

REFINITIV

DELTA REPORT

10-Q

NRDS - NERDWALLET, INC.

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1225

CHANGES	151
DELETIONS	362
ADDITIONS	712

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended **September 30, 2023** **March 31, 2024**

OR

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

For the transition period from to

Commission file number 001-40994

NerdWallet, Inc.

(Exact name of registrant as specified in its charter)

Delaware

45-4180440

(State or other jurisdiction of incorporation or organization)

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

55 Hawthorne Street, **11th** **10th** Floor, San Francisco, California 94105

(Address of principal executive offices) (Zip code)

(415) 549-8913

(Registrant's telephone number, including area code)

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

Title of each class

Trading symbol(s)

Name of each exchange on which registered

Class A common stock, \$0.0001 par value

NRDS

The Nasdaq Global Market

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

The registrant had outstanding **44,439,538** **46,052,254** shares of Class A common stock and 31,685,652 shares of Class B common stock as of **October 20, 2023** **April 19, 2024**.

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Special Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will" or "would" or the negative of these words or other similar terms or expressions. These forward-looking statements include, but are not limited to, statements concerning the following:

- the effect of macroeconomic developments, including but not limited to, inflation, rising interest rates, tightening credit markets and general macroeconomic uncertainty on our business results of operations, financial condition and stock price;
- our expectations regarding our future financial and operating performance, including total revenue, cost of revenue, Adjusted non-GAAP operating income (loss), adjusted EBITDA and Monthly Unique Users;
- our ability to grow traffic and engagement on our platform;
- our expected returns on marketing investments and brand campaigns;
- our expectations about consumer demand for the products on our platform;
- our ability to convert users into Registered Users registered users and improve repeat user rates;
- our ability to convert consumers into matches with financial services partners;
- our ability to grow within existing and new verticals;

- our ability to expand geographically;
- our ability to maintain and expand our relationships with our existing financial services partners and to identify new financial services partners;
- our ability to build efficient and scalable technical capabilities to deliver personalized guidance and nudge users;
- our ability to maintain and enhance our brand awareness and consumer trust;
- our ability to generate high quality, engaging consumer resources;
- our ability to adapt to the evolving financial interests of consumers;
- our ability to compete with existing and new competitors in existing and new market verticals;
- our ability to maintain the security and availability of our platform;
- our ability to maintain, protect and enhance our intellectual property;
- our ability to identify, attract and retain highly skilled, diverse personnel;
- our ability to stay in compliance with laws and regulations that currently apply or become applicable to our business;
- the sufficiency of our cash, cash equivalents, and investments to meet our liquidity needs;
- our ability to effectively manage our growth and expand our infrastructure and maintain our corporate culture;
- our ability to successfully identify, manage, and integrate any existing and potential acquisitions;
- our ability to achieve expected synergies, accretive value and other benefits from completed acquisitions; and
- our share repurchase plan, including expectations regarding the amount, timing and manner of repurchases made under the plan.

You should not rely on forward-looking statements as predictions or guarantees of future events. We have based the forward-looking statements contained in this Quarterly Report on Form 10-Q primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition and operating results. **These** The outcome of the events described in these forward-looking statements **are** subject to risks, uncertainties and other factors described elsewhere in this Quarterly Report on Form 10-Q, in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**, and in our subsequent periodic filings with the U.S. Securities and Exchange Commission. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on our business or the forward-looking statements contained in this Quarterly Report on Form 10-Q. The results, events and circumstances reflected in the forward-looking statements may not be achieved or occur, and actual results, events or circumstances could differ materially from those described in the forward-looking statements.

The forward-looking statements made in this Quarterly Report on Form 10-Q **are** **made** **speak** only as of the date hereof. We undertake no obligation to update any forward-looking statements made in this Quarterly Report on Form 10-Q to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q or to reflect new information or the occurrence of unanticipated events, except as required by law. **Our** **forward-looking** **statements** **do** **not** **reflect** **the** **potential** **impact** **of** **any** **future** **acquisitions, mergers, dispositions, joint ventures or investments.**

In addition, statements that "we believe" and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q. While we believe that information provides a reasonable basis for these statements, that information may be limited or incomplete. Our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all relevant information. These statements are inherently uncertain, and investors are cautioned not to unduly rely on these statements.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

NERDWALLET, INC. AND SUBSIDIARIES **December**
CONDENSED CONSOLIDATED BALANCE SHEETS
Unaudited

March 31, 2023	31, 2022	March 31, 2024	December 31, 2023

(in millions, except share amounts which are in thousands and per share amounts)		(in millions, except share amounts which are in thousands and per share amounts)		September 30, 2023		December 31, 2022	
Assets	Assets	Assets	Assets	Assets	Assets	Assets	Assets
Assets							
Assets							
Current assets:							
Current assets:							
Current assets:							
Cash and cash equivalents							
Cash and cash equivalents							
Cash and cash equivalents		Cash and cash equivalents		\$ 86.6	\$ 83.9		
Accounts receivable—net		Accounts receivable—net		84.4	87.0		
Prepaid expenses and other current assets		Prepaid expenses and other current assets		23.8	18.3		
Total current assets		Total current assets		194.8	189.2		
Property, equipment and software—net		Property, equipment and software—net		52.8	49.1		
Goodwill		Goodwill		111.3	111.2		
Intangible assets—net		Intangible assets—net		50.5	64.1		
Right-of-use assets		Right-of-use assets		9.2	11.3		
Other assets		Other assets		2.2	0.8		
Total Assets	Total Assets	Total Assets		\$ 420.8	\$ 425.7		
Liabilities and Stockholders' Equity							
Current liabilities:							
Current liabilities:							
Accounts payable							
Accounts payable							
Accounts payable		Accounts payable		\$ 13.1	\$ 3.6		
Accrued expenses and other current liabilities		Accrued expenses and other current liabilities		31.9	37.9		
Contingent consideration—current		Contingent consideration—current		—	30.9		
Total current liabilities		Total current liabilities		45.0	72.4		
Other liabilities—noncurrent		Other liabilities—noncurrent		11.6	11.6		
Total liabilities	Total liabilities	Total liabilities		56.6	84.0		

Commitments and contingencies (Note 7)		Commitments and contingencies (Note 5)	
Stockholders' equity:	Stockholders' equity:	Commitments and contingencies (Note 5)	
Preferred stock —\$0.0001 par value per share—5,000 shares authorized; zero shares issued and outstanding	Preferred stock —\$0.0001 par value per share—5,000 shares authorized; zero shares issued and outstanding	—	—
Common stock—\$0.0001 par value per share—296,686 shares authorized; 76,994 and 75,120 shares issued and outstanding as of September 30, 2023 and December 31, 2022	—	—	—
Preferred stock—\$0.0001 par value per share—5,000 shares authorized; zero shares issued and outstanding	Preferred stock—\$0.0001 par value per share—5,000 shares authorized; zero shares issued and outstanding		
Common stock —\$0.0001 par value per share— 296,686 shares authorized; 77,720 and 76,940 shares issued and outstanding as of March 31, 2024 and December 31, 2023			
Additional paid-in capital	Additional paid-in capital	471.2	427.3
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(0.7)	(0.9)
Accumulated deficit	Accumulated deficit	(106.3)	(84.7)
Total stockholders' equity	Total stockholders' equity	364.2	341.7
Total Liabilities and Stockholders' Equity	Total Liabilities and Stockholders' Equity	\$ 420.8	\$ 425.7

See notes to condensed consolidated financial statements.

NERDWALLET, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Unaudited

		Three Months		Nine Months			
		Ended	Ended	Ended	Ended		
		September 30,	September 30,	September 30,	September 30,		
		Three Months	Three Months	Three Months	Three Months		
		Ended	Ended	Ended	Ended		
		March 31,	March 31,	March 31,	March 31,		
		Three Months	Three Months	Three Months	Three Months		
		Ended	Ended	Ended	Ended		
		March 31,	March 31,	March 31,	March 31,		
(in millions, except per share amounts)	(in millions, except per share amounts)	2023	2022	2023	2022	(in millions, except per share amounts)	
Revenue	Revenue	\$152.8	\$142.6	\$465.7	\$396.9		
Costs and Expenses:	Costs and Expenses:						
Cost of revenue	Cost of revenue	13.3	11.7	40.2	27.6		
Cost of revenue	Cost of revenue						
Research and development	Research and development	20.7	20.7	60.2	58.2		
Sales and marketing	Sales and marketing	100.6	103.2	321.1	288.1		
General and administrative	General and administrative	14.2	15.4	45.2	43.8		
Change in fair value of contingent consideration related to earnouts		—	0.4	—	6.1		
Total costs and expenses	Total costs and expenses	148.8	151.4	466.7	423.8		
Income (Loss) From Operations	Income (Loss) From Operations	4.0	(8.8)	(1.0)	(26.9)		
Other income (expense), net:							
Other income, net:							
Interest income	Interest income						
Interest income	Interest income	0.9	0.5	2.7	0.6		
Interest expense	Interest expense	(0.2)	(0.9)	(0.6)	(1.3)		

Other losses, net	Other losses, net	—	—	(0.1)	—
Total other income (expense), net		0.7	(0.4)	2.0	(0.7)
Total other income, net					
Income (loss) before income taxes	Income (loss) before income taxes	4.7	(9.2)	1.0	(27.6)
Income tax provision (benefit)	Income tax provision (benefit)	5.2	(9.9)	10.5	(8.5)
Net Income (Loss)		\$ (0.5)	\$ 0.7	\$ (9.5)	\$ (19.1)
Net Income (Loss) Per Share Attributable to Common Stockholders					
Net Income					
Net Income Per Share Attributable to Common Stockholders					
Net Income Per Share Attributable to Common Stockholders					
Net Income Per Share Attributable to Common Stockholders					
Basic					
Basic					
Basic	Basic	\$ (0.01)	\$ 0.01	\$ (0.12)	\$ (0.28)
Diluted	Diluted	\$ (0.01)	\$ 0.01	\$ (0.12)	\$ (0.28)
Weighted-Average Shares Used in Computing Net Income (Loss) Per Share Attributable to Common Stockholders					
Weighted-average Shares Used in Computing Net Income Per Share Attributable to Common Stockholders					
Weighted-average Shares Used in Computing Net Income Per Share Attributable to Common Stockholders					
Weighted-average Shares Used in Computing Net Income Per Share Attributable to Common Stockholders					
Basic					
Basic					
Basic	Basic	77.5	73.4	76.7	69.2
Diluted	Diluted	77.5	75.0	76.7	69.2

See notes to condensed consolidated financial statements.

NERDWALLET, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS INCOME

Unaudited

		Three Months Ended September 30,		Nine Months Ended September 30,			
		Three Months Ended March 31,		Three Months Ended March 31,			
		Three Months Ended March 31,		Three Months Ended March 31,			
(in millions)	(in millions)	2023	2022	2023	2022	(in millions)	
Net Income (Loss)		\$(0.5)	\$ 0.7	\$(9.5)	\$(19.1)		
Net Income							
Other	Other						
Comprehensive Income (Loss):	Comprehensive Income (Loss):						
Change in foreign currency translation	Change in foreign currency translation	(0.2)	(1.1)	0.2	(2.4)		
Comprehensive Loss		<u>\$(0.7)</u>	<u>\$(0.4)</u>	<u>\$(9.3)</u>	<u>\$(21.5)</u>		
Change in foreign currency translation							
Change in foreign currency translation							
Comprehensive Income							

See notes to condensed consolidated financial statements.

NERDWALLET, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

UNAUDITED

		Common Stock		Accumulated							
				Additional	Other						
		Common	Paid-in	Comprehensive	Accumulated	Stockholders'	Common				
		Stock	Capital	Loss	Deficit	Equity	Stock				
(in millions, except share amounts which are in thousands)	(in millions, except share amounts which are in thousands)	Shares	Amount	Accumulated				Additional	Paid-in	Accumulated	Other
Balance as of December 31,				Paid-in	Comprehensive	Accumulated	Stockholders'				
2022		75,120	\$ —	Capital	Loss	Deficit	Equity				
Balance as of December 31,											
2023											
Balance as of December 31,											
2023											
Balance as of December 31,											
2023											

2023

Issuance of Class A common stock upon exercise of stock options	Issuance of Class A common stock upon exercise of stock options	1,226	—	8.4	
Issuance of Class A common stock pursuant to settlement of restricted stock units	Issuance of Class A common stock pursuant to settlement of restricted stock units	380	—	—	
Class A common stock withheld related to net share settlement of restricted stock units	Class A common stock withheld related to net share settlement of restricted stock units	(15)	—	(0.3)	(0.3)
Stock-based compensation	Stock-based compensation		10.1		10.1
Other comprehensive income			0.2		0.2
Other comprehensive loss					
Net income	Net income			1.7	1.7
Balance as of March 31, 2023		76,711	\$ —	\$ 445.5	\$ (0.7)
Issuance of Class A common stock upon exercise of stock options		66	—	0.4	0.4
Issuance of Class A common stock pursuant to settlement of restricted stock units		674	—	—	
Class A common stock withheld related to net share settlement of restricted stock units		(25)	—	(0.2)	(0.2)
Issuance of Class A common stock under Employee Stock Purchase Plan		240	—	1.9	1.9
Repurchase of Class A common stock		(141)	—	(1.3)	(1.3)
Stock-based compensation			12.9		12.9
Other comprehensive income			0.2		0.2
Net loss				(10.7)	(10.7)
Balance as of June 30, 2023		77,525	\$ —	\$ 460.5	\$ (0.5)
Issuance of Class A common stock upon exercise of stock options		51	—	0.3	0.3
Issuance of Class A common stock pursuant to settlement of restricted stock units		657	—	—	

Class A common stock withheld related to net share settlement of restricted stock units	(30)	—	(0.2)	(0.2)
Repurchase of Class A common stock	(1,209)	—	(10.8)	(10.8)
Stock-based compensation		10.6		10.6
Other comprehensive loss		(0.2)		(0.2)
Net loss			(0.5)	(0.5)
Balance as of September 30, 2023	76,994	\$ —	\$ 471.2	\$ (0.7)
				\$ (106.3)
Balance as of March 31, 2024	76,994	\$ —	\$ 471.2	\$ 364.2

