REFINITIV

DELTA REPORT

10-Q

PSTG - PURE STORAGE, INC.

10-Q - MAY 05, 2024 COMPARED TO 10-Q - NOVEMBER 05, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	1162
CHANGES	214
DELETIONS	495
ADDITIONS	453

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 November 5, 2023 May 5, 2024

OR

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

For the transition period from to

Commission File Number: 001-37570

Pure Storage, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**27-1069557**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2555 Augustine Dr.
Santa Clara, California 95054
(Address of principal executive offices, including zip code)

(800) 379-7873
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value per share	PSTG	New York Stock Exchange LLC

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 x No o

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 x No o

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

Large accelerated filer	x	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. o

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

As of December 6, 2023 June 5, 2024, the registrant had 315,972,820 325,234,458 shares of its Class A common stock outstanding.

PURE STORAGE, INC.

FORM 10-Q for the Quarter Ended November 5, 2023 May 5, 2024

Table of Contents

NOTE ABOUT FORWARD-LOOKING STATEMENTS

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 (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this report, including statements regarding our future results of operations and financial condition, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, forward-looking statements may be identified by words such as "anticipate," "believe," "continue," "could," "design," "estimate," "expect," "intend," "may," "plan," "potentially," "predict," "project," "should," "will" or the negative of these terms or other similar expressions.

Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements regarding macroeconomic conditions, including, among other issues, high inflation, rising interest rates, and a slowdown in demand, our ability to sustain or manage our profitability and growth, our expectations regarding demand for our products and subscription services, including Evergreen//One, trends in the external storage market, our ability to expand market share, our expectations that sales prices may decrease or fluctuate over time, our plans to expand and continue to invest internationally, our plans to continue investing in marketing, sales, support and research and development, our shift to subscription services, including as-a-Service offerings, our expectations regarding fluctuations in our revenue and operating results, including the timing and magnitude of large customer orders, our expectations that we may continue to experience losses despite revenue growth, our ability to successfully attract, motivate, and retain qualified personnel and maintain our culture, our expectations regarding our technological leadership and market opportunity, including our ability to continue capturing capture storage workloads for AI environments and hyperscalers, our ability to realize benefits from our investments, including development efforts acquisitions and acquisitions like Portworx, investments, our ability to innovate and introduce new or enhanced products, our expectations regarding technology and product strategy and technology differentiation, specifically customer priorities around sustainability, our sustainability goals and the benefits to our customers of using our products, our competitive position and the effects of competition and industry dynamics, including alternative offerings from incumbent, emerging and public cloud vendors, the potential disruptions to our contract manufacturers or supply chain, our expectations about the impact of, and trends relating to, component pricing, our expectations concerning relationships with third parties, including our partners, customers, suppliers and contract manufacturers, the adequacy of our intellectual property rights, expectations concerning potential legal proceedings and related costs, and the impact of adverse economic conditions on our business, operating results, cash flows and/or financial condition.

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. These forward-looking statements are subject to a number of known and unknown risks, uncertainties and assumptions, including risks described in the section titled “Risk Factors.” These risks are not exhaustive. Other sections of this report include additional factors that could harm our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for our management to predict all risk factors nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in, or implied by, any forward-looking statements.

Investors should not rely upon forward-looking statements as predictions of future events. We cannot assure investors that the events and circumstances reflected in the forward-looking statements will be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this report or to conform these statements to actual results or to changes in our expectations. Investors should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed as exhibits to this report with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

PURE STORAGE, INC.

Condensed Consolidated Balance Sheets

(in thousands, except per share data, unaudited)

		At the End of		At the End of	
		Fiscal 2023	Third Quarter of Fiscal 2024	Fiscal 2024	First Quarter of Fiscal 2025
ASSETS					
ASSETS					
ASSETS	**ASSETS**				
Current assets:	Current assets:			Current assets:	
Cash and cash equivalents	Cash and cash equivalents	$ 580,854	$ 529,191		
Marketable securities	Marketable securities	1,001,352	821,868		
Accounts receivable, net of allowance of $1,057 and $1,178		612,491	636,324		
Accounts receivable, net of allowance of $1,060 and $965					
Inventory	Inventory	50,152	46,211		
Deferred commissions, current	Deferred commissions, current	68,617	74,303		
Prepaid expenses and other current assets	Prepaid expenses and other current assets	161,391	139,129		

Total current assets	Total current assets	2,474,857	2,247,026
Property and equipment, net	Property and equipment, net	272,445	337,559
Operating lease right-of-use assets	Operating lease right-of-use assets	158,912	126,558
Deferred commissions, non-current	Deferred commissions, non-current	177,239	190,614
Intangible assets, net	Intangible assets, net	49,222	36,868
Goodwill	Goodwill	361,427	361,427
Restricted cash	Restricted cash	10,544	9,960
Other assets, non-current	Other assets, non-current	38,814	45,497
Total assets	Total assets	$ 3,543,460	$ 3,355,509
LIABILITIES AND STOCKHOLDERS’ EQUITY	**LIABILITIES AND STOCKHOLDERS’ EQUITY**		
Current liabilities:	Current liabilities:		
Current liabilities:			
Current liabilities:			
Accounts payable			
Accounts payable			
Accounts payable	Accounts payable	$ 67,121	$ 101,092
Accrued compensation and benefits	Accrued compensation and benefits	232,636	149,705
Accrued expenses and other liabilities	Accrued expenses and other liabilities	123,749	141,241
Operating lease liabilities, current	Operating lease liabilities, current	33,707	44,301
Deferred revenue, current	Deferred revenue, current	718,149	801,562
Debt, current		574,506	—
Total current liabilities			
Total current liabilities			
Total current liabilities	Total current liabilities	1,749,868	1,237,901
Long-term debt	Long-term debt	—	100,000
Operating lease liabilities, non-current	Operating lease liabilities, non-current	142,473	122,388
Deferred revenue, non-current	Deferred revenue, non-current	667,501	694,945
Other liabilities, non-current	Other liabilities, non-current	42,385	51,820
Other liabilities, non-current			
Other liabilities, non-current			
Total liabilities	Total liabilities	2,602,227	2,207,054

Commitments and contingencies (Note 7)	Commitments and contingencies (Note 7)			Commitments and contingencies (Note 7)
Stockholders' equity:	Stockholders' equity:			
Preferred stock, par value of $0.0001 per share— 20,000 shares authorized; no shares issued and outstanding	Preferred stock, par value of $0.0001 per share— 20,000 shares authorized; no shares issued and outstanding	—	—	
Class A and Class B common stock, par value of $0.0001 per share— 2,250,000 (Class A 2,000,000, Class B 250,000) shares authorized; 304,076 and 315,986 Class A shares issued and outstanding		30	32	
Preferred stock, par value of $0.0001 per share— 20,000 shares authorized; no shares issued and outstanding				
Preferred stock, par value of $0.0001 per share— 20,000 shares authorized; no shares issued and outstanding				
Class A and Class B common stock, par value of $0.0001 per share — 2,250,000 (Class A 2,000,000, Class B 250,000) shares authorized; 319,523 and 325,181 Class A shares issued and outstanding				
Additional paid-in capital	Additional paid-in capital	2,493,769	2,699,644	
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(15,504)	(10,032)	
Accumulated deficit	Accumulated deficit	(1,537,062)	(1,541,189)	
Total stockholders' equity	Total stockholders' equity	941,233	1,148,455	
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	$ 3,543,460	$ 3,355,509	

See the accompanying notes to condensed consolidated financial statements.

PURE STORAGE, INC.

Condensed Consolidated Statements of Operations
(in thousands, except per share data, unaudited)

		Third Quarter of Fiscal		First Three Quarters of Fiscal		First Quarter of Fiscal	
		2023	2024	2023	2024	2024	2025
Revenue:							
Revenue:							
Revenue:	Revenue:						
Product	Product	$431,281	$453,277	$1,247,045	$1,161,978		
Subscription services	Subscription services	244,769	309,561	696,182	878,838		

Total revenue	Total revenue	676,050	762,838	1,943,227	2,040,816	
Cost of revenue:	Cost of revenue:					Cost of revenue:
Product	Product	135,546	126,770	395,322	343,588	
Subscription services	Subscription services	74,169	83,321	211,576	244,541	
Total cost of revenue	Total cost of revenue	209,715	210,091	606,898	588,129	
Gross profit	Gross profit	466,335	552,747	1,336,329	1,452,687	
Operating expenses:	Operating expenses:					Operating expenses:
Research and development	Research and development	180,008	182,100	506,971	549,923	
Sales and marketing	Sales and marketing	212,140	231,707	637,129	696,885	
General and administrative	General and administrative	65,054	64,729	173,300	192,944	
Impairment and other		—	—	—	16,766	
Restructuring and impairment						
Total operating expenses	Total operating expenses	457,202	478,536	1,317,400	1,456,518	
Income (loss) from operations		9,133	74,211	18,929	(3,831)	
Loss from operations						
Other income (expense), net	Other income (expense), net	(2,814)	5,184	(8,410)	23,619	
Income before provision for income taxes		6,319	79,395	10,519	19,788	
Loss before provision for income taxes						
Provision for income taxes	Provision for income taxes	7,106	9,006	11,919	23,915	
Net income (loss)		$ (787)	$ 70,389	$ (1,400)	$ (4,127)	
Net income (loss) per share attributable to common stockholders, basic		$ (0.00)	$ 0.22	$ (0.00)	$ (0.01)	
Net income (loss) per share attributable to common stockholders, diluted		$ (0.00)	$ 0.21	$ (0.00)	$ (0.01)	
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic		300,984	314,153	298,101	309,842	
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted		300,984	330,255	298,101	309,842	
Net loss						

Net loss per share attributable to common stockholders, basic and diluted
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted

See the accompanying notes to condensed consolidated financial statements.

Table of Contents

PURE STORAGE, INC.

Condensed Consolidated Statements of Comprehensive Income (Loss) Loss
(in thousands, unaudited)

		Third Quarter of Fiscal		First Three Quarters of Fiscal		First Quarter of Fiscal	
		2023	2024	2023	2024	2024	2025
Net income (loss)		$ (787)	$70,389	$ (1,400)	$(4,127)		
Net loss							
Net loss							
Net loss							
Other comprehensive income (loss):	Other comprehensive income (loss):						
Unrealized net gains (losses) on available-for-sale securities	Unrealized net gains (losses) on available-for-sale securities	(3,656)	2,582	(15,365)	5,763		
Less: reclassification adjustment for net (gains) losses on available-for-sale securities included in net income (loss)		2	(7)	(23)	(291)		
Unrealized net gains (losses) on available-for-sale securities							
Unrealized net gains (losses) on available-for-sale securities							
Less: reclassification adjustment for net gains on available-for-sale securities included in net loss							

Change in unrealized net gains (losses) on available-for-sale securities	(3,654)	2,575	(15,388)	5,472
Comprehensive income (loss)	$(4,441)	$72,964	$(16,788)	$ 1,345
Comprehensive loss				

See the accompanying notes to condensed consolidated financial statements.

PURE STORAGE, INC.

Condensed Consolidated Statements of Stockholders' Equity
(in thousands, unaudited)

	Third Quarter of Fiscal 2023					
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance at the end of the second quarter of fiscal 2023	298,801	$ 30	$ 2,392,173	$ (20,099)	$ (1,610,746)	$ 761,358
	First Quarter of Fiscal 2024					
	Common Stock		**Additional Paid-in Capital**	**Accumulated Other Comprehensive Loss**	**Accumulated Deficit**	**Total Stockholders' Equity**
	Shares					
Balance at the end of fiscal 2023						
Balance at the end of fiscal 2023						
Balance at the end of fiscal 2023						
Issuance of common stock upon exercise of stock options	459	—	3,878	—	—	3,878
Stock-based compensation expense	—	—	86,852	—	—	86,852
Vesting of restricted stock units	3,482	—	—	—	—	—
Tax withholding on vesting of restricted stock units	(112)	—	(3,143)	—	—	(3,143)
Common stock issued under employee stock purchase plan	927	—	20,569	—	—	20,569
Repurchases of common stock	(888)	—	(24,565)	—	—	(24,565)
Other comprehensive loss	—	—	—	(3,654)	—	(3,654)

Issuance of common stock on conversion of convertible senior notes							
Other comprehensive income							
Net loss	Net loss	—	—	—	—	(787)	(787)
Balance at the end of the third quarter of fiscal 2023		302,669	$ 30	$ 2,475,764	$ (23,753)	$ (1,611,533)	$ 840,508
Balance at the end of the first quarter of fiscal 2024							

	Third Quarter of Fiscal 2024					
	Common Stock		Additional Paid-in	Accumulated Other		Total Stockholders'
	Shares	Amount	Capital	Comprehensive Loss	Accumulated Deficit	Equity
Balance at the end of the second quarter of fiscal 2024	311,839	$ 31	$ 2,610,482	$ (12,607)	$ (1,611,578)	$ 986,328
Issuance of common stock upon exercise of stock options	311	—	2,996	—	—	2,996
Stock-based compensation expense	—	—	89,512	—	—	89,512
Vesting of restricted stock units	3,438	1	(1)	—	—	—
Tax withholding on vesting of restricted stock units	(131)	—	(4,755)	—	—	(4,755)
Common stock issued under employee stock purchase plan	1,164	—	23,870	—	—	23,870
Repurchases of common stock	(635)	—	(22,460)	—	—	(22,460)
Other comprehensive income	—	—	—	2,575	—	2,575
Net income	—	—	—	—	70,389	70,389
Balance at the end of the third quarter of fiscal 2024	315,986	$ 32	$ 2,699,644	$ (10,032)	$ (1,541,189)	$ 1,148,455

See the accompanying notes to condensed consolidated financial statements.

PURE STORAGE, INC.

Condensed Consolidated Statements of Stockholders' Equity
(in thousands, unaudited)

	First Three Quarters of Fiscal 2023					
	Common Stock		Additional Paid-in	Accumulated Other		Total Stockholders'
	Shares	Amount	Capital	Comprehensive Loss	Accumulated Deficit	Equity
Balance at the end of fiscal 2022	292,633	$ 29	$ 2,470,943	$ (8,365)	$ (1,708,271)	$ 754,336
Cumulative-effect adjustment from adoption of ASU 2020-06	—	—	(133,265)	—	98,138	(35,127)
Issuance of common stock upon exercise of stock options	2,316	—	19,139	—	—	19,139
Stock-based compensation expense	—	—	246,677	—	—	246,677
Vesting of restricted stock units	10,632	1	(1)	—	—	—
Tax withholding on vesting of equity awards	(517)	—	(16,130)	—	—	(16,130)
Common stock issued under employee stock purchase plan	3,014	—	39,965	—	—	39,965
Repurchases of common stock	(5,409)	—	(151,564)	—	—	(151,564)
Other comprehensive loss	—	—	—	(15,388)	—	(15,388)
Net loss	—	—	—	—	(1,400)	(1,400)
Balance at the end of the third quarter of fiscal 2023	302,669	$ 30	$ 2,475,764	$ (23,753)	$ (1,611,533)	$ 840,508

First Three Quarters of Fiscal 2024

		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity
		Shares	Amount				
Balance at the end of fiscal 2023		304,076	$ 30	$ 2,493,769	$ (15,504)	$ (1,537,062)	$ 941,233
	First Quarter of Fiscal 2025						
	Common Stock						
	Shares						
Balance at the end of fiscal 2024							
Balance at the end of fiscal 2024							
Balance at the end of fiscal 2024							
Issuance of common stock upon exercise of stock options	Issuance of common stock upon exercise of stock options	3,711	—	32,878	—	—	32,878
Stock-based compensation expense	Stock-based compensation expense	—	—	259,189	—	—	259,189
Vesting of restricted stock units	Vesting of restricted stock units	10,613	2	(2)	—	—	—
Tax withholding on vesting of restricted stock units	Tax withholding on vesting of restricted stock units	(546)	—	(16,582)	—	—	(16,582)
Common stock issued under employee stock purchase plan	Common stock issued under employee stock purchase plan	2,233	—	45,089	—	—	45,089
Repurchases of common stock		(4,102)	—	(114,341)	—	—	(114,341)
Common stock issued under employee stock purchase plan							
Common stock issued under employee stock purchase plan							
Issuance of common stock upon conversion of convertible senior notes		1	—	(356)	—	—	(356)
Other comprehensive income		—	—	—	5,472	—	5,472
Other comprehensive loss							
Other comprehensive loss							
Other comprehensive loss							
Net loss	Net loss	—	—	—	—	(4,127)	(4,127)
Balance at the end of the third quarter of fiscal 2024		315,986	$ 32	$ 2,699,644	$ (10,032)	$ (1,541,189)	$ 1,148,455
Balance at the end of the first quarter of fiscal 2025							

First Quarter of Fiscal 2025				
Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' Equity

See the accompanying notes to condensed consolidated financial statements.

