundamental change repurchase price will be 100% of the capitalized principal amount of the Original Convertible Notes, while the change in control repurchase price will be 125% of the capitalized principal amount of the Original Convertible Notes to be purchased, in each case plus any accrued and unpaid interest to,~~

~~but excluding, the repurchase date.~~

~~The indenture governing the Original Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of the Company and its subsidiaries to incur secured debt in excess of $750.0 million. In addition, the indenture governing the Original Convertible Notes contains customary terms and covenants, including certain events of default in which case either the trustee or the holders of at least 25% of the aggregate principal amount of the outstanding Original Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on, all the Original Convertible Notes to be due and payable immediately.~~

~~On October 24, 2023, the Original Convertible Notes were amended to (1) extend the maturity date from April 1, 2027 to April 1, 2028, (2) increase the Cash Interest rate to 7.0% from 3.5% and PIK Interest rate to 8.5% from 5.0%, (3) increase the initial conversion rate to 83.333 shares per $1,000 principal amount of the convertible notes from 41.6119 shares per $1,000 principal amount of the convertible notes, which represented a revised initial conversion price of approximately $12.00 per share, and (4) revise the make-whole table to reflect the revised terms of the convertible notes (herein, "2028 Convertible Notes"). Other than those previously stated, the terms of the 2028 Convertible Notes are not substantially different from the terms of Original Convertible Notes. The Company assessed the Notes Amendment for a debt extinguishment or modification~~

~~in accordance with ASC 470-50, Debt Modifications and Extinguishments. As both the change in net present value of future cash flows of the 2028 Convertible Notes to that of the Original Convertible Notes and the change in fair value of the embedded conversion option of the 2028 Convertible Notes to that of the carrying value of the Original Convertible Notes immediately before modification resulted in a less than 10% change, the amendment is regarded as a modification. The resulting increase in fair value of the embedded conversion option is recorded as an increase in debt discount, a contra-liability account, as well as the corresponding entry to additional paid-in-capital, in the condensed consolidated balance sheets. Legal fees and other costs incurred with third parties that were directly related to the debt modification were expensed as incurred.~~

~~As of July 31, 2024, the effective interest rate on the 2028 Convertible Notes was approximately 8.59%. Amortization of debt discount and issuance costs is reported as a component of interest expenses and is computed using the straight-line method over the term of the 2028 Convertible Notes, which approximates the effective interest method.~~

~~The estimated fair value of the 2028 Convertible Notes, valued using Level 2 fair value inputs, as of July 31, 2024 and January 31, 2024 was $217.0 million and $211.0 million, respectively.~~

~~**2027 Revolving Credit Facility**~~

~~On July 27, 2023, the Company entered into a revolving credit agreement by and among the Company, ChargePoint, Inc. (the "Borrower"), certain subsidiaries of the Borrower as guarantors (the "Subsidiary Guarantors"), JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto (the "Credit Agreement"). The Credit Agreement provides for senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0 million, with a maturity date of January 1, 2027 (the "2027 Revolving Credit Facility"). Pursuant to the Credit Agreement, the Borrower may from time to time arrange for one or more increases in the commitments under the 2027 Revolving Credit Facility in an aggregate principal amount not to exceed $150.0 million, subject to obtaining the consent of the lenders participating in any such increase. Up to $100.0 million of the 2027 Revolving Credit Facility may be used for the issuance of letters of credit.~~

~~The obligations of the Borrower under the Credit Agreement are guaranteed by the Company and the Subsidiary Guarantors and secured by a first priority pledge of the equity securities of the Borrower and certain of its subsidiaries and first priority security interests in substantially all tangible and intangible personal property, including intellectual property, of the Company, the Borrower and each Subsidiary Guarantor, subject to customary exceptions and limitations.~~

~~The Credit Agreement contains negative covenants that, among other things, restrict the ability of the Company, the Borrower and its subsidiaries, as applicable, to incur additional indebtedness, incur additional liens, make investments or acquisitions, make dividends, distributions, or other restricted payments, dispose of property, and enter into transactions with affiliates, in each case subject to certain dollar baskets and customary carveouts, as well as customary events of default. In addition, the Credit Agreement requires the Borrower to comply with a minimum total liquidity covenant to be not less than 150% of the aggregate amount of the lender's commitment under the Credit Agreement ("Total Liquidity") which requires the Borrower to maintain, at all times, Total Liquidity equal to the sum of cash and cash equivalents held by the Borrower and the other loan parties at controlled accounts with the initial lenders under the Credit Agreement plus the aggregate unused amount of the commitments then available to be drawn under the 2027 Revolving Credit Facility.~~

~~Borrowings under the 2027 Revolving Credit Facility may be denominated in U.S. dollars, Euros, or Pound Sterling. At the Company's option, borrowings may bear interest at a rate per annum equal to either (a) an alternate base rate (for borrowings in U.S. dollars) plus a rate per annum of 1.75%, (b) an adjusted SOFR term rate (for borrowings in U.S. dollars) plus a rate per annum of 2.75%, (c) an adjusted EURIBOR rate (for borrowings in Euros) plus a rate per annum of 2.75%, or (d) a daily simple "risk-free" rate (for borrowings in Pounds Sterling) plus a rate per annum of 2.75%.~~

~~The Company will pay commitment fees on the average daily unused amount of the 2027 Revolving Credit Facility at a rate per annum of 0.40%. In addition, the Company will also pay participation fees on the average daily undrawn amount of outstanding letters of credit at a rate per annum of 2.25%.~~

~~In October 2023, the Company entered into an amendment to the Credit Agreement to, among other things, permit the Company to complete the Notes Amendment (as described above).~~

~~As of July 31, 2024, the Borrower had no borrowings outstanding under the 2027 Revolving Credit Facility. The Borrower also had no letters of credit outstanding under the Credit Agreement as of July 31, 2024, and as a result, had a borrowing capacity of up to $150.0 million.~~

~~**- References**~~

~~**No definition available.**~~

~~**+ Details**~~

~~**Name:us-gaap_DebtDisclosureAbstract** **Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration**~~

~~**- 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 S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 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 -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: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: 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 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I**~~

~~+ Details~~

~~Name:us-gaap_DebtDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 31 R14.htm IDEA: XBRL DOCUMENT~~

~~Commitments and Contingencies~~ ~~6 Months Ended~~
~~Jul. 31, 2024~~

~~Commitments and Contingencies Disclosure [Abstract]~~ ~~Commitments and Contingencies~~ **~~Commitments and Contingencies~~**