NERDWALLET, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Unaudited

	Common Stock		Accumulated									
	Common Stock	Shares	Additional Capital		Other		Stockholders' Equity	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
			Paid-in Capital	Income (Loss)	Comprehensive Income (Loss)	Accumulated Deficit						
(in millions, except share amounts which are in thousands)	(in millions, except share amounts which are in thousands)											
Balance as of December 31, 2021	66,722	\$ —	Paid-in Capital	—	Comprehensive Income (Loss)	—	Accumulated Deficit	—	Stockholders' Equity	—	—	—
Issuance of Class A common stock upon exercise of stock options	154	—	0.7				0.7					
Issuance of Class A common stock pursuant to settlement of restricted stock units	262	—					—					
Stock-based compensation			7.9				7.9					
Other comprehensive loss				(0.3)			(0.3)					
Net loss					(10.5)		(10.5)					
Balance as of March 31, 2022	67,138	\$ —	\$ 340.2	\$ 0.2	\$ (85.0)	\$ 255.4	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Issuance of Class A common stock upon exercise of stock options	629	—	3.6				3.6					
Issuance of Class A common stock pursuant to settlement of restricted stock units	400	—					—					
Issuance of Class A common stock under Employee Stock Purchase Plan	470	—	3.2				3.2					
Stock-based compensation			11.6				11.6					
Other comprehensive loss				(1.0)			(1.0)					
Net loss					(9.3)		(9.3)					
Balance as of June 30, 2022	68,637	\$ —	\$ 358.6	\$ (0.8)	\$ (94.3)	\$ 263.5	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Balance as of December 31, 2022	68,637	\$ —	\$ 358.6	\$ (0.8)	\$ (94.3)	\$ 263.5	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Balance as of December 31, 2022					
Balance as of December 31, 2022					
Issuance of Class A common stock upon exercise of stock options	Issuance of Class A common stock upon exercise of stock options	343	—	1.9	1.9
Issuance of Class A common stock pursuant to settlement of restricted stock units	Issuance of Class A common stock pursuant to settlement of restricted stock units	424	—	—	—
Class A common stock withheld related to net share settlement of restricted stock units	Class A common stock withheld related to net share settlement of restricted stock units	(17)	—	(0.1)	(0.1)
Issuance of Class A common stock for business combination	4,935	—	43.2	43.2	43.2
Stock-based compensation	Stock-based compensation	—	10.5	—	10.5
Other comprehensive loss			(1.1)	(1.1)	(1.1)
Other comprehensive income					
Net income	Net income	—	—	0.7	0.7
Balance as of September 30, 2022					
		<u>74,322</u>	<u>\$</u>	<u>—</u>	<u>\$ 414.1</u>
				<u>(1.9)</u>	<u>\$ (93.6)</u>
					<u>\$ 318.6</u>
Balance as of March 31, 2023					

See notes to condensed consolidated financial statements.

NERDWALLET, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

	Nine Months Ended	
	September 30,	
	2023	2022
<i>(in millions)</i>		
Operating Activities:		
Net loss	\$ (9.5)	\$ (19.1)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	36.0	25.6

Stock-based compensation	29.3	25.3
Change in fair value of contingent consideration related to earnouts	—	6.1
Deferred taxes	(0.4)	(12.5)
Non-cash lease costs	2.1	2.0
Other, net	1.2	0.9
Changes in operating assets and liabilities:		
Accounts receivable	1.6	(18.7)
Prepaid expenses and other assets	(6.2)	(2.0)
Accounts payable	7.6	(4.0)
Accrued expenses and other current liabilities	(5.9)	15.9
Payment of contingent consideration	(14.0)	(11.5)
Operating lease liabilities	(2.3)	(1.7)
Other liabilities	3.0	(1.4)
Net cash provided by operating activities	42.5	4.9
Investing Activities:		
Capitalized software development costs	(19.6)	(20.5)
Purchase of property and equipment	(0.5)	(4.3)
Business combination, net of cash acquired	—	(69.5)
Net cash used in investing activities	(20.1)	(94.3)
Financing Activities:		
Payment of contingent consideration	(16.9)	(19.0)
Proceeds from line of credit	7.5	70.0
Payments on line of credit	(7.5)	—
Payment of debt issuance costs	(1.1)	—
Proceeds from exercise of stock options	9.1	6.2
Issuance of Class A common stock under Employee Stock Purchase Plan	1.9	3.2
Repurchase of Class A common stock	(12.1)	—
Tax payments related to net-share settlements on restricted stock units	(0.7)	(0.1)
Net cash provided by (used in) financing activities	(19.8)	60.3
Effect of exchange rate changes on cash and cash equivalents	0.1	(0.3)
Net increase (decrease) in cash and cash equivalents	2.7	(29.4)
Cash and Cash Equivalents:		
Beginning of period	83.9	167.8
End of period	\$ 86.6	\$ 138.4

NERDWALLET, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

	Nine Months Ended September 30,		Three Months Ended March 31,		Three Months Ended March 31,
(in millions)	(in millions)	2023	2022	(in millions)	
Operating Activities:					
Net income					

Net income	
Net income	
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	
Depreciation and amortization	
Depreciation and amortization	
Stock-based compensation	
Deferred taxes	
Non-cash lease costs	
Other, net	
Changes in operating assets and liabilities:	
Accounts receivable	
Accounts receivable	
Accounts receivable	
Prepaid expenses and other assets	
Accounts payable	
Accrued expenses and other current liabilities	
Operating lease liabilities	
Other liabilities	
Net cash provided by operating activities	
Investing Activities:	
Purchase of investment	
Purchase of investment	
Purchase of investment	
Capitalized software development costs	
Purchase of property and equipment	
Net cash used in investing activities	
Financing Activities:	
Proceeds from line of credit	

Proceeds from line of credit		
Proceeds from line of credit		
Payments on line of credit		
Proceeds from exercise of stock options		
Tax payments related to net- share settlements on restricted stock units		
Net cash provided by financing activities		
Net increase in cash and cash equivalents		
Cash and Cash Equivalents:		
Beginning of period		
Beginning of period		
Beginning of period		
End of period		
Supplemental	Supplemental	
Disclosures of	Disclosures	
Non-Cash	of Non-Cash	
Investing and	Investing and	
Financing	Financing	
Activities:	Activities:	
Capitalized software development costs recorded in accounts payable and accrued expenses and other current liabilities	Capitalized software development costs recorded in accounts payable and accrued expenses and other current liabilities	\$ 2.6 \$1.1
Capitalized software development costs recorded in accounts payable and accrued expenses and other current liabilities		
Capitalized software development costs recorded in accounts payable and accrued expenses and other current liabilities		

Purchase of property and equipment recorded in accounts payable and accrued expenses and other current liabilities	
Supplemental Disclosures of Cash Flow Information:	Supplemental Disclosures of Cash Flow Information:
Income tax payments	
Income tax payments	
Income tax payments	Income tax payments \$11.7 \$3.1
Cash paid for interest	Cash paid for interest 0.3 0.8
Supplemental Cash Flow Disclosure Related to Operating Leases:	Supplemental Cash Flow Disclosure Related to Operating Leases:
Cash paid for amounts included in the measurement of lease liabilities	Cash paid for amounts included in the measurement of lease liabilities \$ 2.7 \$2.2
Cash paid for amounts included in the measurement of lease liabilities	
Cash paid for amounts included in the measurement of lease liabilities	

See notes to condensed consolidated financial statements.

NERDWALLET, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Unaudited

1. The Company and Basis of Presentation

The Company—NerdWallet, Inc., a Delaware corporation, was formed on December 29, 2011. NerdWallet, Inc. and its **wholly-owned** subsidiaries (collectively, the Company) provide consumer-driven advice about personal finance through its platform by connecting individuals and small and mid-sized businesses (SMBs) with providers of financial products.

Basis of Consolidation and Presentation—The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and applicable rules and regulations of the U.S. Securities and Exchange Commission regarding interim financial reporting. Accordingly, the accompanying unaudited interim condensed consolidated financial statements do not include all disclosures normally required in annual consolidated financial statements prepared in accordance with GAAP. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**.

In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements, and include all adjustments, consisting only of normal recurring adjustments, necessary for the fair statement of the Company's financial position and results of operations for the periods presented. The accompanying unaudited interim condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. Certain comparative amounts for the three months ended March 31, 2023 have been reclassified to conform to the financial statement presentation as of and for the three months ended March 31, 2024. The results of operations for the three and nine months ended September 30, 2023 March 31, 2024 are not necessarily indicative of the results to be expected for the full year or any other future period.

Concentrations of Credit Risk—Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. While the Company deposits cash and cash equivalents with high credit quality financial institutions, including First Citizens Bank & Trust Company (through its Silicon Valley Bank division), HSBC and JPMorgan Chase Bank, N.A., to lessen the Company's exposure, such cash deposits may exceed federally insured limits at these financial institutions. To mitigate the risk associated with deposits exceeding federally insured limits, the Company manages exposure by utilizing deposit accounts which include sweep features to third-party money market funds, with total money market funds of \$64.2 million and \$75.4 million as of September 30, 2023 and December 31, 2022, respectively. Based on these facts, collectability of bank balances appears to be adequately assured.

Significant Accounting Policies—During the nine three months ended September 30, 2023 March 31, 2024, the Company made a strategic investment of \$8.1 million in equity securities of a privately-held company over which the Company does not exercise significant influence. See Note 4—Significant Condensed Consolidated Balance Sheet Components for further discussion. During the three months ended March 31, 2024, there have been no other material changes to the Company's significant accounting policies as disclosed in Note 1—The Company and its Significant Accounting Policies in the notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

2. Revenue

The following presents a disaggregation of the Company's revenue based on product category:

	Three Months		Nine Months		
	Ended	Ended	Ended	Ended	
	September 30,	September 30,	September 30,	September 30,	
Three Months					
Ended					
March 31,					
Three Months					
Ended					
March 31,					
Three Months					
Ended					
March 31,					
(in millions)		(in millions)		(in millions)	
Credit cards	Credit cards	\$ 54.0	\$ 57.4	\$ 166.5	\$ 157.2
Loans	Loans	32.9	28.4	78.0	86.7
Other verticals		65.9	56.8	221.2	153.0
SMB products					
Emerging verticals					
Total revenue	Total revenue	\$152.8	\$142.6	\$465.7	\$396.9
					2024
					2023

During the three months ended March 31, 2024, the Company recognized \$4.1 million of revenue that was deferred as of December 31, 2023. Revenue recognized during the three months ended March 31, 2023 which was deferred as of December 31, 2022 was immaterial.

The contract asset recorded within prepaid expenses and other current assets on the condensed consolidated balance sheet related to estimated variable consideration was \$6.9 million and \$5.8 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

NERDWALLET, INC. AND SUBSIDIARIES
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3. Fair Value Measurements

The Company's assets **and liabilities** that are measured at fair value on a recurring basis, by level, within the fair value hierarchy are summarized as follows:

(in millions)		Quoted Prices in Active Markets				Quoted Prices in Active Markets				Quoted Prices in Active Markets			
		Other Observable Inputs	Significant Unobservable Inputs	Total Carrying Value	Other Observable Inputs	Significant Unobservable Inputs	Total Carrying Value	Other Observable Inputs	Significant Unobservable Inputs	Total Carrying Value	Other Observable Inputs	Significant Unobservable Inputs	Total Carrying Value
As of September 30, 2023	1)	(Level 2)	(Level 3)	Total Carrying Value	(Level 1)	(Level 2)	(Level 3)	Total Carrying Value					
As of March 31, 2024													
Assets:													
Assets:													
Assets: Assets:													
Cash and cash equivalents	Cash and cash equivalents												
—money market funds	—money market funds												
		\$ 64.2	\$ —	\$ —		\$ 2.1	\$ —	\$ —	\$ 66.3				
		\$	=										
As of December 31, 2022													
Assets:													
Assets: Cash and cash equivalents—money market funds													
		\$ 75.4	\$ —	\$ —		\$ 2.0	\$ —	\$ —	\$ 77.4				
Certificate of deposit	Certificate of deposit												
		\$	=										
Liabilities:													
Contingent consideration													
		\$ —	\$ —	\$ —		\$ 30.9	\$ —	\$ 30.9	\$ 30.9				

Level 3 liabilities previously consisted entirely of contingent consideration, and the changes in fair value were as follows:

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Balance as of beginning of period	\$ —	\$ 29.9	\$ 30.9	\$ 54.7
Payment	—	—	(30.9)	(30.5)
Change in fair value, recognized in earnings	—	0.4	—	6.1
Balance as of end of period	\$ —	\$ 30.3	\$ —	\$ 30.3

As of December 31, 2022, Fundera Inc.'s revenue and profitability milestones for 2022 were achieved and the contingent consideration liability was recorded at the full payout amount, with the contingent consideration liability paid in full during the nine months ended September 30, 2023.

(in millions)	Quoted Prices	Other	Significant	Total

	in Active Markets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Carrying Value
As of December 31, 2023				
Assets:				
Cash and cash equivalents—money market funds	\$ 89.8	\$ —	\$ —	\$ 89.8
Certificate of deposit	—	2.1	—	2.1
	\$ 89.8	\$ 2.1	\$ —	\$ 91.9

4. Significant Condensed Consolidated Balance Sheet Components

Property, equipment and software, net includes capitalized software development costs, net of accumulated amortization, of \$48.7 \$47.4 million and \$43.9 \$49.0 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The Company capitalized \$7.9 \$6.4 million and \$25.7 \$8.6 million of software development costs during the three and nine months ended September 30, 2023, respectively, March 31, 2024 and \$8.9 million and \$25.8 million during the three and nine months ended September 30, 2022, 2023, respectively. The Company recorded amortization expense related to capitalized software development costs of \$7.3 \$8.0 million and \$20.9 \$6.6 million during the three and nine months ended September 30, 2023 March 31, 2024 and 2023, respectively.

