REFINITIV

DELTA REPORT

10-Q

MCHXP - MARCHEX INC

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

The following comparison report has been automatically generated

TOTAL DELTAS	1404
CHANGES	166
DELETIONS	665
ADDITIONS	573

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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, March 31, 2023 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 000-50658

Marchex, Inc.
(Exact name of Registrant as specified in its charter)

Delaware	**35-2194038**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1200 5th Ave, Suite 1300	
Seattle, WA	**98101**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (206) 331-3300

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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 B Common Stock, $0.01 par value per share	MCHX	The NASDAQ STOCK MARKET LLC (NASDAQ Global Select 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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
Emerging growth company	☐		

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

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

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 B Common Stock	MCHX	The Nasdaq Global Select Market

As of November 8, 2023 May 7, 2024, the registrant had 4,660,927 shares of Class A common stock $.01 par value per share, and 38,655,837outstanding. The number of shares of Registrant's Class B common stock $.01 par value per share, outstanding respectively. as of May 7, 2024 was 39,017,668..

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Marchex, Inc. MARCHEX, INC.

Form 10-Q

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PART I—FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

MARCHEX, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands)
(unaudited)

	December 31, 2022	September 30, 2023	December 31, 2023	March 31, 2024
Assets				
Current assets:				
Cash and cash equivalents	$ 20,474	$ 13,717	$ 14,607	$ 12,032
Accounts receivable, net	8,396	8,132	7,394	8,145
Prepaid expenses and other current assets	2,015	2,107	1,805	2,298
Total current assets	30,885	23,956	23,806	22,475
Property and equipment, net	4,050	3,313	2,398	2,093

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Other assets, net			1,482	1,489
Right-of-use lease asset	738	1,745	1,631	1,515
Other assets, net	973	1,112		
Assets held for sale	—	400		
Goodwill	17,558	17,558	17,558	17,558
Intangible assets from acquisitions, net	2,590	997	602	452
Total assets	$ 56,794	$ 49,081	$ 47,477	$ 45,582
Liabilities and Stockholders' Equity				
Current liabilities:				
Accounts payable	$ 2,037	$ 1,177	$ 1,533	$ 1,455
Accrued benefits and payroll	3,566	2,990	3,294	1,566
Other accrued expenses and current liabilities	3,825	3,762	3,217	3,608
Deferred revenue and deposits	1,384	1,212	1,214	1,916
Right of use liability, current	1,252	452		
Finance lease, current	—	221		
Lease liability current			462	472
Total current liabilities	12,064	9,814	9,720	9,017
Deferred tax liabilities	233	233	249	276
Finance lease, non-current	-	424	421	340
Right of use liability non-current	385	1,336		
Lease liability, non-current			1,217	1,096
Total liabilities	12,682	11,807	$ 11,607	$ 10,729
Commitments and contingencies - See Note 10				

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Stockholders' equity:				
Common stock, $0.01 par value, Authorized 137,500 shares				
Class A: 12,500 shares authorized; 4,661 shares issued and outstanding at December 31, 2022 and September 30, 2023	49	49		
Class B: 125,000 shares authorized; 38,497 shares issued and outstanding at December 31, 2022, including 1,105 shares of restricted stock; and 38,784 shares issued and outstanding at September 30, 2023, including 855 shares of restricted stock	385	387		
Common stock, $0.01 par value. Authorized 137,500 shares				
Class A: 12,500 shares authorized; 4,661 shares issued and outstanding at December 31, 2023 and March 31, 2024			49	49
Class B: 125,000 shares authorized; 38,661 shares issued and outstanding at December 31, 2023 including 720 shares of restricted stock; and 39,017 shares issued and outstanding at March 31, 2024, including 615 shares of restricted stock			386	389
Additional paid-in capital	354,999	356,926	356,666	357,096
Accumulated deficit	(311,321)	(320,088)	(321,231)	(322,681)
Total stockholders' equity	44,112	37,274	35,870	34,853
Total liabilities and stockholders' equity	$ 56,794	$ 49,081	$ 47,477	$ 45,582

See accompanying Notes to the Condensed Consolidated Financial Statements.

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MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Operations

(in thousands, except per share amounts)

(unaudited)

	Nine Months Ended September 30,		Three Months Ended September 30,		Three Months Ended March 31,	
	2022	2023	2022	2023	2023	2024
Revenue	$ 39,878	$ 37,516	$ 13,197	$ 12,778	$ 12,216	$ 11,573
Expenses:						
Service costs(1)(3)	14,791	15,899	4,992	5,057	5,424	4,414
Sales and marketing(1)(3)	10,172	8,920	3,388	2,319	3,970	2,787
Product development(1)(3)	10,515	12,202	3,524	3,942		
Product development (3)					4,164	3,245
General and administrative(1)(3)	7,397	7,412	2,351	2,249	2,617	2,289

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Amortization of intangible assets from acquisitions(2)	1,593	1,593	531	531	531	151
Acquisition and disposition-related costs	37	12	10	—		
Acquisition and disposition related benefits					13	—
Total operating expenses	44,505	46,038	14,796	14,098	16,719	12,886
Loss from operations	(4,627)	(8,522)	(1,599)	(1,320)	(4,503)	(1,313)
Interest income (expense) and other, net	33	(192)	37	(218)	57	(78)
Loss before provision for income taxes	(4,594)	(8,714)	(1,562)	(1,538)	(4,446)	(1,391)
Income tax expense (benefit)	77	53	(4)	9		
Income tax expense					(30)	(59)
Net loss applicable to common stockholders	$ (4,671)	$ (8,767)	$ (1,558)	$ (1,547)	$ (4,476)	$ (1,450)
Basic and diluted net loss per Class A and Class B share applicable to common stockholders	$ (0.11)	$ (0.21)	$ (0.04)	$ (0.04)		

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Basic and diluted net loss per Class A and B share applicable to common stockholders					$ (0.11)	$ (0.03)
Shares used to calculate basic net loss per share applicable to common stockholders:						
Class A	4,661	4,661	4,661	4,661	4,661	4,661
Class B	38,735	37,927	38,861	38,103	37,835	38,393
Shares used to calculate diluted net loss per share applicable to common stockholders:						
Class A	4,661	4,661	4,661	4,661	4,661	4,661
Class B	43,396	42,588	43,522	42,764	42,496	43,054
(1) Excludes amortization of intangibles from acquisitions						
(2) Components of amortization of intangibles from acquisitions						
(2) Components of amortization of intangibles from acquisitions:						
Service costs	351	351	117	117	117	117

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Sales and marketing	1,242	1,242	414	414	414	34
Total	$ 1,593	$ 1,593	$ 531	$ 531	$ 531	$ 151
(3) Components of related party support services fee recovery						
Service costs	$ 2,208	$ 1,007	$ 772	$ 268	380	31
Sales and marketing	572	89	200	2	50	—
Product development	1,439	159	521	34	67	—
General and administrative	1,168	121	304	21	54	33
Total	$ 5,387	$ 1,376	$ 1,797	$ 325	$ 551	$ 64

See accompanying Notes to the Condensed Consolidated Financial Statements.

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MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Stockholders' Equity

(in thousands)

(unaudited)

	Class A common stock		Class B common stock		Treasury stock		Additional paid-in	Accumulated	Total stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	capital	deficit	equity
Balances at December 31, 2021	4,661	$ 49	37,391	$ 374	(23)	$ —	$ 354,155	$ (303,076)	$ 51,502
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	285	3	—	—	13	—	16
Retirement of treasury stock	—	—	(23)	—	23	—	—	—	—
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	695	—	695
Net loss	—	—	—	—	—	—	—	(1,582)	(1,582)
Balances at March 31, 2022	4,661	$ 49	37,653	$ 377	—	$ —	$ 354,863	$ (304,658)	$ 50,631
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	5	—	—	—	7	—	7
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	714	—	714
Net loss	—	—	—	—	—	—	—	(1,531)	(1,531)
Balances at June 30, 2022	4,661	$ 49	37,658	$ 377	—	$ —	$ 355,584	$ (306,189)	$ 49,821

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Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	82	—	—	—	7	—	7
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	625	—	625
Net loss	—	—	—	—	—	—	—	(1,558)	(1,558)
Balances at September 30, 2022	4,661	$ 49	37,740	$ 377	—	$ —	$ 356,216	$ (307,747)	$ 48,895

	Class A common stock		Class B common stock		Treasury stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances at December 31, 2022	4,661	$ 49	38,497	$ 385	—	$ —	$ 354,999	$ (311,321)	44,112
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	282	3	—	—	9	—	12
Retirements of treasury stock	—	—	(105)	(1)	—	—	—	—	(1)
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	799	—	799
Net loss	—	—	—	—	—	—	—	(4,476)	(4,476)
Balances at March 31, 2023	4,661	$ 49	38,674	$ 387	—	$ -	$ 355,807	$ (315,797)	40,446
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	22	—	—	—	7	—	7
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	701	—	701

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Net loss	—	—	—	—	—	—	—	(2,744)	(2,744)
Balances at June 30, 2023	4,661	$ 49	38,696	$ 387	—	$ -	$ 356,515	$ (318,541)	38,410
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	88	1	—	—	4	—	5
Retirements of treasury stock	—	—	(129)	(1)	—	—	—	—	(1)
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	407	—	407
Net loss	—	—	—	—	—	—	—	(1,547)	(1,547)
Balances at September 30, 2023	4,661	$ 49	38,655	$ 387	—	$ -	$ 356,926	$ (320,088)	37,274

	Class A common stock		Class B common stock		Treasury stock		Additional paid-in capital	Accumulated deficit	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance at December 31, 2022	4,661	$ 49	38,497	$ 385	—	—	$ 354,999	$ (311,321)	$ 44,112
Issuance of common stock upon exercise of options, issuance and vesting of restricted stock and under employee stock purchase plan, net	—	—	282	3	—	—	9	—	12
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	(105)	(1)	—	—	—	—	(1)
Issuance of Class B common stock in connection with prior deferred issuance from acquisition	—	—	—	—	—	—	799	—	799
Net loss	—	—	—	—	—	—	—	(4,476)	(4,476)
Balance at March 31, 2023	4,661	$ 49	38,674	$ 387	—	—	$ 355,807	$ (315,797)	$ 40,446

	Class A common stock	Class B common stock	Treasury stock	Additional paid-in	Accumulated	Total stockholders'

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	Shares	Amoun t	Shares	Amount	Share s	Amoun t	capital	deficit	equity
Balance at December 31, 2023	4,661	$ 49	38,661	$ 386	—	—	$ 356,666	$ (321,231)	$ 35,870
Stock-based compensation from options and restricted stock, net of forfeitures	—	—	—	—	—	—	433	—	433
Issuance of Class B common stock in connection with prior deferred issuance from acquisition	—	—	356	3	—	—	(3)	—	—
Net loss	—	—	—	—	—	—	—	(1,450)	(1,450)
Balance at March 31, 2024	4,661	$ 49	39,017	$ 389	$ -	$ -	$ 357,096	$ (322,681)	$ 34,853

See accompanying Notes to the Condensed Consolidated Financial Statements.

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MARCHEX, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows

(in thousands)

(unaudited)

	Nine Months Ended September 30,	
	2022	2023
Cash flows from operating activities:		
Net loss applicable to common shareholders	$ (4,671)	$ (8,767)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Amortization and depreciation	2,894	3,126
Allowance for doubtful accounts and advertiser credits	495	209
Stock-based compensation	2,034	1,907
Loss on the disposal of capital assets	—	192

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Deferred income taxes	66	—
Change in operating assets and liabilities:		
Accounts receivable, net	(911)	53
Prepaid expenses, other current assets and other assets	(469)	(276)
Accounts payable	(47)	(860)
Accrued expenses and other current liabilities	(43)	(1,563)
Deferred revenue and deposits	(1,139)	(170)
Net cash used in operating activities	(1,791)	(6,149)
Investing Activities:		
Purchases of property and equipment	(1,996)	(524)
Proceeds from sale of property and equipment	-	66
Net cash used in investing activities	(1,996)	(458)
Financing Activities:		
Financing lease payments	-	(172)
Proceeds from exercises of stock options, issuance and vesting of restricted stock and employee stock purchase plan, net	30	22
Net cash provided (used) by financing activities	30	(150)
Net decrease in cash and cash equivalents	(3,757)	(6,757)
Cash and cash equivalents at beginning of period	27,086	20,474
Cash and cash equivalents at end of period	$ 23,329	$ 13,717
Supplemental disclosure of cash flow and non-cash information:		
Foreign government paycheck assistance and rent subsidies	$ 10	—
Cash paid for operating leases	$ 1,481	$ 1,546
Cash paid for income taxes	$ 38	$ 70
Acquisition of property and equipment included in accounts payable and accrued liabilities	$ 63	—
Financing lease	—	$ 786

	March 31,	
	2023	2024
Cash flows from operating activities:		
Net loss applicable to common stockholders	$ (4,476)	$ (1,450)

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Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization and depreciation	889	474
Allowance for credit losses	93	25
Deferred income taxes	—	28
Stock-based compensation	799	433
Change in certain assets and liabilities:		
Accounts receivable, net	255	(776)
Prepaid expenses, other current assets, and other assets	(42)	(368)
Accounts payable	(1,196)	(77)
Accrued expenses and other current liabilities	(995)	(1,469)
Deferred revenue and deposits	292	702
Net cash used in operating activities	(4,381)	(2,478)
Cash flows from investing activities:		
Purchases of property and equipment	(392)	(4)
Net cash used in investing activities	(392)	(4)
Cash flows from financing activities:		
Proceeds from exercises of stock options, issuance and vesting of restricted stock and employee stock purchase plan, net	9	—
Cash paid for finance lease	—	(93)
Net cash provided by (used in) financing activities	9	(93)
Net decrease in cash and cash equivalents	(4,764)	(2,575)
Cash and cash equivalents at beginning of period	20,474	14,607
Cash and cash equivalents at end of period	$ 15,710	$ 12,032
Supplemental disclosure of cash flow information:		
Cash paid for operating leases (operating activities)	$ 1,184	$ 138
Financing Lease	$ 451	

See accompanying Notes to the Condensed Consolidated Financial Statements.

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MARCHEX, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
(unaudited)

(1) Note 1: Description of Business and Basis of Presentation

Description of Business

Marchex, Inc. (the ("Marchex" or the "Company") harnesses the power of AI and omnichannel conversational intelligence to provide actionable insights aligned with prescriptive vertical market data analytics, driving operational excellence and revenue acceleration. Marchex enables executive, sales, and marketing teams to optimize customer journey experiences across communications channels. Through our prescriptive analytics solutions, we enable the alignment of enterprise strategy, empowering businesses to increase revenue through informed decision-making and strategic execution. Marchex provides conversational intelligence AI-powered solutions for market-leading companies in leading B2B2C vertical markets, including several of the world's most innovative and successful brands.

Marchex was incorporated in the state of Delaware on January 17, 2003. The Company is a conversational analytics and solutions company that helps businesses connect, drive, measure, and convert callers into customers, and connects the voice of the customer to their business. We deliver data insights and incorporate artificial intelligence (AI)-powered functionality that drives insights and solutions to help companies find, engage and support their customers across voice and text-based communication channels.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC" ("SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to those rules rule and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading.

The preparation of our unaudited Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The Company has used estimates related to several financial statement amounts, including revenues, allowance for doubtful accounts, allowance for advertiser credits, credit losses, useful lives for property and equipment and intangible

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assets, valuation of intangible assets, the fair value of stock option awards, the impairment of goodwill, and the valuation allowance for deferred tax assets. Actual results could differ from those estimates.

Operating results for the three and nine months ended September 30, 2023 are not necessarily indicative of the results that may be expected for the year ending December 31, 2023, or for any other period. The interim financial information is unaudited, and reflects all normal adjustments that are, in our opinion, necessary to provide a fair statement of results for the interim periods presented. The balance sheet at December 31, 2022 has been derived from the audited Consolidated Financial Statements at that date. This report should be read in conjunction with the Consolidated Financial Statements in our 2022 Form 10-K where we include additional information about our policies and the methods and assumptions used in our estimates.

Our Company consolidates all entities that we control by ownership of a majority voting interest. All inter-company transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to the Condensed Consolidated Financial Statements in the prior periods to conform to the current period presentation.

Assets, liabilities and operations of foreign subsidiaries are recorded based on the functional currency of the entity. For a majority of our foreign operations, the functional currency is the U.S. dollar. Assets and liabilities denominated in other than the functional currency are remeasured each month with the remeasurement gain or loss recorded in interest income (expense) and other, net in the Condensed Consolidated Statements of Operations.

Recent Accounting Pronouncements Not Yet Effective

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”), which requires public entities to disclose information about their reportable segments’ significant expenses on an interim and annual basis. In addition, the amendments clarify circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment and contains other disclosure requirements. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently assessing the impact of this ASU on its Condensed Consolidated Financial Statements disclosures.

To date, there In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"), which requires disclosure of disaggregated income taxes paid, prescribes standardized categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosures. ASU 2023-09 may be applied on a prospective basis and is effective for annual periods beginning after December 15, 2024, thus it will be effective for our annual reporting period ending December 31, 2025, with early adoption permitted. While we are still evaluating the specific impacts of adoption, we anticipate this guidance may have been no recent accounting pronouncements not yet effective that are expected to have a material an impact on our Condensed annual income tax disclosures but not on our annual Consolidated Financial Statements.

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Note 2: **Revenue Recognition**

We generate the majority of our revenues from core analytics and solutions services. conversational intelligence product offerings. Customers typically receive the benefit of the Company’s services as they are performed and substantially all the Company’s revenue is recognized over time as the services are performed.

Revenue is recognized when a customer obtains control of services in an amount that reflects the consideration the Company expects to receive in exchange for those services. The Company measures revenue based on the consideration specified in the customer arrangement, and revenue is recognized when the performance obligations in the customer arrangement are satisfied. A performance obligation is a promise in a contract to transfer a distinct service or product to the customer. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as the customer receives the benefit of the performance obligation.

The Company’s call AI-powered conversational analytics technology platform provides data and insights that can measure into the performance of mobile, online conversations our clients are having with their customers across phone, text and offline advertising for customers other communication channels. Our tools enable brands to personalize customer interactions in order to accelerate sales and small business resellers. capture more opportunities to grow their business. The Company generates revenue from the Company’s call conversational analytics technology platform when advertisers customers pay the Company a fee for each call/ call, text, or call/text other communication related data element they receive from calls or texts or for each phone number tracked based on a pre-negotiated rate. Revenue is recognized as services are provided over time, which is generally measured by the delivery of each call/text or call/text related data element or each phone number tracked.