PURE STORAGE, INC.

Condensed Consolidated Statements of Cash Flows
(in thousands, unaudited)

		First Three Quarters of Fiscal				First Quarter of Fiscal	
			2023		2024	2024	2025
CASH FLOWS FROM OPERATING ACTIVITIES	**CASH FLOWS FROM OPERATING ACTIVITIES**						
CASH FLOWS FROM OPERATING ACTIVITIES							
CASH FLOWS FROM OPERATING ACTIVITIES							
Net loss							
Net loss							
Net loss	Net loss	$	(1,400)	$	(4,127)		
Adjustments to reconcile net loss to net cash provided by operating activities:	Adjustments to reconcile net loss to net cash provided by operating activities:						
Depreciation and amortization	Depreciation and amortization		72,268		91,560		
Depreciation and amortization							
Depreciation and amortization							
Stock-based compensation expense	Stock-based compensation expense		245,114		255,243		
Stock-based compensation expense							
Stock-based compensation expense							
Noncash portion of lease impairment and abandonment							
Impairment of long-lived assets			—		16,766		
Other	Other		2,473		(5,844)		
Changes in operating assets and liabilities, net of effect of acquisition:							
Other							
Other							
Changes in operating assets and liabilities:							
Accounts receivable, net							
Accounts receivable, net							
Accounts receivable, net	Accounts receivable, net		106,216		(23,959)		
Inventory	Inventory		(16,341)		5,278		
Deferred commissions	Deferred commissions		11,175		(19,061)		
Prepaid expenses and other assets	Prepaid expenses and other assets		(56,164)		19,686		
Operating lease right-of-use assets	Operating lease right-of-use assets		26,073		27,269		
Accounts payable	Accounts payable		22,536		33,844		
Accrued compensation and other liabilities	Accrued compensation and other liabilities		(17,739)		(52,757)		
Operating lease liabilities	Operating lease liabilities		(28,339)		(21,457)		
Deferred revenue	Deferred revenue		168,336		110,856		
Net cash provided by operating activities	Net cash provided by operating activities		534,208		433,297		
CASH FLOWS FROM INVESTING ACTIVITIES	**CASH FLOWS FROM INVESTING ACTIVITIES**						

Purchases of property and equipment	Purchases of property and equipment	(97,910)	(151,591)
Acquisition, net of cash acquired		(1,989)	—
Purchases of property and equipment			
Purchases of property and equipment			
Purchases of marketable securities		(92,129)	(351,725)
Purchases of marketable securities and other			
Purchases of marketable securities and other			
Purchases of marketable securities and other			
Sales of marketable securities	Sales of marketable securities	—	52,495
Maturities of marketable securities	Maturities of marketable securities	352,295	495,899
Net cash provided by investing activities		160,267	45,078
Net cash provided by (used in) investing activities			
Net cash provided by (used in) investing activities			
Net cash provided by (used in) investing activities			
CASH FLOWS FROM FINANCING ACTIVITIES	**CASH FLOWS FROM FINANCING ACTIVITIES**		
Net proceeds from exercise of stock options			
Net proceeds from exercise of stock options			
Net proceeds from exercise of stock options	Net proceeds from exercise of stock options	19,131	32,904
Proceeds from issuance of common stock under employee stock purchase plan	Proceeds from issuance of common stock under employee stock purchase plan	39,965	45,089
Principal payments on borrowings and finance lease obligations	Principal payments on borrowings and finance lease obligations	(256,145)	(584,582)
Proceeds from borrowings	Proceeds from borrowings	—	106,890
Tax withholding on vesting of equity awards	Tax withholding on vesting of equity awards	(16,130)	(16,582)
Repurchases of common stock	Repurchases of common stock	(151,564)	(114,341)
Net cash used in financing activities		(364,743)	(530,622)
Net cash provided by (used in) financing activities			
Net increase (decrease) in cash, cash equivalents and restricted cash	Net increase (decrease) in cash, cash equivalents and restricted cash	329,732	(52,247)
Cash, cash equivalents and restricted cash, beginning of period	Cash, cash equivalents and restricted cash, beginning of period	476,743	591,398
Cash, cash equivalents and restricted cash, end of period	Cash, cash equivalents and restricted cash, end of period	$ 806,475	$ 539,151
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD	**CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD**		
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD			
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF PERIOD			
Cash and cash equivalents			
Cash and cash equivalents			
Cash and cash equivalents	Cash and cash equivalents	$ 795,931	$ 529,191

Restricted cash	Restricted cash	10,544	9,960
Cash, cash equivalents and restricted cash, end of period	Cash, cash equivalents and restricted cash, end of period	$ 806,475	$ 539,151
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION	**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**		
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid for interest			
Cash paid for interest			
Cash paid for interest	Cash paid for interest	$ 1,151	$ 3,989
Cash paid for income taxes	Cash paid for income taxes	$ 8,452	$ 19,459
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION	**SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION**		
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION			
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION			
Property and equipment purchased but not yet paid			
Property and equipment purchased but not yet paid			
Property and equipment purchased but not yet paid	Property and equipment purchased but not yet paid	$ 19,976	$ 13,957

See the accompanying notes to condensed consolidated financial statements.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1. Business Overview

Pure Storage, Inc. (the Company, we, us, or other similar pronouns) was originally incorporated in the state of Delaware in October 2009 under the name OS76, Inc. In January 2010, we changed our name to Pure Storage, Inc. We are headquartered in Santa Clara, California and have wholly owned subsidiaries throughout the world.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

We operate using a 52/53 week fiscal year ending on the first Sunday after January 30, which for fiscal 2023 2024 was February 5, 2023 February 4, 2024 and for fiscal 2024 2025 will be February 4, 2024 February 2, 2025. The third first quarter of fiscal 2023 2024 and 2024 2025 ended on November 6, 2022 May 7, 2023 and November 5, 2023 May 5, 2024. Unless otherwise stated, all dates refer to our fiscal year and fiscal quarters.

The condensed consolidated financial statements include the accounts of the Company and our wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Unaudited Interim Consolidated Financial Information

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (U.S. GAAP) and applicable rules and regulations of the Securities and Exchange Commission regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in our Annual Report on Form 10-K for fiscal 2023. 2024.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, comprehensive income (loss) loss and cash flows for the interim periods, but are not necessarily indicative of the results of operations to be anticipated for the full fiscal year 2024 2025 or any future period.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and accompanying notes. Actual results could differ from these estimates and assumptions due to risks and uncertainties. Such estimates include, but are not limited to, the determination of standalone selling price for revenue arrangements with multiple performance obligations when the price at which the performance obligation sold separately or observable past transactions are not available, useful lives of intangible assets and property and equipment, the period of benefit for deferred contract costs for commissions, stock-based compensation, provision for income taxes including related reserves, fair value of leases and impairment of related right-of-use (ROU) assets, fair value of equity assumed, intangible and tangible assets acquired and liabilities assumed for business combinations. Management bases its estimates on historical experience and on various other assumptions which management believes to be reasonable, the results of which form the basis for making judgments about the carrying values of assets and liabilities.

Restricted Cash

Restricted cash is comprised of cash collateral for letters of credit related to our leases and for a vendor credit card program. At the end of fiscal 2023 2024 and the third first quarter of fiscal 2024, 2025, we had restricted cash of $10.5 million and $10.0 million. $9.6 million.

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which requires disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 will be effective for our fiscal year beginning February 5, 2024, and interim periods within our fiscal year beginning February 3, 2025, with early adoption permitted and requires application on a fully retrospective basis. We are currently evaluating the impact of this standard on our financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires greater disaggregation of tax information in rate reconciliation and income taxes paid by jurisdiction. ASU 2023-09 will be effective for our fiscal year beginning February 3, 2025, with early adoption permitted. We are currently evaluating the impact of this standard on our financial statement disclosures.

Note 3. Financial Instruments

Fair Value Measurements

We define fair value as the exchange price that would be received from sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We measure our financial assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's classification within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Three levels of inputs may be used to measure fair value:

- *Level 1* - Observable inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
- *Level 2* - Observable inputs are quoted prices for similar assets and liabilities in active markets or inputs other than quoted prices that are observable for the assets or liabilities, either directly or indirectly through market corroboration, for substantially the full term of the financial instruments; and
- *Level 3* - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. These inputs are based on our own assumptions used to measure assets and liabilities at fair value and require significant management judgment or estimation.

Cash Equivalents, Marketable Securities and Restricted Cash

We measure our cash equivalents, marketable securities, and restricted cash at fair value on a recurring basis. We classify our cash equivalents, marketable securities and restricted cash within Level 1 or Level 2 because they are valued using either quoted market prices or inputs other than quoted prices which are directly or indirectly observable in the market, including readily-available pricing sources for the identical underlying security which may not be actively traded. Our fixed income available-for-sale securities consist of high quality, investment grade securities from diverse issuers. The valuation techniques used to measure the fair value of our marketable securities were derived from non-binding market consensus prices that are corroborated by observable market data or quoted market prices for similar instruments. The following tables summarize our cash equivalents, marketable securities and restricted cash by significant investment categories and their classification within the fair value hierarchy at the end of fiscal 2023 2024 and the third first quarter of fiscal 2024 2025 (in thousands):

	At the End of Fiscal 2023							At the End of Fiscal 2024						
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities	Restricted Cash	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities	Restricted Cash
Level 1														
Money market accounts	$ —	$ —	$ —	$ 49,733	$ 39,189	$ —	$10,544							
Level 2														
U.S. government treasury notes	425,977	170	(4,229)	421,918	32,008	389,910	—							
U.S. government treasury notes														
U.S. government treasury notes														
U.S. government agencies	23,795	—	(289)	23,506	—	23,506	—							
Corporate debt securities	527,164	901	(9,300)	518,765	—	518,765	—							
Foreign government bonds	4,797	—	(44)	4,753	—	4,753	—							
Asset-backed securities	61,371	281	(1,016)	60,636	—	60,636	—							
Municipal bonds	3,950	—	(168)	3,782	—	3,782	—							
Total	$1,047,054	$ 1,352	$(15,046)	$1,083,093	$ 71,197	$1,001,352	$10,544							

	At the End of the Third Quarter of Fiscal 2024							At the End of the First Quarter of Fiscal 2025						
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities	Restricted Cash	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cash Equivalents	Marketable Securities	Restricted Cash
Level 1														
Money market accounts														
Money market accounts														
Money market accounts	$ —	$ —	$ —	$ 26,907	$ 16,947	$ —	$ 9,960							
Level 2														
U.S. government treasury notes	349,092	80	(3,144)	346,028	—	346,028	—							

U.S. government agencies	U.S. government agencies	4,395	—	(6)	4,389	—	4,389	—
Corporate debt securities	Corporate debt securities	406,659	208	(4,575)	402,292	—	402,292	—
Foreign government bonds	Foreign government bonds	1,290	—	(25)	1,265	—	1,265	—
Asset-backed securities	Asset-backed securities	65,644	48	(746)	64,946	—	64,946	—
Municipal bonds	Municipal bonds	3,010	—	(62)	2,948	—	2,948	—
Total	Total	$830,090	$ 336	$ (8,558)	$848,775	$ 16,947	$821,868	$ 9,960

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

The amortized cost and estimated fair value of our marketable securities are shown below by contractual maturity (in thousands):

		At the End of the Third Quarter of Fiscal 2024		At the End of the First Quarter of Fiscal 2025	
		Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	Due within one year	$ 405,765	$400,902		
Due in one to five years	Due in one to five years	423,560	420,200		
Due in five to ten years	Due in five to ten years	765	766		
Total	Total	$ 830,090	$821,868		

Unrealized losses on our marketable securities have not been recorded into income because we do not intend to sell nor is it more likely than not that we will be required to sell these investments prior to recovery of their amortized cost basis. The decline in fair value of our marketable securities is largely due to impacted by the rising interest rate environment driven by current market conditions that has resulted in higher and related credit spreads. The credit ratings associated with our marketable securities are highly rated and the issuers continue to make timely principal and interest payments. As a result, there were no credit or non-credit impairment charges recorded in the third first quarter and the first three quarters of fiscal 2023 2024 and 2024. 2025.

The following table presents gross unrealized losses and fair values for those investments that were in a continuous unrealized loss position at the end of fiscal 2023 2024 and the third first quarter of fiscal 2024, 2025, aggregated by investment category (in thousands):

	At the End of Fiscal 2024					At the End of Fiscal 2024	
	Less than 12 months	Less than 12 months		Greater than 12 months		Total	
	Fair Value	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government treasury notes							
	At the End of Fiscal 2023						

		Less than 12 months		Greater than 12 months		Total	
		Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government treasury notes		$250,046	$ (130)	$127,976	$ (4,099)	$378,022	$ (4,229)
U.S. government agencies		5,194	(5)	18,312	(284)	23,506	(289)
Corporate debt securities							
Corporate debt securities							
Corporate debt securities	Corporate debt securities	99,446	(330)	277,717	(8,970)	377,163	(9,300)
Foreign government bonds	Foreign government bonds	3,200	(5)	551	(39)	3,751	(44)
Asset-backed securities	Asset-backed securities	3,060	(25)	22,221	(991)	25,281	(1,016)
Municipal bonds	Municipal bonds	—	—	3,782	(168)	3,782	(168)
Total	Total	$360,946	$ (495)	$450,559	$(14,551)	$811,505	$(15,046)

		At the End of the Third Quarter of Fiscal 2024											
		At the End of the First Quarter of Fiscal 2025										At the End of the First Quarter of Fiscal 2025	
		Less than 12 months		Greater than 12 months		Total		Less than 12 months		Greater than 12 months		Total	
		Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
U.S. government treasury notes	U.S. government treasury notes	$216,545	$ (1,743)	$ 72,662	$ (1,401)	$289,207	$ (3,144)						
U.S. government agencies	U.S. government agencies	4,389	(6)	—	—	4,389	(6)						
Corporate debt securities	Corporate debt securities	192,151	(1,055)	135,200	(3,520)	327,351	(4,575)						
Foreign government bonds	Foreign government bonds	699	—	566	(25)	1,265	(25)						
Asset-backed securities	Asset-backed securities	36,738	(250)	15,263	(496)	52,001	(746)						
Municipal bonds	Municipal bonds	—	—	2,948	(62)	2,948	(62)						
Total	Total	$450,522	$ (3,054)	$226,639	$ (5,504)	$677,161	$ (8,558)						

Realized gains or losses on sale of marketable securities were not significant for all periods presented.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Other Financial Instruments

The investments held in our nonqualified deferred compensation plan (NQDC) trust are considered trading securities that are measured at fair value using Level 1 inputs. The fair value of these investments was $3.2 million and $5.1 million at the end of fiscal 2024 and the first quarter of fiscal 2025.