During the three months ended March 31, 2024, respectively, the Company made a strategic investment of \$8.1 million in equity securities of a privately-held company over which the Company does not exercise significant influence. These equity securities do not have a readily determinable fair value and \$5.7 are accounted for under the measurement alternative. Under the measurement alternative, the carrying value of the security is measured at cost less any impairment, and adjusted for changes resulting from observable price changes in orderly transactions for identical or similar securities of the same issuer. An equity security without a readily determinable fair value is considered impaired when the fair value of the Company's interest is less than the carrying value. Equity investments without readily determinable fair values are included in other assets on the Company's condensed consolidated balance sheet, and any related gains or losses would be included in other gains (losses), net on the Company's condensed consolidated statements of operations. Equity investments without readily determinable fair values were \$8.1 million as of March 31, 2024, and \$16.0 million there were no related changes in carrying amount or impairment during the three and nine months ended September 30, 2022, respectively, March 31, 2024.

Accrued expenses and other current liabilities include operating lease liabilities of \$3.3 million and \$3.1 \$3.4 million as of September 30, 2023 both March 31, 2024 and December 31, 2022, respectively. December 31, 2023.

Other liabilities—noncurrent includes operating lease liabilities of \$7.1 \$5.2 million and \$9.6 \$6.2 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

NERDWALLET, INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS Unaudited

5. Business Combination

On the Barrelhead, Inc.—On July 11, 2022, the Company completed the acquisition of On the Barrelhead, Inc. (OTB), a data-driven platform that provides consumers and SMBs with credit-driven product recommendations. See Note 5—Business Combinations in the notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 for further discussion on the acquisition of OTB.

Unaudited Pro Forma Financial Information

The following unaudited pro forma financial information is presented as if the OTB acquisition, including the related debt financing, was completed on January 1, 2021. The pro forma financial information includes the historical operating results of the Company and OTB prior to the acquisition, with adjustments directly attributable to the acquisition. Pro forma adjustments have been made to reflect the incremental intangible asset amortization to be incurred based on the fair values and useful lives of each identifiable intangible asset, incremental stock-based compensation related to inducement equity awards, incremental compensation related to cash retention agreements, incremental interest expense related to debt drawn to finance the cash portion of the purchase price, the adjustment of acquisition-related expenses, and the related tax effects of pro forma adjustments for the period.

The unaudited pro forma financial information is as follows:

(in millions)	Three Months Ended		Nine Months Ended	
	September 30, 2022			
Revenue		\$ 144.8		\$ 441.9
Net loss		(10.1)		(34.4)

The unaudited pro forma financial information is not intended to present, or be indicative of, what the results of operations would have been for the combined company for the period presented had the acquisition actually occurred on January 1, 2021, nor is it meant to be indicative of results of operations that may be achieved by the combined company in the future. The unaudited pro forma financial information does not include any cost savings or other synergies that resulted, or may result, from the OTB acquisition or any estimated costs that will be incurred to integrate OTB. Future results may vary significantly from the results reflected in this unaudited pro forma financial information because of future events and transactions, as well as other factors.

6. Debt

Credit Facility—On September 26, 2023, NerdWallet, Inc. and three of its wholly-owned subsidiaries entered into a credit agreement (the Credit Agreement) with JPMorgan Chase Bank, National Association, as Administrative Agent, and a syndicate of lenders. The Credit Agreement provides for a \$125.0 million senior secured revolving credit facility (the Credit Facility), with the option to increase up to an additional \$75.0 million, and is available to be used by the Company and certain of its domestic subsidiaries for general corporate purposes, including acquisitions. The Credit Agreement includes a letter of credit sub-facility in the aggregate amount of \$10.0 million and a swingline sub-facility in the aggregate amount of \$10.0 million. The Credit Facility is secured by substantially all of the Company's assets. The Company and each of its material domestic subsidiaries is a guarantor of all of the obligations under the Credit Facility. The Credit Facility matures on September 26, 2028.

The Credit Facility replaces the Company's prior credit facility under the Amended and Restated Senior Secured Credit Facilities Credit Agreement dated February 19, 2021 between the Company and Silicon Valley Bank, as administrative agent, which was terminated substantially concurrently with the Company's entering into the Credit Agreement.

The Company is charged a commitment fee of between 0.25% and 0.35% of the total facility commitments, depending on the Company's total net leverage ratio.

Borrowings under the Credit Facility bear interest at a floating rate and may be maintained as alternate base rate loans (tied to the prime rate, the federal funds rate plus 0.50%, the overnight bank funding rate plus 0.50%, or the adjusted term secured overnight financing rate (SOFR) for a one-month period plus 1.00%) or as term benchmark loans tied to adjusted term SOFR plus 0.10%, in each case plus a margin of 2.25% to 2.75% depending on the Company's total net leverage ratio.

NERDWALLET, INC. AND SUBSIDIARIES

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The Credit Agreement requires the Company to comply with maximum total net leverage and minimum fixed charge coverage ratios. In addition, the Credit Agreement contains other standard affirmative and negative covenants such as those which (subject to certain thresholds) limit the ability of the Company and its subsidiaries to, among other things, incur debt, incur liens, engage in mergers, consolidations, liquidations or acquisitions, enter into new lines of business not related to the Company's current lines of business, make certain investments, make distributions on or repurchase its equity securities, engage in transactions with affiliates, or enter into certain hedging obligations. Events of default under the Credit Agreement include, among other things, payment defaults, breaches of representations, warranties or covenants, defaults under material indebtedness, certain events of bankruptcy or insolvency, judgment defaults, certain defaults or events relating to employee benefit plans or a change in control of the Company. The events of default would permit the lenders to terminate commitments and accelerate the maturity of borrowings under the Credit Facility if not cured within applicable grace periods. The Company was in compliance with all covenants as of September 30, 2023.

The Company had no outstanding debt at September 30, 2023. The available amount to borrow under the Credit Facility was \$123.5 million at September 30, 2023, which was equal to the available amount under the agreement of \$125.0 million, net of letters of credit of \$1.5 million.

7. Commitments and Contingencies

Commitments and Other Financial Arrangements—The Company has certain financial commitments and other arrangements including unused letters of credit and commitments under leases. As of **September 30, 2023** **March 31, 2024**, there were no material changes to the Company's commitments and other financial arrangements as disclosed in Note 8—Commitments and Contingencies in the notes to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**.

Litigation and Other Legal Matters—The Company is involved from time to time in litigation, claims, and proceedings. Periodically, the Company evaluates the status of each legal matter and assesses potential financial exposure. If the potential loss from any legal proceeding or litigation is considered probable and the amount can be reasonably estimated, the Company accrues a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimable. The outcome of any proceeding is not determinable in advance. As a result, the assessment of a potential liability and the amount of accruals recorded are based only on the information available at the time. As additional information becomes available, the Company reassesses the potential liability related to the legal proceeding or litigation, and may revise its estimates. Management is not currently aware of any matters that it expects will have a material effect on the financial position, results of operations, or cash flows of the Company. The Company has not accrued any material potential loss as of **September 30, 2023** **March 31, 2024** or **December 31, 2022** **December 31, 2023**.

NERDWALLET, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

8.6. Stockholders' Equity

Share Repurchase Plan—On May 2, 2023, the Company announced that its Board of Directors authorized a plan (the Repurchase Plan) under which the Company may repurchase up to \$20 million of the Company's Class A common stock. Under stock and, following the Company's utilization of that share repurchase authorization, the Company announced on October 26, 2023 that its Board of Directors approved a share repurchase authorization under which the Company may repurchase up to an additional \$30 million of the Company's Class A common stock (collectively, the Repurchase Plan, Plans). There were no repurchases of shares of

Class A common stock may be repurchased in the open market through privately negotiated transactions or otherwise, in accordance with applicable securities laws and other restrictions, three months ended March 31, 2024. The Repurchase Plan does not have a fixed expiration date and does not obligate the Company to acquire any specific number of shares. The timing and terms of any repurchases remain share repurchase authorization under the Repurchase Plan are at management's discretion and depend on a variety of factors, including business, economic and market conditions, regulatory requirements, prevailing stock prices and other considerations. Additionally, the Company may, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases. Shares repurchased under the Repurchase Plan are retired. During the three and nine months ended September 30, 2023, the Company repurchased 1.2 million and 1.3 million shares, respectively, of Class A common stock for \$10.8 million and \$12.1 million, respectively, including costs associated with the repurchases, March 31, 2024.

Equity Incentive Plans—The 2021 Equity Incentive Plan and the predecessor 2012 Equity Incentive Plan, both as amended, along with the 2022 Inducement Equity Incentive Plan (collectively, the Plans) comprise the equity incentive plans of the Company.

Under the terms of the 2021 Equity Incentive Plan, the number of shares of Class A common stock reserved for issuance under the plan will automatically increase on January 1 of each calendar year, starting January 1, 2023 and ending on and including January 1, 2031, in an amount equal to 5% of the total number of shares of the Company's capital stock outstanding on December 31 of the prior calendar year, unless the Company's Board of Directors determines prior to the date of increase that there will be a lesser increase, or no increase. In accordance with these plan terms, the aggregate number of shares of Class A common stock reserved for issuance under the 2021 Equity Incentive Plan increased by 3.8 million shares effective January 1, 2023 January 1, 2024.

Stock Options—A summary of the Company's stock option activity for its Plans is as follows:

	Outstanding Stock Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in millions)
Balance as of December 31, 2022	6,112	\$ 9.81	6.7	\$ 11.9
Exercised	(1,343)	\$ 6.79		
Cancelled/forfeited	(299)	\$ 12.53		
Balance as of September 30, 2023	<u>4,470</u>	\$ 10.53	6.4	\$ 6.0
Vested and exercisable as of September 30, 2023	<u>3,081</u>	\$ 9.58	5.6	\$ 5.7

	Outstanding Stock Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in millions)
Balance as of December 31, 2023	4,112	\$ 10.84	6.3	\$ 18.7
Granted ¹	220	\$ 15.73		
Exercised	(276)	\$ 6.12		
Cancelled/forfeited	(19)	\$ 12.77		
Balance as of March 31, 2024 ¹	<u>4,037</u>	\$ 11.42	6.4	\$ 16.2
Vested and exercisable as of March 31, 2024	<u>2,857</u>	\$ 10.77	5.7	\$ 13.2

The aggregate intrinsic value

(1) Represents 0.2 million of target award stock options exercised was \$12.9 million for the nine months ended September 30, 2023.

There were no options granted for the nine months ended September 30, 2023. For the nine months ended September 30, 2022, the per-share fair value of each stock option was determined on the date of grant using the following weighted-average assumptions:

	Nine Months Ended September 30, 2022 with both service-based and performance- based conditions.
Expected volatility	52.5 %
Expected term (in years)	6.0
Expected dividend yield	0 %
Risk-free interest rate	2.6 %

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The weighted-average grant-date fair value of options granted during the three months ended March 31, 2024 was \$9.08 per share. The aggregate intrinsic value of options exercised was \$2.8 million for the three months ended March 31, 2024.

During the three months ended March 31, 2024, the Company granted 0.2 million of target award stock options with both service-based and performance-based conditions to certain employees of the Company. Recipients of these performance-based stock options are eligible to earn between 0% and 200% of their target awards based upon the achievement of (i) a revenue-related growth metric and (ii) a non-GAAP operating income-related metric, both in fiscal year 2024, subject to certification of the attainment of the performance levels. These performance-based stock options are also subject to service-based vesting over a period of three years.

For the three months ended March 31, 2024, the per-share fair value of each stock option granted was determined on the date of grant using the following weighted-average assumptions:

	Three Months Ended March 31, 2024
Expected volatility	58.1 %
Expected term (in years)	5.9
Expected dividend yield	0 %
Risk-free interest rate	4.2 %

There were no stock options granted for the three months ended March 31, 2023.

Restricted Stock Units—A summary of the Company's outstanding nonvested restricted stock units (RSUs) for its Plans is as follows:

	Weighted-Average	
	Number of Units (in thousands)	Grant-Date Fair Value
Nonvested as of December 31, 2022	7,405	\$ 12.27
Granted ¹	2,632	\$ 14.73
Vested	(1,711)	\$ 13.67
Forfeited	(826)	\$ 13.88
Nonvested as of September 30, 2023 ¹	<u>7,500</u>	<u>\$ 12.64</u>

	Weighted-Average	
	Number of Units (in thousands)	Grant-Date Fair Value
Nonvested as of December 31, 2023 ¹	6,788	\$ 12.42
Granted ²	462	\$ 15.62
Vested	(529)	\$ 14.21
Forfeited	(367)	\$ 15.76
Nonvested as of March 31, 2024 ²	<u>6,354</u>	<u>\$ 12.31</u>

(1) Includes 0.2 million of target award RSUs with both service-based and performance-based conditions.

(2) Includes 0.1 million of target award RSUs with both service-based and performance-based conditions.

The total fair value of shares that vested under RSUs was \$20.3 \$8.9 million during the nine three months ended September 30, 2023 March 31, 2024.

During the nine three months ended September 30, 2023 March 31, 2024, the Company granted 0.20.1 million of target award RSUs with both service-based and performance-based conditions to certain employees of the Company. Recipients of these performance-based RSUs are eligible to earn between 0% and 200% of their target awards based upon the achievement of (i) an EBITDA-related revenue-related growth metric and (ii) a revenue-related non-GAAP operating income-related metric, both in fiscal year 2023, 2024, subject to certification of the attainment of the performance level levels. These performance-based RSUs are also subject to service-based vesting over a period of three years. Stock-based compensation for performance-based RSUs is recognized over the requisite service period using the accelerated attribution method based on an assessment of the probability of achieving the requisite performance metrics. The Company recognizes forfeitures as they occur for grantees who do not fulfill the service-based conditions.

Employee Stock Purchase Plan—The terms of the Employee Stock Purchase Plan (ESPP) provide for automatic increases in the number of shares reserved for issuance on January 1 of each calendar year, beginning in 2023 and through 2031, subject to terms of the ESPP. In accordance with these plan terms, the aggregate number of Class A common stock authorized for issuance under the ESPP increased by 0.8 million effective January 1, 2023 January 1, 2024. The Company did not recognize any stock-based compensation related to the ESPP for the three months ended March 31, 2024, as the previous ESPP purchase period ended on December 31, 2023 and the next ESPP purchase period will begin on May 1, 2024. Prior to capitalizing amounts related to software development costs, the Company recognized stock-based

compensation related to the ESPP of \$0.8 million and \$1.4 million during the three months ended September 30, 2023 and 2022, respectively, and \$2.8 million and \$5.3 million during the nine months ended September 30, 2023 and 2022, respectively. March 31, 2023.