~~Purchase Commitments~~

~~Open purchase commitments are for the purchase of goods and services related to, but not limited to, manufacturing, facilities and professional services under non-cancellable contracts. No open purchase commitments were recorded as liabilities on the condensed consolidated balance sheets as of July 31, 2024 as the Company had not yet received the related goods or services.~~

~~Legal Proceedings~~

~~The Company may be involved in various lawsuits, claims, and proceedings, including intellectual property, commercial, securities, and employment matters that arise in the normal course of business. The Company accrues a liability when management believes information available prior to the issuance of the condensed consolidated financial statements indicates it is probable a loss has been incurred as of the date of the condensed consolidated financial statements and the amount of loss can be reasonably estimated. The Company adjusts its accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Legal costs are expensed as incurred.~~

~~Class Action Litigation~~

~~A class action lawsuit alleging violations of federal securities laws was filed on November 29, 2023 in the U.S. District Court for the Northern District of California against the Company and certain of its former officers (the “Class Defendants”). A second class action lawsuit (together with the November 2023 Class Action, the “Class Actions”) was filed against the Class Defendants on January 22, 2024. On May 16, 2024, the Court consolidated the Class Actions into one action captioned Khan v. ChargePoint Holdings, Inc., et al., Case No. 23-cv-06172-EKL, appointed two lead plaintiffs, and appointed lead counsel. On July 19, 2024, Lead Plaintiffs filed a Consolidated Amended Complaint which purports to be on behalf of purchasers of the Company’s stock between December 7, 2021 and November 16, 2023. This Consolidated Amended Complaint alleges that~~

~~the Class Defendants made materially false and misleading statements in violation of Section 10(b) and Rule 10(b)-5 of the Securities and Exchange Act regarding, (1) ChargePoint’s handling of supply chain disruptions; (2) ChargePoint’s revenue; and (3) the value of ChargePoint’s inventory. Lead Plaintiffs also allege the Class Defendants engaged in a scheme to prematurely recognize revenue in violation of Sections 10(a) and (c) of the Securities and Exchange Act. Class Defendants’ deadline to respond to or file a motion to dismiss the Consolidated Amended Complaint is September 17, 2024 with additional briefing to follow.~~

~~*Derivative Actions*~~

~~On January 5, 2024, a ChargePoint stockholder purporting to act on behalf of the Company filed an action in the U.S. District Court for the District of Delaware against ChargePoint’s Board of Directors and certain of its former officers (“Derivative Defendants”), alleging that the Derivative Defendants breached their fiduciary duties to ChargePoint in connection with the same alleged events and alleged materially false and misleading statements asserted in the Class Actions described above. This action has been stayed. Four additional substantively duplicative actions were filed in the U.S. District Court for the Northern District of California on January 8, 2024, March 1, 2024, May 2, 2024, and May 24, 2024. The complaints seek unspecified monetary damages and other relief. The parties are in the process of seeking Court approval to relate and consolidate these cases.~~

~~The Company intends to defend these lawsuits vigorously. At this time, the Company is unable to predict the outcome or estimate the amount of loss or range of losses that could potentially result from these lawsuits.~~

~~Based on its experience, the Company believes that damage amounts claimed in these matters are not meaningful indicators of potential liability. Given the inherent uncertainties of litigation, the ultimate outcome of the ongoing matters described herein cannot be predicted with certainty. While litigation is inherently unpredictable, the Company believes it has valid defenses with respect to the legal matters pending against it. Nevertheless, the Company’s results of operations, cash flows and financial condition could be materially adversely affected in a particular period by the resolution of one or more of these contingencies. Liabilities established to provide for contingencies are adjusted as further information develops, circumstances change, or contingencies are resolved; and such changes are recorded in the accompanying condensed consolidated statements of operations during the period of the change and reflected in accrued and other current liabilities on the accompanying condensed consolidated balance sheets.~~

~~***Guarantees and Indemnifications***~~

~~The Company has service level commitments to certain of its customers warranting levels of uptime reliability and performance and permitting those customers to receive credits if the Company fails to meet those levels. To date, the Company has not incurred any material costs as a result of such commitments.~~

~~The Company’s arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-party’s intellectual property rights. Additionally, the Company may be required to indemnify for claims caused by its negligence or willful misconduct. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the condensed consolidated financial statements.~~

~~The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.~~

~~***Letters of Credit***~~

~~The Company had $0.4 million and $30.4 million of secured letters of credit outstanding as of July 31, 2024 and January 31, 2024, respectively. On May 16, 2024, the letter of credit agreement with one of the Company’s contract manufacturers expired and the lender released $30.0 million of restricted cash to the Company. These primarily relate to support of contract manufacturer and customer agreements, and are fully collateralized by cash deposits which the Company recorded in restricted cash on its condensed consolidated balance sheets based on the term of the remaining restriction.~~

~~***Leases***~~

~~The Company leases its office facilities under non-cancelable operating leases with various lease terms. The Company also leases certain office equipment under operating lease agreements.~~

~~The following table presents future payments of lease liabilities under the Company's non-cancelable operating leases as of July 31, 2024 (in thousands):~~

~~**(in thousands)**~~	
~~2025 (remaining six months)~~	~~$3,332~~
~~2026~~	~~5,733~~
~~2027~~	~~5,505~~
~~2028~~	~~4,646~~
~~2029~~	~~4,044~~
~~Thereafter~~	~~2,303~~
~~Total undiscounted operating lease payments~~	~~25,563~~
~~Less: imputed interest~~	~~(4,100)~~
~~Total operating lease liabilities~~	~~21,463~~
~~Less: current portion of operating lease liabilities~~	~~(4,361)~~
~~**Operating lease liabilities, noncurrent**~~	~~**$17,102**~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type: duration***~~

~~***- Definition***~~

~~***The entire disclosure for commitments and contingencies.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent***~~

~~+ Details~~

~~Name:us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 32 R15.htm IDEA: XBRL DOCUMENT~~

~~**Common Stock**~~ ~~**6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Equity [Abstract]**~~ ~~Common Stock~~

~~**Common Stock**~~

~~*As of July 31, 2024 and January 31, 2024, the Company was authorized to issue 1,000,000,000 shares of Common Stock, with a par value of $0.0001 per share. There were 430,830,553 and 421,116,720 shares issued and outstanding as of July 31, 2024 and January 31, 2024, respectively.*~~

~~*At-the-Market Offering*~~

~~*On July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permits the Company to offer up to $1.0 billion of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the "Shelf Registration Statement"). As part of the Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0 million of Common Stock pursuant to a sales agreement (the "ATM Facility").*~~