Note 4. Balance Sheet Components

Inventory

Inventory consists of the following (in thousands):

		At the End of			At the End of
		Fiscal 2023	Third Quarter of Fiscal 2024		
	At the End of Fiscal 2024			Fiscal 2024	First Quarter of Fiscal 2025
Raw materials	Raw materials	$24,896	$20,704		
Finished goods	Finished goods	25,256	25,507		
Inventory	Inventory	$50,152	$46,211		

Property and Equipment, Net

Property and equipment, net consists of the following (in thousands):

		At the End of			At the End of
At the End of					
		Fiscal 2023	Third Quarter of Fiscal 2024	Fiscal 2024	First Quarter of Fiscal 2025
Test equipment	Test equipment	$315,290	$359,073		
Computer equipment and software	Computer equipment and software	262,574	308,671		
Furniture and fixtures	Furniture and fixtures	9,693	9,915		
Leasehold improvements	Leasehold improvements	71,235	95,919		
Capitalized software development costs	Capitalized software development costs	15,806	30,831		
Total property and equipment	Total property and equipment	674,598	804,409		
Less: accumulated depreciation and amortization	Less: accumulated depreciation and amortization	(402,153)	(466,850)		
Property and equipment, net	Property and equipment, net	$272,445	$337,559		

Depreciation and amortization expense related to property and equipment was $22.2 million $26.6 million and $28.7 million $31.1 million for the third first quarter of fiscal 2023 and 2024 and $61.0 million and $82.5 million for the first three quarters of fiscal 2023 and 2024. 2025.

Intangible Assets, Net

Intangible assets, net consist of the following (in thousands):

		At the End of						At the End of					
		Fiscal 2023			Third Quarter of Fiscal 2024			Fiscal 2024			First Quarter of Fiscal 2025		
	Gross Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount	Gross Carrying Value	Accumulated Amortization	Net Carrying Amount
Technology patents	Technology patents	$ 19,125	$ (14,826)	$ 4,299	$ 19,125	$ (15,787)	$ 3,338						
Developed technology	Developed technology	83,211	(43,366)	39,845	83,211	(53,284)	29,927						
Customer relationships	Customer relationships	6,459	(2,166)	4,293	6,459	(2,856)	3,603						
Trade name	Trade name	3,623	(2,838)	785	3,623	(3,623)	—						
Intangible assets, net	Intangible assets, net	$112,418	$ (63,196)	$49,222	$112,418	$ (75,550)	$36,868						

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Intangible assets amortization expense was $4.1 million $4.2 million and $4.0 million $3.9 million for the third first quarter of fiscal 2023 and 2024 and $12.3 million for the first three quarters of fiscal 2023 and 2024. 2025. At the end of the third first quarter of fiscal 2024, 2025, the weighted-average remaining amortization period was 1.2 1.0 years for technology patents, 2.3 1.8 years for developed technology, and 3.9 3.4 years for customer relationships. We record amortization of technology patents in general and administrative expenses due to their defensive nature, developed technology in cost of product revenue, and customer relationships and trade name in sales and marketing expenses in the condensed consolidated statements of operations.

At the end of the third first quarter of fiscal 2024, 2025, future expected amortization expense for intangible assets is as follows (in thousands):

Fiscal Years Ending	Fiscal Years Ending	Estimated Future Amortization Expense	Fiscal Years Ending	Estimated Future Amortization Expense
Remainder of 2024		$ 3,856		
2025		15,425		
Remainder of 2025				
2026	2026	12,830		
2027	2027	3,107		

2028	2028	1,054
2029		
Thereafter	Thereafter	596
Total	Total	$ 36,868

Goodwill

As of the end of fiscal 2023 2024 and the third first quarter of fiscal 2024, 2025, goodwill was $361.4 million. There were no impairments to goodwill during the third first quarter and first three quarters of fiscal 2023 2024 and 2024. 2025.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consist of the following (in thousands):

		At the End of			
		At the End of			At the End of
		Fiscal 2023	Third Quarter of Fiscal 2024	Fiscal 2024	First Quarter of Fiscal 2025
Taxes payable	Taxes payable	$ 16,615	$ 18,132		
Accrued marketing	Accrued marketing	14,228	15,649		
Accrued cloud and outside services	Accrued cloud and outside services	7,644	5,077		
Supply chain-related accruals (1)	Supply chain-related accruals (1)	23,545	34,966		
Accrued service logistics and professional services	Accrued service logistics and professional services	7,927	8,135		
Acquisition earn-out and deferred consideration		3,556	1,000		
Finance lease liabilities, current					
Finance lease liabilities, current					
Finance lease liabilities, current	Finance lease liabilities, current	5,432	5,576		
Customer deposits from contracts with customers	Customer deposits from contracts with customers	17,824	20,993		

Other accrued liabilities	Other accrued liabilities	26,978	31,713
Total accrued expenses and other liabilities	Total accrued expenses and other liabilities	$123,749	$141,241

[1]Primarily consists of warranty reserves and accruals related to our inventory and inventory purchase commitments with our contract manufacturers.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 5. Deferred Revenue and Commissions

Deferred Commissions

Deferred commissions consist of incremental costs paid to our sales force to obtain customer contracts.

Changes in total deferred commissions during the periods presented are as follows (in thousands):

		Third Quarter of Fiscal		First Three Quarters of Fiscal	
		2023	2024	2023	2024
		First Quarter of Fiscal			
		First Quarter of Fiscal			
		First Quarter of Fiscal			
		2024			
		2024			
		2024			
Beginning balance					
Beginning balance					
Beginning balance	Beginning balance	$ 235,681	$ 255,417	$ 246,307	$ 245,856
Additions	Additions	35,827	50,183	98,949	130,312
Additions					
Additions					
Recognition of deferred commissions					
Recognition of deferred commissions					
Recognition of deferred commissions	Recognition of deferred commissions	(36,376)	(40,683)	(110,124)	(111,251)
Ending balance	Ending balance	$ 235,132	$ 264,917	$ 235,132	$ 264,917
Ending balance					
Ending balance					

Of the $264.9 $296.6 million total deferred commissions balance at the end of the third first quarter of fiscal 2024, 2025, we expect to recognize approximately 28% 29% as commission expense over the next 12 months and the remainder thereafter.

There was no impairment related to capitalized commissions for the third first quarter and first three quarters of fiscal 2023 2024 and 2024. 2025.

Deferred Revenue

Deferred revenue primarily consists of amounts that have been invoiced but have not yet been recognized as revenue including performance obligations pertaining to subscription services.

Changes in total deferred revenue during the periods presented are as follows (in thousands):

	Third Quarter of Fiscal		First Three Quarters of Fiscal	
	2023	2024	2023	2024

		First Quarter of Fiscal First Quarter of Fiscal First Quarter of Fiscal			
		2024 2024 2024			
Beginning balance					
Beginning balance					
Beginning balance	Beginning balance	$ 1,178,691	$ 1,437,043	$ 1,079,872	$ 1,385,650
Additions	Additions	313,279	368,708	854,535	975,149
Additions					
Additions					
Recognition of deferred revenue					
Recognition of deferred revenue					
Recognition of deferred revenue	Recognition of deferred revenue	(243,751)	(309,244)	(686,188)	(864,292)
Ending balance	Ending balance	$ 1,248,219	$ 1,496,507	$ 1,248,219	$ 1,496,507
Ending balance					
Ending balance					

Revenue recognized during the third first quarter of fiscal 2023 2024 and 2024 2025 from deferred revenue at the beginning of each respective period was $216.8 million $244.7 million and $280.4 million $293.9 million. Revenue recognized during the first three quarters of fiscal 2023 and 2024 from deferred revenue at the beginning of each respective period was $466.0 million and $589.1 million.

Remaining Performance Obligations

Total remaining performance obligations (RPO) which is contracted but not recognized revenue was $2.0 $2.3 billion at the end of the third first quarter of fiscal 2024, and 2025. Total RPO includes a $41.0 $57.0 million in remaining non-cancelable product order orders, of which $21.5 million relates to a lessor arrangement that we expect to fulfill subsequent to current fiscal year. is further discussed in Note 8. RPO consists of both deferred revenue and non-cancelable amounts that are expected to be invoiced and recognized as revenue in future periods. Product orders are generally cancelable until delivery has occurred, and as such, unfulfilled product orders that are cancelable are excluded from RPO. Of the $2.0 $2.3 billion RPO at the end of the third first quarter of fiscal 2024, 2025, we expect to recognize approximately 46% 48% over the next 12 months, and the remainder thereafter.

Note 6. Debt

Revolving Credit Facility

In August 2020, we entered into a Credit Agreement with a consortium of financial institutions and lenders that provides for a five-year, senior secured revolving credit facility of $300.0 million (Credit Facility). Proceeds from the Credit Facility may be used for general corporate purposes and working capital. The Credit Facility expires, absent default or early termination by us, on the earlier of (i) August 24, 2025 or (ii) 91 days prior to the stated maturity of the Notes unless, on such date and each subsequent day until the Notes are paid in full, the sum of our cash, cash equivalents and marketable securities and the aggregate unused commitments then available to us exceed $625.0 million. .

In March 2023, we amended the Credit Facility to transition LIBOR to the Secured Overnight Financing Rate (SOFR) effective April 1, 2023. The annual interest rates applicable to loans under the Credit Facility are, at our option, equal to either a base rate plus a margin ranging from 0.50% to 1.25% or term SOFR (based on one, three or six-month interest periods), subject to a floor of 0%, plus a margin ranging from 1.50% to 2.25%. Interest on revolving loans is payable quarterly in arrears with respect to loans based on the base rate and at the end of an interest period in the case of loans based on term SOFR (or at each three-month interval if the interest period is longer than three months). We are also required to pay a commitment fee on the unused portion of the commitments ranging from 0.25% to 0.40% per annum, payable quarterly in arrears.

In April 2023, we borrowed $100.0 million under the Credit Facility which remained outstanding at the end of the third first quarter of fiscal 2024. 2025. The outstanding loan borrowing bore weighted-average interest at an annual rate of 6.81% 6.38% and 6.62% 6.83% based on a one-month term SOFR period resulting in interest expense of $1.7 million $0.4 million and $3.8 $2.0 million during the third first quarter and first three quarters of fiscal2024. 2024 and 2025.

Loans Borrowings under the Credit Facility are collateralized by substantially all of our assets and subject to certain restrictions and two financial ratios measured as of the last day of each fiscal quarter: a Consolidated Leverage Ratio not to exceed 4.5:1 and an Interest Coverage Ratio not to be less than 3:1. We were in compliance with all covenants under the Credit Facility at the end of the third first quarter of fiscal 2024.

Convertible Senior Notes

In April 2018, we issued $575.0 million of 0.125% convertible senior, unsecured notes (the Notes) due April 15, 2023, in a private placement to qualified institutional buyers. In April 2023, we repaid the entire principal balance with approximately $575.0 million in cash and 1,065 shares of our common stock.

In connection with the issuance of the Notes, we entered into capped call transactions with certain of the underwriters and their affiliates (the Capped Calls), which gave us the option to purchase up to a total of 21.9 million shares of our common stock to offset the economic dilution in excess of the principal amount upon conversion of the Notes at maturity up to a cap of $39.66 per share. The Capped Calls were not exercised and expired in April 2023. 2025.

Note 7. Commitments and Contingencies

Letters of Credit

At the end of fiscal 2023 2024 and the third first quarter of fiscal 2024, 2025, we had outstanding letters of credit in the aggregate amount of $8.0 million $7.7 million in connection with our facility leases. The letters of credit are collateralized by either restricted cash or the Credit Facility and mature on various dates through September 2030.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Legal Matters

From time to time, we have become involved in claims and other legal matters arising in the normal course of business. We investigate these claims as they arise. Although claims are inherently unpredictable, we currently are not aware of any matters that we expect to have a material adverse effect on our business, financial position, results of operations or cash flows. Accordingly, no material loss contingency has been recorded on our condensed consolidated balance sheet as of the end of the third first quarter of fiscal 2024. 2025.

Indemnification

Our arrangements generally include certain provisions for indemnifying customers against liabilities if our products or services infringe a third party's intellectual property rights. Other guarantees or indemnification arrangements include guarantees of product and service performance and standby letters of credit for lease facilities. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, we have not incurred any material costs as a result of such obligations and have not accrued any liabilities related to such obligations in the condensed consolidated financial statements. In addition, we indemnify our officers, directors and certain key employees while they are serving in good faith in their respective capacities. To date, there have been no claims under any indemnification provisions.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 8. Leases

We lease office facilities under non-cancelable operating lease agreements expiring through July 2032. Our lease agreements do not contain any material residual value guarantees or restrictive covenants.

In June 2022, During the first quarter of fiscal 2025, we entered into an eight-year sublease through July 2030 for data center leases with a new headquarters facility in Santa Clara, California with total seven-year duration, and aggregate lease payments of $100.2 million that include rent escalation $54.9 million, commencing in the second quarter of fiscal 2025 and abatement clauses. The sublease of space with total lease payments of $89.4 million commenced in August 2022. Additional space with lease payments of $10.8 million will commence in May 2024 and end in July 2030, and therefore are excluded from our future lease payments tabular disclosure below.

During the second quarter of fiscal 2024, we ceased use of our former corporate headquarters and recorded an impairment charge to operating lease right-of-use assets of $15.9 million and an abandonment charge of $0.9 million related to these leases, which are presented in Impairment and Other in the condensed consolidated statement of operations for the first three quarters of fiscal 2024. The impairment charge represents the amount that the carrying value of the assets exceeded their estimated fair values, which were determined by utilizing an undiscounted cash flow approach that incorporated a sublease assumption.

We also lease certain engineering test equipment under financing agreements. These finance leases have a lease term of three years and contain a bargain purchase option at the end of the respective lease term. It is reasonably certain that the bargain purchase option will be exercised.

The components of lease costs during the periods presented were as follows (in thousands):

	First Quarter of Fiscal	
	2024	2025
Fixed operating lease cost	$ 14,001	$ 10,989

Variable lease cost (1)	2,084	3,592
Short-term lease cost (12 months or less)	1,058	897
Finance lease cost:		
Amortization of finance lease right-of-use assets	1,100	1,100
Interest on finance lease liabilities	129	63
Total finance lease cost	$ 1,229	$ 1,163
Total lease cost	$ 18,372	$ 16,641

(1) Variable lease cost predominantly included common area maintenance charges.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

The components of lease costs during the periods presented were as follows (in thousands):

	Third Quarter of Fiscal		First Three Quarters of Fiscal	
	2023	2024	2023	2024
Fixed operating lease cost	$ 13,412	$ 10,685	$ 34,483	$ 37,338
Variable lease cost (1)	931	2,328	4,753	8,002
Short-term lease cost (12 months or less)	1,096	1,081	2,712	3,214
Finance lease cost:				
Amortization of finance lease right-of-use assets	926	1,100	1,929	3,300
Interest on finance lease liabilities	98	81	197	338
Total finance lease cost	$ 1,024	$ 1,181	$ 2,126	$ 3,638
Total lease cost	$ 16,463	$ 15,275	$ 44,074	$ 52,192

(1) Variable lease cost predominantly included common area maintenance charges.

Supplemental information related to leases is as follows (in thousands):

	At the End of		At the End of	
	Fiscal 2023	Third Quarter of Fiscal 2024	Fiscal 2024	First Quarter of Fiscal 2025
Operating leases:				
Operating leases:				
Weighted-average remaining lease term (in years)				
Weighted-average remaining lease term (in years)				
Weighted-average remaining lease term (in years)	5.2	5.0	5.0	4.9

Weighted-average discount rate	Weighted-average discount rate	6.1 %	7.0 %	Weighted-average discount rate	7.1 %	7.2 %
Finance leases:	**Finance leases:**					
Finance lease right-of-use assets, gross (1)		$ 17,596	$ 17,596			
Accumulated amortization (1)		(3,412)	(6,712)			
Finance leases:						
Finance leases:						
Finance lease right-of-use assets, gross						
Finance lease right-of-use assets, gross						
Finance lease right-of-use assets, gross					$ 17,596	$ 17,596
Accumulated amortization				Accumulated amortization	(7,812)	(8,912)
Finance lease right-of-use assets, net (1)	Finance lease right-of-use assets, net (1)	$ 14,184	$ 10,884	Finance lease right-of-use assets, net (1)	$ 9,784	$ 8,684
Finance lease liabilities, current (2)	Finance lease liabilities, current (2)	5,432	5,576	Finance lease liabilities, current (2)	4,204	4,384
Finance lease liabilities, non-current (3)	Finance lease liabilities, non-current (3)	4,765	386	Finance lease liabilities, non-current (3)	180	63
Total finance lease liabilities	Total finance lease liabilities	$ 10,197	$ 5,962	Total finance lease liabilities	$ 4,384	$ 4,447
Weighted-average remaining lease term (in years)	Weighted-average remaining lease term (in years)	3.3	2.6	Weighted-average remaining lease term (in years)	2.4	2.2
Weighted-average discount rate	Weighted-average discount rate	5.1 %	5.0 %	Weighted-average discount rate	5.4 %	5.6 %

(1) Included in the condensed consolidated balance sheets within property and equipment, net.