NERDWALLET, INC. AND SUBSIDIARIES

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Stock-Based Compensation—The Company recognized stock-based compensation under the Plans and ESPP as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,				
	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,			
	(in millions)	(in millions)	2023	2022	2023	2022	(in millions)
Research and development	Research and development		\$2.9	\$2.8	\$ 8.4	\$ 9.0	
Sales and marketing	Sales and marketing		3.5	3.4	10.7	9.1	
General and administrative	General and administrative		3.0	2.9	10.2	7.2	
Total stock-based compensation	Total stock-based compensation		\$9.4	\$9.1	\$29.3	\$25.3	

In addition, stock-based compensation capitalized related to software development costs was \$1.2 million and \$1.4 million during the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and \$4.3 million and \$4.7 million during the nine months ended September 30, 2023 and 2022, 2023, respectively.

NERDWALLET, INC. AND SUBSIDIARIES

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9.7. Income Taxes

Beginning with the three months ended June 30, 2023, the Company's tax provision for interim periods was determined using a discrete effective tax rate method, as allowed by ASC Topic 740-270, *Income Taxes, Interim Reporting*. The Company's tax provision for interim periods was previously determined using an estimated annual effective tax rate which was adjusted for discrete items occurring during the periods presented. The Company determined that since small changes in estimated "ordinary" income would result in significant changes in the estimated annual effective tax rate, the historical method would not provide a reliable estimate for the three and nine months ended September 30, 2023 March 31, 2024.

The primary difference between the Company's effective tax rate and the statutory federal income tax rate is the full valuation allowance established on the Company's federal, state and foreign deferred tax attributes. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company recorded a full valuation allowance against these net deferred tax assets as the Company believes that it is more likely than not that the Company will not be able to fully realize such net

deferred tax assets. The Company's judgment regarding the likelihood of realization of these deferred tax assets could change in future periods, which could result in a material impact in the Company's income tax provision in the period of change.

10.8. Net Income (Loss) Per Basic and Diluted Share

The following table provides the basic and diluted per share computations for net income (loss) attributable to common stockholders:

		Three Months		Nine Months			
		Ended	Ended	Ended	Ended		
		September 30,	September 30,	September 30,	September 30,		
		Three Months					
		Ended					
		March 31,					
		Three Months					
		Ended					
		March 31,					
		Three Months					
		Ended					
		March 31,					
		(in millions,					
		except per share					
		amounts)		2023	2022	2023	2022
		(in millions, except per share amounts)					
Numerator:	Numerator:						
Net income (loss) attributable to common stockholders—basic and diluted		\$ (0.5)	\$ 0.7	\$ (9.5)	\$ (19.1)		
Net income attributable to common stockholders—basic and diluted							
Net income attributable to common stockholders—basic and diluted							
Net income attributable to common stockholders—basic and diluted							
Denominator:	Denominator:						
Weighted-average shares of common stock—basic							
Weighted-average shares of common stock—basic							
Weighted-average shares of common stock—basic							
Weighted-average shares of common stock—basic		77.5	73.4	76.7	69.2		
Effect of dilutive stock options and restricted stock units		1.6	—	—	—		
Weighted-average shares of common stock—diluted		77.5	75.0	76.7	69.2		
Net income (loss) per share attributable to common stockholders:							

Net income per share attributable to common stockholders:

Basic

Basic

Basic Basic \$(0.01) \$0.01 \$(0.12) \$(0.28)

Diluted Diluted \$(0.01) \$0.01 \$(0.12) \$(0.28)

The following common stock equivalents were excluded from the computation of diluted net income (loss) per share because including them would have been antidilutive:

(in millions)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Shares subject to outstanding stock options and restricted stock units	9.7	8.9	9.0	9.6
ESPP	0.3	1.2	0.4	1.6

11. Subsequent Event

Following the Company's utilization of the share repurchase authorization announced by the Company on May 2, 2023, the Company announced on October 26, 2023 that its Board of Directors approved a new share repurchase authorization under which the Company may repurchase up to \$30 million of the Company's Class A common stock (the October 2023 Repurchase Plan). Under the October 2023 Repurchase Plan, shares of Class A common stock may be repurchased in the open market, through privately negotiated transactions or otherwise. The October 2023 Repurchase Plan does not have a fixed expiration date and does not obligate the Company to acquire any specific number of shares. The timing and terms of any repurchases under the October 2023 Repurchase Plan will be at management's discretion and depend on a variety of factors, including business, economic and market conditions, regulatory requirements, prevailing stock prices and other considerations.

(in millions)	Three Months Ended	
	March 31,	
	2024	2023
Shares subject to outstanding stock options and restricted stock units	2.5	3.7
ESPP	—	0.3

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited interim condensed consolidated financial statements and related notes included in Item 1 of Part I of this Quarterly Report on Form 10-Q, and with our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023.

Overview

NerdWallet provides trustworthy financial guidance to consumers and small and mid-sized businesses (SMBs).

Our mission is to provide clarity for all of life's financial decisions.

Our vision is a world where everyone makes financial decisions with confidence.

As a personal finance website and app, NerdWallet provides consumers—both individuals and SMBs—with trustworthy and knowledgeable financial information so they can make smart money moves. From finding the best credit card to buying a house, NerdWallet is there to help consumers make financial decisions with confidence. Consumers have free access to our expert content and comparison shopping marketplaces, plus a data-driven app, which helps them stay on top of their finances and save time and money, giving them the freedom to do more. NerdWallet is available for consumers in the U.S., United Kingdom, Canada and Australia.

Acquisition of On the Barrelhead, Inc.

On July 11, 2022, we completed the acquisition of On the Barrelhead, Inc. (OTB), a data-driven platform that provides consumers and small and mid-sized businesses (SMBs) with credit-driven product recommendations. See Note 5—Business Combination in the notes to our condensed consolidated financial statements, and Note 5—Business Combinations in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2022, for further discussion.

Key Operating Metric and Non-GAAP Financial Measure Measures

We collect, review and analyze operating and financial data of our business to assess our ongoing performance and compare our results to prior period results. In addition to revenue, net income (loss) and other results under generally accepted accounting principles (GAAP), the following sets forth the key operating metric and non-

GAAP financial measures we use to evaluate our business.

Monthly Unique Users

We define a Monthly Unique User (MUU) as a unique user with at least one session in a given month as determined by a unique device identifier. We measure MUUs during a time period longer than one month by averaging the MUUs of each month within that period. We track MUUs to frame the number of users who may transact with our financial services partners on our platform during a given period. We had 24 million and 23.29 million average MUUs for the three and nine months ended September 30, 2023 March 31, 2024, which was up 22% and 12% 25% compared to the three and nine months ended September 30, 2022, respectively March 31, 2023. We saw strong engagement in areas such as investing, travel products, banking taxes and insurance, and are also incorporating our acquisition of OTB in July 2022. Partially offsetting growth were declines from a continued challenging macroeconomic environment in mortgages, insurance. While we expect MUUs to grow over time, the metric may fluctuate from period to period based on economic conditions, trends in consumer behavior and our strategic marketing decisions.

Adjusted EBITDA Non-GAAP Financial Measures

We use Adjusted non-GAAP operating income (loss) and adjusted EBITDA in conjunction with GAAP measures as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies, and to communicate with our Board of Directors concerning our financial performance.

Non-GAAP operating income (loss): We define non-GAAP operating income (loss) as income (loss) from operations adjusted to exclude depreciation and amortization, and further exclude (1) impairment of right-of-use asset, (2) losses (gains) on disposals of assets, (3) change in fair value of contingent consideration related to earnouts, (4) deferred compensation related to earnouts, and (5) acquisition-related costs. We also reduce income from operations, or increase loss from operations, for capitalized internally developed software costs.

Adjusted EBITDA: We define adjusted EBITDA as net income (loss) from continuing operations adjusted to exclude depreciation and amortization, interest income (expense), net, and provision (benefit) for income taxes, and further exclude (1) impairment of right-of-use asset, (2) losses (gains) on disposals of assets, (2)(3) change in fair value of contingent consideration related to earnouts, (3)(4) deferred compensation related to earnouts, (4)(5) stock-based compensation, and (5)(6) acquisition-related costs.

The above items are excluded from our Adjusted non-GAAP operating income (loss) and adjusted EBITDA measure measures because these items are non-cash in nature, or because the amount is amounts are not driven by core operating results and renders comparisons with prior periods less meaningful. We deduct capitalized internally developed software costs in our non-GAAP operating income (loss) measure to reflect the cash impact of personnel costs incurred within the time period.

We believe that Adjusted non-GAAP operating income (loss) and adjusted EBITDA provides provide useful information to investors and others in understanding and evaluating our operating results and in comparing operating results across periods. Moreover, we have included Adjusted non-GAAP operating income (loss) and adjusted EBITDA in this Quarterly Report on Form 10-Q because it is a are key measurement measurements used by our management internally to make operating decisions, including those related to analyzing operating expenses, evaluating performance, and performing strategic planning and annual budgeting. However, the use of this these non-GAAP measure has measures have certain limitations because it does they do not reflect all items of income and expense that affect our operations. Adjusted Non-GAAP operating income (loss) and adjusted EBITDA has have limitations as a financial measure, measures, should be considered as supplemental in nature, and is are not meant as a substitute substitutes for the related financial information prepared in accordance with GAAP. These limitations include the following:

- Adjusted Non-GAAP operating income (loss) and adjusted EBITDA does not reflect interest income (expense) and other gains (losses), net, which include unrealized and realized gains and losses on foreign currency exchange, as well as certain nonrecurring gains (losses);
- Adjusted EBITDA excludes exclude certain recurring, non-cash charges, such as amortization of software, depreciation of property and equipment, amortization of intangible assets, impairment of right-of-use asset, and (losses) gains on disposals of assets. Although these are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted non-GAAP operating income (loss) and adjusted EBITDA does do not reflect all cash requirements for such replacements or for new capital expenditure requirements;
- Non-GAAP operating income (loss) and adjusted EBITDA exclude acquisition-related costs, including acquisition-related retention compensation under compensatory retention agreements with certain key employees, acquisition-related transaction expenses, contingent consideration fair value adjustments related to earnouts, and deferred compensation related to earnouts;
- Adjusted EBITDA excludes stock-based compensation, including for acquisition-related inducement awards, which has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and an important part of our compensation strategy; and
- Adjusted EBITDA excludes acquisition-related costs, including acquisition-related retention compensation under compensatory retention agreements with does not reflect interest income (expense) and other gains (losses), net, which include unrealized and realized gains and losses on foreign currency exchange, as well as certain key employees, acquisition-related transaction expenses, contingent consideration fair value adjustments related to earnouts, and deferred compensation related to earnouts. nonrecurring gains (losses).

In addition, Adjusted non-GAAP operating income (loss) and adjusted EBITDA as we define it them may not be comparable to similarly titled measures used by other companies. Because of these limitations, you should consider Adjusted non-GAAP operating income (loss) and adjusted EBITDA alongside other financial performance measures, including income (loss) from operations, net income (loss) and our other GAAP results.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Non-GAAP Financial Measure" Measures" for a reconciliation of Adjusted non-GAAP operating income (loss) to income (loss) from operations, and adjusted EBITDA to net income (loss), the most directly comparable respective GAAP financial measure calculated in accordance with GAAP measures.

Results of Operations

The following tables set forth our results of operations for the periods presented. The following discussion should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q.

		Three Months Ended September 30,		Nine Months Ended September 30,			
		Three Months Ended March 31,				Three Months Ended March 31,	
(in millions)	(in millions)	2023	2022	2023	2022	(in millions)	
Revenue	Revenue	\$152.8	\$142.6	\$465.7	\$396.9		
Costs and expenses:	Costs and expenses:						
Cost of revenue	Cost of revenue	13.3	11.7	40.2	27.6		
Cost of revenue	Cost of revenue						
Research and development	Research and development	20.7	20.7	60.2	58.2		
Sales and marketing	Sales and marketing	100.6	103.2	321.1	288.1		
General and administrative	General and administrative	14.2	15.4	45.2	43.8		
Change in fair value of contingent consideration related to earnouts		—	0.4	—	6.1		
Total costs and expenses	Total costs and expenses	148.8	151.4	466.7	423.8		
Income (loss) from operations	Income (loss) from operations	4.0	(8.8)	(1.0)	(26.9)		
Other income (expense), net:	Other income, net:						
Interest income	Interest income						
Interest income	Interest income	0.9	0.5	2.7	0.6		
Interest expense	Interest expense	(0.2)	(0.9)	(0.6)	(1.3)		
Other losses, net	Other losses, net	—	—	(0.1)	—		
Total other income (expense), net		0.7	(0.4)	2.0	(0.7)		

Total					
other					
income,					
net					
Income (loss)	Income (loss)				
before income	before income				
taxes	taxes	4.7	(9.2)	1.0	(27.6)
Income tax	Income tax				
provision	provision				
(benefit)	(benefit)	5.2	(9.9)	10.5	(8.5)
Net income (loss)	\$ (0.5)	\$ 0.7	\$ (9.5)	\$ (19.1)	
Net income					

(1) Includes stock-based compensation as follows:

		Three Months					
		Ended	Nine Months	Ended	September	Ended	September 30,
		30,		30,		31,	
(in millions)	(in millions)	2023	2022	2023	2022	(in millions)	
Research and development	Research and development	\$2.9	\$2.8	\$ 8.4	\$ 9.0		
Sales and marketing	Sales and marketing	3.5	3.4	10.7	9.1		
General and administrative	General and administrative	3.0	2.9	10.2	7.2		
Total stock-based compensation	Total stock-based compensation	\$9.4	\$9.1	\$29.3	\$25.3		

The following table sets forth the components of our condensed consolidated statements of operations as a percentage of revenue:

		Three Months		Nine Months			
		Ended	September 30,	Ended	September 30,		
		2023	2022	2023	2022		
2024	2023	Three Months	Months	Ended	September 30,	Three Months Ended	March 31,
Revenue	Revenue	100 %	100 %	100 %	100 %	Revenue	100 %
Costs and expenses:	Costs and expenses:						
Cost of revenue							
Cost of revenue							
Cost of revenue	Cost of revenue	9	8	8	7		

Research and development	Research and development	13	15	13	15
Sales and marketing	Sales and marketing	66	72	69	73
General and administrative	General and administrative	9	11	10	11
Change in fair value of contingent consideration related to earnouts		—	—	—	1
Total costs and expenses	Total costs and expenses	97	106	100	107
Income (loss) from operations	Income (loss) from operations	3	(6)	—	(7)
Other income (expense), net:					
Other income, net:					
Interest income					
Interest income	Interest income	—	—	—	—
Interest expense	Interest expense	—	—	—	—
Other losses, net	Other losses, net	—	—	—	—
Total other income (expense), net		—	—	—	—
Total other income, net					
Income (loss) before income taxes	Income (loss) before income taxes	3	(6)	—	(7)
Income tax provision (benefit)	Income tax provision (benefit)	3	(7)	2	(2)
Net income (loss)		— %	1 %	(2 %)	(5 %)
Net income			Net income	1 %	1 %

We had a net loss income from operations of \$0.5 million for the three months ended September 30, 2023 as compared to net income a loss from operations of \$0.7 million for the three months ended September 30, 2022 March 31, 2023, while net loss as a \$7.7 million decrease in revenue was more than offset by a \$12.2 million decrease in operating expenses, primarily attributable to a \$13.8 million decrease in sales and marketing expenses.