~~*During the three and six months ended July 31, 2024, there was no sale of the Company's Common Stock pursuant to the ATM Facility. During the three months ended July 31, 2023, the Company sold a total of 4,076,072 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $37.3 million, net of $0.4 million of issuance costs. During the six months ended July 31, 2023, the Company sold a total of 5,985,100 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $54.8 million, net of $0.6 million of issuance costs.*~~

~~*As of July 31, 2024, $161.6 million of shares of Common Stock remained available for sale pursuant to the ATM Facility.*~~

~~**Common Stock Warrants**~~

~~*Legacy ChargePoint had outstanding warrants to purchase shares of Legacy ChargePoint common stock (collectively, "Legacy Warrants"), which now represent warrants to purchase Common Stock. As of July 31, 2024, there were 34,499,436 Legacy Warrants outstanding, which are classified as equity.*~~

~~*There was no Legacy Warrants activity during the three and six months ended July 31, 2024 and 2023.*~~

~~*Activity of Legacy Warrants is set forth below:*~~

	~~**Legacy Warrants**~~
~~**Outstanding as of January 31, 2024**~~	~~34,499,436~~
~~Warrants exercised~~	~~—~~
~~**Outstanding as of July 31, 2024**~~	~~34,499,436~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_EquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The entire disclosure for equity.~~

~~+ References~~

~~Reference 1: 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 2: 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 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18~~

~~**+ Details**~~

~~**Name:us-gaap_StockholdersEquityNoteDisclosureTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration XML 33 R16.htm IDEA: XBRL DOCUMENT**~~

~~**Common Stock Warrants**~~ ~~**6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Equity [Abstract]**~~ ~~**Common Stock Warrants**~~ ~~**Common Stock**~~

~~*As of July 31, 2024 and January 31, 2024, the Company was authorized to issue 1,000,000,000 shares of Common Stock, with a par value of $0.0001 per share. There were 430,830,553 and 421,116,720 shares issued and outstanding as of July 31, 2024 and January 31, 2024, respectively.*~~

~~*At-the-Market Offering*~~

~~*On July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permits the Company to offer up to $1.0 billion of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the "Shelf Registration Statement"). As part of the Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0 million of Common Stock pursuant to a sales agreement (the "ATM Facility").*~~

~~*During the three and six months ended July 31, 2024, there was no sale of the Company's Common Stock pursuant to the ATM Facility. During the three months ended July 31, 2023, the Company sold a total of 4,076,072 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $37.3 million, net of $0.4 million of issuance costs. During the six months ended July 31, 2023, the Company sold a total of 5,985,100 shares of its Common Stock pursuant to the ATM Facility at the prevailing market prices for total proceeds of $54.8 million, net of $0.6 million of issuance costs.*~~

~~*As of July 31, 2024, $161.6 million of shares of Common Stock remained available for sale pursuant to the ATM Facility.*~~

~~***Common Stock Warrants***~~

~~*Legacy ChargePoint had outstanding warrants to purchase shares of Legacy ChargePoint common stock (collectively, "Legacy Warrants"), which now represent warrants to purchase Common Stock. As of July 31, 2024, there were 34,499,436 Legacy Warrants outstanding, which are classified as equity.*~~

~~*There was no Legacy Warrants activity during the three and six months ended July 31, 2024 and 2023.*~~

~~*Activity of Legacy Warrants is set forth below:*~~

	~~***Legacy Warrants***~~
~~***Outstanding as of January 31, 2024***~~	~~*34,499,436*~~
~~*Warrants exercised*~~	~~—~~
~~***Outstanding as of July 31, 2024***~~	~~*34,499,436*~~

~~**- References**~~

~~***No definition available.***~~

~~**+ Details**~~

~~**Name:us-gaap_EquityAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration**~~

~~**- Definition**~~

~~***The entire disclosure for equity.***~~

~~**+ References**~~

~~***Reference 1: 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 2: 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 3: 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 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478448/946-505-50-6Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480237/815-40-50-6Reference 8: http://www.xbrl.org/2003/role/disclosureRef -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 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(e)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/505/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting***~~

~~***Standards Codification -Section 50 -Paragraph 14 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-14Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-16Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 18 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-18***~~

~~+ Details~~

~~Name:us-gaap_StockholdersEquityNoteDisclosureTextBlock~~ ~~Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration XML 34 R17.htm IDEA: XBRL DOCUMENT~~

~~**Equity Plans and Stock-based Compensation**~~ ~~**6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Share-Based Payment Arrangement [Abstract]**~~ ~~Equity Plans and Stock-based Compensation~~

~~**Equity Plans and Stock-based Compensation**~~

~~*The following sets forth the total stock-based compensation expense for employee equity plans included in the Company’s condensed consolidated statements of operations:*~~

	~~**Three Months Ended July 31,**~~		~~**Six Months Ended July 31,**~~	
	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~**(in thousands)**~~				
~~Cost of revenue~~	~~$1,526~~	~~$1,938~~	~~$2,610~~	~~$2,933~~
~~Research and development~~	~~10,731~~	~~15,847~~	~~19,033~~	~~25,353~~
~~Sales and marketing~~	~~4,463~~	~~6,757~~	~~9,905~~	~~10,926~~
~~General and administrative~~	~~2,049~~	~~10,557~~	~~8,820~~	~~19,851~~
~~**Total stock-based compensation expense**~~	~~**$18,769**~~	~~**$35,099**~~	~~**$40,368**~~	~~**$59,063**~~

~~*As of July 31, 2024, the Company had unrecognized stock-based compensation expense related to stock options, RSUs and PRSUs (as defined below), and 2021 ESPP (as defined below) of $136.4 million, which is expected to be recognized over a weighted-average period of 2.2 years.*~~

~~***2021 Employee Stock Purchase Plan***~~

~~*The 2021 Employee Stock Purchase Plan (“2021 ESPP”) permits participants to purchase shares of the Company’s Common Stock at a discounted price through payroll deductions. As of July 31, 2024, 15,498,912 shares of Common Stock were available under the 2021 ESPP.*~~

~~***2021 Equity Incentive Plan***~~

~~*The 2021 Equity Incentive Plan (“2021 EIP”) allows the Company to grant stock options, stock appreciation rights, restricted stock units (“RSUs”), performance restricted stock units (“PRSUs”), and certain other awards. As of July 31, 2024, 37,590,709 shares of Common Stock were available under the 2021 EIP.*~~

~~*There were no options granted for the three and six months ended July 31, 2024.*~~