The majority of the Company’s customers are invoiced on a monthly basis following the month of the delivery of services and are required to make payments under standard credit terms. Collection on the related receivables may vary from reported information based upon third-party refinement of the estimated and reported amounts owed that occurs subsequent to period ends. The Company establishes an allowance for advertiser credits, credit losses, which is included in *Other accrued expenses and current liabilities* *Accounts receivable, net* in the balance sheets, Company's Condensed Consolidated Balance Sheets, using its best estimate of the amount of expected credit losses in our accounts receivable, to include expected future reductions in advertisers’ customers’ payment obligations related to delivered services services. We determine our allowance for credit losses based on analysis of historical credits. bad debts and invoice credits, expected

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revenue adjustments, customer concentrations, customer creditworthiness, and current economic trends. The balance associated with the allowance for advertiser credits credit losses in the Company's Condensed Consolidated Balance Sheet Sheets was $84,000 232.0 thousand and $65,000 256.0 thousand as of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024, respectively. The revenue recognized but not yet invoiced (unbilled AR) in the Company's Condensed Consolidated Balance Sheets was $1.5 million as of December 31, 2023 and March 31, 2024. Customer payments received in advance of revenue recognition are also considered contract liabilities and are recorded as deferred revenue. The deferred revenue balance in the Company's Condensed Consolidated Balance Sheet Sheets as of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024, was $1.4 1.2 million and $1.2 1.9 million, respectively. During the nine three months ended September 30, 2023 March 31, 2023 and 2022, 2024 revenue recognized that was included in the contract liabilities balances at the beginning of the period was $911,000 0.5 thousand and $1,100,000, respectively. During the three months ended September 30, 2023 and 2022, revenue recognized that was included in the contract liabilities balances at the beginning of the period was $238,000 0.4 and $436,000, thousand, respectively.

The majority of the Company's total revenue is derived from contracts that include consideration that is variable in nature. The variable elements of these contracts primarily include the number of transactions (for example, the number qualified phone calls). For contracts with an effective term greater than one year, the Company applies the standard's practical expedient that permits the exclusion of disclosure of the value of unsatisfied performance obligations for these contracts as the Company's right to consideration corresponds directly to the value provided to the customer for services completed to date and all future variable consideration is allocated to wholly unsatisfied performance obligations. A term for purposes of these contracts has been estimated at 24 months. In addition, the Company applies the standard's optional exemption to disclose information about performance obligations for contracts that have original expected terms of one year or less.

For arrangements that include multiple performance obligations, the transaction price from the arrangement is allocated to each respective performance obligation based on its relative standalone selling price and recognized when revenue recognition criteria for each performance obligation are met. The standalone selling price for each performance obligation is established based on the sales price at which the Company would sell a promised good or service separately to a customer or the estimated standalone selling price.

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The Company’s incremental direct costs of obtaining a contract, which consist primarily of sales commissions, are generally deferred and amortized to sales and marketing expense over the estimated life of the relevant customer relationship of approximately 24 months and are subject to being monitored every period to reflect any significant change in assumptions. In addition, the deferred contract cost asset is assessed for impairment on a periodic basis. The Company’s contract acquisition costs are included in other assets, net in the Company's Condensed Consolidated Balance Sheet. Sheets. The Company is applying the standard’s practical expedient permitting expensing of costs to obtain a contract when the expected amortization period is one year or less, which typically results in expensing commissions paid to acquire certain contracts. As of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024, the Company had $163,000 0.3 million and $242,000 0.4 million of net deferred contract costs, respectively, and the accumulated amortization associated with these costs was $1.5 million and $1.6 million both for the periods year ended December 31, 2022 December 31, 2023 and September 30, 2023, respectively. for the three months ended March 31, 2024.

(3) Note 3: Segment Reporting and Geographic Information

Operating segments are revenue-producing components of the enterprise for which separate financial information is produced internally for the Company’s management. For the three and nine months ended September 30, 2023 March 31, 2023 and 2022, 2024, the Company operated in a single segment comprised of its core conversational analytics and solutions services.

related solutions.

Long-lived assets by geographical region are based on the location of the legal entity that owns the assets. As of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024, no significant long-lived assets were held by entities outside of the United States.

Revenues from customers by geographical areas are tracked on the basis of the location of the customer. The majority of the Company’s revenue and accounts receivable are derived from domestic sales to customers.

Revenues by geographic region are as follows (in percentages): follows:

	Nine Months Ended September 30,		Three Months Ended September 30,		Three Months Ended March 31,	
	2022	2023	2022	2023		
(In Percentages)					2023	2024
United States	99 %	99 %	99 %	99 %	99 %	99 %

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Canada and other countries	1 %	1 %	1 %	1 %	1 %	1 %
Total	100 %	100 %	100 %	100 %	100 %	100 %

(4) Note 4: Concentrations

The Company maintains substantially all of its cash and cash equivalents with one two high credit quality financial institutions and are all considered at Level 1 fair value with observable inputs that reflect quoted prices for identical assets or liabilities in active markets.

There was The Company has one customer that represented represents more than 10% of consolidated revenue. The table below sets forth the percentage of the Company's consolidated revenue that was attributed to this customer for the nine months ended September 30, 2023, which was 11%. three month periods presented below:

	Three Months Ended	
(In Percentages)	**2023**	**2024**
Customer A	11 %	12 %

The Company has one customer that represents more than 10% of consolidated accounts receivable. The table below sets forth the percentage of the Company's outstanding receivable balance for that was attributed to this customer is as follows (in percentages): of the periods presented below:

	December 31, 2022	September 30, 2023
Customer A	28 %	27 %

	December 31, 2023	**March 31, 2024**
(In Percentages)		
Customer A	21 %	18 %

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Note

(5)5: Fair Value of Financial Instruments

The Company had the following financial instruments as of December 31, 2022 December 31, 2023 and September 30, 2023 March 31, 2024: cash and cash equivalents, accounts receivable, and accounts payable, and accrued liabilities. The carrying value of these financial instruments approximates their fair value based on the liquidity of these financial instruments and their short-term nature. Further, these financial instruments are considered at Level 1 fair value with observable inputs that reflect quoted prices for identical assets or liabilities in active markets.

The following table provides information about the fair value of our cash and cash equivalents balance as of December 31, 2022 and September 30, 2023 (in thousands): balance:

	December 31, 2022		September 30, 2023		December 31, 2023		March 31, 2024	
(In Thousands)								
Level 1 Assets:								
Cash	$	9,020	$	8,625	$	9,510	$	6,921
Money market funds		11,454		5,092		5,097		5,111
Total cash and cash equivalents	$	20,474	$	13,717	$	14,607	$	12,032

(6) Stockholders Note 6: Stockholders' Equity

Common Stock

In November 2014, the Company's board of directors authorized a new share repurchase program (the "2014 Repurchase Program"), which supersedes and replaces any prior repurchase programs. Under the 2014 Repurchase Program, the Company is authorized to repurchase up to 3 million shares of the Company's Class B common stock in the aggregate through open market and privately negotiated transactions, at such times and in such amounts as the Company deems appropriate. Repurchases may also be made under a Rule 10b5-1 plan, which would permit shares to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. The 2014 Repurchase Program does not have an expiration date and may be expanded, limited or terminated at any time without prior notice. During The Company made no repurchases under the 2014 Repurchase Program during the three and nine months ended September 30, 2023 March 31, 2023 and 2022, 2024. Shares repurchased but not yet retired by the Company did not repurchase any Class B are

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classified as treasury stock on the Condensed Consolidated Balance Sheets before retirement. Retirement of treasury stock results in reductions to common stock.

stock and additional paid-in capital.

Stock-based Compensation Plans

The Company grants stock-based awards, including stock options, restricted stock awards, and restricted stock units. The Company measures stock-based compensation cost at the grant date based on the fair value of the award and recognizes it as expense over the vesting or service period, as applicable, of the stock-based award using the straight-line method. The Company accounts for forfeitures as they occur. Stock-based compensation expense has been included in the same lines as compensation paid to the same employees in the Condensed Consolidated Statements of Operations.

Stock-based compensation expense was included in the following operating expense categories as follows (in thousands): follows:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2022	2023	2022	2023
Service costs	$ 125	$ -	$ 46	$ -
Sales and marketing	596	580	205	89
Product development	216	94	58	(39)
General and administrative	1,097	1,233	316	357
Total stock-based compensation	$ 2,034	$ 1,907	$ 625	$ 407

	Three Months Ended March 31,	
(In Thousands)	**2023**	**2024**
Service costs	$ 45	$ 3
Sales and marketing	263	88
Product development	86	8
General and administrative	405	334
Total stock-based compensation	$ 799	$ 433

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The Company uses the Black-Scholes option pricing model to estimate the per share fair value of stock option grants with time-based vesting. The Black-Scholes model relies on a number of key assumptions to calculate estimated fair values. For the nine three months ended September 30, 2022 March 31, 2023 and 2023 2024, the expected life of each award granted was determined based on historical experience with similar awards, giving consideration to contractual terms, anticipated exercise patterns, and vesting schedules and expirations. schedules. Expected volatility is based on historical volatility levels of the Company's Class B common stock and the expected volatility of companies in similar industries that have similar vesting and contractual terms. The risk-free interest rate is based on the implied yield currently available on U.S. Treasury issues with terms approximately equal to the expected life of the option. The Company uses an expected annual dividend yield in consideration of the Company's common stock dividend payments, which we consider to be zero.

The following weighted average assumptions were used in determining the fair value of time-vested stock option grants for the periods presented:

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2022	2023	2022	2023
Expected life (in years)	4.0 - 6.25	4.0 - 6.25	4.0 - 6.25	4.0 - 6.25
Risk-free interest rate	2.41%-4.30%	3.58%-4.70%	4.18%-4.30%	4.61%-4.70%
Expected volatility	51%-63%	53%-64%	52%-63%	56%-64%

	Three Months Ended March 31,	
	2023	2024
Expected life (in years)	4.00 - 6.25	4.00 - 6.25
Risk-free interest rate	3.58% - 3.71%	4.21% - 4.31%
Expected volatility	53% -64%	57% - 64%

Stock option activity during the nine three months ended September 30, 2023 March 31, 2024 is summarized as follows:

	Shares (in thousands)	Weighted average exercise price	Weighted average remaining contractual term (in years)

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Balance at December 31, 2022	3,766	$	3.14	6.67
Options granted	2,975		1.70	
Options forfeited	(471)		2.49	
Options expired	(680)		3.99	
Balance at September 30, 2023	5,590	$	2.33	7.10

	Options (in thousands)		Weighted average exercise price of options	Weighted average remaining contractual term (in years)
Balance at December 31, 2023	5,395	$	2.21	7.39
Options granted	72	$	1.34	
Options forfeited	(82)	$	1.74	
Options expired	(22)	$	2.62	
Options exercised	—			
Balance at March 31, 2024	5,363	$	2.20	7.16

Restricted stock awards and restricted stock unit activity during the nine three months ended September 30, 2023 March 31, 2024 is summarized as follows:

	Shares/ Units (in thousands)		Weighted average grant date fair value
Unvested balance at December 31, 2022	1,640	$	2.53
Granted	325		1.84
Vested	(503)		2.36
Forfeited	(343)		2.59
Unvested balance at September 30, 2023	1,119	$	2.40

	Shares/ Units (In Thousands)		Weighted Average Grant Date Fair Value
Unvested at December 31, 2023	782	$	1.94
Granted	—		—
Vested	(104)		2.17
Forfeited	(15)		1.46
Unvested at March 31, 2024	663		1.97

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(7) Note 7: Net Loss Income (Loss) Per Share

The Company computes net loss income (loss) per share of Class A and Class B common stock using the two-class two class method. Under the provisions of the two-class two class method, basic net loss income (loss) per share is computed by dividing net loss income (loss) applicable to common stockholders by the weighted average number of common shares outstanding during the year. Diluted net loss income (loss) per share is computed by dividing net loss income (loss) applicable to common stockholders by the weighted average number of common and dilutive common equivalent shares outstanding during the period. The computation of the diluted net loss income (loss) per share of Class B common stock assumes the conversion of Class A common stock to Class B common stock, while the diluted net loss income (loss) per share of Class A common stock does not assume the conversion of those shares.

In accordance with the two-class two class method, the undistributed earnings (losses) for each year are allocated based on the contractual participation rights of the Class A and Class B common shares and the restricted shares as if the earnings for the year had been distributed. Considering the terms of the Company's charter which provides that, if and when dividends are declared on the Company's its common stock in accordance with Delaware General Corporation Law, equivalent dividends shall be paid with respect to the shares of Class A common stock and Class B common stock and that both classes of common stock have identical dividend rights and would share equally in the Company's net assets in the event of liquidation, the Company has allocated undistributed earnings (losses) on a proportionate basis.

Instruments granted in unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities prior to vesting. As such, the Company's restricted stock awards are considered participating securities for purposes of calculating earnings per share. Under the two class method, dividends paid on unvested restricted stock are allocated to these participating securities and therefore impact the calculation of amounts allocated to common stock.

The following tables present table presents the computation of basic net loss per share applicable to common stockholders for the periods ended (in thousands, except per share amounts): ended:

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(In Thousands, Except Per Share Amounts)	Nine Months Ended September 30,				Three Months Ended March 31,			
	2022		2023		2023		2024	
	Class A	Class B	Class A	Class B	Class A	Class B	Class A	Class B
Basic net loss per share:								
Numerator:								
Net loss applicable to common stockholders	$ (502)	$ (4,169)	$ (960)	$ (7,807)	$ (491)	$ (3,985)	$ (157)	$ (1,293)
Denominator:								
Weighted average number of shares outstanding used to calculate basic net loss per share	4,661	38,735	4,661	37,927	4,661	37,835	4,661	38,393
Basic net loss per share applicable to common stockholders	$ (0.07)	$ (0.07)	$ (0.21)	$ (0.21)	$ (0.11)	$ (0.11)	$ (0.03)	$ (0.03)

	Three Months Ended September 30,			
	2022		2023	
	Class A	Class B	Class A	Class B
Basic net loss per share:				
Numerator:				
Net loss applicable to common stockholders	$ (167)	$ (1,391)	$ (169)	$ (1,378)
Denominator:				
Weighted average number of shares outstanding used to calculate basic net loss per share	4,661	38,861	4,661	38,103
Basic net loss per share applicable to common stockholders	$ (0.04)	$ (0.04)	$ (0.04)	$ (0.04)

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The following tables present table presents the computation of diluted net loss per share applicable to common stockholders for the periods ended (in thousands, except per share amounts): ended:

	Nine Months Ended September 30,			
	2022		2023	
	Class A	Class B	Class A	Class B
Diluted net loss per share:				
Numerator:				
Net loss applicable to common stockholders	$ (502)	$ (4,169)	$ (960)	$ (7,807)
Reallocation of discontinued operations for Class A shares as a result of conversion of Class A to Class B shares	—	(502)	—	(960)
Diluted net income from discontinued operations, net of tax	$ (502)	$ (4,671)	$ (960)	$ (8,767)
Denominator:				
Weighted average number of shares outstanding used to calculate basic net loss per share	4,661	38,735	4,661	37,927
Conversion of Class A to Class B common shares outstanding	—	4,661	—	4,661
Weighted average number of shares outstanding used to calculate diluted net loss per share	4,661	43,396	4,661	42,588
Diluted net loss per share applicable to common stockholders	$ (0.11)	$ (0.11)	$ (0.21)	$ (0.21)

	Three Months Ended September 30,				Three Months Ended March 31,			
	2022		2023		2023		2024	
	Class A	Class B	Class A	Class B				
Diluted net loss per share								
(In Thousands, Except Per Share Amounts)					Class A	Class B	Class A	Class B
Diluted net loss per share:								
Numerator:								
Net loss applicable to common stockholders	$ (167)	$ (1,391)	$ (169)	$ (1,378)	$ (491)	$ (3,985)	$ (157)	$ (1,293)
Reallocation of net loss for Class A shares as a result of conversion of Class A to Class B shares	—	(167)	—	(169)	—	(491)	—	(157)

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Diluted net loss applicable to common stockholders	$ (167)	$ (1,558)	$ (169)	$ (1,547)				
Diluted net loss applicable to common stockholders:					$ (491)	$ (4,476)	$ (157)	$ (1,450)
Denominator:								
Weighted average number of shares outstanding used to calculate basic net loss per share	4,661	38,861	4,661	38,103	4,661	37,835	4,661	38,393
Conversion of Class A to Class B common shares outstanding	—	4,661	—	4,661	—	4,661	—	4,661
Weighted average number of shares outstanding used to calculate diluted net loss per share	4,661	43,522	4,661	42,764	4,661	42,496	4,661	43,054
Diluted net loss per share applicable to common stockholders	$ (0.04)	$ (0.04)	$ (0.04)	$ (0.04)	$ (0.11)	$ (0.11)	$ (0.03)	$ (0.03)

For the three and nine months ended September 30, 2022 March 31, 2023 and 2023, 2024, the computation of diluted net loss per share excludes the following because their effect would be anti-dilutive (in thousands):

- As of September 30, 2022 March 31, 2023 and 2023, 2024, outstanding options to acquire 3,572 4,493 and 4,211 5,363 shares, respectively of Class B common stock.
- As of September 30, 2022 March 31, 2023 and 2023, 2024, 1,022 1,218 and 854 616 shares of unvested Class B restricted common shares, respectively.
- As of September 30, 2022 March 31, 2023 and 2023, 2024, 581 504 and 265 48 restricted stock units, respectively.

(8) Note 8: Supplemental Financial Statement Information

Property and Equipment

Property and equipment consisted of the following (in thousands): following:

	December 31, 2022	September 30, 2023	**December 31,**	**March 31,**

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(In Thousands)			2023	2024
Computer and other related equipment	$ 14,939	$ 14,458	$ 1,012	$ 1,014
Purchased and internally developed software	3,090	4,721	2,699	2,699
Furniture and fixtures	1,273	546	260	262
Leasehold improvements	1,732	972		
Construction in progress	1,400	27	25	25
	$ 22,434	$ 20,724	$ 3,996	$ 4,000
Less: Accumulated depreciation and amortization	(18,384)	(17,411)		
Less: accumulated depreciation and amortization			(1,598)	(1,907)
Property and equipment, net	$ 4,050	$ 3,313	$ 2,398	$ 2,093

We capitalize certain software development costs incurred in connection with developing or obtaining computer software for internal use when both the preliminary project stage is completed and it is probable that the software will be used as intended. Capitalized software costs include (i) external direct costs of materials and services utilized in developing computer software, and (ii) compensation and related benefits for employees who are directly associated with the software projects. Capitalized software costs are amortized on a straight-line basis when placed into service over the estimated useful life of the software, generally averaging three years. We capitalized software development costs of $440,000 for the nine months ended September 30, 2023.

Upon retirement or other disposal of property, plant and equipment, the costs and related amounts of accumulated depreciation or amortization are eliminated from the asset and accumulated depreciation accounts, respectively. The difference, if any, between the net asset value and the proceeds are recorded in earnings.

Depreciation and amortization expense related to property and equipment was approximately $1.5 339.0 million thousand and $1.0 308.5 million for the nine months ended September 30, 2023 and 2022, respectively. Depreciation and amortization expense related to property and equipment was approximately $803,000 and $357,000thousand for the three months ended September 30, 2023 March 31, 2023 and 2022, 2024, respectively. In the third quarter of 2023, we determined a change to the accounting estimate on the useful lives of certain computer and other related equipment related to our data center infrastructure. We intend to migrate our data center infrastructure to a cloud-based provider and reassessed the expected useful life of the related equipment. We noted the change in useful life was approximately $340,000 in additional depreciation expense in the third quarter of 2023.

In the fourth quarter of 2023, we transferred computer and other related equipment to settle a contractual obligation. As of September 30, 2023, we classified the computer and other related equipment, net as assets held for sale. We recognized a loss of approximately $193,000 on the disposal of the capital assets from the settlement of the contractual obligation within interest income (expense) and other, net on the Condensed Consolidated Statement of Operations.

In fiscal year 2023, we entered into a financing lease agreement to borrow $786,000 for the procurement of server equipment.