Net income decreased \$9.6 million, or 50%, for the nine three months ended September 30, 2023 as March 31, 2024 compared to the nine three months ended September 30, 2022. Revenues increased by \$10.2 million and \$68.8 million, respectively, for March 31, 2023, as the three and nine months ended September 30, 2023. Expenses decreased by \$2.6 million impact of income from operations of \$3.7 million for the three months ended September 30, 2023 primarily due to March 31, 2024, as compared to a \$2.6 million decrease in sales and marketing expense, and increased \$42.9 million loss from operations of \$0.8 million for the nine three months ended September 30, 2023 primarily driven by increases of \$33.0 million in sales and marketing expense and \$12.6 million in cost of revenue, partially March 31, 2023, was more than offset by a \$6.1 million decrease for changes in fair value the impact of contingent consideration related to earnouts. Additionally, we had increases of \$15.1 million and \$19.0 million in an income tax provisions provision of \$3.7 million for the three and nine months ended September 30, 2023 March 31, 2024, respectively, as compared to an income tax benefit of \$1.8 million for the three months ended March 31, 2023.

Revenue

Three Months Ended September 30,		Nine Months Ended September 30,	
	Change		Change

Three Months Ended March 31,										Three Months Ended March 31, Change				
(in millions)	2023	2022	\$	%	2023	2022	\$	%	(in millions)	2024	2023	\$	%	
Credit cards	\$ 54.0	\$ 57.4	\$ (3.4)	(6 %)	\$ 166.5	\$ 157.2	\$ 9.3	6 %	Credit cards	\$ 50.0	\$ 61.3	\$ (11.3)	(19 %)	
Loans	32.9	28.4	4.5	16 %	78.0	86.7	(8.7)	(10 %)	Loans	21.4	22.0	(0.6)	(3 %)	
Other verticals	65.9	56.8	9.1	16 %	221.2	153.0	68.2	45 %						
SMB products									SMB products	30.4	25.2	5.2	21 %	
Emerging verticals									Emerging verticals	60.1	61.1	(1.0)	(2 %)	
Total revenue	\$ 152.8	\$ 142.6	\$ 10.2	7 %	\$ 465.7	\$ 396.9	\$ 68.8	17 %	Total revenue	\$ 161.9	\$ 169.6	\$ (7.7)	(5 %)	

Revenue increased \$10.2 million, or 7% for the three months ended September 30, 2023 March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023, respectively, primarily driven due to lower credit cards revenue, partially offset by strong growth in other verticals revenues. SMB products revenue.

Credit cards revenue decreased \$3.4 million, or 6%, for the three months ended September 30, 2023 March 31, 2024, primarily due to reduced marketing spending by our financial services partners amidst a combination of increasingly cautious underwriting and heightened balance sheet conservatism following the 2023 regional banking crisis. Credit cards revenue increased \$9.3 million, or 6%, for the nine months ended September 30, 2023, reflecting our ability to capitalize on higher consumer intent through improved user experiences combined with our deep alignment with our financial services partners to deliver quality matches.

Loans revenue increased \$4.5 million, or 16%, for the three months ended September 30, 2023, primarily due to a 51% increase in personal loans revenue reflecting continued integration and optimization of our acquisition of OTB in July 2022, partially offset by a 33% decrease in mortgages revenue driven by higher interest rates and continuing macroeconomic headwinds. Loans revenue decreased \$8.7 million, or 10%, for the nine months ended September 30, 2023 March 31, 2024, primarily due to decreases of 45% in mortgages revenue, as a result of higher interest rates, and 24% in student loans revenue, partially offset by a 33% increase in personal loans revenue.

Other verticals SMB products revenue increased \$9.1 million, or 16%, for the three and nine months ended September 30, 2023, respectively, driven by increases of 43% and 115%, respectively, in banking revenue primarily due to the higher interest rate environment, and 6% and 12%, respectively, in SMB products revenue. Additionally, insurance revenue decreased 23% for the three months ended September 30, 2023 reflecting inflation-driven profitability pressure on carriers, and increased 51% for the nine months ended September 30, 2023 March 31, 2024, primarily driven by auto insurance revenue growth in products such as business credit cards and banking as we continue to scale our product offerings.

Emerging verticals revenue decreased \$1.0 million, or 2%, for the three months ended March 31, 2024, primarily due to a 9% decrease in banking revenue as consumer demand for banking products begins to moderate, partially offset by increases of 30% in investing revenue and 5% in insurance products revenue.

Costs and Expenses

Three Months Ended September 30, Change										Nine Months Ended September 30, Change				
Three Months Ended March 31,										Three Months Ended March 31, Change				
(in millions)	(in millions)	2023	2022	\$	%	2023	2022	\$	%	(in millions)	2024	2023	\$	%
Cost of revenue	Cost of revenue	\$ 13.3	\$ 11.7	\$ 1.6	13 %	\$ 40.2	\$ 27.6	\$ 12.6	46 %	Cost of revenue	\$ 14.2	\$ 13.8	\$ 0.4	3 %
Research and development	Research and development	20.7	20.7	—	0 %	60.2	58.2	2.0	3 %	Research and development	20.7	19.5	1.2	6 %

Sales and marketing	Sales and marketing	100.6	103.2	(2.6)	(2 %)	321.1	288.1	33.0	11 %	Sales and marketing	107.9	121.7	121.7	(13.8)	(13.8)	(11)	(11 %)
General and administrative	General and administrative	14.2	15.4	(1.2)	(9 %)	45.2	43.8	1.4	3 %	General and administrative	15.4	15.4	15.4	—	—	(1)	(1 %)
Change in fair value of contingent consideration related to earnouts		—	0.4	(0.4)	(100 %)	—	6.1	(6.1)	(100 %)								
Total costs and expenses	Total costs and expenses	\$148.8	\$151.4	\$(2.6)	(2 %)	\$466.7	\$423.8	\$42.9	10 %	Total costs and expenses	\$158.2	\$170.4	\$12.2	(\$7)	(\$7)		
<i>Cost of revenue</i>																	

Cost of revenue increased \$1.6 \$0.4 million, or 13%, and \$12.6 million, or 46% 3%, for the three and nine months ended September 30, 2023 March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, respectively, attributable primarily due to increases of \$1.4 a \$1.3 million and \$9.6 million, respectively, increase in amortization expense related to capitalized software development costs, and partially offset by decreases of \$0.5 million in amortization expense related to intangible assets from our acquisition of OTB in July 2022. The increase for the nine months ended September 30, 2023 also included a \$1.9 and \$0.5 million increase primarily related to third-party service charges.

Research and development expense

Research and development expenses were comparable increased \$1.2 million, or 6%, for the three months ended September 30, 2023 and increased \$2.0 million, or 3%, for the nine months ended September 30, 2023, as March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, respectively. The increase for the nine months ended September 30, 2023 was primarily attributable to a \$1.5 \$1.4 million increase in software personnel-related costs for our engineering, data, and technology costs related product management personnel and contractors to support our platform, continued growth and key platform capabilities.

Sales and marketing expense

For the three and nine months ended September 30, 2023 March 31, 2024, our total sales and marketing expense was comprised of approximately 19% and 24% 25% for brand marketing, respectively, and 53% and 49% 51% for performance marketing, respectively, with the remainder for organic and other marketing expenses. For the three and nine months ended September 30, 2022 March 31, 2023, our total sales and marketing expense was comprised of approximately 27% and 33% 32% for brand marketing, respectively, and 46% and 41% for performance marketing, respectively, with the remainder for organic and other marketing expenses. We are able to adjust our marketing spend to reflect changes in external factors and consumer behavior.

Sales and marketing expenses decreased \$2.6 \$13.8 million, or 2% 11%, for the three months ended September 30, 2023 as March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023, primarily attributable to an \$8.6 decreases of \$11.6 million decrease in brand marketing expenses, partially offset by a \$5.6 million increase in performance marketing expenses. Sales and marketing expenses increased \$33.0 million, or 11%, for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022, primarily attributable to increases of \$39.6 \$1.2 million in performance marketing expenses and \$10.1 \$1.0 million in organic and other marketing expenses primarily due to higher lower personnel-related costs due to our efforts to grow and increase our user base, partially offset by a \$16.7 million decrease in brand marketing expenses.

costs.

General and administrative expense Other income, net

General and administrative expenses decreased \$1.2

(in millions)	Three Months Ended			
	March 31,		Change	
	2024	2023	\$	%
Interest income	\$ 1.4	\$ 1.0	\$ 0.4	33 %
Interest expense	(0.2)	(0.2)	—	(4 %)
Other losses, net	(0.1)	(0.1)	—	(41 %)
Total other income, net	\$ 1.1	\$ 0.7	\$ 0.4	56 %

Other income, net increased \$0.4 million or 9%, 56% for the three months ended September 30, 2023 and increased \$1.4 million, or 3%, for the nine months ended September 30, 2023, as March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023, respectively. The changes were primarily attributable to the impacts of increases of \$0.6 million and \$4.9 million, respectively, in personnel-related costs mainly due to higher stock-based compensation and increased headcount, offset by decreases of \$0.9 million and \$2.9 million, respectively, of acquisition-related costs primarily related to our acquisition of OTB in July 2022, and \$0.6 million and \$0.7 million, respectively, primarily related to director and officer liability insurance costs.

Change in fair value of contingent consideration related to earnouts

The change in fair value of contingent consideration relates to our acquisitions of Fundera, Inc. (Fundera) and Know Your Money (KYM) in 2020. The fair value of the estimated contingent considerations was subject to remeasurement at each reporting date until the payments were made. See Note 3—Fair Value Measurements in the notes to our condensed consolidated financial statements for further discussion on these contingent considerations.

Other income (expense), net

(in millions)	Three Months Ended				Nine Months Ended			
	September 30,		Change		September 30,		Change	
	2023	2022	\$	%	2023	2022	\$	%
Interest income	\$ 0.9	\$ 0.5	\$ 0.4	75 %	\$ 2.7	\$ 0.6	\$ 2.1	354 %
Interest expense	(0.2)	(0.9)	0.7	(77 %)	(0.6)	(1.3)	0.7	(54 %)
Other losses, net	—	—	—	NM	(0.1)	—	(0.1)	226 %
Total other income (expense), net	\$ 0.7	\$ (0.4)	\$ 1.1	NM	\$ 2.0	\$ (0.7)	\$ 2.7	NM

The change in other income (expense), net for the three and nine months ended September 30, 2023 as compared to the three and nine months ended September 30, 2022 was primarily attributable to higher interest income reflecting higher interest rates and lower interest expense, average cash balances.

Income tax provision (benefit)

Beginning with the three months ended June 30, 2023, our tax provision for interim periods was determined using a discrete effective tax rate method, as allowed by ASC Topic 740-270, *Income Taxes, Interim Reporting*. Our tax provision for interim periods was previously determined using an estimated annual effective tax rate which was adjusted for discrete items occurring during the periods presented. We determined that since small changes in estimated "ordinary" income would result in significant changes in the estimated annual effective tax rate, the historical method would not provide a reliable estimate for the three months ended September 30, 2023 March 31, 2024.

We had an income tax provisions provision of \$5.2 million and \$10.5 \$3.7 million for the three and nine months ended September 30, 2023 March 31, 2024, respectively, as compared to an income tax benefits benefit of \$9.9 million and \$8.5 \$1.8 million for the three and nine months ended September 30, 2022, respectively, March 31, 2023. Our effective tax rate was 110.9% and 1,080.6% 76.2% for the three and nine months ended September 30, 2023 March 31, 2024, and 107.5% and 30.9% 1,600.2% for the three and nine months ended September 30, 2022, respectively, March 31, 2023. Our effective tax rate for the three and nine months ended September 30, 2023 March 31, 2024 differs from the U.S. federal statutory income tax rate of 21% primarily due to the valuation allowance maintained against our net U.S. deferred tax assets and state taxes, partially offset by research and development credits. Our effective tax rate for the three months ended March 31, 2023 differs from the U.S. federal statutory income tax rate of 21% primarily due to excess tax benefits related to stock based compensation, partially offset by higher capitalization of research and development expenses under tax regulations effective in 2022 and a full valuation allowance recorded against our net U.S. deferred tax assets, assets.

Based on our ongoing assessment of all available evidence, both positive and excess tax benefits related to stock based compensation. During negative, including consideration of our historical profitability and the three and nine months ended September 30, 2022, estimated impact of our operating model on future profitability, we recognized a tax benefit of \$12.1 million related to the change in the Company's existing full valuation allowance on concluded that it was more likely than not that our U.S. deferred tax assets resulting from in excess of deferred tax liabilities would not be realized and recorded a valuation allowance against these net U.S. deferred tax assets as of March 31, 2024. Our judgment regarding the likelihood of realization of these deferred tax assets could change in future periods, which could result in a material impact to our acquisition income tax provision in the period of OTB change. Given our current earnings projections, sufficient positive evidence may become available for us to release all, or a portion, of the valuation allowance within the next nine months. However, the timing and amounts of such valuation allowance releases are subject to change based on the level of profitability achieved in July 2022, partially offset by higher capitalization of research and development expenses under new tax regulations effective in 2022, future periods.