~~*Restricted Stock Units*~~

~~*A summary of RSUs outstanding under the 2021 EIP as of July 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:*~~

	~~***Number of Shares***~~	~~***Weighted Average Grant Date Fair Value per Share***~~
~~***Outstanding as of January 31, 2024***~~	~~*28,416,127*~~	~~*$7.35*~~
~~*RSU granted*~~	~~*22,271,093*~~	~~*$1.51*~~
~~*RSU vested*~~	~~*(5,231,209)*~~	~~*$7.09*~~
~~*RSU forfeited*~~	~~*(4,428,242)*~~	~~*$9.77*~~
~~***Outstanding as of July 31, 2024***~~	~~*41,027,769*~~	~~*$ 3.95*~~

~~*Performance Restricted Stock Units*~~

~~*A summary of PRSUs outstanding under the 2021 EIP as of July 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:*~~

	~~***Number of Shares***~~	~~***Weighted Average Grant Date Fair Value per Share***~~
~~***Outstanding as of January 31, 2024***~~	~~*3,147,782*~~	~~*$6.79*~~
~~*PRSUs granted*~~	~~*1,208,250*~~	~~*$1.26*~~
~~*PRSU forfeited*~~	~~*(1,170,008)*~~	~~*$10.47*~~
~~***Outstanding as of July 31, 2024***~~	~~*3,186,024*~~	~~*$3.34*~~

~~***2017 Plan and 2007 Plan***~~

~~*In fiscal year 2022, the Company terminated its 2017 Stock Option Plan (the “2017 Plan”) and 2007 Stock Option Plan (the “2007 Plan”).*~~

~~*A summary of options outstanding under the 2017 Plan and 2007 Plan as of July 31, 2024 and changes during the fiscal year-to-date period then ended is presented in the following table:*~~

	~~***Number of Stock Option Awards***~~	~~***Weighted Average Exercise Price***~~	~~***Weighted Average Remaining Contractual term (in years)***~~	~~***Aggregate Intrinsic Value (in thousands)***~~
~~***Outstanding as of January 31, 2024***~~	~~*11,396,756*~~	~~*$0.74*~~	~~*4.8*~~	~~*$13,276*~~
~~*Options exercised*~~	~~*(2,629,090)*~~	~~*$ 0.58*~~		
~~*Options cancelled*~~	~~*(76,860)*~~	~~*$0.74*~~		
~~***Outstanding as of July 31, 2024***~~	~~*8,690,806*~~	~~*$0.78*~~	~~*2.2*~~	~~*$12,061*~~
~~*Options vested and expected to vest as of July 31, 2024*~~	~~*8,690,806*~~	~~*$0.78*~~	~~*2.2*~~	~~*$12,061*~~
~~*Exercisable as of July 31, 2024*~~	~~*8,690,806*~~	~~*$0.78*~~	~~*2.2*~~	~~*$12,061*~~

~~***- Definition***~~

~~***The entire disclosure for share-based payment arrangement.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -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 (h)(2) -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 (h)(2)(i) -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 (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2***~~

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~~***Name:us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration***~~

~~***- References***~~

~~***No definition available.***~~

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~~***Name:us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance***~~

~~Type:na Period Type:duration XML 35 R18.htm IDEA: XBRL DOCUMENT~~

~~Income Taxes~~ ~~6 Months Ended~~
~~Jul. 31, 2024~~

~~Income Tax Disclosure [Abstract]~~ ~~Income Taxes~~ ~~Income Taxes~~

~~The income tax provision for interim periods is determined using an estimate of the Company’s annual effective tax rate as adjusted for discrete items arising in that quarter. The effective income tax rate was (2.5)% and (0.7)% for the three months ended July 31, 2024 and 2023, respectively. The effective income tax rate was (1.5)% and (0.2)% for the six months ended July 31, 2024 and 2023, respectively. The effective tax rate differs from the U.S. statutory rate primarily due to the full valuation allowances on the Company’s net domestic deferred tax assets as it is more likely than not that all of the deferred tax assets will not be realized.~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_IncomeTaxDisclosureAbstract~~ ~~Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~The entire disclosure for income tax.~~

~~+ References~~

~~Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2~~

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~~**Name:us-gaap_IncomeTaxDisclosureTextBlock** **Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration**~~

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~~**Basic and Diluted Net Loss per Share6 Months Ended**~~
~~**Jul. 31, 2024**~~

~~**Earnings Per Share [Abstract]** **Basic and Diluted Net Loss per Share**~~ ~~**Basic and Diluted Net Loss per Share**~~

~~*The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders for the three and six months ended July 31, 2024 and 2023:*~~

	~~**Three Months EndedJuly 31,**~~		~~**Six Months EndedJuly 31,**~~	
~~**(in thousands, except share and per share data)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~**Numerator:**~~				
~~*Net loss*~~	~~*$(68,874)*~~	~~*$(125,255)*~~	~~*$(140,673)*~~	~~*$(204,643)*~~
~~**Denominator:**~~				
~~*Weighted average common shares outstanding*~~	~~*427,532,688*~~	~~*355,893,921*~~	~~*425,434,765*~~	~~*353,031,968*~~
~~*Less: Weighted average unvested restricted shares and shares subject to repurchase*~~	~~*—*~~	~~*(17,114)*~~	~~*—*~~	~~*(23,495)*~~
~~*Weighted average shares outstanding - Basic and Diluted*~~	~~*427,532,688*~~	~~*355,876,807*~~	~~*425,434,765*~~	~~*353,008,473*~~
~~***Net loss per share - Basic and Diluted***~~	~~***$(0.16)***~~	~~***$(0.35)***~~	~~***$(0.33)***~~	~~***$(0.58)***~~

~~*The potential shares of Common Stock that were excluded from the computation of diluted net loss per share attributable to common stockholders at each period end because including them would have had an antidilutive effect were as follows:*~~

	~~**July 31,2024**~~	~~**July 31,2023**~~
~~*2028 Convertible Notes (on an as-converted basis)*~~	~~*24,999,990*~~	~~*12,483,569*~~
~~*Options to purchase common stock*~~	~~*8,690,806*~~	~~*15,366,376*~~
~~*Restricted stock units*~~	~~*41,027,769*~~	~~*22,763,199*~~
~~*Unvested early exercised common stock options*~~	~~*—*~~	~~*12,178*~~
~~*Common stock warrants*~~	~~*34,499,436*~~	~~*34,499,436*~~
~~*Employee stock purchase plan*~~	~~*6,354,138*~~	~~*2,739,885*~~
~~***Total potentially dilutive common share equivalents***~~	~~***115,572,139***~~	~~***87,864,643***~~