Interest income (expense) and other, net

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Interest income (expense) and other, net consisted 11

Table of the following (in thousands): Contents

	For the Nine Months Ended		For the Three Months Ended	
	2022	2023	2022	2023
Interest Income	$ 42	$ 100	$ 30	$ 22
Interest Expense & Foreign Currency	-	(99)	8	(51)
Other	(9)	(193)	(1)	(189)
Total	$ 33	$ (192)	$ 37	$ (218)

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(9) Note 9: Leases

The Company has an operating lease for office space leases for its corporate office headquarters in Seattle, Washington. It also has operating leases Washington, and for office space in Wichita, Kansas. The Company leases recognizes its office facilities under operating lease agreements in accordance with ASC 842 and recognizes rent expense on a straight-line basis over the lease term with any lease incentives amortized as a reduction of rent expense over the lease term.

The Company's prior lease agreement with respect to office space in Seattle, Washington, as amended, was terminated by the Company effective on March 31, 2023. In the first quarter of 2023, we paid approximately $671,000 as provided in the lease for the early termination. The new lease agreement with respect to office space in Seattle, Washington commenced in April 2023, with a lease term of 57 months, and expires on November 30, 2027.

Lease cost recognized in the Company's Condensed Consolidated Statements of Operations and other information is summarized as follows (in thousands): follows:

	Nine Months Ended September 30,	
	2022	2023
Lease expense:		
Operating lease cost	$ 1,345	$ 798
Finance lease cost		
Amortization of right-of-use assets	-	134
Interest on lease liabilities	-	65

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Short-term operating lease cost	181	182
Total lease cost	$ 1,526	$ 1,179
Other information:		
Weighted average remaining lease terms (years):		
Operating leases	1.4	3.8
Finance leases	-	2.2
Weighted average discount rate:		
Operating leases (1)	4.7 %	6.6 %
Finance leases	-	14.1 %

	Three Months Ended March 31,	
(In Thousands)	2023	2024
Operating lease cost	$ 487	$ 207
Finance lease cost		
Amortization of right-of-use assets	$ 13	$ 66
Interest on lease liabilities	$ 5	$ 22
Short-term operating lease cost	95	—
Total operating lease cost	600	295
Other information:		
Weighted-average remaining lease term - operating leases	2.7	3.4
Weighted-average remaining lease term - finance leases	2.5	1.7
Weighted-average discount rate - operating leases (1)	4.0 %	6.8 %
Weighted-average discount rate - finance leases	13.2 %	14.1 %

(1) The discount rate used to compute the present value of total lease liabilities as of September 30, 2023 March 31, 2024 was based on the Company's estimated incremental borrowing rate of similar secured borrowings available to the Company as of the commencement date of lease.

	Three Months Ended September 30,	
	2022	2023
Lease expense:		
Operating lease cost	$ 464	$ 155
Finance lease cost		
Amortization of right-of-use assets	-	66
Interest on lease liabilities	-	27
Short-term operating lease cost	73	44

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Total operating lease cost	$ 537	$ 292

Assets under finance leases, which primarily represent computer equipment, are included in property, plant and equipment, Other assets, net, with the related liabilities included in finance lease Lease liability current, and finance Finance lease, liability, non-current noncurrent on the Company's Condensed Consolidated Balance Sheets.

As of September 30, 2023 March 31, 2024, the Company's operating and finance lease liabilities were as follows (in thousands):

	Operating Leases	Finance Leases
Gross future lease payments	$ 2,044	$ 763
Less: imputed interest	(256)	(118)
Present value of total lease liabilities	1,788	645
Less: current portion of lease liabilities	(452)	(221)
Total long-term lease liabilities	$ 1,336	$ 424

(In Thousands)	Operating Leases	Finance Leases
Gross future lease payments	$ 1,767	$ 687
Less: imputed interest	(199)	(73)
Present value of total lease liabilities	1,568	614
Less: current portion of lease liabilities	(472)	(274)
Total long-term lease liabilities	$ 1,096	$ 340

In the fourth quarter of 2023, we We have entered into a rental agreement for utilization of our financed server equipment. We retain our primary obligation under the original financing terms.

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(10) Note 10: Commitments, Contingencies, and Taxes

Commitments

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The Company has commitments for future payments primarily related to office facilities leases, and as well as other contractual obligations. Other contractual obligations primarily relate related to minimum contractual payments due to outside service providers. Future minimum payments are approximately as follows (in thousands): follows:

(In Thousands)	Facilities and other leases (1)	Other contractual obligations	Total	Facilities operating leases (1)	Other contractual obligations (2)	Total
2023	$ 234	$ 703	$ 937			
2024	945	440	1,385	424	3,959	4,383
2025	915	29	944	566	6,637	7,203
2026	397	—	397	397	3,796	4,193
2027	311	—	311	311	1,111	1,422
2028				—	—	—
2029 and thereafter				—	—	—
Total minimum payments	$ 2,802	$ 1,172	$ 3,974	$ 1,698	$ 15,503	$ 17,201

(1) For additional information regarding the Company's facilities operating leases, see *Note 9, Leases* of the Notes to the Condensed Consolidated Financial Statements.

(2) Amounts include commitments under two contracts entered into after March 31, 2024.

Contingencies

The Company from time to time is a party to disputes and legal and administrative proceedings arising from the ordinary course of business. We could become in the future subject to legal proceedings, governmental investigations, and claims in the ordinary course of business, including employment claims, contract-related claims, and claims of alleged infringement of third-party patents, trademarks, and other intellectual property rights. Such claims, even if not meritorious, could force us to expend significant financial and managerial resources and could be material.

In some certain agreements, to which the Company is a party to, the Company has agreed to indemnification provisions of varying scope and terms with customers, vendors and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of agreements or representations and warranties made by the Company, services to be provided by the Company and intellectual property infringement claims made by third parties. As a result of these provisions, the Company may from time to time provide certain levels of financial support to contract parties to seek to minimize the impact of any associated litigation in which they may be involved. To date, there have been no known events or circumstances that have resulted in any material costs related to these indemnification provisions. provisions and no liabilities therefore have been recorded in the accompanying Condensed Consolidated

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Financial Statements. However, the maximum potential amount of the future payments the Company could be required to make under these indemnification provisions could be material.

On October 21, 2022, the Shareholder Representatives for the former shareholders of Telmetrics, Inc. (an entity acquired by the Company in 2018) filed litigation against the Company in the U.S. District Court for the District of Delaware. The plaintiffs are asserting claims under a share purchase agreement and escrow agreement regarding entitlement to an earnout of up to $3 3.0 million and $1 1.0 million that was placed in escrow to secure indemnification obligations. On March 1, 2023, the Company filed a motion to compel arbitration and/or dismiss this litigation. On March 22, 2023, the plaintiffs filed an amended complaint also seeking substantial punitive damages. On April 14, 2023, the Company filed a motion to compel arbitration and/or dismiss this amended complaint. On May 9, 2023, the plaintiffs filed damages, followed by a second amended complaint. complaint on May 9, 2023. On June 7, 2023, the Company filed a motion to compel arbitration and/or dismiss the second amended complaint. The plaintiffs filed a responsive brief on July 5, 2023, and the Company filed a reply brief on July 26, 2023. On February 2, 2024, the Magistrate Judge issued a report and recommendation advising the U.S. District Court Judge to dismiss certain claims from the second amended complaint and to allow other claims to proceed to discovery. The motion is now pending before parties filed objections to the Court. report and recommendation on February 16, 2024. While we believe we have meritorious defenses to this lawsuit and are vigorously defending against it, litigation is inherently uncertain and we cannot currently predict the ultimate outcome of this matter.

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While any litigation contains an element of uncertainty, the Company is not aware of any legal proceedings or claims which are pending that the Company believes, based on current knowledge, will have, individually or taken together, a material adverse effect on the Company's financial condition, results of operations or liquidity.

Taxes

The Company determined that regularly reviews deferred tax assets to assess whether it is not more likely than not that its deferred tax assets will be realized and, accordingly recorded 100% if necessary, establishes a valuation allowance against these deferred tax for portions of such assets as of December 31, 2022 and September 30, 2023. to reduce the

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carrying value. In assessing whether it is more likely than not that the Company's deferred tax assets will be realized, factors considered included: historical taxable income, historical trends related to advertiser customer usage rates, projected revenues and expenses, macroeconomic conditions, issues facing the industry, existing contracts, the Company's ability to project future results and any appreciation of its other assets. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. The Company considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income, and tax planning strategies as well as its history of taxable income or losses in the relevant jurisdictions in making this assessment. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, with the exception of certain insignificant foreign deferred tax assets, the Company concluded that it is not more likely than not that the gross deferred tax assets will be realized. realized and, accordingly, recorded 100% valuation allowance against these deferred tax assets as of December 31, 2023 and March 31, 2024.

From time to time, various state, federal and other jurisdictional tax authorities undertake audits of the Company and its filings. In evaluating the exposure associated with various tax filing positions, the Company on occasion accrues charges for uncertain positions. Resolution of uncertain tax positions will impact the Company's effective tax rate when settled. The Company does not have any significant interest or penalty accruals. The provision for income taxes includes the impact of contingency provisions and changes to contingencies that are considered appropriate. The Company files U.S. federal, certain U.S. states, and certain foreign tax returns. Generally, U.S. federal, U.S. state, and foreign tax returns filed for years after 2012 2013 are within the statute of limitations and are under examination or may be subject to examination. review and adjustment by the Internal Revenue Service.

(11) Note 11: Identifiable Intangible Assets from Acquisitions

Identifiable intangible assets from acquisitions consisted of the following (in thousands): following:

(In Thousands)	As of December 31, 2022				As of December 31, 2023			
	Gross Carrying Amount	Accumulated Amortization	Impairment	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Impairment	Net Carrying Amount
Customer relationships	$ 13,018	$ (8,202)	$ (3,430)	$ 1,386	$ 13,018	$ (9,588)	$ (3,430)	$ —
Technologies	9,369	(7,372)	(1,062)	935	9,369	(7,839)	(1,062)	468

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Non-compete agreements	3,409	(2,794)	(346)	269	3,409	(2,929)	(346)	134
Tradenames	734	(613)	(121)	-				
Total identifiable intangible assets from acquisition	$ 26,530	$ (18,981)	$ (4,959)	$ 2,590				
Trade names					734	(613)	(121)	—
Total identifiable intangible assets from acquisitions					$ 26,530	$ (20,969)	$ (4,959)	$ 602

	As of March 31, 2024			
(In Thousands)	**Gross Carrying Amount**	**Accumulated Amortization**	**Impairment**	**Net Carrying Amount**
Customer relationships	$ 13,018	$ (9,588)	$ (3,430)	$ —
Technologies	9,369	(7,956)	(1,062)	351
Non-compete agreements	3,409	(2,962)	(346)	101
Trade names	734	(613)	(121)	—
Total identifiable intangible assets from acquisitions	$ 26,530	$ (21,119)	$ (4,959)	$ 452

	As of September 30, 2023			
	Gross Carrying Amount	**Accumulated Amortization**	**Impairment**	**Net Carrying Amount**
Customer relationships	$ 13,018	$ (9,344)	$ (3,430)	$ 244
Technologies	9,369	(7,723)	(1,062)	584
Non-compete agreements	3,409	(2,895)	(346)	168
Tradenames	734	(613)	(121)	-
Total identifiable intangible assets from acquisition	$ 26,530	$ (20,574)	$ (4,959)	$ 997

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Amortizable intangible Intangible assets from acquisitions represent customer relationships, acquired technology, non-competition agreements, and trade names. These assets are determined to have definite lives and are amortized on a straight-line basis over their useful lives. Customer relationships, acquired technologies, tradenames, and non-compete agreements have a weighted average useful life the estimated period over which we expect to realize economic value related to the intangible asset. The amortization periods range from date of purchase ofone year to 5 years, 3-5 years, 2 years, 1-3 years, respectively. years. Based upon the current amount of acquired identifiable intangible assets subject to amortization as of December 31, 2023, the estimated remaining amortization expense for the next two years year ending 2024 is as follows: $394,000 602.1 million in 2023 thousand.

Note 12: Support Services Fee

In October 2020, the Company sold certain assets related to its Local Leads Platform, Call Marketplace and $ other assets not related to core conversational analytics. The purchaser was a related party controlled by a shareholder and officers of the Company. 603,000 in 2024.

(12) Support Service Fees

In connection with our October 2020 divestiture, the closing, the Company also entered into an administrative support services agreement with the related party purchaser pursuant to which the Company will was to provide services to the related party purchaser for a support service services fee. The Company recognized Support services fees related to this arrangement totaled$1.4 551.0 million thousand and $5.4 64 million thousand for the nine months ended September 30, 2023 and 2022, respectively, and $325,000 and $1.8 million for the three months ended September 30, 2023 March 31, 2023 and 2022, respectively. The support service fees 2024, respectively, and are included in the Company's Condensed Consolidated Statements of Operations, net of the related expenses, within *Service costs*,, *Sales and marketing*, *Product development*, *and General and administrative*. As of September 30, 2023 December 31, 2023 and March 31, 2024, the net amount due from the purchaser of $3 $62,000 361.0 thousand and $249.0 thousand, respectively, is included in the Company's Condensed Consolidated Balance Sheet Sheets within *Prepaid expenses andother current assets*.

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

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We use words such as "believes," "intends," "expects," "anticipates," "plans," "may," "believes", "intends", "expects", "anticipates", "plans", "may", "will" and similar expressions to identify forward-looking statements. All forward-looking statements, including, but not limited to, statements regarding our future operating results, financial position, prospects, acquisitions, dispositions, and business strategy, expectations regarding our growth and the growth of the industry in which we operate, and plans and objectives of management for future operations, are inherently uncertain as they are based on our expectations and assumptions concerning future events. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements we make. There are a number of important factors that could cause the actual results of Marchex to differ materially from those indicated by such forward-looking statements. Any or all of our forward-looking statements in this report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. They may be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties, including but not limited to the risks, uncertainties and assumptions described in this report, in Part II, Item 1A. under the caption "Risk Factors" and elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, as amended, and those described from time to time in our future reports filed with the SEC. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this report may not occur as contemplated and actual results could differ materially from those anticipated or implied by the forward-looking statements. All forward-looking statements in this report are made as of the date hereof, based on information available to us as of the date hereof, and we assume no obligation to update any forward-looking statement.

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our results of operation and financial condition. You should read this analysis in conjunction with the attached condensed consolidated financial statements and related notes thereto, and with our audited consolidated financial statements and the notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2022.

Overview

References herein to "we," "us" or "our" refer to Marchex Inc. ("Marchex" or harnesses the "Company") power of AI and its wholly-owned subsidiaries unless the context specifically states or implies otherwise.

Marchex's omnichannel conversational intelligence platform, that incorporates artificial intelligence ("AI") functionality to help provide actionable insights aligned with sales engagement prescriptive vertical market data analytics, driving operational excellence and marketing solutions and allows businesses to turn strategic insights into the actions that can

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drive their most valued sales outcomes. Our multichannel voice and text capabilities help enable revenue acceleration. Marchex enables executive, sales, and marketing teams to deliver optimize customer journey experiences across communications channels. Through our prescriptive analytics solutions, we enable the buying experiences that improves their customer experiences. alignment of enterprise strategy, empowering businesses to increase revenue through informed decision-making and strategic execution. Marchex provides its' conversational intelligence AI-powered solutions for market-leading companies in numerous industries, leading B2B2C vertical markets, including several of the world's most innovative and successful brands.

Our mission is to create intelligence around all types of business conversations. We desire to be a leader in vertical market conversational intelligence leveraging generative artificial intelligence and data analytics. We seek to empower performance improvements for our customers by giving them actionable, real-time insights into the conversations they are having with their customers across phone, text and other communication channels. We have assembled a set of tools applications that incorporate artificial intelligence ("AI") functionality for enterprises that depend on phone calls, texts and other communication channels to help convert prospects into customers, enabling compelling customer experiences during the sales process and helping maximize returns. Our proprietary data and conversational insights help enable brands to personalize customer interactions in order to accelerate sales and capture more opportunities to grow their business. We serve large enterprises with a distributed local footprint that interact with their customers across multiple communication paths.

Our primary conversational intelligence product offerings are:

- ***Marchex Call Analytics.*** Marchex Call Analytics is an analytics platform for enterprises that utilize inbound phone calls to drive sales, appointments and reservations. Businesses use this platform to understand which marketing channels, advertisements, search keywords, or other digital marketing advertising formats are driving calls to their business, allowing them to optimize their advertising expenditures across media channels. Additionally, the platform extracts real-time data and insights to measure the outcome of the calls and assess the return on investment for companies. The platform also includes technology that can block robocalls, telemarketers and spam calls to help save businesses time and expense. Marchex Call Analytics data can integrate directly into third-party marketer workflows such as Salesforce, Eloqua, Adobe, Google, Kenshoo, Marin Software, Meta and Instagram, in addition to other marketing dashboards and tools. Customers pay us either a fee for each call/text, for each call/text-related data element they receive, or for each phone number tracked based on pre-negotiated rates.

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- ***Marchex Call Analytics, Conversation Edition***. Marchex Call Analytics, Conversation Edition is a product that can enable actionable insights for enterprise, midsized and small businesses. It incorporates machine- and deep-learning algorithms and AI-powered conversational analysis functionality that can give customers strategic, real-time visibility into representative company performance across customer interactions. The product includes customizable dashboards and visual analytics to make it easier for marketers, salespeople, and call center teams to realize actionable insights across a growing amount of call data. According to a January 2021

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Markets and Markets report, the global conversational AI market is expected to grow at a compounded annual growth rate of 22% from $6.8 billion in 2021 to $18.4 billion by 2026.

- ***Marchex Sales Engagement.*** The Marchex Sales Engagement suite of products incorporate AI-based functionality into each product, enabling businesses to understand customer conversations in phone calls and via text – in real-time and at scale – and helping them learn how to optimize the sales process in order to take the right actions to win more business. These sales engagement solutions can arm businesses with the data-driven intelligence they need to deliver on-demand and personalized customer experiences. Marchex Sonar Intelligent Messaging also provides a sales engagement solution for SMS text message-based conversations. Marchex Sales Enablement products include:
    - ***Marchex Engage.*** Marchex Engage combines Marchex AI and machine learning with conversational call monitoring and scoring services. The product can alert businesses when potential buyers hang up without making an appointment or purchase, or also when certain calls do not meet the business' sales or customer service standards. Marchex Engage, through Action Lists, can identify in real-time when potential high-value customer prospects engaged in conversations with sales representatives are mishandled (in any number of ways) and can also give businesses the opportunity to re-engage immediately to capture these potentially lost opportunities, as well as avoid undesired customer experiences. In addition, it can give businesses a more complete picture of the in-bound opportunities they are missing, while also measuring the effectiveness and impact of capturing those opportunities through outbound engagement.
    - ***Marchex Spotlight.*** Marchex Spotlight is a product for corporate and regional managers that can provide conversation performance insights and trends measured against corporate benchmarks across a brand or network of distributed business locations. The conversational data analyses can provide critical sales insights and proactive observations that can help enterprises boost outcomes across national and regional sales organizations.
    - ***Marchex Engage for Automotive.*** This award-winning sales engagement product for automotive dealers unlocks the content of conversations with car buyers who have shown high purchase consideration and enables sellers to prioritize their best leads, deliver a better buying experience for consumers and take the right actions to sell more vehicles. Integration with leading dealer customer relationship manager systems ("CRM") enables sellers both make outbound calls via click-to-call from within the CRM and automatically updating the system with enriched leads as they complete each inbound or outbound conversation. Marchex Engage for Automotive was the 2021 recipient of the Product of the Year award by the BIG Awards for Business and the Sales and Marketing Technology Awards.
    - ***Marchex Platform Services***. Marchex Platform Services is an API-based, easy to integrate solution that allows businesses to add Marchex conversational intelligence to their existing workflows, enabling them to decode what happens in their conversations with customers. It uses the company's conversation classification technology to deliver mission-critical conversation data for sales, customer engagement and marketing teams so they can take decisive action in the course of the customer journey when it matters most. Marchex Platform Services enables businesses to obtain Marchex's AI-based functionality in Marchex's conversational intelligence platform directly within their existing communications platforms.
- ***Marchex Marketing Edge.*** Marchex Marketing Edge is a conversational analytics solution for marketers in enterprise, mid-sized and small businesses that depend on inbound phone calls to drive sales, appointments and reservations. The solution enables marketers to make data-driven decisions that improve marketing performance. Marketers can use this solution to understand which marketing channels, advertisements, search

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keywords, or other digital marketing advertising formats are driving calls to their business, enabling them to optimize their advertising expenditures across media channels. During 2021, Marchex Marketing Edge received the MarTech Best Marketing Attribution Solution award. In addition to call and text tracking, Marchex Marketing Edge also includes conversational intelligence technology that can automatically transcribe, redact and score calls. Marchex Marketing Edge seamlessly integrates with Marchex Engage so sales teams can be empowered to receive real-time text and/or email notifications when a caller showing high purchase intent ends a conversation without making an appointment or a purchase. Marchex Marketing Edge includes technology that can block robocalls, telemarketers and spam calls to help save businesses time and expense. Marchex Marketing Edge data can integrate directly into third-party systems such as Google Ads, Google Analytics, Search Ads 360, Google Campaign Manager, Microsoft Advertising, Adobe, Kenshoo, Acquisio, Salesforce and HubSpot in addition to other marketing and chat offerings.