Non-GAAP Financial Measure Measures

Adjusted Non-GAAP operating income (loss) and adjusted EBITDA as we define them may not be comparable to similarly titled measures used by other companies. Because of these limitations, you should consider Adjusted non-GAAP operating income (loss) and adjusted EBITDA alongside other financial performance measures, including income (loss) from operations, net income (loss) and our other GAAP results.

We compensate for these limitations by reconciling Adjusted non-GAAP operating income (loss) to income (loss) from operations, and adjusted EBITDA to net income (loss), the most comparable GAAP financial measure, measures, as follows:

(in millions)	Three Months Ended March 31,	(in millions)		Three Months Ended March 31,	
		2024	2023	2024	2023
Income (loss) from operations					

		Three Months Ended				Nine Months Ended			
		September 30,		September 30,		September 30,		September 30,	
		(in millions)		2023	2022	2023	2022	2023	2022
Net income (loss)		\$ (0.5)	\$ 0.7	\$ (9.5)	\$ (19.1)				
Operating income (loss) margin									
Operating income (loss) margin									
Operating income (loss) margin								2 %	(0 %)
Non-GAAP operating income margin ¹								7 %	2 %
Net income									
Net income									
Net income									
Depreciation and amortization	Depreciation and amortization	12.1	10.8	36.0	25.6				
Stock-based compensation	Stock-based compensation	9.4	9.1	29.3	25.3				
Acquisition-related retention	Acquisition-related retention	1.2	1.4	4.0	1.4				
Deferred compensation related to earnouts		—	0.4	—	1.2				
Change in fair value of contingent consideration related to earnouts		—	0.4	—	6.1				
Acquisition-related expenses		—	1.2	—	3.4				
Interest (income) expense, net		(0.7)	0.4	(2.1)	0.7				
Interest income, net									
Other losses, net	Other losses, net	—	—	0.1	—				
Income tax provision (benefit)	Income tax provision (benefit)	5.2	(9.9)	10.5	(8.5)				

Adjusted EBITDA	Adjusted EBITDA	\$26.7	\$14.5	\$68.3	\$ 36.1
Stock-based compensation					
Capitalized internally developed software costs					
Non-GAAP operating income					
Net income (loss) margin	0 %	0 %	(2 %)	(5 %)	
Adjusted EBITDA margin ₁	18 %	10 %	15 %	9 %	
Net income margin					
Net income margin					
Net income margin					1 % 1 %
Adjusted EBITDA margin ₂					16 % 12 %

(1) Represents **Adjusted non-GAAP operating income (loss)** as a percentage of revenue.

(2) Represents adjusted EBITDA as a percentage of revenue.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations" for a discussion of the changes in **income (loss)** from operations and **net income (loss)** for the three **and nine** months ended **September 30, 2023****March 31, 2024** compared to the three **and nine** months ended **September 30, 2022****March 31, 2023**.

Non-GAAP operating income increased \$6.8 million, or 176%, for the three months ended March 31, 2024 compared to the three months ended March 31, 2023. The increase was primarily driven by \$3.7 million of income from operations for the three months ended March 31, 2024, as compared to a loss from operations of \$0.8 million for the three months ended March 31, 2023, and a \$2.3 million decrease in capitalized internally developed software costs.

Adjusted EBITDA increased **\$12.2** **\$4.6** million, and **\$32.2** or 22%, for the three months ended March 31, 2024 compared to the three months ended March 31, 2023. The increase was primarily attributable to an income tax provision of \$3.7 million for the three **and nine** months ended **September 30, 2023****March 31, 2024**, as compared to an income tax benefit of \$1.8 million for the three **and nine** months ended **September 30, 2022****March 31, 2023**, respectively. The increases were primarily attributable to increases in adjustments to reconcile Adjusted EBITDA to net income (loss), including \$1.3 million and \$10.4 million for depreciation and amortization, and \$15.1 million and \$19.0 million for income taxes, partially offset by decreases of \$1.2 million and \$3.4 million for acquisition-related expenses, and \$1.1 million and \$2.8 million for interest income (expense), net. Additionally, the increase in Adjusted EBITDA for the nine months ended September 30, 2023 includes a **\$9.6** **\$0.6** million decrease in net loss and increases of \$4.0 million for stock-based compensation and \$2.6 million for acquisition-related retention, partially offset by a \$6.1 million decrease for the change in fair value of contingent consideration related to earnouts.

Liquidity and Capital Resources

Overview

Our principal sources of liquidity to meet our business requirements and plans, both in the short-term (i.e., the next twelve months from **September 30, 2023****March 31, 2024**) and long-term (i.e., beyond the next twelve months), have historically been cash generated from operations and, more recently, sales of our common stock, and borrowings under our credit facilities. Our primary liquidity needs are related to the funding of general **corporate****business** requirements, including working capital requirements, research and development, and capital expenditures, as well as other liquidity requirements including, but not limited to, business combinations.

As of **September 30, 2023****March 31, 2024** and **December 31, 2022****December 31, 2023**, we had cash and cash equivalents of **\$86.6** **\$110.9** million and **\$83.9** **\$100.4** million, respectively.

Known Contractual and Other Obligations

A description of contractual commitments as of **September 30, 2023** **March 31, 2024** is included in Note **7–5**–Commitments and Contingencies in the notes to our condensed consolidated financial statements.

More broadly, we also have purchase obligations under contractual arrangements with vendors and service providers, including for certain web-hosting and cloud computing services, which do not qualify for recognition on our condensed consolidated balance sheets but which we consider non-cancellable. During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, there have been no material changes in our purchase obligations as disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations–Liquidity and Capital Resources" in our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**.

In addition, as part of the acquisitions of KYM and Fundera, both in 2020, we committed to pay additional amounts of up to \$11 million and \$66 million, respectively, related to contingent earnout consideration over the succeeding years based, in part, on the achievement of certain financial metrics related to 2021 and 2022. As of December 31, 2022, Fundera's revenue and profitability milestones for 2022 were achieved and the contingent consideration liability was recorded at the full payout amount of \$30.9 million (see Note 3–Fair Value Measurements in the notes to our condensed consolidated financial statements). During the nine months ended September 30, 2023, we paid \$32.6 million for the 2022 performance period, consisting of \$30.9 million of contingent consideration and the remainder for deferred compensation related to earnouts.

Trends, Uncertainties and Anticipated Sources of Funds

In order to grow our business, we **expect to increase our personnel and related expenses and intend** to make significant investments in our **business**, **business, which may result in increases in our personnel and related expenses**. The timing and amount of these investments will vary based on our financial condition, the rate at which we add new personnel and the scale of our development, as well as the **macroeconomic** **macro-economic** environment. Many of these investments will occur in advance of our experiencing any direct benefit from them, which could negatively impact our liquidity and cash flows during any particular period and may make it difficult to determine if we are effectively allocating our resources. However, we expect to fund our operations, capital expenditures and other investments principally with cash flows from operations, and to the extent that our liquidity needs exceed our cash from operations, we would look to our cash on hand to satisfy those needs.

On

We announced on May 2, 2023, we announced that our Board of Directors authorized a plan (the Repurchase Plan) under which we may repurchase up to \$20 million of our Class A common stock and, following our utilization of that share repurchase authorization, we announced on October 26, 2023 that our Board of Directors approved a share repurchase authorization under which we may repurchase up to an additional \$30 million of our Class A common stock (collectively, the Repurchase Plans). Subject to market conditions and other factors, the Repurchase Plan is Plans are intended to make opportunistic repurchases of our Class A common stock to reduce our outstanding share count. Under the Repurchase Plan, Plans, shares of Class A common stock may be repurchased in the open market through privately negotiated transactions or otherwise, in accordance with applicable securities laws and other restrictions. The Repurchase Plan does Plans do not have a fixed expiration date and does do not obligate us to acquire any specific number of shares. The timing and terms of any repurchases under the Repurchase Plan Plans are at management's discretion and depend on a variety of factors, including business, economic and market conditions, regulatory requirements, prevailing stock prices and other considerations. Additionally, we may, from time to time, enter into Rule 10b-5 trading plans to facilitate repurchases. Shares repurchased under the Repurchase Plan Plans are retired. We expect to fund repurchases with existing cash and cash equivalents. During the nine months ended September 30, 2023, we repurchased 1.3 million We did not repurchase any shares of Class A common stock for \$12.1 million, including costs associated with during the repurchases, three months ended March 31, 2024.

We, believe our current cash and cash equivalents and future cash flow from operations, as well as access to our credit facility with JPMorgan Chase Bank and a syndicate of other lenders, subject to customary borrowing conditions, will be sufficient to meet our ongoing working capital, capital expenditure and other liquidity requirements for at least twelve months from the date of this filing.

On September 26, 2023, we, including three of our wholly-owned subsidiaries, entered into maintain a credit agreement (the Credit Agreement) with JPMorgan Chase Bank, National Association, as Administrative Agent, and a syndicate of lenders. The Credit Agreement provides for a \$125.0 million senior secured revolving credit facility (the Credit Facility), with the option to increase up to an additional \$75.0 million, and is available to be used by us and certain of our domestic subsidiaries for general corporate purposes, including acquisitions. The Credit Facility matures on September 26, 2028. See Note 6–Debt in the notes to our condensed consolidated financial statements for further discussion.

The Credit Facility replaces our prior credit facility under the Amended and Restated Senior Secured Credit Facilities Credit Agreement dated February 19, 2021 between us and Silicon Valley Bank, as administrative agent (the Prior Credit Agreement), which was terminated substantially concurrently with the Company's entering into the Credit Agreement. Under the terms of our Prior Credit Agreement, we could have borrowed up to \$100.0 million, subject to borrowing conditions.

We had no outstanding balance on our credit facilities at September 30, 2023 Credit Agreement as of March 31, 2024 or December 31, 2022 December 31, 2023. The available amounts amount to borrow under our credit facilities Credit Agreement was \$123.5 million and \$98.3 \$123.7 million at September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023, respectively, which was equal to the available amounts amount under the credit agreements agreement of \$125.0 million, and \$100.0 million, respectively, net of letters of credit of \$1.5 million and \$1.7 million, respectively, \$1.3 million. Our credit facilities contain Credit Agreement contains certain customary financial and non-financial covenants. We were in compliance with all covenants as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023.

We believe our current cash and cash equivalents and future cash flow from operations, as well as access to our Credit Agreement, will be sufficient to meet our ongoing working capital, capital expenditure and other liquidity requirements for the next twelve months and beyond.

Our future capital requirements may vary materially from those planned and will depend on certain factors, such as our growth and our operating results. If we require additional capital resources to grow our business or to acquire complementary technologies and businesses in the future, we may seek to sell additional equity or raise funds through debt financing or other sources. We cannot provide assurance that additional financing will be available at all or on terms favorable to us.

Sources and Uses of Capital Resources

The following table summarizes our cash flows:

Nine Months Ended September 30,			Three Months Ended March 31,	
	2023	2022	2024	2023
(in millions)	(in millions)	(in millions)		
Net cash provided by operating activities	Net cash provided by operating activities	\$42.5	\$ 4.9	
Net cash used in investing activities	Net cash used in investing activities	(20.1)	(94.3)	
Net cash provided by (used in) financing activities		(19.8)	60.3	
Effect of exchange rate changes on cash and cash equivalents		0.1	(0.3)	
Net increase (decrease) in cash and cash equivalents		\$ 2.7	\$(29.4)	
Net cash provided by financing activities				
Net increase in cash and cash equivalents				
Net cash provided by financing activities				
Net increase in cash and cash equivalents				
Net increase in cash and cash equivalents				
Net increase in cash and cash equivalents				
<i>Operating activities</i>				

Net cash provided by operating activities increased \$37.6 \$6.3 million in the nine three months ended September 30, 2023 March 31, 2024 compared to the nine three months ended September 30, 2022 March 31, 2023, due to a \$9.6 million decrease in net loss, a \$20.8 million increase in non-cash charges, and a \$7.2 as an \$8.0 million decrease in net cash outflow from changes in operating assets and liabilities. The increase in liabilities was partially offset by decreases of \$1.1 million in non-cash charges was primarily due to increases of \$12.1 and \$0.6 million in deferred taxes, \$10.4 million in depreciation and amortization, and \$4.0 million in stock-based compensation, partially offset by a \$6.1 million change in fair value of contingent consideration related to earnouts for the nine months ended September 30, 2022, net income. The decrease in net cash outflow from changes in operating assets and liabilities was primarily due to decreases of \$20.3 \$5.6 million in accounts receivable, \$11.6 prepaid expenses and other assets, \$4.8 million in accounts payable, and \$4.4 million in other liabilities, substantially offset by increases of \$21.8 \$3.8 million in accrued expenses and other current liabilities, \$4.2 partially offset by an increase of \$6.7 million in prepaid expenses and accounts receivable. The decrease in non-cash charges was primarily due to a \$1.2 million decrease in other assets, and \$2.5 million for payments for contingent consideration in excess of the amounts recorded at the acquisition date, net.

Investing activities

Net cash used in investing activities decreased \$74.2 million in the nine months ended **September 30, 2023** March 31, 2024 compared to the nine months ended **September 30, 2022** March 31, 2023, primarily due to \$69.5 million purchase of cash paid, net of cash acquired, for our acquisition of OTB and investment in the nine months ended **September 30, 2022** March 31, 2024, as well as partially offset by a \$3.8 million decrease in purchases of property and equipment, capitalized software development costs.

Financing activities

We had \$19.8 million of net cash used in financing activities in the nine months ended September 30, 2023, as compared to \$60.3 million of net cash provided by financing activities decreased \$6.8 million in the nine months ended **September 30, 2022** March 31, 2024 compared to the three months ended March 31, 2023, primarily due to \$70.0 million of proceeds from our line of credit to finance the cash portion of the purchase consideration for our acquisition of OTB in the nine months ended September 30, 2022. Additionally, \$12.1 million for repurchases of Class A common stock in the nine months ended September 30, 2023 was partially offset by a \$2.9 million increase from exercises of stock options and a \$2.1 million decrease in payments for contingent consideration recorded at the acquisition date.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting policies as provided within U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable. Actual results may differ from these estimates under different assumptions or conditions.