(2) Included in the condensed consolidated balance sheets within accrued expenses and other liabilities. liabilities.

(3) Included in the condensed consolidated balance sheets within other liabilities, non-current. non-current.

Supplemental cash flow information related to leases is as follows (in thousands):

	First Quarter of Fiscal	
	2024	2025
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows for operating leases	$ 8,425	$ 9,169
Financing cash outflows for finance leases	$ 1,540	$ 802

Right-of-use assets obtained in exchange for lease liabilities:		
Operating leases	$ 7,580	$ 7,885

Future lease payments under our non-cancelable leases at the end of the first quarter of fiscal 2025 were as follows (in thousands):

Fiscal Years Ending	Operating Leases	Finance Leases
The remainder of 2025	$ 42,714	$ 4,347
2026	44,217	183
2027	27,097	—
2028	28,487	—
2029	23,270	—
Thereafter	32,381	—
Total future lease payments	198,166	4,530
Less: imputed interest	(32,638)	(83)
Present value of total lease liabilities	$ 165,528	$ 4,447

Supplemental cash flow information related to leases is as follows (in thousands): Lessor Arrangement

	First Three Quarters of Fiscal	
	2023	2024
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows for operating leases	$ 38,853	$ 29,591
Financing cash outflows for finance leases	$ 5,323	$ 5,969
Right-of-use assets obtained in exchange for lease liabilities:		
Operating leases	$ 77,986	$ 11,966
Finance leases	$ 14,019	$ —

Future lease payments under our non-cancelable leases at During the end of the third fourth quarter of fiscal 2024, we, as a lessor, entered into a non-cancelable arrangement with a customer ("lessee") to lease our data storage solutions and subscription services. The arrangement includes three seven-year leases that commence in the first, second and fourth quarters of fiscal 2025 with total net consideration of $76.6 million, and provides the lessee with an end-of-term option to purchase the leased assets for a pre-determined price.

We determined, at inception of the arrangement, that each of the three seven-year leases included multiple components. These components include sales-type leases, an operating lease, and non-lease components. The total net consideration for each lease was allocated to these components based on relative standalone selling price. The amounts allocated to the lease and non-lease components are accounted for in accordance with ASC 842 and ASC 606, respectively. Lease income associated with sales-type leases are classified as product revenue and lease income associated with operating leases and non-lease components are classified as subscription services revenue on our condensed consolidated statements of operations.

The total net consideration for the first lease that commenced in the first quarter of fiscal 2025 ("First Lease") is $21.3 million. Of this amount, we recognized $7.2 million in product revenue related to a sales-type lease component. The associated profit was $5.3 million, based on the $7.2 million in product revenue less certain costs. Subscription services revenue related to the operating lease and non-lease components recognized during the first quarter of fiscal 2025 was not material.

Future minimum gross lease payments for the First Lease allocated to the sales-type leases and operating lease components were as follows (in thousands). The remaining lease payments, allocated to the non-lease components, is $17.0 million and excluded from the table below.

Fiscal Years Ending	Sales-Type Leases	Operating Lease
The remainder of 2025	$ 1,381	$ 647
2026	1,381	646
2027	1,381	646
2028	2,028	—
2029	2,028	—
Thereafter	4,056	—
Total future lease payments to be received	$ 12,255	$ 1,939

Note 9. Restructuring and Impairment

Workforce Realignment

In February 2024, we initiated a workforce realignment plan (the Plan) that impacted nearly 250 employees globally, resulting in total restructuring costs of $27.9 million associated with one-time severance and other termination benefits. We recognized $18.0 million in restructuring costs in the fourth quarter of fiscal 2024 and an additional $9.9 million in restructuring costs was recognized in the first quarter of fiscal 2025. Of the restructuring costs recognized in the first quarter of fiscal 2025, $9.5 million is presented in restructuring and impairment and $0.4 million is presented in cost of revenue in our condensed consolidated statement of operations. The execution of the Plan was substantially completed by the end of the first quarter of fiscal 2025.

The following table summarizes our liability related to the Plan that is included within accrued compensation and benefits on our condensed consolidated balance sheet (in thousands):

Fiscal Years Ending	Operating Leases	Finance Leases
The remainder of 2024	$ 15,707	$ 1,266
2025	51,252	4,728
2026	39,127	183
2027	21,654	—
2028	24,020	—
Thereafter	47,688	—
Total future lease payments	199,448	6,177
Less: imputed interest	(32,759)	(215)
Present value of total lease liabilities	$ 166,689	$ 5,962

	Workforce Realignment Costs
Balance at the end of fiscal 2024	$ 18,009
Restructuring charges	9,855
Cash payments	(21,373)
Balance at the end of the first quarter of fiscal 2025	$ 6,491

Facilities Abandonment and Impairment

During the first quarter of fiscal 2025, we recognized incremental abandonment and impairment charges of $3.9 million and $2.5 million, respectively, related to certain leases associated with our former corporate headquarters that we ceased use during the second quarter of fiscal 2024. The impairment charge represents the amount that the carrying value of the asset exceeded its estimated fair value, which was determined by utilizing a discounted cash flow approach that incorporated revised sublease assumptions.

Note 9. 10. Stockholders' Equity

Preferred Stock

We have 20.0 million authorized shares of undesignated preferred stock, the rights, preferences and privileges of which may be designated from time to time by our Board of Directors. At the end of the third first quarter of fiscal 2024, 2025, there were no shares of preferred stock issued or outstanding.

Class A and Class B Common Stock

We have two classes of authorized common stock, Class A common stock, which we refer to as our "common stock", and Class B common stock. At the end of the third first quarter of fiscal 2024, 2025, we had 2.0 billion authorized shares of Class A common stock and 250.0 million authorized shares of Class B common stock, with each class having a par value of $0.0001 per share. At the end of the third first quarter of fiscal 2024, 316.0 2025, 325.2 million shares of Class A common stock were issued and outstanding.

Share Repurchase Program

In March 2023, February 2024, our Board of Directors authorized the repurchase of up to an additional $250.0 million to repurchase shares of our common stock. During We did not repurchase shares of our common stock during the third first quarter of fiscal 2024, we repurchased and retired approximately 0.6 million shares of common stock at an average purchase price of $35.38 per share for an aggregate repurchase price of $22.4 million. During the first three quarters of fiscal 2024, we repurchased and retired approximately 4.1 million shares of common stock at an average purchase price of $27.86 per share for an aggregate repurchase price of $114.3 million. 2025. At the end of the third first quarter of fiscal 2024, $166.8 2025, $395.4 million remained available for future share repurchases under our current repurchase authorization.

Note 10. 11. Equity Incentive Plans

Equity Incentive Plans

We maintain two equity incentive plans: the 2009 Equity Incentive Plan (the 2009 Plan) and the 2015 Equity Incentive Plan (the 2015 Plan). The 2015 Plan serves as the successor to our 2009 Plan and provides for grants of incentive stock options to our employees and non-statutory stock options, stock appreciation rights, restricted stock, restricted stock units, (RSUs), performance performance-based stock and cash awards, performance cash market-based stock awards, and other forms of stock awards to our employees, directors and consultants. Our equity awards generally vest over a two to four year period and expire no later than ten years from the date of grant.

We net-share settle equity awards held by certain employees by withholding shares upon vesting to satisfy tax withholding obligations. The shares withheld to satisfy employee tax withholding obligations are returned to our 2015 Plan and will be available for future issuance. Payments for employees' tax obligations to the tax authorities are recognized as a reduction to additional paid-in capital and reflected as a financing activity in our condensed consolidated statements of cash flows.

2015 Amended and Restated Employee Stock Purchase Plan

Under our Amended and Restated 2015 Employee Stock Purchase Plan (2015 ESPP), our Board of Directors (or a committee thereof) has the authority to establish the length and terms of the offering periods and purchase periods and the purchase price of the shares of common stock which may be purchased under the plan. The current offering terms allow eligible employees to purchase shares of our common stock at a discount through payroll deductions of up to 30% of their eligible compensation, subject to a cap of 3,000 shares on any purchase date, a dollar cap of $7,500 per purchase period, or $25,000 in any calendar year (as determined under applicable tax rules). The current terms also allow for a 24-month offering period beginning March 16th and September 16th of each year, with each offering period consisting of four 6-month purchase periods, subject to a reset provision. Further, currently, on each purchase date, eligible employees may purchase our common stock at a price per share equal to 85% of the lesser of the fair market value of our common stock (1) on the first trading day of the applicable offering period or (2) the purchase date.

Under the reset provision currently authorized, if the closing stock price on the offering date of a new offering falls below the closing stock price on the offering date of an ongoing offering, the ongoing offering would terminate immediately following the purchase of ESPP shares on the purchase date immediately preceding the new offering and participants in the terminated offering would automatically be enrolled in the new offering (ESPP reset), resulting in a modification charge to be recognized over the new offering period. An ESPP reset occurred during the first quarter of fiscal 2024 that resulted in a modification charge of $16.7 million, which is being recognized over the new an offering period ending March 15, 2025.

Stock-based compensation expense related to our 2015 ESPP was $5.5 million $6.1 million and $7.1 million $8.0 million during the third first quarter of fiscal 2023 and 2024 and $17.3 million and $19.7 million during the first three quarters of fiscal2023 and 2024. 2025. At the end of the third first quarter of fiscal 2024, 2025, total unrecognized stock-based compensation cost related to our 2015 ESPP was $40.8 million $33.7 million, which is expected to be recognized over a weighted-average period of 1.4 1.0 years.

Stock Options

A summary of the stock option activity under our equity incentive plans and related information is as follows:

	Options Outstanding			
	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (In Years)	Aggregate Intrinsic Value (in thousands)
Balance at the end of fiscal 2023	9,268,498	$ 10.90	2.7	$ 176,674
Options exercised	(3,711,431)	8.86		
Options forfeited	(1,778)	1.90		
Balance at the end of the third quarter of fiscal 2024	5,555,289	$ 12.26	2.2	$ 126,547
Vested and exercisable at the end of the third quarter of fiscal 2024	5,502,850	$ 12.28	2.2	$ 124,815

	Options Outstanding					
	Number of Shares		Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (In Years)		Aggregate Intrinsic Value (in thousands)
Balance at the end of fiscal 2024	4,493,934	$	13.63	2.3	$	129,065
Options exercised	(1,034,342)		12.78			
Options forfeited	(593)		1.95			
Balance at the end of the first quarter of fiscal 2025	3,458,999	$	13.89	2.3	$	133,119
Vested and exercisable at the end of the first quarter of fiscal 2025	3,451,936	$	13.78	2.3	$	132,763

The aggregate intrinsic value of options vested and exercisable at the end of the third first quarter of fiscal 2024 2025 is calculated based on the difference between the exercise price and the closing price of $34.96 $52.24 of our common stock on the last day of the third first quarter of fiscal 2024. 2025.

Stock-based compensation expense recognized related to stock options was $1.2 $0.7 million and $0.5 million during the third quarter of fiscal 2023 and 2024, and $4.0 million and $1.7 $0.2 million during the first three quarters quarter of fiscal 2023 2024 and 2024.

2025. At the end of the third first quarter of fiscal 2024, 2025, total unrecognized employee stock-based compensation cost related to outstanding options was $0.7 million $0.1 million, which is expected to be recognized over a weighted-average period of 0.5 0.1 years.

RSUs and Performance RSUs (PRSUs) Restricted Stock Units (RSUs)

A summary of the RSU and PRSU activity under our equity incentive plans and related information is as follows:

		Number of RSUs and PRSUs Outstanding	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)	Number of RSUs Outstanding	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)
Unvested balance at the end of fiscal 2023		26,760,520	$ 24.78	$ 800,407			
Unvested balance at the end of fiscal 2024							
Granted	Granted	16,453,548	25.68				
Vested	Vested	(10,612,542)	22.90				
Vested							
Vested							
Forfeited							
Forfeited							
Forfeited	Forfeited	(3,017,178)	25.00				
Unvested balance at the end of the third quarter of fiscal 2024		29,584,348	$ 25.92	$1,034,269			
Unvested balance at the end of the first quarter of fiscal 2025							
Unvested balance at the end of the first quarter of fiscal 2025							
Unvested balance at the end of the first quarter of fiscal 2025							

Stock-based compensation expense related to RSUs granted during the first three quarters of fiscal 2024 include PRSUs for approximately 1.6 million shares of common stock, at a target percentage of 100%, with both performance was $60.6 million and service vesting conditions. The actual PRSUs earned will range from 0% to 150% of the target number granted, contingent upon the degree to which the fiscal 2024 performance condition is met. Any portion of shares that are not earned will be canceled. In addition, $67.7

million during the first quarter of fiscal 2024 we issued approximately 0.6 million PRSUs based and 2025. At the end of the first quarter of fiscal 2025, total unrecognized employee stock-based compensation cost related to unvested RSUs was $814.2 million, which is expected to be recognized over a weighted-average period of 3.0 years.

Performance-based Restricted Stock Units (PRSUs)

The number of shares that could be earned under our PRSU grants ranges from 0% to 200% of the target number granted depending on the actual attainment achievement of certain performance conditions with any unearned shares canceled. The number of earned shares vest over three years from the fiscal 2023 performance condition for previously issued PRSUs, with these PRSUs issued date of grant subject to service condition through the remaining vesting periods. continuous service.

A summary of the PRSU activity under our equity incentive plans and related information is as follows:

	Number of PRSUs Outstanding	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value (in thousands)
Unvested balance at the end of fiscal 2024	2,270,597	$ 25.64	$ 95,933
Granted (1)	1,102,502	49.46	
Vested and earned (2)	(660,376)	24.52	
Unearned (3)	(297,864)	23.86	
Unvested balance at the end of the first quarter of fiscal 2025	2,414,859	$ 37.04	$ 126,152

(1) Represents the number of shares that may be earned at the target percentage of 100% depending on the achievement of fiscal 2025 performance conditions.

(2) Represents the number of shares earned in which the service condition has also been satisfied.

(3) Represents the number of shares canceled as a result of not fully achieving the fiscal 2024 performance conditions.

Stock-based compensation expense related to RSUs and PRSUs was $80.3 million $10.4 million and $76.5 million $33.5 million during the third first quarter of fiscal 2023 and 2024 and $223.8 million and $227.5 million during the first three quarters of fiscal 2023 and 2024. 2025. At the end of the third first quarter of fiscal 2024, 2025, total unrecognized employee stock-based compensation cost related to unvested RSUs and PRSUs was $679.1 million, $70.6 million, which is expected to be recognized over a weighted-average period of 2.8 2.6 years.

During the first quarter of fiscal 2025, our Board of Directors approved a discretionary adjustment, increasing the earned number of shares to 80 percent of the target for the PRSUs granted in fiscal 2024. Our Board of Directors consideration included that fiscal 2024 total revenue growth was impacted by Total Contract Value (TCV) sales growth of our consumption based *Evergreen//One* and *Evergreen//Flex* offerings, which far exceeded expectations. This modification resulted in additional stock-based compensation expense of approximately $40.7 million, of which $28.7 million was recognized in the first quarter of fiscal 2025 with the remaining amount to be recognized over the remaining vesting period.

Long-Term Performance Incentive RSUs (LTP Awards)

In June 2023, we granted market-based long-term performance incentive restricted stock units (LTP Awards) LTP Awards to certain executives with an aggregate target maximum number of shares of common stock of approximately 4.2 million. 4.2 million.

- The total number of shares earned are subject to continuous service through March 20, 2028 and upon vesting, the number of shares vested will be subject to a one-year post-vest holding period.

- The number of shares earned are contingent upon our market capitalization meeting or exceeding $21 billion that will be measured over an approximate three to five year period, at the end of our fiscal years ending in 2026, 2027 and 2028.