- ***Text Analytics and Communications.*** Marchex Sonar Intelligent Messaging is a solution that enables sales, marketing and operations teams in businesses to engage in personal, two-way communications with field staff, prospects and customers via text/SMS messages at scale. Leveraging these communications can lead to significant increases in critical actions, customer engagement and sales conversions. Our solution is well positioned within a landscape of rising text-based communication between businesses and customers - according to a study done by Messagedesk, 76% of consumers already receive text messages from businesses and 39% of businesses are using text messaging to communicate with consumers.
- ***Call Monitoring.*** Marchex provides businesses the ability to gain an unbiased view into every inbound or outbound call, ranging, from providing a call recording to offering services to create customized call performance scorecards, both of which can help businesses learn more about their customers and enhance service quality and customer satisfaction. Through these services, businesses can customize the insights they want in order to improve business practices and grow faster.

We operate primarily in domestic markets.

Our Strategy

Innovating on Conversational Intelligence Technology and Solutions. We plan to continue to expand and invest in our conversational intelligence technology and expand our AI, data science, and machine learning capabilities. Marchex's large base of conversational data assets give it a unique advantage to continue to innovate with data science and AI to help our customers sell more and deliver a better customer experience across communication channels. We plan to continue to expand our range of call, text, and other communication channels analytics and sales engagement product capabilities by growing our conversational intelligence solutions, including AI-driven speech technology solutions, call tracking, call monitoring, text communications, keyword-level tracking, display ad impression measurement and other products as part of our owned, end-to-end, call and text-based advertising solutions. Our expanding capabilities are enabling us to develop new solutions, like sales engagement, personalization solutions and performance measurement that enable us to take advantage of our growing conversational data assets.

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Supporting and Growing the Number of Customers Using Our Products and Services. We plan to continue invest in technology initiatives like Marchex Anywhere which we believe will enable us to access a wider base of businesses by offering our products to a new array of channel partners. Through these initiatives Marchex can now integrate with businesses existing communication providers, telephony infrastructure providers, or customer relationship management software system to offer its products and services. Increasingly, Marchex customers will no longer have to access separate telephony infrastructure to engage with our conversational intelligence suite of products but, instead, will be able to choose to access our products from within their existing communications provider of choice. We also plan to continue to provide a consistently high level of service and support to our conversational intelligence solutions customers and we will continue to focus on helping them achieve their return on investment goals. We are focused on increasing our customer base through our direct sales and marketing efforts, including strategic sales, inside sales, and additional partnerships with resellers.

Pursuing Selective Acquisition Opportunities. We have historically and in the future may pursue select acquisition opportunities and will apply evaluation criteria to any acquisitions we may pursue in order to enhance our strategic position, strengthen our financial profile, augment our points of defensibility and increase shareholder value. We generally focus on acquisition opportunities that represent one or more of the following characteristics:

- revenue growth and expanding margins and operating profitability or the characteristics to achieve larger scale an profitability;
- opportunities for business model, product or service innovation, evolution or expansion;
- under-leveraged and under-commercialized assets in related or unrelated businesses;
- an opportunity to enhance efficiencies and provide incremental growth opportunities for our operating businesses;
- business defensibility.

Evolving Our Business Strategy. Our industry is undergoing significant change and our business strategy is continuing to evolve to meet these changes. In order to profitably grow our business, we may need to expand our current lines of business as well as explore new lines of business beyond our current focus of providing mobile advertising intelligence products and services, which may involve pursuing strategic transactions, including potential acquisitions of, or investments in, related or unrelated businesses. In addition, we may seek divestitures of existing businesses or assets.

Developing New Markets. We intend to analyze opportunities and may seek to expand our technology-based products into new business areas where our services can be replicated on a cost-effective basis, or where the creation or development of a product or service may be appropriate. We have technology integration partnerships and referral agreements with Adobe, Google Search, and Salesforce, Facebook, and other third-party marketers. We anticipate utilizing various strategies to enter new markets, including developing strategic relationships; innovating with existing proprietary technologies; acquiring products that address a new category or opportunity; and creating joint venture relationships.

We were incorporated in Delaware on January 17, 2003.

We have offices in Seattle, Washington; and Wichita, Kansas Kansas.

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Recent Developments

New Customer Traction and Existing Customer Expansion

Marchex recently entered into a new relationship with one of the US Auto industry's largest Auto OEM channel partners. The company also signed a large Home Services customer to an expanded multi-year agreement. The company continues to make progress expanding its pipeline of opportunities across multiple verticals.

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Product Innovation

Marchex recently announced that it has launched its Sentiment Suite offering across multiple application programming interfaces (APIs) following completion of an extensive early adopter program with Fortune 500 companies and other organizations. A key enhancement of Marchex's conversation intelligence platform, Sentiment Suite combines structured and unstructured data to provide a comprehensive view and categorization of customer emotions during conversations with businesses.

Business Update

For Our revenue decreased $0.6 million, or 5% from $12.2 million for the nine three months ended September 30, 2023, our revenue was $37.5 million, which decreased by $2.4 million, or 6%, compared March 31, 2023 to $11.6 million for the nine three months ended September 30, 2022 March 31, 2024. The decrease is attributable primarily to certain non-recurring non-core analytics revenue in the first quarter of 2023, as well as lower conversational volumes as in the 2024 period compared to the same 2023 period, a year ago. We believe primarily with our revenue growth continues small business listing and solutions resellers who face customer churn and consumer-related macroeconomic factors. Despite the headwinds in certain customer segments and with volume levels to be impacted by lingering issues related start 2024, we continue to supply chain disruptions, labor shortages, higher inflationary pressures, make progress and increased lending rates. However, we are opening more opportunities grow our dealer channel, signing new Auto OEM customers to multi-year agreements and also expanding various key Home Services relationships. This trend, along with expansion of our vertical go-to-market initiatives which is expected to result in new customer relationships across our verticals, continued innovation in our AI capabilities and product offerings, and completion of the necessary infrastructure to accelerate product

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cross selling to existing and new customers, through multiple product offerings and our continued product innovation. may provide an opportunity for potential revenue growth.

We believe our operating expenses have prospective opportunity for further efficiencies as we continue to make advancements in our technology infrastructure and cloud initiatives, to "OneStack". OneStack enables our technologies and clients to be more easily managed in a less costly operating environment. It provides a streamlined product innovation and go to market approach, allowing our vertical market clients to potentially consume all our signals, data analytics and applied AI and also provides speed and scale for client onboarding while streamlining support and account management.

For additional information on the nine months ended September 30, 2023, our operating expenses increased by $1.5 million, or 3%, compared to the nine months ended September 30, 2022. The increase is attributable primarily to reorganization costs realized in 2023 to reduce our on-going operating costs in our sales and marketing, service costs, and product development areas. Additionally, the impact of migrating customers onto new product platforms and increased staging investment of building out effects of our AI technology contributed environment restructuring efforts on our business and operations, refer to the increase. We believe these efforts will enable us to reduce our core operational costs going forward while further expanding our capabilities “Results of Operations” within this discussion and value delivered to our expanding customer base. analysis below.

Components of the Results of our Operations

Revenue

We generate the majority of our revenues from core analytics and solutions services. our conversational intelligence product offerings. Our call AI-powered conversational analytics technology platform provides data and insights that can measure into the performance of calls conversations our clients are having with their customers across phone, text and texts for our customers. other communication channels. Our tools enable brands to personalize customer interactions in order to accelerate sales and capture more opportunities to grow their business. We generate revenue from when our call analytics technology platform when customers pay us a fee for each call/text or call/text related data element they receive from calls or texts or for each phone number tracked based on a pre-negotiated rate. Customers typically receive the benefit of our services as they are performed and substantially all of our revenue is recognized over time as services are performed.

In certain cases, we record revenue based on available and reported preliminary information from third parties. Collection on the related receivables may vary from reported information based upon third party refinement of the estimated and reported amounts owed that occurs subsequent to period ends.

Service Costs

Our service costs represent the cost of providing our services to our customers. These costs primarily consist of telecommunication costs, including the use of phone numbers relating to our services; colocation service charges of our network equipment; equipment and related network operations costs; bandwidth and software license fees; network

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operations; conversational data processing costs; and payroll and related expenses of personnel, including stock-based stock based compensation.

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Sales and Marketing

Sales and marketing expenses consist primarily of payroll and related expenses for personnel engaged in marketing and sales functions; advertising and promotional expenditures including online and outside marketing activities; cost of systems used to sell to and serve customers; and stock-based compensation of related personnel.

Product Development

Product development costs consist primarily of expenses incurred in the research and development, and creation and enhancement, of our products and services.

Our research and development expenses include These costs primarily consist of payroll and related expenses for personnel; costs of computer hardware and software; costs incurred in developing features and functionality of the services we offer; and stock-based compensation of related personnel.

For the periods presented, substantially all of our product development expenses are research and development. Product development costs are expensed as incurred or capitalized into property and equipment in accordance U.S. GAAP.

General and Administrative

General and administrative expenses consist primarily of payroll and related expenses for executive and administrative personnel; professional services, including accounting, legal and insurance; bad debt provisions; facilities costs; other general corporate expenses; and stock-based compensation of related personnel.

Stock-Based Compensation

We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense over the vesting or service period, as applicable, of the stock-based award using the straight-line method. We

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account for forfeitures as they occur. Stock-based compensation expense is included in the same lines as compensation paid to the same employees in the Condensed Consolidated Statements of Operations.

Amortization of Intangibles from Acquisitions

Amortization of intangible assets excluding goodwill relates to intangible assets identified in connection with our acquisitions. The intangible assets have been identified as customer relationships; acquired technology; non-competition agreements; tradenames. trade names. These assets are amortized over useful lives ranging from 12 to 60 months.

Provision for Income Taxes

We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in results of operations in the period that includes the enactment date.

Results of Operations

The following table presents revenue and certain of our operating results from operations and as a percentage of revenue (in thousands): revenue:

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(In Thousands, Except Percentages)	Three Months Ended March 31, 2023	% of revenue	Three Months Ended March 31, 2024	% of revenue
Revenue	$ 12,216	100 %	$ 11,573	100 %
Expenses:				

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Service costs	$ 5,424	44 %	$ 4,414	38 %
Sales and marketing	3,970	32 %	2,787	24 %
Product development	4,164	34 %	3,245	28 %
General and administrative	2,617	21 %	2,289	20 %
Amortization of intangible assets from acquisitions	531	4 %	151	1 %
Acquisition and disposition related costs	13	0 %	—	0 %
Total operating expenses	16,719	137 %	12,886	111 %

	Nine Months Ended September 30, 2022	% of revenue	Nine Months Ended September 30, 2023	% of revenue	Three Months Ended September 30, 2022	% of revenue	Three Months Ended September 30, 2023	% of revenue
Revenue	$ 39,878	100 %	$ 37,516	100 %	$ 13,197	100 %	$ 12,778	100 %
Expenses:								
Service costs	14,791	37 %	15,899	42 %	4,992	38 %	5,057	40 %
Sales and marketing	10,172	26 %	8,920	24 %	3,388	26 %	2,319	18 %
Product development	10,515	26 %	12,202	33 %	3,524	27 %	3,942	31 %
General and administrative	7,397	19 %	7,412	20 %	2,351	18 %	2,249	18 %
Amortization of intangible assets from acquisitions	1,593	4 %	1,593	4 %	531	4 %	531	4 %
Acquisition and disposition-related costs	37	0 %	12	0 %	10	0 %	-	0 %
Total operating expenses	44,505	112 %	46,038	123 %	14,796	112 %	14,098	110 %
Loss from operations	(4,627)	-12 %	(8,522)	-23 %	(1,599)	-12 %	(1,320)	-10 %

Stock-based compensation expense was included in the following operating expense categories as follows (in thousands):

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	Nine Months Ended September 30,		Three Months Ended September 30,		Three Months Ended March 31,	
	2022	2023	2022	2023		
(In Thousands)					2023	2024
Service costs	$ 125	$ -	$ 46	$ -	$ 45	$ 3
Sales and marketing	596	580	205	89	263	88
Product development	216	94	58	(39)	86	8
General and administrative	1,097	1,233	316	357	405	334
Total stock-based compensation	$ 2,034	$ 1,907	$ 625	$ 407	$ 799	$ 433

See *Note 6. Stockholder's Stockholders' Equity* of the Notes to Condensed Consolidated Financial Statements, as well as our Critical Accounting Policies for additional information about stock-based compensation.

Revenue

Revenue decreased $2.4 million $0.6 million, or 6% 5%, from $39.9 million for the nine months ended September 30, 2022 to $37.5 million for the nine months ended September 30, 2023. Revenue decreased $400,000, or 3%, from $13.2 million $12.2 million for the three months ended September 30, 2022 March 31, 2023 to $12.8 million $11.6 million for the three months ended September 30, 2023 March 31, 2024. The three and nine months ended September 30, 2023 March 31, 2024 was impacted from certain non-recurring non-core analytics revenue in the first quarter of 2023, as well as lower call volumes in the 2023 period as compared to 2022. the 2024 period. The lower volumes primarily came from several of our small business listing and solution providers that mostly sell marketing services to local businesses.

In the short term, we expect our revenues to be similar or modestly lower due to reduced seasonal call volume particularly in the latter part of the fourth quarter where we have historically experienced lower call volumes.

In the longer term, we believe that our new product releases and growth initiatives may enable the Company to have an opportunity for potential revenue growth. A preliminary indicator of this potential growth is that several customers and prospective customers have indicated that they plan to initiate trials and are considering the adoption of new products, which would result in new revenue opportunities.

For additional discussion of trends and other factors in information on our business, Revenue results, refer to Industry "Recent Developments - Business Update" within this discussion and Market Factors in Item 2 of this Quarterly Report on Form 10-Q. analysis above.

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Expenses

Service Costs. Service costs increased $1.1 million decreased $1.0 million, or 7% 19%, from $14.8 million $5.4 million for the nine three months ended September 30, 2022 March 31, 2023, to $15.9 million $4.4 million for the nine three months ended September 30, 2023 March 31, 2024. As a percentage of revenue, service costs were 37% 44% and 42% for the nine months ended September 30, 2022 and 2023, respectively. The increase in dollars and as a percentage of revenue was primarily due to lower support service fees recovery of $836,000. Additionally, higher network costs due to our infrastructure initiatives of $535,000, which includes customer migration onto new product platforms and increased staging investment of AI technology, and $201,000 of higher personal costs to reorganize and reduce our on-going operating costs contributed to the increase. The net increases were partially offset by lower rent expense of $236,000 and lower stock-based compensation of $125,000.

Service costs increased $65,000, or 1%, from $5.0 million 38% for the three months ended September 30, 2022 to $5.1 million for the three months ended September 30, 2023. As a percentage of revenue, service costs were 38% March 31, 2023 and 40% for the three months ended September 30, 2022 and September 30, 2023, 2024, respectively. The increase in dollars and as a percentage of revenue change from the prior year was primarily due to $0.5 million lower support service fees recovery conversational data processing and telecommunication costs due to a combination of $307,000. This increases lower conversational volumes, benefits from leveraging AI technology, and efficient vendor cost management. In addition, personnel costs were partially offset by $0.4 million lower network costs of $174,000 as we reorganized and lower rent expense of $101,000. realigned our technology teams.

Excluding our reorganizational costs, we We expect in the near and intermediate term that service costs in absolute dollars will be similar to or modestly lower higher in relation to the most recent period as quarter. In the intermediate to longer term, we realize believe that the benefit successful completion of the OneStack initiative (refer to "Recent Developments - Business Update" within this discussion and analysis above) and acceleration of our AI technology initiatives. There vertical market growth strategy may provide an opportunity for potential gross margin improvement. Further, there may be a positive impact on service costs as a percentage of revenue and further benefit in the event we generate contribution from new launches of analytics products and sales engagement solutions.

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Sales and Marketing. Sales and marketing expenses decreased $1.3 million $1.2 million, or 12% 30%, from $10.2 million $4.0 million for the nine three months ended September 30, 2022 March 31, 2023 to $8.9 million $2.8 million for the nine three months ended September 30, 2023 March 31, 2024. As a percentage of revenue, sales and marketing expenses were 26% 33% and 24% for the nine months ended September 30, 2022 and 2023, respectively. The net decrease in dollars was primarily attributable to $1.3 million of lower personnel costs and consulting fees as we realized costs savings from our reorganizational changes. Additionally, $240,000 of lower rent expense and $162,000 of lower marketing costs contributed to the net decrease. The net decrease was partially offset by $486,000 of lower support service fees recovery.

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Sales and marketing expenses decreased $1.1 million, or 32%, from $3.4 million for the three months ended September 30, 2022 to $2.3 million for the three months ended September 30, 2023. As a percentage of revenue, sales March 31, 2023 and marketing expenses were 26% and 18% for the three months ended September 30, 2022 and 2023, 2024, respectively. The net decrease in dollars and as a percentage of revenue change from the prior year was primarily attributable to $0.7 million in lower personnel costs of $830,000, and $0.3 million in lower costs from contractors engaged in marketing costs of $142,000, and rent expense of $134,000. The net decrease sales functions, as we realigned and focused our go-to-market initiatives. In addition, stock-based compensation was partially offset by $189,000 of lower support service fees recovery. $0.2 million lower.

Excluding our reorganizational costs, we We expect some volatility in sales and marketing expenses based on the timing of marketing and customer engagement initiatives, but in the near term, we expect these costs to be similar to or modestly higher than the most recent quarter or increase modestly as revenues increase. We also expect, to the extent that we increase our marketing activities, this could correspondingly also cause an increase in sales and marketing expenses in as a percentage of revenue. In the near intermediate to longer term, to be similar to recent levels as we expect to continue to realize the benefit from the lower operating expense structure due to our first half of 2023 operating activity modifications. To the extent revenues increase we may also increase our selling marketing activities and marketing initiatives and in the intermediate to long-term, we also expect to increase of personnel supporting our sales and marketing and related growth initiatives.