During the nine months ended **September 30, 2023** March 31, 2024, there have been no material changes in our critical accounting policies as disclosed in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K for the year ended **December 31, 2022** December 31, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risks in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates and foreign currency exchange rates.

During the nine months ended **September 30, 2023** March 31, 2024, there were no material changes from the market risk disclosures in our Annual Report on Form 10-K for the year ended **December 31, 2022** December 31, 2023.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended). Management, under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of **September 30, 2023** March 31, 2024. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that these disclosure controls and procedures were effective as of **September 30, 2023** March 31, 2024.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended **September 30, 2023** March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are involved in various legal proceedings arising from the normal course of business activities. We are not presently a party to any litigation the outcome of which, we believe, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows or financial condition. Defending such proceedings is costly and can impose a significant burden on management and employees. The results of any current or future litigation cannot be predicted with any certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of

management resources and other factors. See further discussion under "Litigation and Other Legal Matters" in Note 7—Commitments and Contingencies in the notes to condensed consolidated financial statements in Item 1 of Part I of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors.

In addition to risks and uncertainties in the ordinary course of business that are common to all businesses, important factors that are specific to our industry and the Company could have a material and adverse impact on our business, financial condition, results of operations and cash flows. You should carefully consider the risk factors set forth in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 and in our subsequent periodic filings with the Securities and Exchange Commission.

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

Unregistered Sales of Equity Securities

None.

Purchases of Equity Securities by the Issuer

The following table summarizes our share repurchase activity for the three months ended September 30, 2023:

Period	Total Number of Shares		Average Price Paid per Share ²	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs ¹	
	Purchased ¹ (in thousands)	Publicly Announced ¹ (in thousands)		Plans or Programs ¹ (in millions)	Programs ¹ (in millions)
July	60	\$ 8.88		60	\$ 18.2
August	299	\$ 8.94		299	\$ 15.5
September	850	\$ 8.96		850	\$ 7.9
Total	1,209			1,209	

(1) On May 2, 2023, we announced that our Board of Directors authorized a plan (the Repurchase Plan) under which we may repurchase up to \$20 million of our Class A common stock. Following our utilization of the share repurchase authorization under the Repurchase Plan, we announced on October 26, 2023 that our Board of Directors authorized a new plan (the October 2023 Repurchase Plan) under which we may repurchase up to \$30 million of our Class A common stock. Under the Repurchase Plan and the October 2023 Repurchase Plan, shares of Class A common stock may be repurchased in the open market through privately negotiated transactions or otherwise, in accordance with applicable securities laws and other restrictions. The Repurchase Plan and the October 2023 Repurchase Plan do not have fixed expiration dates and do not obligate us to acquire any specific number of shares. The timing and terms of any repurchases under the Repurchase Plan and the October 2023 Repurchase Plan are at management's discretion and depend on a variety of factors, including business, economic and market conditions, regulatory requirements, prevailing stock prices and other considerations. Additionally, we may, from time to time, enter into Rule 10b5-1 trading plans to facilitate repurchases.

(2) Average price paid per share includes costs associated with the repurchases. None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Securities Trading Plans of Directors or Executive Officers

During the three months ended September 30, 2023 March 31, 2024, none of our directors or officers (as defined in Rule 16a-1 of the Exchange Act) adopted, modified or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as such terms are defined under Item 408 of Regulation S-K), except as noted below.

On September 14, 2023 February 20, 2024, Kevin Yuann, Chief Business Officer, terminated a preexisting trading plan that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act as then applicable at the time of adoption (the Terminated Plan). The Terminated Plan was originally adopted on December 15, 2022, was scheduled to expire on December 31, 2023 and provided for the sale of up to 373,858 shares of the Company's Class A common stock.

On September 14, 2023, Mr. Yuann Samuel Yount, General Manager, Consumer Credit, adopted a new trading plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1 of the Exchange Act as currently in effect (the Yuann Yount Trading Plan). The Yuann Yount Trading Plan has a duration of December 15, 2023 July 2, 2024 to December 31, 2024 June 20, 2025, and provides for the sale of up to approximately 390,755 948,597 shares of the Company's Class A common stock (assuming the vesting of shares under certain performance-based restricted stock unit awards (PSUs) at 100% of target), including upon the vesting and settlement of certain equity awards. Because the aggregate number of shares that may be sold under the Yuann Trading Plan (i) will be net of shares withheld by the Company to satisfy Mr. Yuann's tax

obligations upon the vesting and settlement of certain equity awards and (ii) includes shares that may be issued in respect of PSUs, the precise number of shares that may be sold under the Yuann Trading Plan is not yet determinable. stock.

Item 6. Exhibits.

(a) Exhibits.

Exhibit Number	Description of Exhibit	Location
10.110.1+	Credit Form of Performance Stock Option Agreement dated as of September 26, 2023 among NerdWallet, Inc., the subsidiary guarantors from time to time party thereto, JPMorgan Chase Bank, National Association, as Administrative Agent, and the Lenders party thereto.	Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed September 27, 2023. Filed herewith
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
31.2	Certification of Principal Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed herewith
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Furnished herewith
101.INS	Inline XBRL Instance Document.(the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)	**
101.SCH	Inline XBRL Taxonomy Extension Schema Document.	**
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.	**
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.	**
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.	**
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.	**
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibits 101).	**

* Indicates a management contract or compensatory plan.

* The certifications attached as Exhibits 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are deemed furnished and not filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

** Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

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

NERDWALLET, INC.

Date: April 25, 2024

By: /s/ Lauren StClair
Lauren StClair
Chief Financial Officer

NERDWALLET, INC.
PERFORMANCE-BASED STOCK OPTION GRANT NOTICE
(2021 EQUITY INCENTIVE PLAN)

NerdWallet, Inc. (the "**Company**"), pursuant to its 2021 Equity Incentive Plan, as amended (the "**Plan**"), has granted to you ("Optionholder") a performance-based stock option to purchase the target number of shares of the Common Stock (the "**Option**") specified, and on the terms set forth below, which award constitutes a "Performance Award" under the Plan. Your Option is subject to all of the terms and conditions as set forth in this Performance-Based Stock Option Grant Notice (the "**Grant Notice**") and in the Plan, the Performance-Based Stock Option Agreement and the Notice of Exercise, all of which are attached hereto and incorporated herein in their entirety. Capitalized terms not explicitly defined herein but defined in the Plan or the Performance-Based Stock Option Agreement shall have the meanings set forth in the Plan or the Performance-Based Stock Option Agreement, as applicable.

Optionholder: _____
Date of Grant: _____
Performance Period: _____
Target Number of Shares of Common Stock Subject to Option: _____
Maximum Number of Shares of Common Stock Subject to Option: _____
Exercise Price (Per Share): _____
Total Exercise Price: _____
Expiration Date: _____

Type of Grant: Nonstatutory Stock Option

Exercise and Vesting Schedule: Subject to the conditions in Exhibit A to the Award Agreement, between []% and []% number of shares of Common Stock subject to the Option will be eligible to vest and become exercisable contingent upon: (i) the Committee's certification of the actual level of attainment of the Performance Goals for each of the Performance Criteria during the Performance Period and (ii) your Continuous Service from the Date of Grant through each applicable vesting date (as set forth in Exhibit A to the Award Agreement). Upon the termination of your Continuous Service for any reason, all shares of Common Stock subject to the Option that have not become vested in accordance with Exhibit A to the Award Agreement at the time of such termination will be immediately and automatically forfeited (except as otherwise provided in the Award Agreement or Exhibit A thereto).

Optionholder Acknowledgements: By your signature below or by electronic acceptance or authentication in a form authorized by the Company, you understand and agree that:

- The Option is governed by the Grant Notice, and the provisions of the Plan, the Performance-Based Stock Option Agreement and the Notice of Exercise, all of which are made a part of this document. Unless otherwise provided in the Plan, this Grant Notice and the Performance-Based Stock Option Agreement (together, the "**Option Agreement**") may not be modified, amended or revised except in a writing signed by you and a duly authorized officer of the Company.

- You consent to receive this Grant Notice, the Performance-Based Stock Option Agreement, the Plan and any other Plan-related documents (including the Prospectus) by electronic delivery and to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
- You have read and are familiar with the provisions of the Plan, this Grant Notice, the Performance-Based Stock Option Agreement, the Notice of Exercise and the Prospectus. In the event of any conflict between the provisions in this Grant Notice, the Performance-Based Stock Option Agreement, the Notice of Exercise, or the Prospectus and the terms of the Plan, the terms of the Plan shall control.
- The Option Agreement sets forth the entire understanding between you and the Company regarding the acquisition of Common Stock and supersedes all prior oral and written agreements, promises and/or representations on that subject with the exception of other equity awards previously granted to you and any written employment agreement, offer letter, severance agreement, written severance plan or policy, or other written agreement between the Company and you in each case that specifies the terms that should govern this Option.
- Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law) or other transmission method and any counterpart so delivered will be deemed to have been duly and validly delivered and be valid and effective for all purposes.

NERDWALLET, INC.

OPTIONHOLDER:

By:

Signature

Title:

By:

Signature

Date:

ATTACHMENTS: Performance-Based Stock Option Agreement, 2021 Equity Incentive Plan, as amended, Notice of Exercise

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ATTACHMENT I

PERFORMANCE-BASED STOCK OPTION AGREEMENT

NERDWALLET, INC.
2021 EQUITY INCENTIVE PLAN

PERFORMANCE-BASED STOCK OPTION AGREEMENT

As reflected by your Performance-Based Stock Option Grant Notice ("Grant Notice"), NerdWallet, Inc. (the "Company") has granted you an option under its 2021 Equity Incentive Plan, as amended (the "Plan") to purchase the target number of shares of Common Stock (the "Option") at the exercise price indicated in your Grant Notice (which Option shall constitute a "Performance Award" under the Plan). The terms of your Option as specified in the Grant Notice and this Performance-Based Stock Option Agreement (this "Agreement") constitute your "Option Agreement." Capitalized terms not explicitly defined in this

Agreement but defined in the Grant Notice or the Plan shall have the meanings set forth in the Grant Notice or Plan, as applicable.

The general terms and conditions applicable to your Option are as follows:

1. GOVERNING PLAN DOCUMENT. Your Option is subject to all the provisions of the Plan, including but not limited to the provisions in:

- (a) Section 6 regarding the impact of a Capitalization Adjustment, dissolution, liquidation, or Corporate Transaction on your Option;
- (b) Section 9(e) regarding the Company's retained rights to terminate your Continuous Service notwithstanding the grant of the Option; and
- (c) Section 8(c) regarding the tax consequences of your Option.

Your Option is further subject to all interpretations, amendments, rules and regulations, which may from time to time be promulgated and adopted pursuant to the Plan. In the event of any conflict between the Option Agreement and the provisions of the Plan, the provisions of the Plan shall control.

2. EXERCISE.

(a) You may generally exercise the vested portion of your Option for whole shares of Common Stock at any time during its term by delivery of payment of the exercise price and applicable withholding taxes and other required documentation to the Plan Administrator in accordance with the exercise procedures established by the Plan Administrator, which may include an electronic submission. Please review Sections 4(i), 4(j) and 7(b)(v) of the Plan, which may restrict or prohibit your ability to exercise your Option during certain periods.

(b) To the extent permitted by Applicable Law, you may pay your Option exercise price as follows:

- (i) cash, check, bank draft or money order;
- (ii) subject to Company and/or Committee consent at the time of exercise, pursuant to a "cashless exercise" program as further described in Section 4(c)(ii) of the Plan if at the time of exercise the Common Stock is publicly traded;
- (iii) subject to Company and/or Committee consent at the time of exercise, by delivery of previously owned shares of Common Stock as further described in Section 4(c)(iii) of the Plan; or

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(iv) subject to Company and/or Committee consent at the time of exercise, if the Option is a Nonstatutory Stock Option, by a "net exercise" arrangement as further described in Section 4(c)(iv) of the Plan.

(c) By accepting your Option, you agree that you will not sell, dispose of, transfer, make any short sale of, grant any option for the purchase of, or enter into any hedging or similar transaction with the same economic effect as a sale with respect to any shares of Common Stock or other securities of the Company held by you, for a period of one hundred eighty (180) days following the effective date of a registration statement of the Company filed under the Securities Act or such longer period as the underwriters or the Company will request to facilitate compliance with FINRA Rule 2241 or any successor or similar rules or regulation (the "Lock-Up Period"); provided, however, that nothing contained in this section will prevent the exercise of a repurchase option, if any, in favor of the Company during the Lock-Up Period. You further agree to execute and deliver such other agreements as may be reasonably requested by the Company or the underwriters that are consistent with the foregoing or that are necessary to give further effect thereto. In order to enforce the foregoing

covenant, the Company may impose stop-transfer instructions with respect to your shares of Common Stock until the end of such period. You also agree that any transferee of any shares of Common Stock (or other securities) of the Company held by you will be bound by this Section 2(c). The underwriters of the Company's stock are intended third party beneficiaries of this Section 2(c) and will have the right, power and authority to enforce the provisions hereof as though they were a party hereto.

3. TERM. You may not exercise your Option before the commencement of its term or after its term expires. The term of your Option commences on the Date of Grant and expires upon the earliest of the following:

- (a) immediately upon the termination of your Continuous Service for Cause;
- (b) three months after the termination of your Continuous Service for any reason other than Cause, Disability or death;
- (c) 12 months after the termination of your Continuous Service due to your Disability;
- (d) 18 months after your death if you die during your Continuous Service;
- (e) immediately upon a Corporate Transaction if the Board has determined that the Option will terminate in connection with a Corporate Transaction;
- (f) the Expiration Date indicated in your Grant Notice; or
- (g) the day before the 10th anniversary of the Date of Grant.

Notwithstanding the foregoing, if you die during the period provided in Section 3(b) or 3(c) above, the term of your Option shall not expire until the earlier of (i) 18 months after your death, (ii) upon any termination of the Option in connection with a Corporate Transaction, (iii) the Expiration Date indicated in your Grant Notice, or (iv) the day before the tenth anniversary of the Date of Grant. Additionally, the Post-Termination Exercise Period of your Option may be extended as provided in Section 4(i) of the Plan.