The grant date fair value per share was $17.56, determined using a Monte Carlo simulation model that considers the following assumptions: (i) expected volatility of 51.8%, (ii) risk-free interest rate of 3.86%, (iii) total performance period of nearly five years, and (iv) a post-vest holding period discount of 14.9%. Total stock-based compensation expense of $73.9 million for these awards is being recognized over the requisite service period of nearly five years using the accelerated attribution method and is not reversed if the market condition is not ultimately met. As There were approximately 4.0 million in remaining unvested and outstanding LTP Awards with an aggregate intrinsic value of $209.3 million at the end of the third first quarter of fiscal 2024, approximately 4.2 million shares of unvested LTP Awards was outstanding. 2025. Stock-based compensation expense related to these awards LTP Awards was $3.9 million and $6.3 $3.6 million during the third first quarter and first three quarters of fiscal 2024. 2025. At the end of the third first quarter of fiscal 2024, 2025, total unrecognized stock-based compensation cost related to unvested LTP Awards was $67.6 million, $57.1 million, which is expected to be recognized over a weighted-average period of 4.4 3.9 years.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Stock-Based Compensation Expense

The following table summarizes the components of stock-based compensation expense recognized in the condensed consolidated statements of operations (in thousands):

		Third Quarter of Fiscal		First Three Quarters of Fiscal	
		2023	2024	2023	2024
Cost of revenue—product	Cost of revenue—product	$ 2,984	$ 1,443	$ 7,454	$ 7,056
Cost of revenue—product					
Cost of revenue—product					
Cost of revenue—subscription services					
Cost of revenue—subscription services					
Cost of revenue—subscription services	Cost of revenue—subscription services	5,814	6,849	16,978	19,347
Research and development	Research and development	42,390	43,908	120,482	126,225
Research and development					
Research and development					
Sales and marketing					
Sales and marketing					
Sales and marketing	Sales and marketing	18,441	19,209	54,740	55,883
General and administrative	General and administrative	17,350	16,557	45,460	46,732
Total stock-based compensation expense		$ 86,979	$ 87,966	$ 245,114	$ 255,243
General and administrative					
General and administrative					
Total stock-based compensation expense, net of amounts capitalized (1)					
Total stock-based compensation expense, net of amounts capitalized (1)					
Total stock-based compensation expense, net of amounts capitalized (1)					

(1) Stock-based compensation expense capitalized was $0.8 million and $1.6 million during the first quarter of fiscal 2024 and 2025.

The tax benefit related to stock-based compensation expense for all periods presented was not material.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 11. 12. Net Income (Loss) Loss per Share Attributable to Common Stockholders

Basic and diluted net income (loss) loss per share attributable to common stockholders is presented in conformity with the two-class method required for participating securities. Basic net income (loss) loss per share attributable to common stockholders is computed by dividing the net income (loss) loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase. Diluted net income (loss) loss per share attributable to common stockholders is computed by giving effect to all potentially dilutive common stock equivalents, including our outstanding stock options, common stock related to unvested RSUs, PRSUs, and LTP Awards, unvested restricted stock, the shares underlying the conversion option in our Notes (prior to the Notes being repaid in April 2023) to the extent dilutive, and common stock issuable pursuant to the ESPP. We used the if-converted method to calculate the impact of our Notes, prior to the Notes being repaid, on diluted EPS. In periods of net loss, all potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is anti-dilutive.

The following table sets forth the computation of basic and diluted net income (loss) loss per share attributable to common stockholders (in thousands, except per share data):

	Third Quarter of Fiscal				First Three Quarters of Fiscal			
	2023		2024		2023		2024	
Numerator:								
Net income (loss)	$	(787)	$	70,389	$	(1,400)	$	(4,127)
Denominator:								
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, basic		300,984		314,153		298,101		309,842
Add: Dilutive effect of common stock equivalents		—		16,102		—		—
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders, diluted		300,984		330,255		298,101		309,842
Net income (loss) per share attributable to common stockholders, basic	$	(0.00)	$	0.22	$	(0.00)	$	(0.01)
Net income (loss) per share attributable to common stockholders, diluted	$	(0.00)	$	0.21	$	(0.00)	$	(0.01)

	First Quarter of Fiscal			
	2024		2025	
Net loss	$	(67,401)	$	(35,009)
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted		305,863		322,589
Net loss per share attributable to common stockholders, basic and diluted	$	(0.22)	$	(0.11)

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

The following weighted-average outstanding shares of common stock equivalents were excluded from the computation of diluted net income (loss) loss per share attributable to common stockholders for the periods presented because including them would have been anti-dilutive (in thousands):

		Third Quarter of Fiscal		First Three Quarters of Fiscal	
		2023	2024	2023	2024
Stock options to purchase common stock	Stock options to purchase common stock	10,164	—	10,812	7,185
Stock options to purchase common stock					
Stock options to purchase common stock					
Unvested RSUs and PRSUs	Unvested RSUs and PRSUs	29,809	—	30,510	31,115
Unvested LTP Awards		—	—	—	2,298
Unvested restricted stock		—	—	8	—
Unvested RSUs and PRSUs					
Unvested RSUs and PRSUs					
Shares related to convertible senior notes	Shares related to convertible senior notes	21,884	—	21,884	5,772
Shares related to convertible senior notes					
Shares related to convertible senior notes					
Shares issuable pursuant to the ESPP					
Shares issuable pursuant to the ESPP					

Shares issuable pursuant to the ESPP	Shares issuable pursuant to the ESPP	450	—	450	655
Total	Total	62,307	—	63,664	47,025
Total					
Total					

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 12. 13. Other Income (Expense), Net

Other income (expense), net consists of the following (in thousands):

		Third Quarter of Fiscal		First Three Quarters of Fiscal	
		2023	2024	2023	2024
		First Quarter of Fiscal First Quarter of Fiscal First Quarter of Fiscal			
		2024 2024 2024			
Interest income(1)					
Interest income(1)					
Interest income(1)	Interest income(1)	$ 3,969	$ 12,167	$ 8,280	$ 35,652
Interest expense(2)	Interest expense(2)	(1,117)	(2,094)	(3,600)	(5,441)
Foreign currency transactions losses		(6,663)	(4,599)	(15,689)	(6,285)
Other income (expense)		997	(290)	2,599	(307)
Interest expense(2)					
Interest expense(2)					
Foreign currency transactions gains (losses)					
Foreign currency transactions gains (losses)					
Foreign currency transactions gains (losses)					
Other income					
Other income					
Other income					
Total other income (expense), net	Total other income (expense), net	$ (2,814)	$ 5,184	$ (8,410)	$ 23,619
Total other income (expense), net					
Total other income (expense), net					

(1) Interest income includes interest income related to our cash, cash equivalents and marketable securities and non-cash interest income (expense) related to accretion (amortization) of the discount (premium) on marketable securities.

(2) Interest expense includes non-cash interest expense related to amortization of debt issuance costs, contractual interest expense related to our debt and accretion of our finance lease liabilities.

Note 13. 14. Income Taxes

Our provision for income tax primarily reflects taxes on international operations and U.S. income taxes. The difference between the income tax provision that would be derived by applying the statutory rate to our income loss before provision for income taxes and the income tax provision recorded was primarily attributable to our valuation allowance on U.S. deferred tax assets, research and development credits, U.S. taxes on foreign income, stock-based compensation expense and state taxes driven by Internal Revenue Code Section 174.

At the end of the third first quarter of fiscal 2024, 2025, there were no material changes to either the nature or the amounts of the uncertain tax positions previously determined for fiscal 2023. 2024.

Note 14. 15. Segment Information

Our chief operating decision maker is our Chief Executive Officer. Our chief operating decision maker reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. Accordingly, we have a single reportable segment.

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Disaggregation of Revenue

The following table depicts the disaggregation of revenue by geographic area based on the billing address of our customers and is consistent with how we evaluate our financial performance (in thousands):

		Third Quarter of Fiscal		First Three Quarters of Fiscal	
		2023	2024	2023	2024
United States	United States	$ 492,770	$ 535,452	$ 1,419,440	$ 1,457,266
United States					
United States					
Rest of the world					
Rest of the world					
Rest of the world	Rest of the world	183,280	227,386	523,787	583,550
Total revenue	Total revenue	$ 676,050	$ 762,838	$ 1,943,227	$ 2,040,816
Total revenue					
Total revenue					

PURE STORAGE, INC.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Long-Lived Assets by Geographic Area

Long-lived assets, which are comprised of property and equipment, net, by geographic area are summarized as follows (in thousands):

		At the End of		At the End of	
		Fiscal 2023	Third Quarter of Fiscal 2024	Fiscal 2024	First Quarter of Fiscal 2025
United States	United States	$259,131	$326,833		
Rest of the world	Rest of the world	13,314	10,726		
Total long-lived assets	Total long-lived assets	$272,445	$337,559		

Table of Contents

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

The following discussion and analysis of our financial condition, results of operations and cash flows should be read in conjunction with the (1) unaudited condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q, and (2) audited consolidated financial statements and notes thereto and management's discussion and analysis of financial condition and results of operations included in our Annual Report on Form 10-K for the fiscal year ended February 5, 2023 February 4, 2024. This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These statements are often identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "estimate," or "continue," and similar expressions or variations. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified herein, and those discussed in the section titled "Risk Factors", set forth in Part II, Item 1A of this Form 10-Q and in our other SEC filings. We disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. Our fiscal year end is the first Sunday after January 30.

Overview

Data is foundational to our customers' business transformation, and we are focused on delivering innovative and disruptive data storage, products and services that enable customers to maximize the value of their data.

We are a global leader in data storage and management with a mission to redefine the storage experience by simplifying how people consume and interact with data. Our vision of an all-flash data center integrates our foundation of simplicity and reliability with four major market trends that are positively impacting all organizations large and small. small: (1) increasing demand to consume data storage as a service; (2) the shift to modernizing today's data infrastructure with all-flash; (3) the increase of modern cloud-native applications; and (4) increasing demand for data storage to support the acceleration in artificial intelligence (AI) adoption while managing rising energy costs.

Our products and subscription services support data storage platform supports a wide range of structured and unstructured data, at scale and across any data workloads in hybrid and public cloud environments, and include includes mission-critical production, test and development, analytics, disaster recovery, backup and recovery, and artificial intelligence (AI) restore, AI and machine learning. We continue to advance FlashBlade's high performance parallel architecture. *FlashBlade* provides enterprises with the storage infrastructure needed to manage and process the massive amounts of data created for large scale AI training environments as well as supporting AI-connected applications.

Recent Developments

- In October 2023, March 2024, through integrations with NVIDIA, we introduced delivered new validated reference architectures for running generative AI use cases, including a first of its kind Paid Power and Rack Space Commitment program new NVIDIA OVX-ready validated reference architecture, adding more options for customers in which we will pay for customers' power and rack space through an *Evergreen//One* Storage as-a-Service and *Evergreen//Flex* subscription, taking responsibility for addition to the associated costs of power and rack unit to run our offerings. In addition, we added three new service-level agreement (SLA) guarantees for No Data Migration, Zero Data Loss, and Power and Space Efficiency across our family of *Evergreen* (*//Forever, //One, //Flex*) subscription services. previously announced NVIDIA BasePod certification.

- In November 2023, March 2024, we made generally available introduced new self-service capabilities across our *FlashArray//E,* adding to the *//E Pure1* family of products. The combination of *FlashArray//E* storage management platform and *FlashBlade//E Evergreen* starting from 1 PB, delivers portfolio that empower customers an all-flash, capacity-optimized unstructured with more control over their data storage platform at an acquisition price comparable to disk-based solutions with lower long-term cost of ownership. environment via a single management layer, simplifying end-to-end operations.

Uncertain Macro Environment

We continue to actively monitor, evaluate and respond to the current uncertain macro environment. The macro environment remains unpredictable and our past results may not be indicative of future performance. See "Risk Factors" in Part II, Item 1A. for additional details.

Table of Contents

Components of Results of Operations

Revenue

We derive revenue primarily from the sale of our products and services that comprise our data storage infrastructure products, platform. Our data storage platform includes our *FlashArray* and *FlashBlade* solutions,and subscription services which include our portfolio of *Evergreen*offerings and *Portworx*. subscription services. Subscription services also include our professional services offerings such as installation and implementation consulting services.

Provided that all other revenue recognition criteria have been met, we typically recognize product revenue upon transfer of control to our customers and the satisfaction of our performance obligations. For *Evergreen//Flex*, product revenue is recognized upon the commencement of the underlying subscription services. Products are typically shipped directly by us to customers, and our channel partners generally do not stock our inventory. We expect our product revenue may vary from period to period based on, among other things, the timing and size of orders and delivery of products and the impact of significant transactions.

We generally recognize revenue from the fair value of subscription services provided ratably over the contractual service period or on a consumption basis for usage above a minimum usage commitment and professional services as delivered. We expect our subscription services revenue to increase and continue to grow faster than our product revenue as more customers choose to consume our storage solutions as a service and our existing subscription customers renew and expand their consumption and service levels.

Cost of Revenue

Cost of product revenue primarily consists of costs paid to our third-party contract manufacturers, which includes the costs of our raw material components, and personnel costs associated with our supply chain operations. Personnel costs consist of salaries, bonuses and stock-based compensation expense. Our cost of product revenue also includes allocated overhead costs, adjustments to inventory write-offsand purchase commitments, product warranty costs, amortization of intangible assets pertaining to developed technology and capitalized internal-use software, and freight. Allocated overhead costs consist of certain employee benefits and facilities-related costs. We expect our cost of product revenue to increase in absolute dollars as our product revenue increases.

Cost of subscription services revenue primarily consists of personnel costs associated with delivering our subscription and professional services, part replacements, allocated overhead costs and depreciation of infrastructure used to deliver our subscription services. We expect our cost of subscription services revenue to increase in absolute dollars, as our subscription services revenue increases.

Operating Expenses

Operating expenses consist of research and development, sales and marketing and general and administrative expenses. Salaries and personnel-related costs, including stock-based compensation expense, are the most significant component of each category of operating expenses. Operating expenses also include allocated overhead costs for employee benefits, facilities, and facilities-related and technology-related certain information technology costs.

Research and Development. Research and development expenses consist primarily of employee compensation and related expenses, prototype expenses, depreciation associated with assets acquired for research and development, data center and cloud services costs, third-party engineering and contractor support costs, as well as allocated overhead. We expect our research and development expenses to increase in absolute dollars and it may decrease as a percentage of revenue.

Sales and Marketing. Sales and marketing expenses consist primarily of employee compensation and related expenses, sales commissions, marketing programs, travel and entertainment expenses as well as allocated overhead. Marketing programs consist of advertising, events, corporate communications and brand-building activities. We expect our sales and marketing expenses to increase in absolute dollars and it may decrease as a percentage of revenue as we continue to realize efficiencies from scaling our business.

Table of Contents

General and Administrative. General and administrative expenses consist primarily of employee compensation and related expenses for administrative functions including finance, legal, human resources, facilities, IT and fees for third-party professional services as well as amortization of intangible assets pertaining to defensive technology patents and allocated overhead. We expect our general and administrative expenses to increase in absolute dollars and it may decrease as a percentage of revenue.

Restructuring and Impairment. Restructuring and impairment expenses consist primarily of employee severance and termination benefits, and certain lease impairment and abandonment charges.

Other Income (Expense), Net

Other income (expense), net consists primarily of interest income related to cash, cash equivalents and marketable securities, interest expense related to our debt and gains (losses) from foreign currency transactions.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes in certain foreign jurisdictions in which we conduct business and current federal and state income taxes in the United States. Our foreign subsidiaries earn a profit margin based upon transfer pricing principles which require an arm's length return. Our foreign subsidiaries' sales and marketing expenses are expected to increase over time as we grow, resulting in higher pre-tax foreign earnings and higher foreign income taxes.

We have provided a full valuation allowance for U.S. deferred tax assets, which includes net operating loss carryforwards, capitalized research costs, and tax credits related primarily to research and development. We expect to maintain this full valuation allowance for the foreseeable future as it is more likely than not that the assets will not be realized based on our history of losses.