Product Development. Product development expenses increased $1.7 million decreased $0.9 million, or 16%, 22% from $10.5 million $4.2 million for the nine three months ended September 30, 2022 March 31, 2023 to $12.2 million $3.2 million for the nine three months ended September 30, 2023 March 31, 2024. As a percentage of revenue, product development expenses were 26% 34% and 33% 28% for the three months ended September 30, 2022 March 31, 2023 and 2023, 2024, respectively. The net increase change from the prior year was primarily attributable to $0.6 million in lower personnel costs, as we reorganized and realigned our research and development teams. In addition, allocated facility rent was $0.2 million lower due to the reduction in our corporate headquarters office space lease in Seattle, Washington during the first quarter of 2023, and stock-based compensation was $0.1 million lower.

In the near term, we expect that product development expenses, in absolute dollars and as a percentage of revenue, was primarily attributable to $1.3 million of lower support service fees recovery. Additionally, $565,000 of higher

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depreciation and $126,000 of higher outside service provider costs contributed to the increase. The net increase was partially offset by $313,000 of lower personnel costs.

Product development expenses increased $418,000, or 12%, from $3.5 million for the three months ended September 30, 2022 to $3.9 million for the three months ended September 30, 2023. As a percentage of revenue, product development expenses were 27% and 31% for the three months ended September 30, 2022 and 2023, respectively. The net increase in dollars and as a percentage of revenue was primarily attributable to $490,000 lower support service fees recovery and $463,000 of higher depreciation expense. The net increase was partially offset by $555,000 of lower personnel costs, outside service provider costs, and stock-based compensation.

We expect that product development expenses will be relatively stable in absolute dollars in similar to or modestly higher than the near term most recent quarter, as we stage continue to invest in our products and in building AI to expand our conversational intelligence capabilities. In the longer term, we expect to increase investment of in AI technology to enhance our service offerings.

General and Administrative. General and administrative expenses were flat at $7.4 million decreased $0.3 million, or 13% from $2.6 million for the nine three months ended September 30, 2022 and March 31, 2023 to $2.3 million for the nine three months ended September 30, 2023 March 31, 2024. As a percentage of revenue, general and administrative expenses were 19% 21% and 20% for the nine months ended September 30, 2022 and 2023, respectively. We recognized $720,000 of lower support service fees recovery, higher bad debt provisions of $208,000, and higher professional fees of $179,000. These net increases were offset by lower personnel costs and stock-based compensation expense of $651,000, rent expense of $250,000, and lower amortization related to a hosting software licensing arrangement in fiscal year 2022 of $200,000.

General and administrative expenses decreased $102,000, or 4%, from $2.4 million for the three months ended September 30, 2022 March 31, 2023 and 2024, respectively. The change from the prior year was primarily attributable to $2.2 million for a $0.3 million non-recurring payment made to terminate a software agreement in the three months ended September 30, 2023. As a percentage first quarter of revenue, 2023.

We expect some volatility in general and administrative expenses, were 18% and 18% for the three months ended September 30, 2022 and 2023, respectively. We recognized lower rent expense of $180,000 and personnel costs of $106,000 for the three months ended September 30, 2023. This net decrease was partially offset by $176,000 of lower support service fees recovery.

We also expect our general and administrative expenses to increase to the extent that we expand our operations and incur additional costs in connection with being a public company and regulatory updates including expenses primarily related to professional fees and insurance, as well as based on the timing of regulatory updates in connection with our being a result of stock-based compensation expense. public company. We also expect fluctuations in our general and administrative expenses related to the extent stock-based compensation, as the recognition timing of stock stock-based compensation expense is impacted by market conditions relating to our stock price.

In the near term, we expect our general and administrative expenses to be similar to or modestly lower than the most recent quarter, as we focus on cost management and enhancing overall operational efficiency. In the intermediate to longer

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term, to the extent that we undertake internal technology improvement initiatives or expand our operations and issue additional stock-based compensation, general and administrative expenses, in absolute dollars and as a percentage of revenue, could increase.

Amortization of Intangible Assets from Acquisitions. Intangible amortization expense was $1.6 million $0.5 million and $1.6 million for the nine months ended September 30, 2022 and 2023, respectively. Intangible amortization expense was $531,000 and $531,000 $0.2 million for the three months ended September 30, 2022 March 31, 2023 and 2023, 2024, respectively. The This expense was associated with amortization of intangibles related to intangible assets acquired from business acquisitions made in 2018 and 2019, and is further categorized as service costs and or sales and marketing. marketing expense in the Company's Condensed Consolidated Statements of Operations based on the nature of the underlying intangible asset. We expect intangible asset amortization for all remaining quarterly periods in 2024 to remain the same as the most recent quarter, at which point all intangible assets will reach the end of their useful lives and be fully amortized.

Income Tax Expense (Benefit). Tax. The income Income tax expense (benefit) for the nine months ended September 30, 2022 and 2023 was $77,000 and $53,000, respectively. The income tax expense (benefit) for the three months ended September 30, 2022 March 31, 2023 and 2023 2024 was $(4,000) $30.0 thousand and $9,000, respectively. The income tax expense for the three and nine months ended September 30, 2023 consisted $59.0 thousand, respectively, consisting primarily of U.S. state income tax expense. expense in both periods. The effective tax rate differed from the expected tax rate of 21% in both years primarily due to a full valuation allowance and, to a lesser extent, due to state income taxes, foreign branch income and rate differential, non-deductible stock-based compensation related to incentive stock options recorded under the fair-value method, federal research and development credits, and other non-deductible amounts.

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At September 30, 2023 March 31, 2024, based on all the available evidence, both positive and negative, we determined that it is not more likely than not that our deferred tax assets (including Canadian deferred tax assets) will not be realized and accordingly, we have recorded a 100% full valuation allowance of $58.5 million $54.8 million against our net deferred tax assets ($60.2 55.0 million of deferred tax assets that are partially offset by $1.7 million $0.5 million in reversing deferred tax liabilities). This compares to a 100% full valuation allowance of $51.8 million $54.1 million at December 31, 2022 December 31, 2023 ($52.9 55.0 million of deferred tax assets that are partially offset by $1.3 million $0.4 million in reversing deferred tax liabilities). In

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assessing the realizability of deferred tax assets, based on all the available evidence, both positive and negative, we considered whether it is more likely than not that some or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those temporary differences are deductible. We considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income, and tax planning strategies as well as the Company's history of taxable income or losses in the relevant jurisdictions in making this assessment.

Net Income (Loss). Loss. Net loss was $4.7 million $4.5 million for the nine three months ended September 30, 2022 March 31, 2023 as compared to a net loss of $8.8 million $1.5 million for the nine three months ended September 30, 2023 March 31, 2024. The increase decrease in the net loss for the nine months ended September 30, 2023 as compared to the nine months ended September 30, 2022 was primarily attributable to $2.4 million lower revenue and higher the $3.8 million decrease in total operating expenses, of $1.5 million which was driven by the decrease in the product development sales and marketing expenses and service cost functional areas costs discussed above, partially offset by lower sales and marketing costs. the $0.6 million decrease in revenue discussed above.

Liquidity and Capital Resources

As of December 31, 2022 December 31, 2023, and September 30, 2023 March 31, 2024, we had cash and cash equivalents of $20.5 million $14.6 million and $13.7 million $12.0 million, respectively. As of September 30, 2023 March 31, 2024, we had long-term current and non-current contractual obligations of $4.0 million $4.4 million, of which $2.0 million $0.4 million is for rent under our facilities and other facility operating leases.

Cash used in operating activities was $6.1 million for $2.5 million during the nine months year ended September 30, 2023 March 31, 2024. The cash used in operating activities was primarily a result of a net loss of $8.8 million $1.5 million, adjusted for an increase in cash due to non-cash items of $5.4 million $1.0 million, which primarily included depreciation and amortization and stock-based compensation, and a decrease in cash due to changes in working capital of $2.8 million $2.0 million. The change in working capital was driven primarily by a decrease in accrued expenses and other current liabilities as well as an increase in prepaid expenses, other current assets, and other assets. Cash used in operating activities was $4.4 million for the three months ended March 31, 2023. The cash used in operating activities was primarily a result of a net loss of $4.5 million adjusted for an increase in cash due to non-cash items of $1.8 million, which primarily included depreciation and amortization and stock-based compensation, and a decrease in cash due to changes in working capital of $1.7 million, which primarily included a decrease in accounts payable and accrued expenses and other current liabilities, and prepaid expenses and other current assets. The cash offset by a decrease in accounts receivable account balances.

Cash used in operating activities for the nine months year ended September 30, 2023 March 31, 2024 included higher costs related to assist in reorganizing certain reorganization activities and efforts our OneStack initiative (refer to reduce our on-going operating costs. "Recent Developments - Business Update" within this discussion and analysis above) . We

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believe several of that those initiatives during the nine months ended September 30, 2023 will should benefit us through lower operating expenses in the near and intermediate term.

Cash used in operating activities was $1.8 million for To the nine months ended September 30, 2022. The cash used in operating activities was primarily a result of a net loss of $4.7 million adjusted for non-cash items of $5.5 million, which primarily included depreciation and amortization and stock-based compensation, and changes in working capital of $2.6 million, which primarily included increases in deferred extent we are unable to effectively execute these operational initiatives or our revenue accounts receivable, and prepaid expense and other current assets.

We expect that, at least for the near term, growth initiatives, our revenues may continue to recover if macroeconomic conditions improve resulting in increased demand for could be lower, and our products and services. However, we continue to monitor the potential disruptions caused by supply chain issues that have ensued, which costs could cause our revenues to be lower consistent with or higher, than current levels, if customers are unable to procure our services at the same volumes as previously. The which would have an adverse impact would reduce on our future operating cash flows, liquidity, and liquidity going forward. profitability.

Cash used in investing activities for the nine three months ended September 30, 2023 March 31, 2023 and 2022 March 31, 2024, was $458,000 $392.0 thousand and $2.0 million, respectively. The cash used $4.0 thousand, respectively, and was primarily attributable to cash paid for purchases of property and equipment for our technology infrastructure platform in both years, as well as capitalized software development costs. We procured $786,000 of additional server equipment under our financing lease agreement. costs in 2023.

We In the near term, we expect property and equipment purchases in the near and intermediate term capitalized software development costs to be similar to or modestly lower higher compared to our most recent periods. We period, as we invest in equipment for our personnel and other systems enhancements. In the intermediate to longer term, we expect our capitalized expenditures to increase, as we continue our OneStack infrastructure initiatives and accelerate product innovation with more AI-powered features and capabilities launched throughout the year. Further, in the longer term, we expect any increase to in our operations to have a corresponding increase in capital expenditures for required to support our systems and personnel. We expect our expenditures for product development initiatives will be relatively stable to modestly higher in the near and intermediate term and increase in the longer term in absolute dollars with any acceleration in development activities and as we increase the number

Table of personnel and consultants to enhance our service offerings. In the intermediate to long term, we also expect to increase the number of personnel supporting our sales and marketing and related growth initiatives. Contents

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Cash used by in financing activities for the nine three months ended September 30, 2023 March 31, 2024 was $150,000 as compared $93.0 thousand, which was attributable to cash payments made related to equipment financing lease obligations. Cash provided by financing activities for the nine three months ended September 30, 2022 of $30,000. The change March 31, 2023 was $9.0 thousand, which was primarily attributable to principal payments on our finance lease offset by proceeds from stock options and the employee stock purchase program.

Based on our operating plans we believe that our resources will be sufficient to fund our operations, including any investments in strategic initiatives, for at least twelve months, however the length and severity of the macroconditions macroeconomic factors could influence our operating plans and resources significantly. Additional equity and debt financing may be needed to support our acquisition strategy, our long-term obligations, and our company's needs. There can be no assurance that, if we needed additional funds, financing arrangements would be available in amounts or on terms acceptable to us, if at all. Failure to generate sufficient revenue or raise additional capital could have a material adverse effect on our ability to continue as a going concern and to achieve our intended business objectives.

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Critical Accounting Policies

Our Condensed Consolidated Financial Statements have been are prepared using in conformity with accounting principles generally accepted in the United States (U.S. GAAP) ("GAAP"). Our critical accounting policies As such, we are those that we believe have the most significant impact required to reported amounts of assets, liabilities, revenue and expenses and the related disclosures of contingent assets and liabilities and that require the most difficult, subjective, or complex judgments.

The policies below are critical to our business operations and the understanding of our results of operations. In the ordinary course of business, we make a number of certain estimates, judgments and assumptions relating to that management believes are reasonable based upon the reporting of our results. information available. We base our these estimates on our historical experience, future expectations and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making our judgments about the carrying values of assets and liabilities that are may not be readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following topics reflect There have been no significant changes in our critical accounting policies and our more significant judgment estimates during the three months ended March 31, 2024 , as compared to the critical accounting policies and estimates used disclosed in the preparation Management's Discussion and Analysis of our financial statements.

Principles Financial Condition and Results of Consolidation

Our Company consolidates all entities that we control by ownership of a majority voting interest. All inter-company transactions and balances have been eliminated in consolidation. Certain reclassifications have been made to the

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Condensed Consolidated Financial Statements in the prior periods to conform to the current period presentation.

Revenue

We generate the majority of our revenues from core analytics and solutions services. Our call analytics technology platform provides data and insights that can measure the performance of calls and texts for our customers. We generate revenue from our call analytics technology platform when customers pay us a fee for each call, text, or other communication related data element they receive from calls or texts or for each phone number tracked based on a pre-negotiated rate. As such, the majority of total revenue is derived from contracts that include consideration that is variable in nature. The variable elements of these contracts primarily include the number of transactions (for example, the number qualified phone calls).

Customers typically receive the benefit of our services as they are performed and substantially all of our revenue is recognized over time as services are performed. The majority of the Company's customers are invoiced on a monthly basis following the month of the delivery of services and are required to make payments under standard credit terms.

For arrangements that include multiple performance obligations, the transaction price from the arrangement is allocated to each respective performance obligation based on its relative standalone selling price and recognized when revenue recognition criteria for each performance obligation are met. The standalone selling price for each performance obligation is established based on the sales price at which we would sell a promised good or service separately to a customer or the estimated standalone selling price.

In certain cases, we record revenue based on available and reported preliminary information from third parties. Collection on the related receivables may vary from reported information based upon third-party refinement of the estimated and reported amounts owed that occurs subsequent to period ends.

Stock-Based Compensation

FASB ASC Topic 718, *Compensation – Stock Compensation* (ASC 718) requires the measurement and recognition of compensation for all stock-based awards made to employees, non-employees and directors including stock options, restricted stock issuances, and restricted stock units be based on estimated fair values. We account for forfeitures as they occur. We measure stock-based compensation cost at the grant date based on the fair value of the award and recognize it as expense over the vesting or service period, as applicable, of the stock-based award using the straight-line method.

We generally use the Black-Scholes option pricing model as our method of valuation for stock-based awards with time-based vesting. Our determination of the fair value of stock-based awards on the date of grant using an option pricing model is affected by our stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, the expected life of the award, our expected stock price, volatility over the term of the award and actual and projected exercise behaviors.

Although the fair value of stock-based awards is determined in accordance with ASC 718, *Compensation – Stock Compensation* the assumptions used in calculating fair value of stock-based awards and the use of the Black-Scholes

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option pricing model is highly subjective, and other reasonable assumptions could provide differing results. As a result, if factors change and we use different

assumptions, our stock-based compensation expense could be materially different in the future. *See Note 6. Stockholder's Equity* in the Notes to Condensed Consolidated Financial Statements for additional information.

Allowance for Doubtful Accounts and Advertiser Credits

Accounts receivable balances are presented net of allowance for doubtful accounts and advertiser credits. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses Operations included in our accounts receivable. We determine our allowance based Annual Report on analysis of historical bad debts, advertiser concentrations, advertiser creditworthiness and current economic trends. We review the allowance for collectability on a quarterly basis. Account balances are written off against the allowance after all reasonable means of collection have been exhausted and the potential recovery is considered remote. If the financial condition of our advertisers were to deteriorate, resulting in an impairment of their ability to make payments, or if we underestimated the allowances required, additional allowances may be required which would result in increased general and administrative expenses in the period such determination was made.

We determine our allowance for advertiser credits and adjustments based upon our analysis of historical credits. Material differences may result in the amount and timing of our revenue for any period if our management made different judgments and estimates.

Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of identifiable assets acquired and liabilities assumed in business combinations accounted for under the purchase method. Intangible assets from acquisitions represent customer relationships, technologies, non-compete agreements, and tradenames related to previous acquisitions. These assets are determined to have definite lives and are amortized on a straight-line basis over the estimated period over which we expect to realize economic value related to the intangible asset. The amortization periods range from one year to 5 years.

We apply the provisions of the FASB ASC Topic 350, "Intangibles - Goodwill and Other" (ASC 350) whereby assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead test for impairment at least annually. ASC 350 also requires that intangible assets with definite useful lives be amortized over the respective estimated lives to their estimated residual values and reviewed for impairment in accordance with ASC 360, "Property Plant and Equipment" (ASC 360). Intangible assets are "grouped" and evaluated for impairment at the lowest level of identifiable cash flows.

Goodwill is tested annually on November 30 for impairment. Goodwill and intangible assets are also tested more frequently if events and circumstances indicate that the assets might be impaired. The provisions of the accounting

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standard for goodwill and other intangible assets allow us to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. Events and circumstances considered in determining whether the carrying value of goodwill and intangible assets may not be recoverable include but are not limited to significant changes in performance relative to expected operating results; significant changes in the use of the assets; and significant changes in competition and market dynamics. These estimates are inherently uncertain and can be affected by numerous factors, including changes in economic, industry or market conditions, changes in business operations, a loss of a significant customer, changes in competition or changes in the share price of common stock and market capitalization. If our stock price were to trade below book value per share for an extended period of time and/or we experience adverse effects of a continued downward trend in the overall economic environment, changes in the business itself, including changes in projected earnings and cash flows, we may have to recognize an impairment of all or some portion of our goodwill and intangible assets. An impairment loss is recognized to the extent that the carrying amount exceeds the asset or asset group's fair value. If the fair value is lower than the carrying value, a material impairment charge may be reported in our financial results. We exercise judgment in the assessment of the related useful lives of intangible assets, the fair values, and the recoverability. In certain instances, the fair value is determined in part based on cash flow forecasts and discount rate estimates. We cannot accurately predict the amount and timing of any impairment of goodwill or intangible assets. Should the value of goodwill or intangible assets become impaired, we would record the appropriate charge, which could have an adverse effect on our financial condition and results of operations.

Any future impairment charges could have a material adverse effect on our financial results.

Provision for Income Taxes

We are subject to income taxes in the U.S. and certain international jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. We utilize the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized Form 10-K for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax law is recognized in results of operations in the period that includes the enactment date.

We determined that it is not more likely than not that our deferred tax assets (excluding certain insignificant Canadian deferred tax assets) will be realized and accordingly recorded 100% valuation allowance against these deferred tax assets year ended December 31, 2023, as of December 31, 2022 and September 30, 2023. In assessing whether it is more likely than not that our deferred tax assets will be realized, factors considered included: historical taxable income, historical trends related to advertiser usage rates, projected revenues and expenses, macroeconomic conditions, issues facing the industry, existing contracts, our ability to project future results and any appreciation of its other assets. The ultimate realization of deferred tax assets depends on the generation of future taxable income during the periods in which those

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temporary differences are deductible. We considered the future reversal of deferred tax liabilities, carryback potential, projected taxable income, and tax planning strategies as well as its history of taxable income or losses in the relevant jurisdictions in making this assessment. Based on the level of historical taxable losses and the uncertainty of projections for future taxable income over the periods for which the deferred tax assets are deductible, we concluded that it is not more likely than not that the gross deferred tax assets will be realized.