~~*PRSUs granted were excluded from the above table because the respective stock price targets have not been met as of July 31, 2024.*~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_EarningsPerShareAbstract*** ***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***The entire disclosure for earnings per share.***~~

~~***+ References***~~

~~***Reference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3***~~

~~*+ Details*~~

~~***Name:us-gaap_EarningsPerShareTextBlock** **Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML***~~

~~***37 R20.htm IDEA: XBRL DOCUMENT***~~

~~***Subsequent Event***~~	~~***6 Months Ended***~~ ~~***Jul. 31, 2024***~~
~~***Subsequent Events [Abstract]***~~	
~~***Subsequent Event***~~	~~***Subsequent Event***~~

~~*On September 4, 2024, the Company announced the reorganization of its operations including a reduction of the Company's current global workforce by approximately 15% (the “September 2024 Reorganization”). The Company estimates the aggregate restructuring costs associated with the September 2024 Reorganization to be approximately $10.0 million, primarily consisting of severance payments, employee benefits and related costs. The Company expects to incur these costs primarily during the third and fourth fiscal quarters.*~~

~~*The estimates of the charges and expenditures that the Company expects to incur in connection with the September 2024 Reorganization, and the timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and actual amounts may differ materially from estimates. In addition, the Company may incur other charges or cash expenditures not currently contemplated due to unanticipated events that may occur, including in connection with the implementation of the September 2024 Reorganization.*~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_SubsequentEventsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***The 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.***~~

~~***+ References***~~

~~***Reference 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***~~

~~***38 R21.htm IDEA: XBRL DOCUMENT***~~

~~***Pay vs Performance Disclosure - USD ($) $ in Thousands***~~	~~***3 Months Ended***~~ ~~***Jul. 31, 2024***~~	~~***Apr. 30, 2024***~~	~~***Jul. 31, 2023***~~	~~***Apr. 30, 2023***~~	~~***6 Months Ended***~~ ~~***Jul. 31, 2024***~~	~~***Jul. 31, 2023***~~
~~***Pay vs Performance Disclosure***~~						
~~***Net loss***~~	~~***$ (68,874)***~~	~~***$ (71,799)***~~	~~***$ (125,255)***~~	~~***$ (79,388)***~~	~~***$ (140,673)***~~	~~***$ (204,643)***~~

~~***- References***~~

~~***Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1***~~

~~***+ Details***~~

~~***Name:ecd_PvpTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***The portion of profit or loss for the period, net of income taxes, which is attributable to the parent.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147483443/250-10-50-6Reference 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/1943274/2147483443/250-10-50-9Reference 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/1943274/2147476176/805-60-65-1Reference 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/1943274/2147478666/740-323-65-2Reference 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-S99-2Reference 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-S99-1Reference 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/1943274/2147481687/323-10-50-3Reference 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/1943274/2147482907/825-10-50-28Reference 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/1943274/2147482765/220-10-50-6Reference 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/1943274/2147483443/250-10-50-3Reference 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/1943274/2147483443/250-10-50-1Reference 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/1943274/2147480175/815-40-65-1Reference 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/1943274/2147479168/946-830-55-10Reference 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/1943274/2147479105/946-220-45-7Reference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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-S99-1AReference 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 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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-S99-1BReference 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-S99-1BReference 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)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 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/1943274/2147482790/220-10-45-1AReference 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://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 39 R22.htm IDEA: XBRL DOCUMENT~~
~~Insider Trading Arrangements3 Months Ended~~
~~Jul. 31, 2024~~
~~Trading Arrangements, by Individual Rule 10b5-1 Arrangement Adoptedfalse Non-Rule 10b5-1 Arrangement Adoptedfalse Rule 10b5-1 Arrangement Terminatedfalse Non-Rule 10b5-1 Arrangement Terminatedfalse~~
~~- References~~

~~Reference 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~~

~~- References~~

~~Reference 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_NonRule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration~~

~~- References~~

~~Reference 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~~

~~- References~~

~~Reference 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_Rule10b51ArrTrmntdFlag Namespace Prefix:ecd_ Data Type:xbrli:booleanItemType Balance Type:na Period Type:duration~~

~~- References~~

~~Reference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A~~

~~+ Details~~
~~Name:ecd_TradingArrByIndTable Namespace Prefix:ecd_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration XML 40 R23.htm IDEA: XBRL DOCUMENT~~
~~Summary of Significant Accounting Policies (Policies)6 Months Ended~~
~~Jul. 31, 2024~~
~~Accounting Policies [Abstract] Basis of Presentation~~
~~The condensed consolidated financial statements and accompanying notes are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and regulations of the U.S. Securities and Exchange Commission (“SEC”) for interim financial reporting. The Company’s condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated upon consolidation. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations.~~

~~Basis of Presentation Reverse Recapitalization~~

~~Reverse Recapitalization~~

~~On February 26, 2021, Lightning Merger Sub Inc., a wholly-owned subsidiary of Switchback Energy Acquisition Corporation (“Switchback”), merged with ChargePoint, Inc. (“Legacy ChargePoint”), with Legacy ChargePoint surviving as a wholly-owned subsidiary of Switchback (the “Merger”). The Merger was accounted for as a reverse capitalization in accordance with U.S. GAAP (“Reverse Recapitalization”). As a result of the Merger, Switchback was renamed “ChargePoint Holdings, Inc.” Immediately prior to the closing of the Merger (the “Closing”), Legacy ChargePoint’s outstanding series of redeemable convertible preferred stock were converted to Legacy ChargePoint common stock, which then converted to the Company’s common stock (“Common Stock”). Use of Estimates~~

~~Use of Estimates~~

~~The preparation of the accompanying condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results and outcomes could differ significantly from the Company’s estimates, judgments and assumptions. Significant estimates include determining standalone selling price for performance obligations in contracts with customers, the estimated expected benefit period for deferred contract acquisition costs, allowances for expected credit losses, inventory reserves, loss on purchase commitment, the useful lives of long-lived assets, the determination of the incremental borrowing rate used for operating lease liabilities, valuation of acquired goodwill and intangible assets, and other assumptions used to measure stock-based compensation, and the valuation of deferred income tax assets and uncertain tax positions. These estimates and assumptions are based on management’s best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company adjusts such estimates and~~

~~*assumptions when facts and circumstances dictate. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.*~~ ~~***Concentration of Credit Risk and Other Risks and Uncertainties***~~