4. WITHHOLDING OBLIGATIONS. As further provided in Section 8 of the Plan: (a) you may not exercise your Option unless the applicable tax withholding obligations are satisfied, and (b) at the time you exercise your Option, in whole or in part, or at any time thereafter as requested by the Company, you hereby authorize withholding from payroll and any other amounts payable to you, and otherwise agree to make adequate provision for (including by means of a "cashless exercise" pursuant to a program developed under Regulation T as promulgated by the Federal Reserve Board to the extent permitted by the Company), any sums required to satisfy the federal, state, local and foreign tax withholding obligations, if any, which arise in connection with the exercise of your Option in accordance with the withholding procedures established by the Company. Accordingly, you may not be able to exercise your Option even though the Option is vested, and the Company shall have no obligation to issue shares of Common Stock subject to your Option, unless and until such obligations are satisfied. In the event that the amount of the Company's withholding obligation in connection with your Option was greater than the amount actually withheld by the Company, you agree to indemnify and hold the Company harmless from any failure by the Company to withhold the proper amount.

5. TRANSFERABILITY. Except as otherwise provided in Section 4(e) of the Plan, your Option is not transferable, except by will or by the applicable laws of descent and distribution, and is exercisable during your life only by you.

6. CORPORATE TRANSACTION. Your Option is subject to the terms of any agreement governing a Corporate Transaction involving the Company, including, without limitation, a provision for the appointment of a stockholder representative that is authorized to act on your behalf with respect to any escrow, indemnities and any contingent consideration.

7. COMPENSATION RECOVERY POLICY. You acknowledge and agree that the terms and conditions set forth in the NerdWallet, Inc. Compensation Recovery Policy effective October 2, 2023 (the "Clawback Policy") are incorporated in this Agreement by reference. To the extent the Clawback Policy is applicable to you, it creates additional rights for the Company with respect to this Option, shares of Common Stock received upon the exercise of the Option, and other applicable compensation, including, without limitation, annual cash incentive compensation awards granted to you by the Company. Notwithstanding any provisions in this Agreement to the contrary, any award granted under the Plan, shares of Common Stock received upon the exercise or settlement of any such award, and such other applicable compensation, including, without limitation, annual cash incentive compensation, will be subject to potential mandatory

cancellation, forfeiture and/or repayment by you to the Company to the extent you are, or in the future become, subject to (i) any Company clawback or recoupment policy, including the Clawback Policy and any other similar policies that are adopted by the Company, or (ii) any applicable laws that impose mandatory clawback or recoupment requirements under the circumstances set forth in such laws. By accepting the Option, you consent to be bound by the terms of the Clawback Policy, if applicable, and agree and acknowledge that you are obligated to cooperate with, and provide any and all assistance necessary to, the Company in its efforts to recover or recoup the Option and any shares of Common Stock received upon the exercise of the Option, any gains or earnings related thereto, or any other applicable compensation, including, without limitation, annual cash incentive compensation, that is subject to clawback or recoupment. Such cooperation and assistance shall include, but is not limited to, executing, completing and submitting any documentation necessary to facilitate the recovery or recoupment by the Company from you of any such amounts, including from your accounts or from any other compensation, to the extent permissible under Section 409A.

8. No LIABILITY FOR TAXES. As a condition to accepting the Option, you hereby (a) agree to not make any claim against the Company, or any of its Officers, Directors, Employees or Affiliates

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related to tax liabilities arising from the Option or other Company compensation and (b) acknowledge that you were advised to consult with your own personal tax, financial and other legal advisors regarding the tax consequences of the Option and have either done so or knowingly and voluntarily declined to do so. Additionally, you acknowledge that the Option is exempt from Section 409A only if the exercise price is at least equal to the "fair market value" of the Common Stock on the date of grant as determined by the Internal Revenue Service and there is no other impermissible deferral of compensation associated with the Option. Additionally, as a condition to accepting the Option, you agree not make any claim against the Company, or any of its Officers, Directors, Employees or Affiliates in the event that the Internal Revenue Service asserts that such exercise is less than the "fair market value" of the Common Stock on the date of grant as subsequently determined by the Internal Revenue Service.

9. SEVERABILITY. If any part of this Option Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Option Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Option Agreement (or part of such a Section) so declared to be unlawful or invalid will, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid

10. OTHER DOCUMENTS. You hereby acknowledge receipt of or the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Prospectus. In addition, you acknowledge and agree to be subject to the Company's Trading Policy, which such Trading Policy has been or will be made available to you.

11. QUESTIONS. If you have questions regarding these or any other terms and conditions applicable to your Option, including a summary of the applicable federal income tax consequences please see the Prospectus.

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Exhibit A
Performance-Based Stock Option Statement of Performance Goals

This Statement of Performance Goals applies to the performance-based stock option to purchase shares of Common Stock (the “**Option**”) granted to you on the Date of Grant and applies with respect to the Performance-Based Stock Option Award Grant Notice and related Award Agreement (collectively, the “**Agreement**”). Capitalized terms used but not explicitly defined in this Exhibit A to the Agreement but defined in the Plan or the Agreement will have the meanings assigned to them in such document.

- Performance Period.** The performance period for the Option shall be the period of time beginning on [] and ending on [] (the “**Performance Period**”).
- Performance Goals and Committee Certification.** The Performance Criteria for the Option shall be [Performance Measure 1] and [Performance Measure 2] for the Performance Period. The Committee will determine the number of shares of Common Stock subject to the Option that may be earned pursuant to the Performance-Based Stock Option Agreement based on the following Performance Goals for each of the Performance Criteria for the Performance Period:

		Performance Goals and Payout Levels (as a Percentage of the Target Number of Shares Subject to the Option for the [Performance Measure 1] Criteria)		
Portion of Option	Performance Criteria	Threshold []	Target []	Maximum []
[]	[Performance Measure 1]	[]	[]	[]

**NERDWALLET,
INC.**

Date:

		October 26, 2023 Performance Goals and Payout Levels (as a Percentage of the Target Number of Shares Subject to the Option for the [Performance Measure 2] Criteria)		
Portion of Option	Performance Criteria	By: Threshold []	/s/ Lauren StClair Target []	Maximum []
[]	[Performance Measure 2]	[]	[]	[]

Straight line interpolation will be used between each of the levels of performance shown on the table above. No portion of the Option will be earned if performance for the applicable Performance Criteria is below the “Threshold” level. No more than [] of the Option may be earned regardless of performance in excess of the “Maximum” level.

As soon as practicable following the last day of the Performance Period, the Committee shall determine and certify the Applicable Payout Percentage for each of the Performance Criteria for the Performance Period and determine the earned portion of the [Performance Measure 1] Qualified Option, [Performance Measure 2] Qualified Option and the total earned portion of the Performance Qualified Option (the date of such certification, the “**Committee Certification Date**”).

The Performance Qualified Option will remain subject to the other conditions of the Agreement and this Exhibit A (including Section 3 below), which must be satisfied for any Performance Qualified Option to vest.

3. Continued Service-Based Vesting Requirement. The Performance Qualified Option will vest as follows, in each case subject to your Continuous Service through the applicable vesting date:

- (a) []% of the Performance Qualified Option, rounded down to the nearest whole share, will vest on []; provided, however, that if the Committee Certification Date is after [], such portion of the Option shall instead vest on the date that is 10 business days after such Committee Certification Date;
- (b) []% of the Performance Qualified Option, rounded down to the nearest whole share, will vest on each of the next 7 Quarterly Installment Dates, beginning on []; and
- (c) Any then earned and unvested portion of the Performance Qualified Option shall vest on the 8th Quarterly Installment Date.

Except as set forth in Section 4 below, if your Continuous Service terminates for any reason, any portion of the Performance Qualified Option that has not become vested in accordance with this Section 3 at the time of such termination will be immediately and automatically forfeited.

4. Effect of a Change of Control.

- (a) Notwithstanding the vesting schedule in the Agreement or anything in this Exhibit A, if at any time before the vesting or forfeiture of the Option, and while you are continuously employed by the Company or a Subsidiary, (i) a Change of Control (as defined in the Company's Amended and Restated Change of Control and Severance Policy) occurs and (ii) the surviving or acquiring corporation (or its parent company) in such Change of Control does not assume or continue the Option covered by this Agreement or substitute a similar award for such Option (a "Replacement Award"), then any portion of the Option that is then unvested will become immediately vested at the Change of Control Performance Level immediately prior to (and contingent upon) the Change of Control.
- (b) If, within 12 months after a Change of Control, you experience a COC Qualifying Termination (as defined in the Company's Amended and Restated Change of Control and Severance Policy) during the remaining vesting period for the Option (or the Replacement Award), any unvested portion of the Option (or the Replacement Award) shall immediately vest in full upon such COC Qualifying Termination.
- (c) If you experience a Qualifying Termination (as defined in the Company's Amended and Restated Change of Control and Severance Policy) during the remaining vesting period for the Option and then a Change of Control occurs within three months following such termination of employment, any unvested Option shall immediately vest in full upon such

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COC Qualifying Termination at the Change of Control Performance Level. For the avoidance of doubt, if your employment is terminated due to a Qualifying Termination prior to a Change of Control, the unvested portion of the Option shall remain outstanding for three months such that it may have an opportunity to vest in accordance with this Section if a Change of Control occurs within such time.

- (d) If at the time a Change of Control occurs, any portion of the Option covered by this Agreement is still subject to performance-based vesting conditions, then any award provided in substitution for the Option in connection with the Change of Control will not be considered a "Replacement Award" for purposes of this Section 4 unless it is an award of a time-based option, with the number of such shares subject to the option determined based on the Change of Control Performance Level.

5. Definitions.

- (a) "**Applicable Payout Percentage**" means the actual level of attainment (which may equal 0% or range from []% , to []%) of the Performance Goals for the applicable Performance Criteria for the Performance Period.
- (b) "**Change of Control Performance Level**" means: (i) if the Change of Control occurs before the last day of the Performance Period, the "target" performance level; (ii) if the Change of Control occurs on or after the last day of the Performance Period but prior to the Committee Certification Date, the actual performance level measured as of the end of the Performance Period (as determined by the Committee, as constituted immediately prior to the Change of Control, in its sole discretion); or (iii) if the Change of Control occurs on or after the Committee Certification Date, the actual performance level determined by the Committee on such date.

(c) **[Performance Measure/Criteria Definitions]**

(d) "**Performance Qualified Option**" means a number, rounded down to the nearest whole share, equal to (i) the [Performance Measure 1] Qualified Option plus (ii) the [Performance Measure 2] Qualified Option and represents the total number of shares subject to the Option that are eligible to vest and be earned in accordance with and subject to Section 3 of this Exhibit A.

(e) "**[Performance Measure 1] Qualified Option**" means a number equal to (i) the Target Number of shares subject to the Option, multiplied by (ii) []%, multiplied by (iii) the Applicable Payout Percentage for [Performance Measure 1].

(f) "**[Performance Measure 2] Qualified Option**" means a number equal to (i) the Target Number of shares subject to the Option, multiplied by (ii) []%, multiplied by (iii) the Applicable Payout Percentage for [Performance Measure 2].

(g) "**Quarterly Installment Date**" means March 1, June 1, September 1, and December 1 of each year, provided that if such date is not a business day, the Quarterly Installment Date shall be the first business day after such date.

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ATTACHMENT II

2021 EQUITY INCENTIVE PLAN

ATTACHMENT III

NOTICE OF EXERCISE

NERDWALLET, INC.

(2021 EQUITY INCENTIVE PLAN)

NOTICE OF EXERCISE

NERDWALLET, INC.
55 HAWTHORNE ST., 10TH FLOOR
SAN FRANCISCO, CA 94105

Date of Exercise: _____

This constitutes notice to NerdWallet, Inc. (the "Company") that I elect to purchase the below number of shares of Common Stock of the Company (the "Shares") by exercising my Option for the price set forth below. Capitalized terms not explicitly defined in this Notice of Exercise but defined in the Grant Notice, Option Agreement or 2021 Equity Incentive Plan, as amended (the "Plan") shall have the meanings set forth therein, as applicable. Use of certain payment methods is subject to Company and/or Committee consent and certain additional requirements set forth in the Option Agreement and the Plan.

Type of option:

Lauren StClair

Nonstatutory

Date of Grant:

Number of Shares as to which Option is exercised:

Chief Financial Officer Certificates to be issued in
name of:

Total exercise price:

\$ _____

Cash, check, bank draft or money order delivered
herewith:

\$ _____

Value of _____ Shares delivered herewith:

\$ _____

Regulation T Program (cashless exercise)

\$ _____

Value of _____ Shares pursuant to net
exercise:

\$ _____

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By this exercise, I agree (i) to provide such additional documents as the Company may require pursuant to the terms of the Plan and (ii) to satisfy the tax withholding obligations, if any, relating to the exercise of this Option as set forth in the Option Agreement.

Very truly yours,

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

I, Tim Chen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NerdWallet, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **October 26, 2023 April 25,
2024**

/s/ Tim Chen

Tim Chen
Chief Executive Officer and
Chairman of the Board of Directors

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

I, Lauren StClair, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NerdWallet, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **October 26, 2023 April 25,
2024**

/s/ Lauren StClair

Lauren StClair
Chief Financial Officer

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Tim Chen, Chief Executive Officer and Chairman of the Board of Directors of NerdWallet, Inc. (the "Company"), certify, as of the date hereof and solely for purposes of and 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:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended **September 30, 2023 March 31, 2024** (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: **October 26, 2023 April 25,
2024**

/s/ Tim Chen

Tim Chen
Chief Executive Officer and
Chairman of the Board of Directors

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

I, Lauren StClair, Chief Financial Officer of NerdWallet, Inc. (the "Company"), certify, as of the date hereof and solely for purposes of and 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:

1. The Quarterly Report on Form 10-Q of the Company for the quarter ended **September 30, 2023** **March 31, 2024** (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

Date: **October 26, 2023** **April 25,**
2024

/s/ Lauren StClair

Lauren StClair
Chief Financial Officer

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