From time to time, various state, federal, and other jurisdictional tax authorities undertake reviews of us and our filings. We believe any adjustments that may ultimately be required as a result of any of these reviews will not be material to the financial statements.

Leases

We determine if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to us the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to us if we obtain the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. We have lease agreements which include lease components. We do not have lease agreements which include non-lease components or variable lease components.

Operating leases are included in right of use assets ("ROU") and lease liabilities on our Condensed Consolidated Balance Sheets. Assets under finance leases, which primarily represent computer equipment, are included in Property, plant and equipment, net, amended, filed with the related liabilities included in finance lease liability, current and finance lease liability, non-current SEC on the Condensed Consolidated Balance Sheets.

Operating and finance lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Operating lease payments are recognized as lease expense on a straight-line basis over the lease term. We primarily leases office facilities which are classified as operating leases. ASC 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. As an implicit interest rate is not readily determinable in our leases, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. The lease term for all of our leases includes the non-cancellable period of the lease. Options for lease renewals have been excluded from the lease term (and lease liability) for our leases as the reasonably certain threshold is not met. Lease payments included in the measurement of the lease liability are comprised of fixed payments.

The new standard also provides practical expedients for an entity's ongoing accounting. We elected the short-term lease recognition exemption for all leases that qualify. This means, for those leases that qualify, we did not recognize ROU assets or lease liabilities, and this included not recognizing ROU assets or lease liabilities for existing short-term leases of those assets in transition. We also elected the practical expedient to not separate lease and non-lease components for all of its leases. ***April 1, 2024.***

Recent Accounting Pronouncement Pronouncements Not Yet Effective

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For discussion regarding recent accounting pronouncements not yet effective, see *Note 1. Description of Business and Basis of Presentation* of the Notes to our Condensed Consolidated Financial Statements.

Web site

Our web site, *www.marchex.com,* provides access, without charge, to our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such materials are electronically filed with the Securities and Exchange Commission. To view these filings, please go to our web site and click on “Investor Relations” and then click on “SEC Filings.” Investors and others should note that we announce material financial information to our investors using our investor relations website, press releases, SEC filings, and public conference calls and webcasts. We also use the following social media channels as a means of disclosing information about us, our services, and other matters, and for complying with our disclosure obligations under Regulation FD:

- Marchex Twitter X (formally known as Twitter) Account (https://twitter.com/marchex)
- Marchex Company Blog (http: (https://wwwblog.marchex.com/ www.marchex.com/blog blog/)

- Marchex LinkedIn Account (http: (https://linkedin.com/company/marchex)

The information we post through these social media channels may be deemed material. Accordingly, investors should monitor the above account and the blog, in addition to following our investor relations website, press releases, SEC filings, and public conference calls and webcasts. This list may be updated from time to time. The information we post through these channels is not a part of this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

As a smaller reporting company under SEC Regulations, we are not required to provide this information.

Item 4. Controls and Procedures

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Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer/ officer and our principal financial officer, of the effectiveness of our "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934). Based on this evaluation, our principal executive officer/ officer and our principal financial officer has have concluded that, as of the date of the evaluation, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

During the nine three months ended September 30, 2023 March 31, 2024, no change was made to our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We have not experienced any material impact to our internal controls over financial reporting despite the fact that most of our employees are working remotely due to the COVID-19 outbreak. We are continually monitoring and assessing the COVID-19 situation and our internal controls to minimize any impact on their design and operating effectiveness. reporting.

Limitations on the Effectiveness of Controls

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, cannot provide absolute assurance of achieving the desired control objectives.

In addition, because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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PART II—OTHER INFORMATION

Item 1. Legal Proceedings

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See *Note 10: Commitments, Contingencies and Taxes* of the Notes to our Condensed Consolidated Financial Statements contained in the Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

RISK FACTORS

An investment in our Class B common stock involves various risks, including those mentioned below and those that are discussed from time to time in our other periodic filings with the SEC. Investors should carefully consider these risks, along with the other information contained in this report, before making an investment decision regarding our stock. There may be additional risks of which we are currently unaware, or which we currently consider immaterial. All of these risks could have a material adverse effect on our business, financial condition, results of operations, and the value of our stock.

FINANCIAL RISKS

The continuing impacts of COVID-19 are highly unpredictable and could be significant, and may have an adverse effect on our business, operations, and our future financial performance.

In late 2019, COVID-19 emerged and by early March 2020 was declared a global pandemic by the World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, and closure of non-essential businesses. By the end of March 2020, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility.

The global health and economic implications of this pandemic has had and is expected to continue to have significant impacts on our business, operations and future financial performance at least for the near term. As a result of the scale of the continuing COVID-19 pandemic and the speed at which the global community has been impacted, including as a result of continuing global supply chain disruptions and constraints, our quarterly and annual revenue trends or growth rates and expenses as a percentage of our revenues may differ significantly from our historical trends and rates, and our future operating results may fall below expectations.

The impact of the continuing COVID-19 pandemic on our business, operations and future financial performance could include, but are not limited to: significant decline in revenues due to customers adversely impacted by the COVID-19 pandemic, including many of our larger customers (such as automotive manufacturing, automotive services, dental and health provider networks, home services, real estate, small business resellers, agencies and hospitality companies), which have seen their operations adversely impacted; significant decline in revenues as customer spending slows due to an economic downturn; significant decrease in our operating cash flows as a result of decreased customer spending and deterioration in the credit quality of our customers, which could adversely affect our accounts receivables; sales prospects delaying decision making and reducing propensity to purchase; continued or increased significant burn rate; challenges in servicing customers and extending and entering into new agreements; anticipated reduction in customer budgets and slower sales cycles; customer requests for price concessions and extended payment terms; customer cancellations and

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inability to pay; customer reconsideration and delay in launching previously slated test programs with us; our working capital needs and declining cash position; recent and potentially future losses and asset impairments; suspension of hiring initiatives; absence of debt or equity financing alternatives; and the rapid and broad-based shift to a remote working environment creates inherent productivity, connectivity, and oversight challenges. In addition, the changed environment under which we are operating could have an impact on our internal controls over financial reporting as well as our ability to meet a number of our compliance requirements in a timely or quality manner.

We have largely incurred net losses since our inception, and we may incur net losses in the foreseeable future.

We had an accumulated deficit of $320 million $322.7 million as of September 30, 2023 March 31, 2024. Our net expenses may increase based on the initiatives we undertake which for instance, may include increasing our sales and marketing activities, hiring additional personnel, incurring additional costs as a result of being a public company, acquiring additional businesses and making additional equity grants to our employees. This may result in the reduction of our cash balances or the incurrence of debt.

We have in the past and may in the future find it advisable to take measures to streamline operations and reduce expenses, including, without limitation, reducing our workforce or discontinuing certain products or businesses. Such measures may place significant strains on our management and employees, and could impair our development, marketing, sales, and customer support efforts. We may also incur liabilities from these measures. Such effects from streamlining could have a negative impact on our business and financial results.

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We believe that our future revenue growth will depend on, among other factors, our ability to attract new customers, compete effectively, maximize our sales efforts, demonstrate a positive return on investment, successfully improve existing products and services, and develop successful new products and services. If we are unable to generate adequate revenue growth and manage our expenses, we may continue to incur significant losses in the future and may not be able to achieve or maintain profitability.

We received approximately 34% of our revenue from our five largest customers for the three and nine months ended September 30, 2023 March 31, 2024, and the loss of one or more of these customers could adversely impact our results of operations and financial condition.

Our five largest customers accounted for approximately 34% of our total revenues for the three and nine months ended September 30, 2023 March 31, 2024. In particular, our customers in the automotive and related services sectors account for a significant portion of our revenue.

Many of our customers are not subject to long term long-term contracts with us or have contracts with near term expiration dates and are able to reduce or in some cases cease spending at any time and for any reason. We have agreements with certain large customers which provide flexibility around financial commitments, termination rights, indemnification, and security obligations. Our large customers may vary spend levels and there can be no assurances that our large customers will continue to spend at levels similar to prior quarters. If any of our largest customers are acquired,

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such acquisition may impact its spending with us. Furthermore, our large customers from time to time may impose financial condition, data security and privacy or insurance requirements that we may not be able to satisfy. A significant reduction in spending by our largest customers, or the loss of one or more of these customers, if not replaced by new customers or an increase in business from existing customers, would have a material adverse effect on our business, financial condition and results of operations.

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Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that may have an adverse effect on our business.

Our large customers have substantial purchasing power and leverage in negotiating contractual arrangements with us. These customers may seek for us to develop additional features, may require penalties for failure to deliver such features, may seek discounted product or service pricing, and may seek more favorable contractual terms. As we sell more products and services to this class of customer, we may be required to agree to such terms and conditions. Such large customers also have substantial leverage in negotiating resolution of any disagreements or disputes that may arise. Any of the foregoing factors could result in a material adverse effect on our business, financial condition, and results of operations.

If some of our customers experience financial distress or suffer disruptions in their business, their weakened financial position could negatively affect our own financial position and results.

We have a diverse customer base, and, at any given time, one or more customers may experience financial distress, file for bankruptcy protection, go out of business, or suffer disruptions in their business. We believe this risk is magnified at least for the near term by the disruption caused by the recent coronavirus outbreak. In addition, this disruption has disproportionately impacted certain business sectors, including sectors where we have significant customers such as automotive, financial services, home services and travel and hospitality. If a customer with whom we do a substantial amount of business experiences financial difficulty or suffers disruptions in their business, it could delay or jeopardize the collection of accounts receivable, result in significant reductions in services provided by us and may have a material adverse effect on our results of operations and liquidity.

We may need additional funding to meet our obligations and to pursue our business strategy. Additional funding may not be available to us and our financial condition could therefore be adversely affected.

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We may require additional funding to meet our ongoing obligations and to pursue our business strategy, which may include the selective acquisition of businesses and technologies. In addition, we have incurred, and we may incur certain obligations in the future. There can be no assurance that, if we were to need additional funds to meet these obligations, additional financing arrangements would be available in amounts or on terms acceptable to us, if at all. Furthermore, if adequate additional funds are not available, we will be required to delay, reduce the scope of, or eliminate material parts of the implementation of our business strategy, including potential additional acquisitions or internally developed businesses.

Our quarterly results of operations might fluctuate due to seasonality, which could adversely affect our growth rate and in turn the market price of our securities.

Our quarterly results have fluctuated in the past and may fluctuate in the future due to seasonality. Our experience has shown that during the spring and summer months, call volumes in certain verticals such as home services are generally higher than during other times of the year and during the latter part of the fourth quarter of the calendar year, we generally experience lower call volumes.

The extent to which call volumes may decrease during these off-peak periods is difficult to predict. Prolonged or severe decreases in call volumes during these periods may adversely affect our growth rate and results, and in turn, the market price of our securities. Historically, we have seen this trend generally reversing in the first quarter of the calendar year with increased call volumes and often new budgets at the beginning of the year for many of our customers with fiscal years ending December 31. However, there can be no assurances such seasonal trends will consistently repeat each year.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud, which could harm our brand and operating results.

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Effective internal controls are necessary for us to provide reliable and accurate financial reports and effectively prevent fraud. We have devoted significant resources and time to comply with the internal control over financial reporting requirements of the Sarbanes-Oxley Act of 2002. In addition, Section 404 under the Sarbanes-Oxley Act of 2002 requires that we assess and in certain instances for our auditors to attest to the effectiveness of our controls over financial reporting.

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Our current and future compliance with the annual internal control report requirement will depend on the effectiveness of our financial reporting and data systems and controls across our operating subsidiaries. We expect these systems and controls to become increasingly complex to the extent that we integrate acquisitions and our business grows. To effectively manage this growth, we will need to continue to improve our operational, financial and management controls and our reporting systems and procedures. We cannot be certain that these measures will ensure that we design, implement, and maintain adequate controls over our financial processes and reporting in the future. Any failure to implement required new or improved controls, or difficulties encountered in their implementation or operation, could harm our operating results, or cause us to fail to meet our financial reporting obligations. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock and our access to capital.

The Tax Cuts and Jobs Act of 2017 could adversely affect our business and financial condition.

On December 22, 2017, the U.S. government enacted comprehensive Federal tax legislation commonly referred to as the Tax Cuts and Jobs Act of 2017 (the “Tax Act”). The Tax Act makes a U.S. federal net operating loss generally less valuable as an asset and changes use limitations. Net operating losses arising in taxable years beginning after December 31, 2017 are limited in use to offset eighty percent of taxable income, without the ability to carryback such net operating losses, but with an indefinite carryforward of such losses (instead of the former 2-year carryback and 20-year carryforward for net operating losses arising in taxable years beginning before December 31, 2017). Our ability to utilize our net operating losses is conditioned upon our achieving profitability in the future and generating U.S. federal taxable income and our operating loss carryforwards generated prior to December 31, 2017 could expire unused.

We may be required to pay additional income, sales, or other taxes.

Tax authorities at the international, federal, state, and local levels are continually reviewing the appropriate treatment of companies engaged in e-commerce and digital information services. Furthermore, from time to time, various state, federal and other jurisdictional tax authorities undertake reviews of us and our filings. In evaluating the exposure associated with various tax filing positions, we may on occasion accrue charges for probable exposures. We cannot predict the outcome of any of these reviews nor whether any will have a material adverse impact on our business.

Our operations are less diversified, and we have reduced sources of revenue following the divestiture transaction, which may negatively impact the value and liquidity of our Class B common stock.

We consummated the divestiture of our media assets in October 2020, in part to focus on the conversational analytics and sales engagement solutions opportunity. Following the divestiture, the scope of our operations has been reduced in that our sources of revenue are limited to our conversational analytics business, through which we provide various analytics solutions and products, but without our former call marketplace product, local leads product or other related assets and operations. We may not be able to secure additional sources of revenue or to grow our remaining conversational analytics business, which could negatively impact the value and liquidity of our Class B common stock.

STRATEGIC RISKS

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The markets in which we operate are highly competitive and rapidly changing and we may be unable to compete successfully.

There are a number of companies that develop offer or may develop products that compete in our targeted markets. We compete with call analytics technology providers such as Twilio Invoca, and Convirza Invoca, as well as messaging platform providers such as EZ Texting. As we continue to advance our data conversational analytics and related technologies, we anticipate facing increased competition from companies providing broader a broader range of products and solutions, such as companies like Oracle and Google (which offers Google Ads call tracking). The markets for

our products and services are characterized by intense competition, evolving industry and regulatory standards, emerging business and distribution models, disruptive software and hardware technology developments, short product and service life cycles, price sensitivity on the part of customers, and frequent new product introductions. While we are developing and deploying features powered by artificial intelligence (AI) across our conversational analytics offerings, competitors may develop comparable or superior AI-powered features before we do, which could adversely affect our business. Current and potential competitors have established, or may establish, cooperative relationships among themselves or with third parties to increase the ability of their technologies to address the needs of our prospective customers. Furthermore, there has been a trend toward industry consolidation in our markets for several years. We expect this trend to continue as companies attempt to strengthen or hold their market positions.

The competition in our targeted markets could adversely affect our operating results by reducing the volume of the products and services we license or sell or the prices we can charge. Some of our current or potential competitors have significantly greater financial, technical, and marketing resources than we do. These competitors may be able to respond more rapidly than we can to new or emerging technologies or changes in customer requirements. They may also devote greater resources to the development, promotion, and sale of their products than we do. To the extent they do so, market acceptance and penetration of our products and services, and therefore our revenues, may be adversely affected. Our success and long-term growth depends substantially upon our ability to enhance our products and services and to develop and introduce, on a timely and cost-effective basis, new products and services that meet changing customer requirements and incorporate technological enhancements. If we are unable to develop or acquire new products, services, functionalities, or technologies to adapt to these changes or otherwise fail to maintain a technological edge, our business will suffer.

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The conversational analytics and solutions market may develop more slowly than expected, which could harm our business.

If the market for conversational analytics solutions develops more slowly than we expect, our business could suffer. Our future success is highly dependent on the commitment of advertisers and marketers to mobile communications as an advertising and marketing medium, the increased adoption by businesses of conversational analytics and solutions, and our ability to sell our conversational analytics and solutions services to large to small customers in different verticals as well as to reseller partners and agencies. The mobile advertising and marketing sales market are is rapidly evolving, and most businesses have historically not utilized nor allocated a portion of their marketing and/or sales budgets to conversational analytics and solutions. As a result, the future demand and market acceptance for conversational analytics and related services is uncertain.

We depend on the growth of mobile technologies, call technologies, the Internet and the Internet infrastructure for our future growth and any decrease in growth or anticipated growth in mobile, telecommunications, and Internet usage could adversely affect our business prospects.

Our future revenue and profits, if any, depend upon the continued widespread use of mobile technologies and the Internet as an effective commercial and business medium. Factors which could reduce the widespread use of mobile technologies (including mobile devices, in particular) and the Internet include possible disruptions or other damage to the mobile, Internet or telecommunications infrastructure and networks; failure of the individual networking infrastructures of our customers or cloud-based providers to alleviate potential overloading and delayed response times; increased governmental regulation and taxation; and actual or perceived lack of data security or privacy protection.

In particular, concerns over the security of online transactions and the privacy of users, including the risk of identity theft, may inhibit the growth of Internet and mobile usage, including commercial transactions. In order for the mobile and online commerce market to develop successfully, we and other market participants must be able to transmit confidential information, including credit card information, securely over public networks. Any decrease in anticipated mobile and Internet growth and usage could have a material adverse effect on our business prospects.

Our business strategy is evolving and may involve pursuing new lines of business or strategic transactions and investments, some of which may not be successful.

Our industry is undergoing significant change and our business strategy is continuing to evolve to meet these changes. In order to profitably grow our business, we may need to expand into new lines of business beyond our current focus of providing call and text analytics and communications services, which may involve pursuing strategic transactions, including potential acquisitions of, or investments in, related or unrelated businesses. In addition, we may seek divestitures of existing businesses or assets and may pursue other strategic alternatives and opportunities. There can be no assurance that we will be successful with our efforts to evolve our business strategy and we could suffer significant losses as a result, which could have a material adverse effect on our business, financial condition and results of operations.

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Our acquisitions could divert management's attention, cause ownership dilution to our stockholders, cause our earnings to decrease and be difficult to integrate.

Our business strategy includes identifying, structuring, completing, and integrating acquisitions. Acquisitions involve a high degree of risk. We may also be unable to find a sufficient number of attractive opportunities to meet our objectives which include

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revenue growth, profitability, and competitive market share. Our acquired companies may have histories of net losses and may expect net losses for the foreseeable future.