~~***Concentration of Credit Risk and Other Risks and Uncertainties***~~

~~*Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and accounts receivable. Cash and cash equivalents are held in domestic and foreign cash accounts across large, creditworthy financial institutions. The Company has not experienced any losses on its deposits of cash and cash equivalents through*~~

~~*deposits with federally insured commercial banks and at times cash deposit balances may be in excess of federal insurance limits.*~~

~~*Accounts receivable are stated at the amount the Company expects to collect. The Company generally does not require collateral or other security in support of accounts receivable. To reduce credit risk, management performs ongoing credit evaluations of its customers' financial condition.*~~ ~~***Segment Reporting***~~

~~***Segment Reporting***~~

~~*Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief decision maker ("CODM"). The Company operates as one operating segment because its Chief Executive Officer, as the Company's CODM, reviews its financial information on a consolidated basis for purposes of making decisions regarding allocating resources and assessing performance. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels of components below the consolidated unit level.*~~ ~~***Cash, Cash Equivalents, and Restricted Cash***~~

~~***Cash, Cash Equivalents, and Restricted Cash***~~

~~*The Company considers all highly liquid investments with an original maturity of three months or less, when purchased, to be cash equivalents. Cash equivalents may be invested in money market funds. Cash and cash equivalents are carried at cost, which approximates their fair value.*~~

~~*Restricted cash relates to cash deposits restricted under letters of credit issued in support of customer and contract manufacturer agreements.*~~ ~~***Fair Value of Financial Instruments***~~

~~***Fair Value of Financial Instruments***~~

~~*Fair value is defined as an exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities measured at fair value are classified into the following categories based on the inputs used to measure fair value:*~~

- ~~*(Level 1) — Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;*~~
- ~~*(Level 2) — Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly; and*~~
- ~~*(Level 3) — Inputs that are unobservable for the asset or liability.*~~

~~*The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Company's assessment of a particular input to the fair value measurement requires management to make judgments and consider factors specific to the asset or liability. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented. The Company had no material non-financial assets valued on a non-recurring basis that resulted in an impairment in any period presented.*~~

~~*The carrying values of the Company's cash equivalents, accounts receivable, net, accounts payable, and accrued and other current liabilities approximate fair value based on the highly liquid, short-term nature of these instruments.*~~ ~~***Revenue Recognition***~~

~~***Revenue Recognition***~~

~~*ChargePoint accounts for revenue in accordance with ASC 606, Revenue from Contracts with Customers ("ASC 606"). The Company recognizes revenue using the following five-step model as prescribed by ASC 606:*~~

- ~~*Identification of the contract, or contracts, with a customer;*~~
- ~~*Identification of the performance obligations in the contract;*~~
- ~~*Determination of the transaction price;*~~
- ~~*Allocation of the transaction price to the performance obligations in the contract; and*~~
- ~~*Recognition of revenue when, or as, the Company satisfies a performance obligation.*~~

~~*Significant judgment and estimates are necessary for the allocation of the proceeds received from an arrangement to the multiple performance obligations and the appropriate timing of revenue recognition. The Company enters into contracts with customers that regularly include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, extended maintenance, and professional services. For arrangements with multiple products or services, the Company evaluates whether the individual products or services qualify as distinct performance obligations. In its assessment of whether products or services are a distinct performance obligation, the Company determines whether the customer can benefit from the product or service on its own or with other readily available resources and whether the service is separately identifiable from other products or services in the contract. This evaluation requires the Company to assess the nature of each of its Networked Charging Systems, subscriptions, and other offerings and how each is provided in the context of the contract, including whether they are significantly integrated which may require judgment based on the facts and circumstances of the contract.*~~

~~*The transaction price for each contract is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised products or services to the customer. Collectability of revenue is reasonably assured based on historical evidence of collectability of fees the Company charges its customers. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. Revenue is recorded based on the transaction price excluding amounts collected on behalf of third parties such as sales taxes, which are collected on behalf of and remitted to governmental authorities, or driver fees, collected on behalf of customers who offer public charging for a fee.*~~

~~*When agreements involve multiple distinct performance obligations, the Company accounts for individual performance obligations separately if they are distinct. The Company applies significant judgment in identifying and accounting for each performance obligation, as a result of evaluating terms and conditions in contracts. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. The Company determines SSP based on observable standalone selling price when it is available, as well as other factors, including the price charged to its customers, its*~~

~~*discounting practices, and its overall pricing objectives, while maximizing observable inputs. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, the Company estimates the SSP using the residual approach.*~~
~~*The Company usually bills its customers at the onset of the arrangement for both the products and a predetermined period of time for services. Contracts for services typically range from annual to multi-year agreements with typical payment terms of 30 to 90 days.*~~

~~*Networked Charging Systems revenue*~~

~~*Networked Charging Systems revenue includes revenue related to the deliveries of EV charging system infrastructure and fees received for transferring regulatory credits earned for participating in low carbon fuel programs in jurisdictions with such programs. The Company recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory credits is recognized at the point in time the regulatory credits are transferred.*~~

~~*Subscriptions revenue*~~

~~*Subscriptions revenue consists of services related to Cloud, as well as extended maintenance service plans under Assure. Subscriptions revenue is recognized over time on a straight-line basis as the Company has a stand-ready obligation to deliver such services to the customer.*~~

~~*Subscriptions revenue also consists of CPaaS revenue, which combines the customer's use of the Company's owned and operated systems with Cloud and Assure programs into a single subscription. CPaaS subscriptions are considered for accounting purposes to contain a lease for the customer's use of the Company's owned and operated systems unless the location allows the Company to receive incremental economic benefit from regulatory credits earned on that owned and operated system. The leasing arrangements the Company enters into with lessees are operating leases. The Company recognizes operating lease revenue on a straight-line basis over the lease term and expenses deferred initial direct costs on the same basis. Lessor revenue relates to operating leases and historically has not been material.*~~

~~*Other revenue*~~

~~*Other revenue consists of charging related fees received from drivers using charging sites owned and operated by the Company, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by ChargePoint customers, and other professional services. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as the Company has a stand-ready obligation to deliver such services. Revenue from driver charging sessions and charging transaction fees is recognized at the point in time the charging session or transaction is completed. Revenue from professional services is recognized as the services are rendered.*~~ ~~***Accounting Pronouncements***~~