Results of Operations

The following tables set forth our results of operations for the periods presented in dollars and as a percentage of total revenue (dollars in thousands, unaudited):

Revenue

		Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Ch
		2023	2024	$	%	2023	2024	$
(dollars in thousands, unaudited)	(dollars in thousands, unaudited)							
(dollars in thousands, unaudited)								
(dollars in thousands, unaudited)								
Product revenue								
Product revenue								
Product revenue	Product revenue	$ 431,281	$ 453,277	$ 21,996	5 %	$ 1,247,045	$ 1,161,978	$ (85,067)
Subscription services revenue	Subscription services revenue	244,769	309,561	64,792	26 %	696,182	$ 878,838	182,656
Subscription services revenue								
Subscription services revenue								
Total revenue	Total revenue	$ 676,050	$ 762,838	$ 86,788	13 %	$ 1,943,227	$ 2,040,816	$ 97,589
Total revenue								
Total revenue								

Total revenue increased by $86.8 million $104.2 million, or 13% 18%, during the third first quarter of fiscal 2025 compared to the first quarter of fiscal 2024, compared primarily driven by sales to the third quarter of fiscal 2023, new and increased by $97.6 million, or 5%, during the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023. existing enterprise customers across our entire data storage platform.

The increase in product revenue during the third first quarter of fiscal 2025 compared to the first quarter of fiscal 2024 compared to the third quarter of fiscal 2023 was primarily driven by sales from strong customer demand for our portfolio of *FlashBlade* solutions, including *FlashBlade//S* and *FlashBlade//E*.

The decrease in product revenue during the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023 was attributable to increasing sales of our *Evergreen//One* subscription and consumption service, as well as macro-economic conditions. Revenue for *Evergreen//One* is recognized over time and included in subscription services revenue. We expect continued growth of our *Evergreen//One* sales will negatively impact both product revenue growth and total revenue growth rates.

Table of Contents

The increase in subscription services revenue during these periods the first quarter of fiscal 2025 compared to the first quarter of fiscal 2024 was largely driven by increases in sales of our *Evergreen* subscription services, including *Evergreen//One,* as well as recognition of revenue from previously contracted *Evergreen* subscription services*.*

During the third first quarter of fiscal 2024 2025 compared to the third first quarter of fiscal 2023, 2024, total revenue in the United States grew 9% 14% from $492.8 $427.2 million to $535.5 $489.0 million while total rest of the world revenue grew 24% 26% from $183.3 $162.1 million to $227.4 $204.5 million. During the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023, total revenue in the United States grew 3% from $1.4 billion to $1.5 billion while total rest of the world revenue grew 11% from $523.8 million to $583.6 million. For further details on revenue by geography, see Note 14 of Part I, Item 1 of this Quarterly Report on Form 10-Q.

Subscription Annual Recurring Revenue (ARR)

We use Subscription ARR as a key business metric to evaluate the performance of subscription services. Subscription ARR should be viewed independently of revenue, deferred revenue and remaining performance obligations and is not intended as a substitute for any of these items.

Subscription ARR is calculated as the total annualized contract value of all active customer subscription agreements at the end of a fiscal quarter, plus on-demand revenue for the quarter multiplied by four. Contract values are established prior to any adjustments made in accordance with ASC 606.

The following table sets forth our Subscription ARR for the periods presented (dollars in thousands, unaudited):

	At the End of		Year-over-Year Growth
	Third Quarter of Fiscal 2023	Third Quarter of Fiscal 2024	%
Subscription annual recurring revenue	$ 1,026,976	$ 1,295,592	26 %

Deferred Revenue

Deferred revenue primarily consists of amounts that have been invoiced but have not yet been recognized as revenue including performance obligations pertaining to subscription services. The current portion of deferred revenue represents the amounts that are expected to be recognized as revenue within one year of the condensed consolidated balance sheet dates.

Changes in total deferred revenue during the periods presented are as follows (in thousands, unaudited):

	Third Quarter of Fiscal		First Three Quarters of Fiscal	
	2023	2024	2023	2024
Beginning balance	$ 1,178,691	$ 1,437,043	$ 1,079,872	$ 1,385,650
Additions	313,279	368,708	854,535	975,149
Recognition of deferred revenue	(243,751)	(309,244)	(686,188)	(864,292)
Ending balance	$ 1,248,219	$ 1,496,507	$ 1,248,219	$ 1,496,507

Revenue recognized during the third quarter of fiscal 2023 and 2024 from deferred revenue at the beginning of each respective period was $216.8 million and $280.4 million. Revenue recognized during the first three quarters of fiscal 2023 and 2024 from deferred revenue at the beginning of each respective period was $466.0 million and $589.1 million.

Table of Contents

	At the End of		Year-over-Year Growth
	First Quarter of Fiscal 2024	First Quarter of Fiscal 2025	%
Subscription annual recurring revenue	$ 1,156,857	$ 1,445,501	25 %

Remaining Performance Obligations

Total remaining performance obligations (RPO) which is total contracted but not recognized revenue was $2.0 $2.3 billion at the end of the third first quarter of fiscal 2024, and 2025. Total RPO includes a $41.0 $57.0 million in remaining non-cancelable product order that we expect to fulfill subsequent to current fiscal year. orders. RPO consists of both deferred revenue and non-cancelable amounts that are expected to be invoiced and recognized as revenue in future periods. Product orders are generally cancelable until delivery has occurred, and as such, unfulfilled product orders that are cancelable are excluded from RPO. Cancelable orders will fluctuate depending on numerous factors. Of the $2.0 $2.3 billion RPO at the end of the third first quarter of fiscal 2024, 2025, we expect to recognize approximately 46% 48% over the next 12 months, and the remainder thereafter. RPO is expected to increase as our subscription services business grows over time.

RPO includes non-cancelable Total Contract Value (TCV) sales for our storage-as-a-service offerings, including *Evergreen//One, Evergreen//Flex,* and *Cloud Block Store* consumption and subscription based offerings. TCV sales for our storage-as-a-service offerings is a key business metric we use to evaluate the performance of our consumption and subscription based offerings. TCV sales for these offerings include recurring subscription fees, any non-recurring charges such as initial setup fees, and any other billable services directly tied to the execution of the underlying service contract.

Cost of Revenue and Gross Margin

	Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Change	
	2023	2024	$	%	2023	2024	$	%
	First Quarter of Fiscal							
	First Quarter of Fiscal							
	First Quarter of Fiscal							

		2024							
		2024							
		2024							
(dollars in thousands, unaudited)									
(dollars in thousands, unaudited)									
(dollars in thousands, unaudited)	(dollars in thousands, unaudited)								
Product cost of revenue	Product cost of revenue	$ 132,562	125,327	$ (7,235)	(5) %	$ 387,868	$ 336,532	$ (51,336)	(13) %
Product cost of revenue									
Product cost of revenue									
Stock-based compensation									
Stock-based compensation									
Stock-based compensation	Stock-based compensation	2,984	$ 1,443	(1,541)	(52) %	7,454	7,056	(398)	(5) %
Total product cost of revenue	Total product cost of revenue	135,546	126,770	$ (8,776)	(6) %	$ 395,322	$ 343,588	$ (51,734)	(13) %
Total product cost of revenue									
Total product cost of revenue									
% of Product revenue									
% of Product revenue									
% of Product revenue	% of Product revenue	31 %	28 %			32 %	30 %		
Subscription services cost of revenue	Subscription services cost of revenue	$ 68,355	$ 76,472	$ 8,117	12 %	$ 194,598	$ 225,194	$ 30,596	16 %
Subscription services cost of revenue									
Subscription services cost of revenue									
Stock-based compensation									
Stock-based compensation									
Stock-based compensation	Stock-based compensation	5,814	6,849	1,035	18 %	16,978	19,347	2,369	14 %
Total subscription services cost of revenue	Total subscription services cost of revenue	$ 74,169	$ 83,321	$ 9,152	12 %	$ 211,576	$ 244,541	$ 32,965	16 %
Total subscription services cost of revenue									
Total subscription services cost of revenue									
% of Subscription services revenue									
% of Subscription services revenue									
% of Subscription services revenue	% of Subscription services revenue	30 %	27 %			30 %	28 %		
Total cost of revenue	Total cost of revenue	$ 209,715	$ 210,091	$ 376	0 %	$ 606,898	$ 588,129	$ (18,769)	(3) %
Total cost of revenue									

Total cost of revenue

% of Total revenue

% of Total revenue

% of Total revenue	% of Total revenue	31 %	28 %			31 %	29 %		
Product gross margin	Product gross margin	69 %	72 %			68 %	70 %		

Product gross margin

Product gross margin

Subscription services gross margin

Subscription services gross margin

Subscription services gross margin	Subscription services gross margin	70 %	73 %			70 %	72 %		
Total gross margin	Total gross margin	69 %	72 %			69 %	71 %		

Total gross margin

Total gross margin

Cost of revenue remained relatively consistent increased by $21.8 million, or 12%, during the third first quarter of fiscal 2024 compared to the third quarter of fiscal 2023, and decreased by $18.8 million, or 3%, during the first three quarters of fiscal 2024 2025 compared to the first three quarters quarter of fiscal 2023. 2024. The decrease increase in product cost of revenue during the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023 was primarily attributable to lower higher product sales, and lower component costs, partially offset by higher lower excess and obsolete inventory charges. The increase in subscription services cost of revenue during these periods was primarily attributable to supporting our growing *Evergreen* subscription installed base, including *Evergreen//One* and *Portworx*.

The increase in product gross margin during these periods subscription services cost of revenue was primarily driven also partially impacted by a shift the modification of our fiscal 2024 performance restricted stock units (PRSUs) that resulted in product mix within our *FlashBlade* portfolio to increased sales of *FlashBlade//S* which has a higher gross margin when compared to our legacy *FlashBlade* products. In addition, our Purity software architecture, working natively with raw flash, also contributes to higher product gross margin additional stock-based compensation as we directly source our raw TLC, and lower cost QLC based flash from multiple suppliers. QLC flash represents the majority of the capacity we now ship which is also a contributor to our higher product gross margin. discussed below.

Table of Contents

Increase in subscription services gross margin during these periods was driven primarily by higher subscription services revenue growth from sales of *Evergreen* subscription services coupled with continued focus on operational efficiencies.

Operating Expenses

During the first quarter of fiscal 2025, we recognized $28.7 million in stock-based compensation related to a modification of our fiscal 2024 PRSUs increasing year-over-year stock-based compensation expense. Refer to Note 11 of Part I, Item 1 of this Quarterly Report on Form 10-Q for further information.

In addition, operating expenses in the first quarter of fiscal 2025 were positively impacted as a result of the workforce alignment that we initiated in the fourth quarter of fiscal 2024.

Research and Development

	Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Change	
	2023	2024	$	%	2023	2024	$	%

First Quarter of Fiscal

First Quarter of Fiscal

First Quarter of Fiscal

2024

2024

2024

(dollars in thousands, unaudited)

(dollars in thousands, unaudited)

(dollars in thousands, unaudited)	**(dollars in thousands, unaudited)**								
Research and development	Research and development	$ 137,618	$ 138,192	$ 574	0 %	$ 386,489	$ 423,698	$ 37,209	10 %
Research and development									
Research and development									
Stock-based compensation									
Stock-based compensation									
Stock-based compensation	Stock-based compensation	42,390	43,908	1,518	4 %	120,482	126,225	5,743	5 %
Total expenses	Total expenses	$ 180,008	$ 182,100	$ 2,092	1 %	$ 506,971	$ 549,923	$ 42,952	8 %
Total expenses									
Total expenses									
% of Total revenue	% of Total revenue	27 %	24 %			26 %	27 %		
% of Total revenue									
% of Total revenue									

Research and development expense increased by $43.0 million$8.5 million, or 8%5%, during the first three quarters quarter of fiscal 20242025 compared to the first three quarters quarter of fiscal 2023. The increase was 2024 primarily driven by a $22.9 million increase the modification of our fiscal 2024 PRSUs that resulted in employee compensation and related costs, and a $22.0 million increase in equipment depreciation and facilities-related costs. additional stock-based compensation.

The decrease in research and development expense as a percentage of total revenue during the third first quarter of fiscal 2024 2025 compared to the third first quarter of fiscal 2023 2024 was primarily due to higher revenue.

Sales and Marketing

		Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Change	
		2023	2024	$	%	2023	2024	$	%
		First Quarter of Fiscal							
		First Quarter of Fiscal							
		First Quarter of Fiscal							
		2024							
		2024							
		2024							
(dollars in thousands, unaudited)									
(dollars in thousands, unaudited)									
(dollars in thousands, unaudited)	**(dollars in thousands, unaudited)**								
Sales and marketing	Sales and marketing	$ 193,699	$ 212,498	$ 18,799	10 %	$ 582,389	$ 641,002	$ 58,613	10 %
Sales and marketing									
Sales and marketing									
Stock-based compensation									
Stock-based compensation									
Stock-based compensation	Stock-based compensation	18,441	19,209	768	4 %	54,740	55,883	1,143	2 %
Total expenses	Total expenses	$ 212,140	$ 231,707	$ 19,567	9 %	$ 637,129	$ 696,885	$ 59,756	9 %
Total expenses									
Total expenses									
% of Total revenue	% of Total revenue	31 %	30 %			33 %	34 %		
% of Total revenue									

% of Total revenue

Sales and marketing expense increased by $19.6 million$18.5 million, or 9%8%, during the thirdfirst quarter of fiscal 2025 compared to the first quarter of fiscal 2024, compared to the third quarter of fiscal 2023, primarily due to an increase of $22.8 millionin employee compensation and related costs. costs, partially offset by a

Sales decrease of $4.1 million in sales and marketing expense increased by $59.8 million events. , or 9%, during the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023, primarily due to a $46.5 millionThe increase in employee compensation and related costs relating to increasing sales capacity, and a $6.3 million increase was partially impacted by the modification of our fiscal 2024 PRSUs that resulted in outside services associated with our additional stock-based compensation.

The decrease in sales and marketing events.

[Table of Contents](#)

General and Administrative

	Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Change	
	2023	2024	$	%	2023	2024	$	%
(dollars in thousands, unaudited)								
General and administrative	$ 47,704	$ 48,172	$ 468	1 %	$ 127,840	$ 146,212	$ 18,372	14 %
Stock-based compensation	17,350	16,557	(793)	(5)%	45,460	46,732	1,272	3 %
Total expenses	$ 65,054	$ 64,729	$ (325)	0 %	$ 173,300	$ 192,944	$ 19,644	11 %
% of Total revenue	10 %	8 %			9 %	9 %		

General and administrative expense increased by $19.6 million, or 11%, during the first three quarters of fiscal 2024 compared to the first three quarters of fiscal 2023, primarily driven by a $12.5 million increase in employee compensation and related costs, and a $8.2 million increase in facilities-related costs and IT-related software subscriptions.

The decrease in general and administrative expense as a percentage of total revenue during the thirdfirst quarter of fiscal 2025 compared to the first quarter of fiscal 2024 compared to the third quarter of fiscal 2023 was primarily due to higher revenue growth. and lower costs for sales and marketing events.

Impairment

General and Other Administrative

		Third Quarter of Fiscal		Change	First Three Quarters of Fiscal		Change
		2023	2024	$	2023	2024	$
		First Quarter of Fiscal First Quarter of Fiscal First Quarter of Fiscal					
		2024					
		2024					
		2024					
(dollars in thousands, unaudited)	**(dollars in thousands, unaudited)**						
Impairment and other		$ —	$ —	$ —	$ —	$ 16,766	$ 16,766
(dollars in thousands, unaudited)							
(dollars in thousands, unaudited)							
General and administrative							
General and administrative							
General and administrative							
Stock-based compensation							
Stock-based compensation							

Stock-based compensation

Total expenses

Total expenses

Total expenses

% of Total revenue	% of Total revenue	— %	— %	— %	1 %

% of Total revenue

% of Total revenue

General and administrative expense increased by $9.4 million, or 14%, during the first quarter of fiscal 2025 compared to the first quarter of fiscal 2024, primarily driven by the modification of our fiscal 2024 PRSUs that resulted in additional stock-based compensation, partially offset by a decrease in outside services costs.

Restructuring and Impairment

During the first quarter of fiscal 2025, we recognized $15.9 million of restructuring and impairment costs.