Acquisitions are accompanied by a number of risks that could harm our business, operating results and financial condition: we could experience a substantial strain on our resources, including time and money, and we may not be successful; our management's attention could be diverted from our ongoing business concerns; we may seek to enter new markets where we have no or limited experience or where competitors may have stronger market positions; integrating new companies may take longer than expected; while integrating new companies, we may lose key executives or other employees of these companies; we may issue shares of our Class B common stock as consideration for acquisitions which may result in ownership dilution to our stockholders; acquisitions of certain companies may result in us pursuing a diversified operating or holding company structure to allow us to focus on running diverse businesses independently, but in such event we may not realize the anticipated strategic benefits; we could fail to successfully integrate our financial and management controls, technology, reporting systems and procedures, or adequately expand, train and manage our workforce; we could experience customer dissatisfaction or performance problems with an acquired company or technology; we could become subject to unknown or underestimated liabilities of an acquired entity or incur unexpected expenses or losses from such acquisitions, including litigation; we could incur possible impairment charges related to goodwill or other intangible assets resulting from acquisitions or other unanticipated events or circumstances, any of which could harm our business; and we may be exposed to investigations and/or audits by federal, state or other taxing authorities.

Consequently, we might not be successful in integrating any acquired businesses, products, or technologies, and might not achieve anticipated revenue and cost benefits.

We may decide to dispose of assets or a business that may no longer help us meet our objectives.

If we decide to sell assets or a business, we may encounter difficulty in finding buyers or alternative exit strategies on acceptable terms in a timely manner, which could delay the achievement of our strategic objectives. We may also dispose of a business at a price or on terms that are less desirable than we had anticipated. In addition, we may experience greater disruption to our remaining business than expected, and the impact of the divestiture on our revenue may be larger than projected, including with respect to our recent divestiture projected.

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Table of our media assets to focus on the conversational analytics and sales engagement solutions opportunity. Contents

OPERATIONAL RISKS

We depend on being able to secure enough phone numbers and associated telecommunication services to support our customers and other users of our services and any obstacles that we face which prevent us from meeting this demand could adversely affect our business.

We utilize phone numbers as part of a number of information and analytic services to our customers, such as our call and text analytics and communications. We secure a majority of our phone numbers through telecommunication carriers that we have contracted with and a smaller number through the 800 Service Management System, and such telecommunication carriers provide the underlying telephone service. Our telecommunications carriers and telephone number acquisition process are subject to the rules and guidelines established by the Federal Communications Commission. Furthermore, we may be directly subject to certain telecommunications-related regulations. The Federal Communications Commission and our telecommunication carriers may change the rules and guidelines for securing phone numbers or change the requirements for retaining the phone numbers we have already secured. As a result, we may not be able to secure or retain sufficient phone numbers needed for our services. We may also be limited in the number of available telecommunications carriers or vendors to provide such phone numbers and associated services to us in the event of any industry consolidations. In addition, mobile carriers in the United States and Canada have added, or are currently contemplating adding significant one-time and recurring registration requirements, including “10DLC” brand registration, and/or use limitations (e.g. messaging volume caps) for each phone number, and have imposed or are considering imposing significant additional fees as well as penalties for failure to register or certain use violations for registered numbers. Moreover, mobile carriers and our telecommunication service providers use various automated screening technologies on messaging content crossing their networks, which operate based on disparate and sometimes unpredictable sets of standards and restrictions. The application of such screening technologies to content transmitted by our customers through their use of our services may negatively impact our ability to provide services to certain customers deemed potentially problematic by carriers, subject us to financial penalties, and/or result in telecommunication service providers refusing to provide service to us. Any of the foregoing factors could result in a material adverse effect on our business, financial condition, and results of operations.

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Our international operations and any expansion subjects us to additional risks and uncertainties and we may not be successful with our international operations.

We have operations in Canada and through our other international subsidiaries, in other countries. We have international subsidiaries in Canada and Ireland. Any international expansion presents unique challenges and risks. Compliance with complex foreign and U.S. laws and regulations that apply to our international operations increases our cost of doing business in international jurisdictions and could interfere with our ability to offer our products and services to one or more countries or expose us or our employees to fines and penalties. We may also have to offer our products and services in a modified format which may not be as compelling to certain customers, and we are subject to increased foreign currency exchange rate risks and our international operations and any expansion will require additional management attention and resources. We cannot assure you that we will be successful in our international operations.

There are risks inherent in conducting business in international markets, including: the need to localize our products and services to foreign customers' preferences and customs, including the possibility of storing data locally if customers require; difficulties in managing operations due to language barriers, distance, staffing and cultural differences; application of foreign laws and regulations to us, in particular data and privacy regulations in Europe, the United Kingdom, and other international jurisdictions, including the EU General Data Protection Regulation and its UK equivalent; compliance with anti-bribery laws, such as the Foreign Corrupt Practices Act and the UK Anti-Bribery Act; tariffs and other trade barriers; fluctuations in currency exchange rates; establishing local offices, sales channels, management systems and infrastructures; reduced protection for intellectual property rights in some countries; changes in foreign political and economic conditions; compliance with the laws of numerous taxing jurisdictions, both foreign and domestic; foreign exchange controls that might prevent us from repatriating cash earned outside the United States; the complexity and potentially adverse tax consequences of U.S. tax laws as they relate to our international operations; increased costs to establish and maintain effective controls at foreign locations; and overall higher costs of doing business internationally.

Our technical systems are vulnerable to interruption and damage that may be costly and time-consuming to resolve and may harm our business and reputation.

A disaster could interrupt our services for an indeterminate length of time and severely damage our business, prospects, financial condition, and results of operations. Our systems and operations are vulnerable to damage or interruption from: fire; floods; network failure; hardware failure; software failure; power loss; telecommunications failures; break-ins; terrorism, war or sabotage; computer viruses; denial of service attacks; penetration of our network by unauthorized computer users and "hackers" and other similar events; natural disasters, including, but not limited to, hurricanes, tornadoes, and earthquakes; and other unanticipated problems.

We may not have developed or implemented adequate protections or safeguards to overcome any of these events. We also may not have anticipated or addressed many of the potential events that could threaten or undermine our technology network. Any of these occurrences could cause material interruptions or delays in our business, result in the loss of data or render us unable to provide services to our customers. In addition, if a person is able to circumvent our security measures, they could destroy or misappropriate valuable information, including sensitive customer information, or disrupt our operations. We have deployed firewall technology intended to thwart hacker attacks. Although we maintain

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property insurance and business interruption insurance, our insurance may not be adequate to compensate us for all losses that may occur as a result of a catastrophic system failure or other loss, and our insurers may not be able to compensate us for all losses that may occur or may decline to do so for a variety of reasons. If we fail to address these issues in a timely manner, we may lose the confidence of our customers and reseller partners, our revenue may decline, and our business could suffer. In addition, as we expand our service offerings and enter into new business areas, we may be required to significantly modify and expand our software and technology platform. If we fail to accomplish these tasks in a timely manner, our business and reputation will likely suffer. Furthermore, some of these events could disrupt the economy and/or our customers' business activities and in turn materially affect our operating results.

Cybersecurity risks could adversely affect our business and disrupt our operations.

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The threats to network and data security are increasingly diverse and sophisticated. Despite our efforts and processes to prevent breaches, cybersecurity incidents as further detailed in the Item 1C disclosure below, our devices, as well as our servers, computer information systems, and those of third parties that we use in our operations are vulnerable to cybersecurity risks, threats, including cyber-attacks such as viruses and worms, phishing attacks, denial-of-service attacks, ransomware attacks, physical or electronic break-ins, employee theft or misuse, and similar disruptions from unauthorized tampering, with our servers and computer systems or those of third parties that we use in our operations, which could lead to interruptions, delays, loss of critical data, unauthorized access to user data, and loss of customer confidence. In addition, we may be the target of email scams that attempt to acquire personal information or Company assets. Despite our efforts to create security barriers to such threats, we may not be able to entirely mitigate these risks. Any cyber-attack that attempts to obtain our or our users' data and assets, disrupt our service, or otherwise access our systems, or those of third parties we use, if successful, could adversely affect our business, operating results, and financial condition, be expensive to remedy, and damage our reputation. In addition, any such breaches may result in negative

publicity, adversely affect our brand, decrease demand for our products and services, and adversely affect our operating results and financial condition.

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A failure of service by one or more third-party provider(s) of technology, telecommunication or other communication services, software or hardware that we rely on could adversely affect our business and reputation.

We rely upon third-party colocation providers to host a substantial set of our servers. If these providers are unable to handle current or higher volumes of use, experience any interruption in operations or cease operations for any reason or if we are unable to agree on satisfactory terms for continued hosting relationships, we would be forced to enter into a relationship with other service providers or assume hosting responsibilities ourselves. If we are forced to switch hosting facilities, we may not be successful in finding an alternative service provider on acceptable terms or in hosting the servers ourselves. We may also be limited in our remedies against these providers in the event of a failure of service. In the past, we have experienced short-term outages in the service maintained by one of our colocation providers.

We rely upon third-party cloud providers to host certain of our products and services and this reliance is anticipated to increase over time. We may experience interruptions, delays and outages in service and availability from time to time as a result of problems with our third-party cloud providers' infrastructure. Lack of availability of this infrastructure could be due to a number of potential causes including technical failures, natural disasters, fraud or security breaches that we cannot predict or prevent. In addition, if our security, or that of any of these third-party cloud providers, is compromised, or our products and services are rendered unavailable to our customers and cannot be restored within a reasonable amount of time or at all, then our business, results of operations and financial condition could be adversely affected.

We also rely on a select group of third-party providers for various components of our technology platform and support for our services, such as hardware and software providers, telecommunications carriers and Voice over Internet Protocol (VoIP) providers, software-as-a-service providers, and credit card processors. As a result, key operational resources of our business are concentrated with a limited number of third-party providers. A failure or limitation of service or available capacity by any of these third-party providers could adversely affect our business and reputation. In addition, our software-as-a service providers are themselves reliant on third-party cloud providers described in the preceding paragraph such that a disruption of the availability of the underlying infrastructure may also impair their ability to maintain the availability of their services that we rely on. Furthermore, if any of these providers described in this paragraph are unable to provide the levels of service and dedicated resources over time that we require in our business, we may not be able to replace certain of these providers in a manner that is efficient, cost-effective or satisfactory to our customers, and as a result our business could be materially and adversely affected. Short term or repeat problems with any of these service providers could provide an interruption of service or service quality impairment to significant customers, which could also impact materially our revenue in any period due to credits or potential loss of significant customers.

If our security measures, including those of our vendors or partners, are breached or are perceived as not being secure, we may lose customers and incur significant legal and financial exposure and suffer an adverse effect on our business.

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We store and transmit data and information about our customers and their respective users. We also work with vendors and partners who may come into contact with certain data, such as carriers, colocation facilities, and data processing and storage providers. We deploy security measures to protect this data and information, as do the third parties we utilize to assist in data and information processing and storage. Our security measures and those of the third parties we partner with to assist in data and information processing and/or storage, as well as to assist in the delivery of services to our customers, may suffer breaches. Security breaches of our data storage systems or our third-party colocation and technology providers we utilize to process and store data and information relating to our customers and their respective users could expose us to significant potential liability. Similarly, security breaches of our vendors and partners, or ineffective data security by our vendors or partners, may result in similar significant liability. In addition, security breaches, actual or perceived, could result in legal liability, government fines, and the loss of customers that could potentially have an adverse effect on our business. Although we maintain cyber-liability insurance, our coverage may not be adequate to compensate us for all costs and liabilities that we may incur as a result of a security breach, and our insurers may not be able to compensate us for all losses that may occur or may decline to do so for a variety of reasons.

LEGAL AND COMPLIANCE RISKS

We may not be able to protect our intellectual property rights, which could adversely affect our competitive position.

Our ability to compete across our businesses partly depends on the superiority, uniqueness and value of the technology that we develop. To protect our proprietary rights, we rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with our employees and third parties, and protective contractual provisions. These efforts to protect our intellectual property rights may not be effective in preventing misappropriation of our technology, or may not prevent the development and design by others of products or technologies similar to or competitive with those we develop.

We maintain a number of patents in the U.S. and other jurisdictions relating to various aspects of our technology. In addition to our patent portfolio, we have assembled, over time, an international portfolio of trademarks that covers certain of our products and services. We regularly analyze our patent and trademark portfolios and prepare additional patent applications on current and anticipated features of our technology and trademark applications for new product and service names, or abandon patents, trademarks or applications that are no longer relevant or valuable to our operations.

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The status of any patent involves complex legal and factual questions. The scope of allowable claims is often uncertain. As a result, we cannot be sure that: (1) any patent application filed by us will result in a patent being issued; (2) that any patents issued in the future will afford adequate protection against competitors with similar technology; and (3) that the patents issued to us, if any, will not be infringed upon or designed around by others.

Despite our efforts to protect our technology and proprietary rights through intellectual property rights, licenses and other contractual protections, unauthorized parties may still copy or otherwise obtain and use our software and other technology.

In addition, we may in the future expand our international operations, internationally, and effective intellectual property, copyright, trademark and trade secret protection may not be available or may be limited in foreign countries. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Further, companies in the internet, communications and technology industries may own large numbers of patents, copyrights and trademarks and may frequently threaten litigation, or file suit against us based on allegations of infringement or other violations of intellectual property rights, which may adversely affect our business or financial prospects.

We may be involved in lawsuits to protect or enforce our patents, which could be expensive and time consuming.

We may initiate patent litigation against third parties to protect or enforce our patent rights, and we may be sued by others seeking to invalidate our patents or prevent the issuance of future patents. We may also become subject to interference proceedings conducted in the patent and trademark offices of various countries to determine the priority of inventions. The defense and prosecution, if necessary, of intellectual property suits, interference proceedings and related legal and administrative proceedings is costly and may divert our technical and management personnel from their normal responsibilities. We may not prevail in any of these suits. An adverse determination of any litigation or defense proceedings could put our patents at risk of being invalidated or interpreted narrowly and could put our patent applications at risk of not being issued. Furthermore, because of the substantial amount of discovery required in connection with intellectual property litigation, there is a risk that some of our confidential information could be compromised by disclosure during this type of litigation. In addition, during the course of this kind of litigation, there could be public announcements of the results of hearings, motions or other interim proceedings or developments in the litigation. If securities analysts or investors perceive these results to be negative, it could have an adverse effect on the trading price of our Class B common stock.

We may incur liabilities for the activities of our customers and other users of our services, which could adversely affect our business.

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The actual or perceived improper sending of text messages or voice calls may subject us to potential risks, including liabilities or claims relating to consumer protection laws and regulatory enforcement, including fines. For example, the Telephone Consumer Protection Act of 1991 restricts telemarketing and the sending of automatic SMS text messages without explicit customer consent. The scope and interpretation of the federal and state laws and regulations that are or may be applicable to the delivery of text messages or voice calls are continuously evolving and developing. If we do not comply with these laws or regulations or if we become liable under these laws or regulations due to the failure of our customers to comply with these laws by obtaining proper consent, we could face direct liability. We rely on contractual representations made to us by our customers that they will comply with our acceptable use restrictions and applicable law and regulations in using our services. We cannot predict whether our role in facilitating our customers' or other users' activities would expose us to liability under applicable law.

Even if claims asserted against us do not result in liability, we may incur substantial costs in investigating and defending such claims. If we are found liable for our customers' or other users' activities, we could be required to pay fines or penalties, redesign business methods or otherwise expend resources to remedy any damages caused by such actions and to avoid future liability, which could have a material adverse effect on our business, financial condition and results of operations.

Our insurance policies may not provide coverage for liability arising out of activities of our customers or other users of our services. In addition, we may not be able to obtain or maintain adequate insurance coverage to reduce or limit the liabilities associated with our businesses. Any costs incurred as a result of such liability or asserted liability could have a material adverse effect on our business, operating results, and financial condition.

We may be subject to intellectual property claims, which could adversely affect our financial condition and ability to use certain critical technologies, divert our resources and management attention from our business operations and create uncertainty about ownership of technology essential to our business.

Our success depends, in part, on our ability to operate without infringing on the intellectual property rights of others. There can be no guarantee that any of our intellectual property will not be challenged by third parties. We may be subject to patent infringement claims that would be costly to defend and could limit our ability to use certain critical technologies.

We believe that a consolidation of patent portfolios by major technology companies and independent asset holding companies will increase the chances of aggressive assertions of patent and other intellectual property claims. Within the technology, telecommunications, and online sectors, among other related sectors, we have witnessed various claim holders and alleged rights holders pursue business strategies devoted to extracting settlements or license fees for a wide range of basic and commonly accepted methods and practices.

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We may be subject to those intellectual property claims in the ordinary course of our business. Also, our partners and customers may also find that they are subject to similar claims, in which case we may be included in any related process or dispute settlement. Any patent or other intellectual property litigation could negatively impact our business by diverting resources and management attention from other aspects of the business and adding uncertainty as to the ownership of technology, services and property that we view as proprietary and essential to our business. In addition, a successful claim of patent infringement against us and our failure or inability to license the infringed or similar technology on reasonable terms, or at all, could prevent us from using critical technologies which could have a material adverse effect on our business.

Federal, state, and foreign regulation of telecommunications and data privacy may adversely affect our business and operating results.

We provide information and analytics services to our customers and reseller partners. In connection therewith, we obtain certain telecommunications products and services from carriers in order to deliver these packages of information and analytic services.

Telecommunications laws and regulations (and interpretations thereof) are evolving in response to rapid changes in the telecommunications industry. If our carrier providers were to be subject to any changes in applicable law or regulation (or interpretations thereof), or additional taxes or surcharges, then we in turn may be subject to increased costs for their products and services or receive products and services that may be of less value to our customers, which in turn could adversely affect our business and operating results. Furthermore, our call recording and/or monitoring services may directly subject us to certain telecommunications-related regulations. Finally, in the event that any federal or state regulators were to expand the scope of applicable laws and regulations or their application to include certain end users and information service providers, then our business and operating results could also be adversely affected. The following existing and possible future federal and state laws could impact the growth and profitability of our business:

- The Communications Act of 1934, as amended by the Telecommunications Act of 1996 (the “Act”), and the regulations promulgated by the Federal Communications Commission under Title II of the Act, may impose federa licensing, reporting and other regulatory obligations on the Company. To the extent we contract with and use the networks of voice over IP service providers, new legislation or FCC regulation in this area could restrict our busine prevent us from offering service or increase our cost of doing business. There are an increasing number of

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regulations and rulings that specifically address access to commerce and communications services on the Interne including IP telephony. We are unable to predict the impact, if any, that future legislation, legal decisions, or regulations concerning voice services offered via the Internet may have on our business, financial condition, and results of operations.

- The U.S. Congress, the FCC, state legislatures or state agencies may target, among other things, access or settlement charges, imposing taxes related to Internet communications, imposing tariffs or other regulations basec encryption concerns, or the characteristics and quality of products and services that we may offer. Any new laws o regulations concerning these, or other areas of our business could restrict our growth or increase our cost of doinc business.
- There is risk that a regulatory agency will require us to conform to rules that are unsuitable for IP communications technologies or rules that cannot be complied with due to the nature and efficiencies of IP routing, or are unneces: or unreasonable in light of the manner in which we offer voice-related services such as call recording services to o customers.
- Federal and state telemarketing laws including the Telephone Consumer Protection Act ("TCPA") which limits the u of autodialing systems, artificial or prerecorded voice messages, SMS text messages and fax machines, the Telemarketing Sales Rule, the Telemarketing Consumer Fraud and Abuse Prevention Act and the rules and regulations promulgated thereunder. In recent years, the TCPA has become a fertile source for both individual and class action lawsuits and regulatory actions. Specifically, the TCPA restricts telemarketing and the transmission of automatic SMS text messages without proper consent. The scope and interpretation of the laws and regulations th are or may be applicable to the

delivery of text messages and/or to the allowable methods of obtaining proper consent are continuously evolving a developing. If we do not comply with these laws or regulations or if we become liable under these laws or regulatic due to the failure of our customers to comply with these laws by obtaining proper consent, we could face liability. I addition, certain regulatory developments in this area may adversely impact the demand for some of our services (e.g. our text analytics and communications services) if some our customers become unable to obtain proper consents for their communications at historical volumes.