~~***Accounting Pronouncements***~~

~~*Recent Issued Accounting Standards Not Yet Adopted*~~

~~*In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," ("ASU 2023-07") which amends and enhances the disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses and information used to assess segment performance. All disclosure requirements under this standard will also be required for public entities with a single reportable segment. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2023, including interim periods within fiscal years beginning after December 15, 2024. The Company plans to adopt ASU 2023-07 and conform with applicable disclosures retrospectively when it becomes mandatorily effective for the Annual Report on Form 10-K for the year ending January 31, 2025.*~~

~~*In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which requires companies to provide disaggregated information about a reporting entity's effective tax rate reconciliation as well as further disaggregation on income taxes paid disclosure by federal, state, and foreign taxes. The guidance is effective for public business entities for the fiscal years beginning*~~

~~*after December 15, 2024. The Company is currently assessing the impact of adopting this standard on the condensed consolidated financial statements and related disclosures.*~~

~~***- References***~~

~~***No definition available.***~~

~~***+ Details***~~

~~***Name:us-gaap_AccountingPoliciesAbstract***~~ ~~***Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***Disclosure 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).***~~

~~***+ References***~~

~~No definition available.~~

~~+ Details~~
~~Name:us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration~~

~~- Definition~~

~~Disclosure of accounting policy for completed business combinations (purchase method, acquisition method or combination of entities under common control). This accounting policy may include a general discussion of the purchase method or acquisition method of accounting (including for example, the treatment accorded contingent consideration, the identification of assets and liabilities, the purchase price allocation process, how the fair values of acquired assets and liabilities are determined) and the entity's specific application thereof. An entity that acquires another entity in a leveraged buyout transaction generally discloses the accounting policy followed by the acquiring entity in determining the basis used to value its interest in the acquired entity, and the rationale for that accounting policy.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 805 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479515/805-10-05-4~~

~~+ Details~~
~~Name:us-gaap_BusinessCombinationsPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Disclosure of accounting policy for cash and cash equivalents, including the policy for determining which items are treated as cash equivalents. Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-1~~

~~+ Details~~
~~Name:us-gaap_CashAndCashEquivalentsPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration~~

~~- Definition~~

~~Disclosure of accounting policy for credit risk.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 825 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478898/942-825-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1~~

~~+ Details~~
~~Name:us-gaap_ConcentrationRiskCreditRisk Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Disclosure of accounting policy for determining the fair value of financial instruments.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 825 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-1~~

~~+ Details~~
~~Name:us-gaap_FairValueOfFinancialInstrumentsPolicy Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration~~

~~- Definition~~

~~Disclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~
~~Name:us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Disclosure of accounting policy for revenue from contract with customer.~~

~~+ References~~

~~Reference 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/1943274/2147479806/606-10-50-17Reference 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/1943274/2147479806/606-10-50-19Reference 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/1943274/2147479806/606-10-50-18Reference 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/1943274/2147479806/606-10-50-18Reference 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/1943274/2147479806/606-10-50-20Reference 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/1943274/2147479806/606-10-50-20Reference 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/1943274/2147479806/606-10-50-20Reference 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/1943274/2147479806/606-10-50-20Reference 9: 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/1943274/2147483426/235-10-50-4Reference 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***~~

~~***- Definition***~~

~~***Disclosure of accounting policy for segment reporting.***~~

~~***+ References***~~

~~***Reference 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/1943274/2147482810/280-10-50-41Reference 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/1943274/2147482785/280-10-55-47Reference 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/1943274/2147482810/280-10-50-29Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 54 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-54Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 36 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-36Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-47Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-29***~~

~~***+ Details***~~

~~***Name:us-gaap_SegmentReportingPolicyPolicyTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type: duration***~~

~~- Definition~~

~~Disclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8~~

~~+ Details~~

~~Name:us-gaap_UseOfEstimates Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 41 R24.htm~~

~~IDEA: XBRL DOCUMENT~~

~~Summary of Significant Accounting Policies (Tables)~~ ~~6 Months Ended~~
~~Jul. 31, 2024~~

~~Accounting Policies [Abstract]~~ ~~Schedule of Cash and Cash Equivalents~~

~~The reconciliation of cash, cash equivalents, and restricted cash to amounts presented in the condensed consolidated statements of cash flows was as follows:~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Cash and cash equivalents~~	~~$243,263~~	~~$327,410~~
~~Restricted cash~~	~~400~~	~~30,400~~
~~**Total cash, cash equivalents, and restricted cash**~~	~~**$243,663**~~	~~**$357,810**~~

~~Restrictions on Cash and Cash Equivalents~~

~~The reconciliation of cash, cash equivalents, and restricted cash to amounts presented in the condensed consolidated statements of cash flows was as follows:~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Cash and cash equivalents~~	~~$243,263~~	~~$327,410~~
~~Restricted cash~~	~~400~~	~~30,400~~
~~**Total cash, cash equivalents, and restricted cash**~~	~~**$243,663**~~	~~**$357,810**~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_AccountingPoliciesAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of the components of cash and cash equivalents.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_ScheduleOfCashAndCashEquivalentsTableTextBlock~~ ~~Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage.~~

~~+ References~~

~~Reference 1: 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)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-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(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 8 -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8~~

~~+ Details~~

~~Name:us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock~~ ~~Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration XML 42 R25.htm IDEA: XBRL DOCUMENT~~

~~Goodwill and Intangible Assets (Tables)6 Months Ended~~
~~Jul. 31, 2024~~

~~Goodwill and Intangible Assets Disclosure [Abstract]~~ ~~Schedule of Goodwill~~

~~The following table summarizes the changes in carrying amounts of goodwill (in thousands):~~

~~Balance as of January 31, 2024~~	**~~$213,750~~**
~~Foreign exchange fluctuations~~	~~7~~
~~Balance as of July 31, 2024~~	**~~$213,757~~**

~~Schedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination~~

~~The following table presents the details of intangible assets:~~

	~~July 31, 2024~~			
~~(amounts in thousands, useful lives in years)~~	**~~Cost (1)~~**	**~~Accumulated Amortization (1)~~**	**~~Net (1)~~**	**~~Useful Life~~**
~~Customer relationships~~	~~$90,759~~	~~$(25,840)~~	~~$64,919~~	~~10~~
~~Developed technology~~	~~18,358~~	~~(8,787)~~	~~9,571~~	~~6~~
	~~$109,117~~	**~~$(34,627)~~**	**~~$74,490~~**	

~~(1) Values are translated into U.S. Dollars at period-end foreign exchange rates.~~