We recognized $9.5 million in incremental restructuring costs primarily associated with one-time severance and other termination benefits related to a workforce alignment plan that was initiated in the fourth quarter of fiscal 2024.

We also recognized $6.4 million in abandonment and impairment charges related to certain leases associated with our former corporate headquarters that we ceased use in the second quarter of fiscal 2024, we ceased use of our former corporate headquarters and recorded an 2024. The incremental impairment charge was due to a revision to the underlying sublease assumptions during the first quarter of $15.9 million to operating lease right-of-use assets and an abandonment charge of $0.9 million related to these leases. fiscal 2025.

Other Income (Expense), Net

	Third Quarter of Fiscal		Change	First Three Quarters of Fiscal		Change
	2023	2024	$	2023	2024	$
	First Quarter of Fiscal					
	2024					
(dollars in thousands, unaudited)						
(dollars in thousands, unaudited)						
Other income (expense), net	$ (2,814)	$ 5,184	$ 7,998	$ (8,410)	$ 23,619	$ 32,029

Other income (expense), net

Other income (expense), net

Other income (expense), net increased by $8.0 million$2.3 million during the third first quarter of fiscal 2024 compared to the third quarter of fiscal 2023, and increased by $32.0 million during the first three quarters of fiscal 2024 2025 compared to the first three quarters quarter of fiscal 2023 2024, primarily due to an increase in interest income due to the increasing increased interest rate environment, and, to a lesser extent, a decrease in partially offset by higher net foreign exchange losses as the U.S. dollar weakened strengthened relative to certain foreign currencies.

Table of Contents

Provision for Income Taxes

Third Quarter of Fiscal		Change		First Three Quarters of Fiscal		Change	
2023	2024	$	%	2023	2024	$	%

(dollars in thousands, unaudited)	(dollars in thousands, unaudited)														
(dollars in thousands, unaudited)															
(dollars in thousands, unaudited)															
Provision for income taxes															
Provision for income taxes															
Provision for income taxes	Provision for income taxes	$	7,106	$	9,006	$	1,900	27	%	$	11,919	$	23,915	$	11,996	101%

Provision for income taxes increased during the third quarter and first three quarters of fiscal 2024 compared to the corresponding fiscal 2023 periods primarily due to an increase in U.S. income taxes driven by IRC Section 174 capitalization, as well as an increase in profits generated in foreign jurisdictions.

Liquidity and Capital Resources

At the end of the third first quarter of fiscal 2024, 2025, we had cash, cash equivalents and marketable securities of $1.4 billion $1.7 billion. Our cash and cash equivalents primarily consist of bank deposits and money market accounts. Our marketable securities generally consist of highly rated debt instruments of the U.S. government and its agencies, debt instruments of highly rated corporations, debt instruments issued by foreign governments, asset-backed securities, and municipal bonds.

We believe our existing cash, cash equivalents, marketable securities and the revolving credit facility will be sufficient to fund our operating and capital needs for at least the next 12 months. Our future capital requirements will depend on many factors including our sales growth, the timing and extent of capital spending to support development efforts, growth of our *Evergreen//One* offering, the addition or closure of office space, ongoing construction of our new headquarters facility, the timing of new product introductions, and payments for workforce realignment restructuring activities, our share repurchases. repurchases, and expected cash payments for tax withholding obligations for equity awards held by employees. We may continue to enter into arrangements to acquire or invest in complementary businesses, services and technologies, including intellectual property rights. We may seek additional equity or debt financing in the future.

Revolving Credit Facility

In August 2020, we entered into a Credit Agreement with a consortium of financial institutions and lenders that provides for a five-year, senior secured revolving credit facility of $300.0 million (Credit Facility). Proceeds from the Credit Facility may be used for general corporate purposes and working capital. The Credit Facility expires, absent default or early termination by us, on the earlier of (i) August 24, 2025 or (ii) 91 days prior to the stated maturity of the convertible senior notes unless, on such date and each subsequent day until the convertible senior notes are paid in full, the sum of our cash, cash equivalents and marketable securities and the aggregate unused commitments then available to us exceed $625.0 million. . In March 2023, we amended the Credit Facility to transition LIBOR to the Secured Overnight Financing Rate (SOFR) effective April 1, 2023. The annual interest rates applicable to loans under the Credit Facility are, at our option, equal to either a base rate plus a margin ranging from 0.50% to 1.25% or term SOFR (based on one, three, or six-month interest periods), subject to a floor of 0%, plus a margin ranging from 1.50% to 2.25%. Interest on revolving loans is payable quarterly in arrears with respect to loans based on the base rate and at the end of an interest period in the case of loans based on term SOFR (or at each three-month interval, if the interest period is longer than three months). We are also required to pay a commitment fee on the unused portion of the commitments ranging from 0.25% to 0.40% per annum, payable quarterly in arrears that commenced on September 30, 2020. arrears.

In April 2023, we borrowed $100.0 million under the Credit Facility to fund the repayment of the Notes. Facility. The outstanding loan bore weighted-average interest at an annual interest rate of 6.81% and6.62% approximately 6.83% based on a one-month term SOFR period resulting in interest expense of $1.7 million and $3.8 $2.0 million during the third first quarter and first three quarters of fiscal 2024. 2025.

Loans under the Credit Facility are collateralized by substantially all of our assets and subject to certain restrictions and two financial ratios measured as of the last day of each fiscal quarter: a Consolidated Leverage Ratio not to exceed 4.5:1 and an Interest Coverage Ratio not to be less than 3:1. We were in compliance with all covenants under the Credit Facility at the end of the third first quarter of fiscal 2024.

Table of Contents

Convertible Senior Notes

In April 2018, we issued $575.0 million of 0.125% convertible senior unsecured notes (the Notes) due April 15, 2023, in a private placement and received proceeds of $562.1 million, after deducting the underwriters' discounts and commissions. In April 2023, we repaid the entire principal balance with approximately $575.0 million in cash and 1,065 shares of our common stock. See further discussion about our Notes in Note 6 in Part I, Item 1 of this report. 2025.

Letters of Credit

At the end of fiscal 2023 and the third first quarter of fiscal 2024, 2025, we had outstanding letters of credit in the aggregate amount of $8.0 $7.7 million in connection with our facility leases. The letters of credit are collateralized by either restricted cash or the Credit Facility and mature on various dates through September 2030.

Share Repurchase Program

In March 2023, February 2024, our Board of Directors authorized the repurchase of up to an additional $250.0 million to repurchase shares of our common stock. stock, increasing the total authorization amount to $395.4 million. The authorization allows us to repurchase shares of our common stock opportunistically and will be funded from available working capital. Repurchases may be made at management's discretion from time to time on the open market through privately negotiated transactions, transactions structured through investment banking institutions, block purchase techniques, 10b5-1 trading plans, or a combination of the foregoing. The share repurchase program does not obligate us to acquire any of our common stock, has no end date, and may be suspended or discontinued by us at any time without prior notice.

During There were no share repurchases of our common stock during the third first quarter of fiscal 2024, we repurchased and retired approximately 0.6 million shares of common stock at an average purchase price of $35.38 per share for an aggregate repurchase price of $22.4 million. During the first three quarters of fiscal 2024, we repurchased and retired approximately 4.1 million shares of common stock at an average purchase price of $27.86 per share for an aggregate repurchase price of $114.3 million. Approximately $166.8 2025. $395.4 million remained under our share repurchase authorization as of the end of the third first quarter of fiscal 2024. 2025.

Table of Contents

Cash Flows

The following table summarizes our cash flows for the periods presented (in thousands, unaudited):

	First Three Quarters of Fiscal			
	2023		2024	
Net cash provided by operating activities	$	534,208	$	433,297
Net cash provided by investing activities	$	160,267	$	45,078
Net cash used in financing activities	$	(364,743)	$	(530,622)

	First Quarter of Fiscal			
	2024		2025	
Net cash provided by operating activities	$	173,247	$	221,500
Net cash provided by (used in) investing activities	$	151,201	$	(48,395)
Net cash provided by (used in) financing activities	$	(527,601)	$	24,974

Operating Activities

Net cash provided by operating activities during the first three quarters quarter of fiscal 2023 2024 and 2024 2025 was primarily driven by cash collections from sales of our product and subscription services, partially offset by payments to our contract manufacturers, employee compensation, and general corporate operating expenditures. The year-over-year decrease increase in net cash provided by operating activities was impacted primarily driven by higher increased sales of our product and subscription services, including improved timing of collections.

Investing Activities

Net cash used in investing activities during the first quarter of fiscal 2025 was driven by $48.8 million in capital expenditures relating to test equipment for new product innovation, and equipment supporting our growing *Evergreen//One* sales that include flexible payment terms, employee compensation payments, increase in offering, as well as the continued construction of our outstanding accounts receivable, and timing of certain vendor payments and receipt of rebates. new headquarters facility.

Investing Activities

Net cash provided by investing activities during the first three quarters quarter of fiscal 2024 was driven by net maturities of $196.7 $202.6 million in marketable securities, partially offset by $151.6 $51.4 million in capital expenditures relating to test equipment for new product innovation, and equipment supporting our growing *Evergreen//One* offering, as well as the construction of our new headquarters facility.

Financing Activities

Net cash provided by investing financing activities during the first three quarters quarter of fiscal 2023 2025 was primarily driven by net maturities proceeds from the issuance of $260.2 common stock from employee stock purchase plan (ESPP) of $25.3 million, in marketable securities, and the exercise of stock options of $13.2 million, partially offset by $97.9 million in capital expenditures.

Financing Activities cash outflows related to tax withholding on vesting of equity awards of $12.5 million.

Net cash used in financing activities during the first three quarters quarter of fiscal 2024 was primarily driven by cash outflows related to the repayment of the principal amount of the Notes of approximately $575.0 million, share repurchases of $114.3 $69.9 million and tax withholding on vested vesting of equity awards of $16.6 $6.8 million. These cash outflows were partially offset by primarily proceeds from borrowing under the Credit Facility of $100.0 million, the issuance of common stock from employee stock purchase plan (ESPP) ESPP of $45.1 $21.2 million, and the exercise of stock options of $32.9 $4.6 million.

Net cash used in financing activities during the first three quarters of fiscal 2023 was primarily driven by full repayment of the $250.0 million outstanding under the Credit Facility, share repurchases of $151.6 million and tax withholding on vested equity awards of $16.1 million, partially offset by proceeds from the issuance of common stock from ESPP of $40.0 million and the exercise of stock options of $19.1 million.

Contractual Obligations and Commitments

Except as set forth in Notes 6 to 8 of Part I, Item 1 of this Quarterly Report on Form 10-Q, there have been no material changes to our non-cancelable contractual obligations and commitments disclosed in our Annual Report on 10-K for fiscal 2023.2024.

Critical Accounting Policies and Estimates

Our financial statements are prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates, judgments, and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures.

We evaluate our estimates and assumptions on an ongoing basis. Our estimates and judgments are based on historical experience, forecasted events and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

We deem an accounting policy to be critical if the nature of the estimate or assumption it incorporates is subject to material level of judgment related to matters that are highly uncertain and changes in those estimates and assumptions are reasonably likely to materially impact our condensed consolidated financial statements. Refer to Note 2 of Part I, Item I of this Quarterly Report on Form 10-Q for the summary of significant accounting policies. In addition, see “Critical Accounting Policy and Estimates” in our latest Form 10-K for our fiscal year ended February 5, 2023 February 4, 2024. There have been no material changes to our critical accounting policies and estimates since this Form 10-K was filed on April 3, 2023April 1, 2024.

Available Information

Our website is located at www.purestorage.com, and our investor relations website is located at investor.purestorage.com. The following filings will be available through our investor relations website free of charge after we file them with the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and our Proxy Statements for our annual meetings of stockholders. We also provide a link to the section of the SEC's website at www.sec.gov that has all of our public filings, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, our Proxy Statements, and other ownership related filings.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, social media accounts (Twitter, Facebook and LinkedIn), and blogs as part of our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our certificate of incorporation, bylaws, governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading “Corporate Governance.” The content of our websites are not incorporated by reference into this Quarterly Report on Form 10-Q or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We have operations both within the United States and internationally, and we are exposed to market risk in the ordinary course of our business.

Interest Rate Risk

Our cash, cash equivalents and marketable securities primarily consist of bank deposits and money market accounts, highly rated debt instruments of the U.S. government and its agencies, debt instruments of highly rated corporations, debt instruments issued by foreign governments, and asset-backed securities. At the end of the third first quarter of fiscal 2024 2025 we had cash, cash equivalents and marketable securities of $1.4 billion $1.7 billion. The carrying amount of our cash equivalents reasonably approximates fair value, due to the short maturities of these instruments. The primary objectives of our investment activities are the preservation of capital, the fulfillment of liquidity needs and the fiduciary control of cash and investments. We do not enter into investments for trading or speculative purposes. Our investments are exposed to market risk due to fluctuation in interest rates, which may affect our interest income and the fair value of our investments.

We considered the historical volatility of short-term interest rates and determined that it was reasonably possible that an adverse change of 100 basis points could be experienced in the near term. A hypothetical 1.00% (100 basis points) increase in interest rates would have resulted in a decrease in the fair value of our marketable securities of approximately $8.0 million $9.3 million at the end of the third first quarter of fiscal 2024.

2025.

Foreign Currency Exchange Risk

Our sales contracts are primarily denominated in U.S. dollars with a proportionally small number of contracts denominated in foreign currencies. A portion of our operating expenses are incurred outside the United States and denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the British pound, Euro and Yen. Additionally, fluctuations in foreign currency exchange rates may cause us to recognize transaction gains and losses in our statement of operations. Given the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into any derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency exchange should become more significant.

We considered the historical trends in currency exchange rates and determined that it was reasonably possible that adverse changes in exchange rates of 10% for all currencies could be experienced in the near term. These reasonably possible adverse changes in exchange rates of 10% were applied to total monetary assets and liabilities denominated in currencies other than U.S. dollar at the end of the third first quarter of fiscal 2024 2025 to compute the adverse impact these changes would have had on our income loss before income taxes in the near term. These changes would have resulted in an adverse impact on income loss before provision for income taxes of approximately $8.4 million $6.9 million at the end of the third first quarter of fiscal 2024. 2025.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based on such evaluation, our CEO and CFO concluded that, at the end of the third first quarter of fiscal 2024 2025, our disclosure controls and procedures were designed at a reasonable assurance level and were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the third first quarter of fiscal 2024 2025 there were no change in our internal control over financial reporting identified in connection with the evaluation required by Rules 13a-15(d) or 15d-15(d) of the Exchange Act that occurred during the third first quarter of fiscal 2024 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls

In designing and evaluating the disclosure controls and procedures and internal control over financial reporting, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures and internal control over financial reporting must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are involved in various legal proceedings arising from the normal course of business, and an unfavorable resolution of any of these matters could materially affect our future results of operations, cash flows or financial position. We are not presently party to any legal proceedings that, in the opinion of management, would have a material adverse effect on our business.

Item 1A. Risk Factors.

Investing in our Class A common stock, which we refer to as our "common stock", involves a high degree of risk. Investors should carefully consider the risks and uncertainties described below, together with all of the other information contained in this report, including our condensed consolidated financial statements and the related notes appearing in this quarterly report, before deciding to invest in our common stock. If any of the following risks actually occur, it could harm our business, prospects, operating results and financial condition. In such event, the trading price of our common stock could decline and investors might lose all or part of their investment.

Summary of Risk Factors

Our business is subject to numerous risks and uncertainties, many of which are beyond our control. Some of the principal risks associated with our business include the following:

- Our business, operating results, and cash flows may be adversely impacted by uncertain macroeconomic conditions, including, among other issues, high inflation, rising interest rates and a slowdown in demand. the uncertain geopolitical environment.

- Our sales cycles can be long, unpredictable and expensive, particularly during a global economic slowdown, making it difficult for us to predict future sales.

- We face intense competition from established companies and new entrants. others.

- If we do not manage the supply of our products and their components efficiently, our results of operation could be adversely affected.

- If we fail to develop and introduce new or enhanced products storage offerings successfully, our ability to attract and retain customers could be harmed.

- If we fail to execute our transition to subscription offerings successfully, our revenues and results of operation may be harmed.