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- The Telephone Robocall Abuse Criminal Enforcement and Deterrence Act and the rules and regulations promulga thereunder. The FCC has adopted an initial set of rules requiring originating and terminating voice service provide implement the STIR/SHAKEN caller ID authentication framework to combat spoofed robocalls and is expected to

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adopt additional measures for that purpose. A number of our information services depend on integrations with voic
service providers subject to these regulations. Some of these providers have taken the position that we must regis
in FCC's Robocall Mitigation Database in order to continue doing business with them even though we are not a vo
service provider. If we do not comply with our providers' evolving requirements pertaining to these regulations or if
future regulatory measures relative to the STIR/SHAKEN caller ID authentication framework result in unforeseen
interoperability issues for our information services that we are unable to address in a timely and efficient manner, o
business, financial condition, and results of operations could be negatively impacted and/or we could face liability.

- Laws affecting telephone call recording and data protection, such as consent and personal data statutes. Under th federal Wiretap Act, at least one-party taking part in a call must be notified if the call is being recorded. Under this and most state laws, there is nothing illegal about one of the parties to a telephone call recording the conversation However, several a number of states (i.e., California, Connecticut, Delaware, Florida, Illinois, Maryland, Massachusetts, Michigan, Montana, Nevada, New Hampshire, Pennsylvania, and Washington) require that all par consent when one party wants to record a telephone conversation. The telephone recording laws in other states, l federal law, require only one party to be aware of the recording.
- The Communications Assistance for Law Enforcement Act may require that we undertake material modifications to our platforms and processes to permit wiretapping and other access for law enforcement personnel.
- Under various Orders of the Federal Communications Commission, we may be required to make material retroacti and prospective contributions to funds intended to support Universal Service, Telecommunications Relay Service, Local Number Portability, the North American Numbering Plan and the budget of the Federal Communications Commission.
- Laws in most states of the United States of America may require registration or licensing of one or more of our subsidiaries, and may impose additional taxes, fees or telecommunications surcharges on the provision of our services which we may not be able to pass through to customers.
- Our international operations may expose us to telecommunications regulations and data and privacy regulations ir the countries where we are operating, and these regulations could negatively affect the viability of our business in those regions.

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We may also be subject to costs and liabilities with respect to privacy issues. Several companies have incurred penalties for failing to abide by the representations made in their public-facing privacy policies. In addition, several states have passed laws that require businesses and their service providers to implement and maintain reasonable security procedures and practices to protect personal information and to provide notice to consumers in the event of a security

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breach. For example, California enacted the California Consumer Privacy Act, which was subsequently amended by the California Privacy Rights Act of 2020 (collectively, "CPRA"), which went into effect on January 1, 2023. The CPRA gives California residents expanded rights to access, correct, and delete their personal information, opt out of certain types of personal information sharing, limit the use of sensitive personal information as well as receive detailed information about how their personal information is retained and used. The CPRA and the regulations promulgated thereunder also includes new include requirements for provisions to be included by businesses in their respective contracts with service providers, which limit the scope of permissible use for personal data processed as part of the services and give businesses certain rights to assess their service providers' data processing operations. The CPRA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. Virginia has enacted the Virginia Consumer Data Protection Act ("VDCPA"), which also took effect on January 1, 2023 and additional several other states such as Connecticut, Colorado, and Utah have enacted privacy-related legislation that took effect in 2023 (e.g. Connecticut, Colorado, and Utah) or is slated to take effect throughout 2023 in the near-term (e.g. Montana, Texas, and Iowa) and that will each provide for consumer access rights and private rights of action similar to the CPRA. Further, it is anticipated that additional federal and state privacy-related legislation may be enacted. Such legislation could negatively affect our business in various ways such as by increasing our and/or our customers' costs of compliance. Finally, the majority of the aforementioned privacy laws and regulations do not apply to information historically regulated by certain industry-specific legislation and regulations such as the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and/or the Gramm-Leach-Bliley Act, each of which include separate sets of security standards for the processing of covered data and provide for significant civil and/or criminal penalties for violations. To the extent that we increase our market share of conversational analytics offerings for customers in the healthcare and/or financial services industries, our risk of possible costs and liabilities related to compliance with these additional laws increases as well.

Foreign countries may enact laws that could negatively impact our business and/or may prosecute us for violating existing laws. Such laws might include EU member country conforming legislation under applicable EU Privacy, eCommerce, Data Protection Directives (and similar legislation in other countries where we may have operations), the EU General Data Protection Regulation ("GDPR"), which is directly applicable to all member states and which has substantial compliance obligations and significant potential administrative fines for non-compliance, as well as the GDPR equivalent law retained by the United Kingdom and any successor legislation thereto. Any costs incurred in addressing foreign laws could negatively affect the viability of our business. Our exposure to this risk will increase to the extent we expand our operations internationally.

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In addition, the potential regulation of new and emerging technologies, such as AI, which we are increasingly building into many of our new offerings, may result in increased compliance costs and risks. Any additional costs and penalties associated with increased compliance and risk mitigation could make certain offerings less profitable or increase the difficulty of bringing certain offerings to market.

We may face risks related to litigation that could result in significant legal expenses and settlement or damage awards.

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From time to time, we are subject to claims and litigation, which could seriously harm our business and require us to incur significant costs.

We are generally obliged, to the extent permitted by law, to indemnify our current and former directors and officers who are named as defendants in these types of lawsuits. Defending against litigation may require significant attention and resources of management. Regardless of the outcome, such litigation could result in significant legal expenses.

If we are a party to material litigation and if the defenses we claim are ultimately unsuccessful, or if we are unable to achieve a favorable settlement, we could be liable for large damage awards that could have a material adverse effect on our business and Condensed Consolidated Financial Statements.

We may be subject to securities litigation in connection with the divestiture transaction, which is expensive and could divert our attention. 34

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We may be subject to securities litigation in connection with the divestiture transaction, including possible regulatory action or class action lawsuits. Litigation is frequently initiated in connection with merger and acquisition transactions, particularly those involving insiders. Regulatory inquiries and litigation are complex and could result in substantial costs, divert our management's attention and resources, and harm our business, financial condition and results of operations.

GENERAL RISKS

We are susceptible to general economic conditions, climate change, natural catastrophic events and public health crises, and a downturn in spending by any resulting negative impacts on our customers could adversely affect our operating results.

Our operating results will be subject to fluctuations based on general economic conditions. Deterioration conditions, which are subject to a range of macroeconomic uncertainties such as labor shortages, supply chain disruptions, inflation and monetary supply shifts, among others. Any economic downturn could result in: a deterioration in economic conditions the credit quality of our customers, which could adversely affect our accounts receivables; sales prospects delaying decision making and reducing propensity to purchase; challenges in servicing customers and extending and entering into new agreements; a reduction in customer budgets and slower sales cycles; customer requests for price concessions and extended payment terms; customer cancellations and inability to pay; and/or customer reconsideration and delay in launching test programs with us. Any such outcomes can cause decreases in or delays in customer spending and reduce and/or negatively impact our short-term ability to grow our revenues. Further, any decreased collectability of accounts receivable revenues or early termination of agreements due to deterioration result in economic conditions could significant decline in revenues, a significant decrease in our operating cash flows and/or otherwise negatively impact our results of operations.

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Our business is also subject to the impact of global climate change which can increase the frequency of natural catastrophic events such as drought, wildfires, storms, sea-level rise, earthquakes, floods, or power outages. The long-term effects of climate change on the global economy and our industry in particular are unclear but could be severe.

Furthermore, global political crises such as terrorism or war, and public health crises, such as disease outbreaks, epidemics, or pandemics (including COVID-19) and their resulting impacts on the U.S. and global economies, our markets and business locations, could negatively impact our operating results.

The loss of our senior management, including other key personnel, could harm our current and future operations and prospects.

We are heavily dependent upon the continued services of members of our senior management team and other key personnel. Each member of our senior management team and other key personnel are at-will employees and may voluntarily terminate their employment with us at any time with minimal notice. Following any termination of employment, each of these members would only be subject to a twelve-month non-competition and non-solicitation obligation with respect to our customers and employees under our standard confidentiality agreement. The loss of the services of any member of our senior management, including other key personnel, for any reason, or any conflict among our senior management or other key personnel, could harm our current and future operations and prospects. We have experienced turnover in certain senior executives in recent years. Additional turnover at the senior management level may create instability within the Company and our employees may decide to terminate their employment, which could further impede the maintenance of our day to day day-to-day operations. Such instability could impede our ability to implement fully our business plan and growth strategy, which would harm our business and prospects.

We may have difficulty retaining current personnel as well as attracting and retaining additional qualified, experienced, highly skilled personnel, which could adversely affect the implementation of our business plan.

Our performance is largely dependent upon the talents and efforts of highly skilled individuals. In order to fully implement our business plan, we will need to retain our current qualified personnel, as well as attract and retain additional qualified personnel. Thus, our success will, in significant part, depend upon our retention of current personnel as well as the efforts of personnel not yet

identified and upon our ability to attract and retain highly skilled managerial, engineering, sales and marketing personnel. We are also dependent on managerial and technical personnel to the extent they may have knowledge or information about our businesses and technical systems that may not be known by our other personnel. There can be no assurance that we will be able to attract and retain necessary personnel, particularly during the current period of unprecedented employee turnover impacting virtually all businesses. personnel. The failure to hire and retain such personnel could adversely affect the implementation of our business plan.

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If we are unable to obtain and maintain adequate insurance, our financial condition could be adversely affected in the event of uninsured or inadequately insured loss or damage. Our ability to effectively recruit and retain qualified officers and directors may also be adversely affected if we experience difficulty in maintaining adequate directors' and officers' liability insurance.

We may not be able to obtain and maintain insurance policies on terms affordable to us that would adequately insure our business and property against damage, loss or claims by third parties. To the extent our business, property or systems suffer any damages, losses or claims by third parties that are not covered or adequately covered by insurance, our financial condition may be materially adversely affected. We currently have directors' and officers' liability insurance. If we are unable to maintain sufficient insurance as a public company to cover liability claims made against our officers and directors, we may not be able to retain or recruit qualified officers and directors to manage our company, which could have a material adverse effect on our operations.

It may be difficult for us to retain or attract qualified officers and directors, which could adversely affect our business and our ability to maintain the listing of our Class B common stock on the NASDAQ Global Select Market.

We may be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of changes in the rules and regulations which govern publicly-held companies, including, but not limited to, certifications from executive officers and requirements for financial experts on boards of directors. The perceived increased personal risk associated with these changes may deter qualified individuals from accepting these roles. Further, applicable rules and regulations of the Securities and Exchange Commission and the NASDAQ Stock Market heighten the requirements for board or committee membership, particularly with respect to an individual's independence from the corporation and level of experience in finance and accounting matters along with evolving diversity requirements for board composition. We may have difficulty attracting and retaining directors with the requisite qualifications. If we are unable to attract and retain qualified officers and directors, our business and our ability to maintain the listing of our shares of Class B common stock on the NASDAQ Global Select Market could be adversely affected.

Our Class B common stock prices have been and are likely to continue to be highly volatile.

The trading prices of our Class B common stock have been and are likely to continue to be highly volatile and subject to wide fluctuations and has have at times declined significantly.

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Our stock prices may fluctuate in response to a number of events and factors, which may be the result of our business strategy or events beyond our control, including: actual or anticipated fluctuations in our operating results; developments concerning proprietary rights, including patents, by us or a competitor; announcements by us or our competitors of significant contracts, acquisitions, financings, commercial relationships, joint ventures or capital commitments; loss of senior management or other key personnel; registration of additional shares of Class B common stock in connection with acquisitions; lawsuits initiated against us or lawsuits initiated by us; announcements of acquisitions or technical innovations; potential loss or reduced contributions from customers and reseller partners and agencies; partners; significant volatility in the market price and trading volume of technology companies in general and of companies in our industry in particular; changes in growth or earnings estimates or recommendations by analysts; changes in the market valuations of similar companies; changes in our industry and the overall economic environment, including but not limited to uncertainty attributable to public health crises, such as disease outbreaks, epidemics or pandemics (including COVID-19); pandemics; volume of shares of Class B common stock available for public sale, including upon conversion of Class A common stock or upon exercise of stock options; Class B common stock repurchases under our share repurchase program; sales and purchases of stock by us or by our stockholders, including sales by certain of our executive officers and directors pursuant to written pre-determined selling and purchase plans under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); short sales, hedging and other derivative transactions on shares of our Class B common stock; and an adverse impact on us from any of the other risks cited in this Risk Factors section.

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In addition, the stock market in general, and the NASDAQ Global Select Market and the market for mobile and online commerce technology companies in particular, have experienced extreme significant price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of the listed companies. These broad market and industry factors may seriously harm the market price of our Class B common stock, regardless of our operating performance. In the past, following periods of volatility in the market, securities class action litigation has often been instituted against these companies.

Litigation against us, whether or not judgment is entered against us, could result in substantial costs and potentially economic loss, and a diversion of our management's attention and resources, any of which could seriously harm our

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financial condition. Additionally, there can be no assurance that an active trading market of our Class B common stock will be sustained.

If securities analysts do not continue to publish research or publish negative research about our business, our stock price and trading volume could decline.

The trading market for our Class B common stock depends in part on the research and reports that securities analysts publish about us or our business. If one or more of the analysts who covers us downgrades our stock or publishes negative research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, we could lose visibility in the market for our stock and demand for our stock could decrease, which could cause our stock price or trading volume to decline.

Our founder controls the outcome of stockholder voting, and there may be an adverse effect on the price of our Class B common stock due to the disparate voting rights of our Class A common stock and our Class B common stock.

As of September 30, 2023 December 31, 2023, Russell C. Horowitz, our founder, beneficially owned 100% of the outstanding shares of our Class A common stock, which shares represented 75% of the voting power of all outstanding shares of our capital stock. The holders of our Class A common stock and Class B common stock have identical rights except that the holders of our Class B common stock are entitled to one vote per share, while holders of our Class A common stock are entitled to twenty-five votes per share on all matters to be voted on by stockholders. This concentration of control could be disadvantageous to our other stockholders with interests different from those of our founder. This difference in the voting rights of our Class A common stock and Class B common stock could adversely affect the price of our Class B common stock to the extent that investors or any potential future purchaser of our shares of Class B common stock give greater value to the superior voting rights of our Class A common stock.

Further, as long as our founder has a controlling interest, he will continue to be able to elect all or a majority of our board of directors and generally be able to determine the outcome of all corporate actions requiring stockholder approval. As a result, our founder will be in a position to continue to control all fundamental matters affecting our company, including any merger involving, sale of substantially all of the assets of, or change in control of, our company. The ability of our founder to control our company may result in our Class B common stock trading at a price lower than the price at which such stock would trade if our founder did not have a controlling interest in us. This control may deter or prevent a third-party from acquiring us which could adversely affect the market price of our Class B common stock.

Anti-takeover provisions may limit the ability of another party to acquire us, which could cause our stock price to decline.

Our certificate of incorporation, as amended, our by-laws, as amended, and Delaware law contain provisions that could discourage, delay or prevent a third party from acquiring us, even if doing so may be beneficial to our stockholders. In addition, these provisions could limit the price investors would be willing to pay in the future for shares of our Class B common stock. The following are examples of such provisions in our certificate of incorporation, as amended, or our by-laws, as amended: the authorized number of our directors can be changed only by a resolution of our board of directors;

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advance notice is required for proposals that can be acted upon at stockholder meetings; there are limitations on who may call stockholder meetings; and our board of directors is authorized, without prior stockholder approval, to create and issue “blank check” preferred stock.

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We are also subject to Section 203 of the Delaware General Corporation Law, which provides, subject to enumerated exceptions, that if a person acquires 15% or more of our voting stock, the person is an “interested stockholder” and may not engage in “business combinations” with us for a period of three years from the time the person acquired 15% or more of our voting stock. The application of Section 203 of the Delaware General Corporation Law could have the effect of delaying or preventing a change of control of our company.

We may not pay dividends on our Class B common stock in the future.

Under Delaware law, dividends to stockholders may be made only from the surplus of a company, or, in certain situations, from the net profits for the current or prior fiscal year. We declared and paid a special dividend in the last quarter of 2017 and the first quarter of 2018, respectively. Special dividends generally result in a reduction in stock price with the dividend distributed. In addition, we paid a quarterly dividend on our Class B common stock from November 2006 through May 2015. Our ability to pay dividends is dependent upon a variety of factors, including our financial results, liquidity and financial condition and capital requirements. There is no assurance that we will pay dividends in the future.

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

In November 2014, we established a 2014 share repurchase program (the “2014 Repurchase Program”), which supersedes and replaces any prior repurchase programs, and authorized the Company to repurchase up to 3 million shares in the aggregate of the Company’s Class B common stock. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. During the three and nine months ended September 30, 2023 March 31, 2024, we did not have any

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share repurchases under this program and 1,319,128 of Class B common shares may yet be purchased remain available for purchase under the 2014 Share Repurchase Program. plan.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Securities Trading Plans of Directors and Executive Officers

During the quarterly period ended March 31, 2024, no directors or officers of the Company, as defined in Rule 16a-1(f), have adopted and/or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” each as defined in Regulation S-K Item 408.

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Item 6. Exhibits

Exhibit Number	Description
†31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
†31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
††32	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
†101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.
†101.SCH	Inline XBRL Taxonomy Extension Schema Document.

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†101.CAL	Inline XBRL Taxonomy Extension Calculation With Embedded Linkbase Document.
†101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
†101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.
†101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document. Documents.
†104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

† Filed herewith.

†† Furnished herewith.

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SIGNATURE SIGNATURE

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.

MARCHEX, INC.

Date: November 13, 2023 May 14, 2024	By:	/s/ Holly A. Aglio
	Name:	**Holly A. Aglio**
	Title:	**Chief Financial Officer**
		(Principal Financial Officer and Principal Accounting Officer)

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Exhibit 31.1

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Edwin Miller, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Marchex, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material 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 ir 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 consolid subsidiaries, is made known to us by others within those entities, particularly during the period in which this report being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to b 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 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 t 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 reportin 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 th registrant's internal control over financial reporting.

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Date: November 13, 2023 May 14, 2024

/s/ Edwin Miller

Edwin Miller

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a),

AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Holly A. Aglio, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Marchex, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material 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 ir 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 consolid subsidiaries, is made known to us by others within those entities, particularly during the period in which this report being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to b designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting anc 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 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 t

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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 reportin and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control ove 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 th registrant's internal control over financial reporting.

Date: November 13, 2023 May 14, 2024 By: /s/ Holly A. Aglio

Holly A. Aglio

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Marchex, Inc. (the "Company") for the quarter ended September 30, 2023 March 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of Edwin Miller, as Principal Executive Officer, and Holly A. Aglio, as Principal Financial Officer, of the Company hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, to the best of his or her knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results operations of the Company.

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Date: November 13, 2023 May 14, 2024	By:	/s/ EDWIN MILLER
	Name:	**Edwin Miller**
	Title:	**Chief Executive Officer**
		(Principal Executive Officer)

Date: November 13, 2023 May 14, 2024	By:	/s/ HOLLY A. AGLIO
	Name:	**Holly A. Aglio**
	Title:	**Chief Financial Officer**
		(Principal Financial Officer and Principal Accounting Officer)

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