	~~January 31, 2024~~			
~~(amounts in thousands, useful lives in years)~~	**~~Cost (1)~~**	**~~Accumulated Amortization (1)~~**	**~~Net (1)~~**	**~~Useful Life~~**
~~Customer relationships~~	~~$90,755~~	~~$(21,301)~~	~~$69,454~~	~~10~~
~~Developed technology~~	~~18,358~~	~~(7,257)~~	~~11,101~~	~~6~~
	~~$109,113~~	**~~$(28,558)~~**	**~~$80,555~~**	

~~(1) Values are translated into U.S. Dollars at period-end foreign exchange rates.~~

~~Schedule of Finite-Lived Intangible Assets Amortization Expense~~

~~The following table presents the amortization expense related to intangible assets:~~

	~~Three Months EndedJuly 31,~~		**~~Six Months EndedJuly 31,~~**	
~~(in thousands)~~	**~~2024~~**	**~~2023~~**	**~~2024~~**	**~~2023~~**
~~Amortization expense~~	~~$3,028~~	~~$3,039~~	~~$6,051~~	~~$6,077~~

~~- Definition~~

~~Tabular disclosure of amortization expense of assets, excluding financial assets, that lack physical substance, having a limited useful life.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseTableTextBlock~~ ~~Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_GoodwillAndIntangibleAssetsDisclosureAbstract~~ ~~Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular 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.~~

~~+ References~~

~~Reference 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:textBlockItemType Balance Type:na Period Type:duration***~~

~~***- Definition***~~

~~***Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule.***~~

~~***+ References***~~

~~***Reference 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 -Subparagraph (b) -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:textBlockItemType Balance Type:na Period Type:duration XML**~~

~~**43 R26.htm IDEA: XBRL DOCUMENT**~~

~~Composition of Certain Financial Statement Items (Tables)6 Months Ended Jul. 31, 2024~~

~~Organization, Consolidation and Presentation of Financial Statements [Abstract]~~ ~~Schedule of Inventories~~

~~*Inventories consisted of the following:*~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Raw materials~~	~~$9,676~~	~~$5,322~~
~~Finished goods and components~~	~~218,843~~	~~193,258~~
~~**Total Inventories**~~	~~**$228,519**~~	~~**$198,580**~~

~~Schedule of Other Current Assets~~

~~*Prepaid expense and other current assets consisted of the following:*~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Prepaid expense~~	~~$46,941~~	~~$43,389~~
~~Other current assets~~	~~22,308~~	~~18,855~~
~~**Total Prepaid Expense and Other Current Assets**~~	~~**$69,249**~~	~~**$62,244**~~

~~Schedule of Property and Equipment, Net~~

~~*Property and equipment, net consisted of the following:*~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Furniture and fixtures~~	~~$1,720~~	~~$1,718~~
~~Computers and software~~	~~9,310~~	~~8,520~~
~~Machinery and equipment~~	~~38,482~~	~~35,954~~
~~Tooling~~	~~16,219~~	~~15,852~~
~~Leasehold improvements~~	~~9,970~~	~~9,828~~
~~Owned and operated systems~~	~~29,615~~	~~27,723~~
~~Construction in progress~~	~~1,702~~	~~2,310~~
	~~107,018~~	~~101,905~~
~~Less: Accumulated depreciation~~	~~(67,712)~~	~~(59,459)~~
~~**Total Property and Equipment, Net**~~	~~**$39,306**~~	~~**$42,446**~~

~~*The following table presents the depreciation expense:*~~

	~~**Three Months EndedJuly 31,**~~		~~**Six Months EndedJuly 31,**~~	
~~**(in thousands)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~Depreciation expense~~	~~4,423~~	~~3,925~~	~~8,844~~	~~7,941~~

~~Schedule of Accrued and Other Current Liabilities~~

~~*Accrued and other current liabilities consisted of the following:*~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Accrued expenses~~	~~$36,175~~	~~$51,399~~
~~Accrued losses on purchase commitments~~	~~27,547~~	~~30,054~~
~~Refundable customer deposits~~	~~16,875~~	~~16,588~~
~~Payroll and related expenses~~	~~13,981~~	~~16,018~~
~~Taxes payable~~	~~17,615~~	~~14,294~~
~~Other current liabilities~~	~~34,486~~	~~30,751~~
~~**Total Accrued and Other Current Liabilities**~~	~~**$146,679**~~	~~**$159,104**~~

~~Schedule of Revenue~~

~~*Revenue consisted of the following:*~~

	~~**Three Months EndedJuly 31,**~~		~~**Six Months EndedJuly 31,**~~	
~~**(in thousands)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~United States~~	~~$76,818~~	~~$112,960~~	~~$155,633~~	~~$210,091~~
~~Rest of World~~	~~31,721~~	~~37,534~~	~~59,949~~	~~70,432~~
~~**Total revenue**~~	~~**$108,539**~~	~~**$150,494**~~	~~**$215,582**~~	~~**$280,523**~~

~~Schedule of Deferred Revenue~~

~~*The following table shows the total deferred revenue for each period presented.*~~

~~**(in thousands)**~~	~~**July 31,2024**~~	~~**January 31,2024**~~
~~Deferred revenue~~	~~238,553~~	~~231,439~~

~~*The following table shows the revenue recognized that was included in the deferred revenue balance at the beginning of the period.*~~

	~~**Three Months EndedJuly 31,**~~		~~**Six Months EndedJuly 31,**~~	
~~**(in thousands)**~~	~~**2024**~~	~~**2023**~~	~~**2024**~~	~~**2023**~~
~~Deferred revenue recognized~~	~~$27,975~~	~~$24,418~~	~~$59,777~~	~~$50,432~~

~~**- Definition**~~

~~**Tabular disclosure of disaggregation of revenue into categories depicting how nature, amount, timing, and uncertainty of revenue and cash flows are affected by economic factor.**~~

~~**+ References**~~

~~**Reference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5**~~

~~+ Details~~

~~Name:us-gaap_DisaggregationOfRevenueTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix:us-gaap_ Data Type:xbrli:stringItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation.~~

~~+ References~~

~~Reference 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~~

~~+ Details~~

~~Name:us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue.~~

~~+ References~~

~~Reference 1: http://fasb.org/us-gaap/role/ref/legacyRef -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~~

~~+ Details~~

~~Name:us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of the components of accrued liabilities.~~

~~+ References~~

~~No definition available.~~

~~+ Details~~

~~Name:us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix:us-gaap_ Data Type:dtr-types:textBlockItemType Balance Type:na Period Type:duration~~

~~- Definition~~

~~Tabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process.~~

~~+ References~~

~~Reference 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(6)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-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(6)(b)) -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(6)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483489/210-10-50-1~~