- We expect sales of our *Evergreen//One*, and *Evergreen//Flex* subscription and consumption offerings will continue to grow and represent a larger percentage of our total sales. With a traditional CapEx sale, a large portion of revenue is recognized as product revenue as the order is fulfilled. Revenue for our *Evergreen//One* and *Evergreen//Flex* offerings are is recognized over a period of time, and the majority of revenue is included in subscription services revenue. As such, we would expect the sales growth of our *Evergreen//One* and *Evergreen//Flex* offerings to have a near-term downward impact on both product and total revenue growth.

- If our security measures are compromised, or the security, confidentiality, integrity or availability of our information technology or data is compromised, our business could experience a material adverse impact.

- Our gross margins are impacted by a variety of factors and vary from period to period, making them difficult to predict with certainty.

- Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.

- The sales prices of our products and services may fluctuate or decline, which may reduce our gross profits, revenue growth, and adversely impact our financial results.

Risks Related to Our Business and Industry

Our business, operating results, and cash flows may be adversely impacted by uncertain macroeconomic conditions, and the uncertain geopolitical environment

Our operations and performance depend in part on worldwide economic conditions and the economic health of our current and prospective customers. Recent macroeconomic and geopolitical events, including among other issues, high inflation, rising interest rates, and a slowdown in demand.

Recent events and trends, including high inflation and rising interest rates, as well as supply chain constraints, labor shortages, and geopolitical tensions such as those involving China are affecting and Israel, and political and fiscal challenges in the United States and abroad, have, and may continue to have, an adverse effect on the budgets, confidence and demand of our customers, particularly in the United States where we derive the majority of our revenue. These pressures create a great deal of uncertainty and affect our customer demand, and our margins, costs and operations. Macroeconomic conditions can and do further exacerbate other risks discussed in this “Risk Factors” section, such as risks related to our sales and marketing efforts. If we are unable to successfully manage the effects of these pressures, our business, operating results, cash flows and financial condition may be adversely affected.

Our sales cycles can be long, unpredictable and expensive, particularly during a global economic slowdown, making it difficult for us to predict future sales.

Our sales efforts involve educating our customers about the use and benefits of our products data storage platform (Platform) and often involves an evaluation process that can result in a lengthy sales cycle, particularly for larger customers and especially in an economic slowdown. We spend substantial time and resources on our sales efforts without any assurance that our efforts will produce any sales. Macroeconomic concerns and the pandemic have impacted our sales efforts, such as by shifting customer priorities and reducing in-person meetings and events. In addition, purchases are frequently subject to our customers' budget constraints, multiple approvals and unplanned administrative and other delays. Some of our customers make large concentrated purchases to complete or upgrade specific data storage deployments. As a result, our revenue and operating results have and may continue to fluctuate from quarter to quarter. A substantial portion of our quarterly sales typically occurs during the last several weeks of the quarter, which we believe largely reflects customer buying patterns of products similar to ours and other technology products generally.

Since revenue from a product sale is not recognized until performance obligations are satisfied, a substantial portion of our sales late in a quarter may negatively impact the recognition of the associated revenue. Furthermore, our products come with a 30-day money back guarantee, allowing a customer to return a product within 30 days of receipt if the customer is not satisfied with its purchase for any reason. These factors, among others, make it difficult for us to predict when customers will purchase our products, which may adversely affect our operating results and cause our operating results to fluctuate. In addition, if sales expected from a specific customer for a particular quarter are not realized in that quarter or at all, our operating results may suffer.

Our business may be harmed by trends in the overall external data storage market.

Despite ongoing data growth, the external data storage market in which we compete has not experienced substantial growth in the past few years due to a combination of technology transitions, increased storage efficiency, competitive pricing dynamics and changing economic and business environments. Some customers are shifting spending toward the public cloud and software as a service, as well as other storage deployment models. If we fail to accurately predict trends, successfully update our product offerings or adapt our sales programs to meet changing customer demands and priorities, our business, operating results and financial condition could be harmed. The impact of these trends on future growth of the overall external data storage market is uncertain. Reductions in the overall external data storage market or the specific markets in which we compete would harm our business and operating results.

The evolving market for data storage products makes it difficult to forecast demand for our products. Platform.

The market for data storage products is rapidly evolving. Changes in the application requirements, data center infrastructure trends and the broader technology landscape result in evolving customer requirements for capacity, scalability and other enterprise features of storage systems. Our future financial performance depends on our ability to adapt to competitive dynamics and emerging customer demands and trends. trends, such as the opportunities created by the recent advances in AI. We continue to expand and evolve our large capacity data storage products Platform to compete directly with hard disk systems, and that strategy may take longer than we anticipate or may not succeed due to unforeseen factors. We may be unable to continue capturing capture significant storage workloads for AI environments. environments and hyperscalers. The enhancement of all-flash storage products by incumbent vendors and changes or advances in alternative technologies or adoption of cloud storage offerings that do not utilize our storage platform Platform could adversely affect the demand for our products. Platform.

Offerings from large public cloud providers are expanding quickly and serve as alternatives to our products Platform for a variety of customer workloads. Since these providers are known for developing storage systems internally, this trend reduces the demand for storage systems developed by original equipment manufacturers, such as us. like ours. It is difficult to predict customer adoption rates of new offerings, customer demand for our products Platform or the future growth rate and size of our addressable market. Reduced demand for our data storage products Platform caused by technological challenges, alternative technologies and products or any other reason would result in a lower revenue growth rate or decreased revenue, either of which would negatively impact our business and operating results.

We face intense competition from established companies and new entrants. others.

We face intense competition from a number of established companies that sell competitive competing storage products, including Dell EMC, HP Enterprise, Hitachi Vantara, IBM, and NetApp. Our competitors may have:

- greater name and brand recognition and longer operating histories;
- larger sales and marketing and customer support budgets and resources;
- broader distribution and established relationships with distribution partners and customers;
- the ability to bundle storage products with other products and services to address customers' requirements;
- greater resources to make acquisitions;
- larger and more mature product and intellectual property portfolios; and
- substantially greater financial, technical and other resources.

We also compete against cloud providers and vendors of hyperconverged products, which combine compute, networking and storage. These providers are growing and expanding their product offerings, potentially displacing some demand for our products. In addition, some of our competitors offer bundled products and services in order to reduce the initial cost of their storage products. Further, some of our competitors offer their storage products either at significant discounts or even for free in competing against us.

Many of our competitors have developed or acquired storage technologies with features or data reduction technologies that directly compete with our products Platform or have introduced business programs designed, among other things, to compete with our innovative programs, such as our *Evergreen Storage* model. We expect our competitors to continue to improve their products, reduce their prices and introduce new offerings that may, or may claim to, offer greater value compared to our products. Platform. These developments may render our products or technologies obsolete or less competitive. These and other competitive pressures may prevent us from competing successfully against our competitors.

Many of our competitors have long-standing relationships with key decision makers at current and prospective customers, which may inhibit our ability to compete.

Many of our competitors benefit from established brand awareness and long-standing relationships with key decision makers at our current and prospective customers. Our competitors often leverage these existing relationships to discourage customers from evaluating or purchasing our products. Platform. Additionally, most of our prospective customers have existing storage products supplied by our competitors who have an advantage in retaining the customer because, among other things, the incumbent vendor already understands the customer's IT infrastructure, user demands and needs, or the customer is concerned about actual or perceived costs of switching to a new vendor and technology. If we are unable to sell our products Platform to new customers or persuade existing customers to continue purchasing our products, Platform, we will not be able to maintain or increase our market share and revenue, which would adversely affect our business and operating results.

We rely on contract manufacturers to manufacture our products, and if we fail to manage our relationships with our contract manufacturers successfully, our business could be negatively impacted.

We rely on a limited number of contract manufacturers to manufacture our products, which reduces our control over the assembly process and exposes us to risks, such as reduced control over quality assurance, costs and product supply. If we fail to manage our relationships with these contract manufacturers effectively, or if these contract manufacturers experience delays, disruptions, capacity constraints or quality control problems, our ability to timely ship products to our customers will be impaired, potentially on short notice, and our competitive position, reputation and financial results could be harmed. If we are required, for whatever reason, to change contract manufacturers or assume internal manufacturing operations, we may lose revenue, incur increased costs and damage our customer relationships. Qualifying a new contract manufacturer and commencing production is expensive and time-consuming. We may need to increase our component purchases, contract manufacturing capacity and internal test and quality functions if we experience increased demand. The inability of our contract manufacturers to provide us with adequate supplies of high-quality products could exacerbate other risk factors and cause a delay in our order fulfillment, and our business, operating results and financial condition may be harmed.

We rely on a limited number of suppliers, and in some cases single-source suppliers, and any disruption or termination of our supply arrangements could delay shipments of our products and could harm our relationships with current and prospective customers.

We rely on a limited number of suppliers and, in some cases, on single-source suppliers, for several key components of our products, and we have not generally entered into agreements for the long-term purchase of these components. If we are unable to obtain components from our existing suppliers, we may need to obtain these components through secondary sources or markets. Our reliance on a limited number of suppliers and the lack of any guaranteed sources of supply exposes us to several risks, including:

- the inability to obtain, or delay in obtaining, an adequate supply of key components, including flash;
- price volatility for the components of our products;
- failure of a supplier to meet our quality or production requirements;
- failure of a supplier of key components to remain in business or adjust to market conditions; and
- consolidation among suppliers, resulting in some suppliers exiting the industry, discontinuing the manufacture of components or increasing the price of components.

Further, we source some of our product components from suppliers outside the United States, including from China, which may subject subjects us to additional logistical risks or and risks associated with complying with local rules and regulations in foreign countries. Significant changes to existing international trade agreements could result in import delays or the imposition of increased tariffs on our sourcing partners, which could lead to sourcing or logistics disruptions to our business. For example, there have been, and may continue to be, significant changes to U.S. trade policies, legislation, treaties and tariffs, including announcements of import tariffs and export restrictions. As new legislation and/or regulations are implemented, existing trade agreements are renegotiated or terminated, and trade restrictions and tariffs are imposed on foreign-sourced or U.S. goods, it may be inefficient and expensive for us to alter our business operations in order to adapt to or comply with such changes. Such operational changes could have a material adverse effect on our business, financial condition, results of operations or cash flows.

As a result of these risks, we cannot assure investors that we will be able to obtain a sufficient supply of key product components in the future or that the cost of these components will not increase. If our component supply is disrupted or delayed, or if we need to replace our suppliers, there can be no assurance that additional components will be available when required or that components will be available on favorable terms, which could extend our manufacturing lead times, increase the costs of our components and harm our business, operating results and financial condition. We may not be able to continue to procure components at reasonable prices, which may impact our business negatively or require us to enter into longer-term contracts to obtain components. Any of the foregoing disruptions could exacerbate other risk factors, increase our costs and decrease our gross margins, harming our business, operating results and financial condition.

If we do not manage the supply of our products and their components efficiently, our results of operation could be adversely affected.

Managing the supply of our products and underlying components is complex and has become increasingly difficult, in part, due to supply chain constraints, component quality and inflationary pressure. Our third-party contract manufacturers procure components and build our products based on our forecasts, and we generally do not hold inventory for a prolonged period of time. Our forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and analyses from our sales and marketing organizations, adjusted for overall market conditions. In order to reduce manufacturing lead times and plan for adequate component supply, we may issue orders for components and products that are non-cancelable and non-returnable. Our inventory management systems and related supply chain visibility tools may be inadequate to enable us to make accurate forecasts and effectively manage the supply of our products and components. If we have excess supply, we may reduce our prices and write down or write off excess or obsolete inventory, which in turn could result in lower gross margins. Alternatively, insufficient supply levels may lead to shortages that exacerbate other risk factors and result in delayed revenue, reduced product margins or lost sales opportunities altogether. If we are unable to effectively manage our supply and inventory, our results of operations could be adversely affected.

If we fail to successfully maintain or grow our relationships with partners, our business, operating results and financial condition could be harmed.

Our future success is highly dependent upon our ability to establish and maintain successful relationships with our partners, including value-added resellers, service providers and systems integrators. In addition to selling our products, Platform, our partners may offer installation, post-sale service and support in their local markets. In markets where we rely on partners more heavily, we have less contact with our customers and less control over the sales process and the quality and responsiveness of our partners. As a result, it may be more difficult for us to ensure the proper delivery and installation of our products Platform or the quality or responsiveness of the support and services being offered. Any failure on our part to effectively identify, train and manage our channel partners and to monitor their sales activity, as well as the customer support and services provided to our customers, could harm our business, operating results and financial condition.

Our partners may choose to discontinue offering our products and services Platform or may not devote sufficient attention and resources toward selling our products and services. Platform. We typically enter into non-exclusive, written agreements with our channel partners. These agreements generally have a one-year, self-renewing term, have no minimum sales commitment and do not prohibit our channel partners from offering competing products and services. Additionally, our competitors may provide incentives to our existing and potential channel partners to use, purchase or offer their products and services or to prevent or reduce sales of our products and services. The occurrence of any of these events could harm our business, operating results and financial condition.

Our brand name and business may be harmed by our competitors' marketing strategies.

Building and maintaining brand recognition and customer goodwill is critical to our success. On occasion, our competitors' marketing efforts have included negative or misleading statements about us and our products. Platform. If we are unable to effectively respond to our competitors' marketing efforts and protect our brand and customer goodwill now or in the future, our business will be adversely affected.

Sales to governments are subject to a number of challenges and risks that may adversely impact our business.

Sales to governmental agencies may in the future account for a significant portion of our revenue and sales to governmental agencies pose additional challenges and risks to our sales efforts. Government certification Governments have and may continue to impose restrictions or requirements applicable to our products may change and that must be complied with in doing so restrict our ability order for us to sell into the U.S. federal government sector until we have attained the revised certification. to certain governmental customers. Government demand and payment for our products and services Platform may be impacted by public sector budgetary cycles and funding reductions or delays, such as an extended federal government shutdown, which may adversely affect public sector demand for our products and services. Platform. We sell our products offerings to governmental agencies through our channel partners, and these agencies may have statutory, contractual or other legal rights to terminate contracts with our distributors and resellers for convenience or due to a default, and any such termination may adversely impact our results of operations. Governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our products, Platform, which would adversely impact our revenue and results of operations, or institute fines or civil or criminal liability if the audit uncovers improper or illegal activities. Finally, governments may require certain products to be manufactured in the United States and other relatively high-cost manufacturing locations, and we may not manufacture all products in locations that meet these requirements, affecting our ability to sell these products to certain governmental agencies.

Risks Related to Our Products and Subscription Services Offerings Platform

If we fail to develop and introduce new or enhanced products storage offerings successfully, our ability to attract and retain customers could be harmed.

We operate in a dynamic environment characterized by rapidly changing technologies and industry standards and technological obsolescence. To compete successfully, we must design, develop, market and sell new or enhanced products storage offerings that provide increasingly higher levels of performance, capacity, functionality and reliability and that meet our customers' expectations, which is a complex and uncertain process. We believe that we must continue to dedicate significant resources to our research and development efforts and innovate business models such as *Evergreen//One* to improve our competitive position. We continue to expand our large capacity data storage products offerings to compete directly with hard disk systems. Our investments may take longer to generate revenue or may generate less revenue than we anticipate. The introduction of new products storage offerings by our competitors, or the emergence of alternative technologies or industry standards could render our products Platform obsolete or less competitive.

As we introduce new or enhanced products, Platform offerings, we must successfully manage their launch and customers customer adoption. If we are not able to successfully manage the development and release of new or enhanced products, Platform offerings, our business, operating results and financial condition could be harmed. Similarly, if we fail to introduce new or enhanced products, Platform offerings, such as new or improved software features, that meet our customers' needs in a timely or cost-effective fashion, we may lose market share and our operating results could be adversely affected.

If we fail to execute our transition to subscription offerings successfully, our revenues and results of operation may be harmed.

We offer all of our products and services Platform on a subscription basis, including our hardware and software products through *Evergreen//One* and *Cloud Data Services*. Our subscription offerings are relatively new to the storage market and will continue to evolve, and we may not be able to compete effectively, drive continued revenue growth or maintain profitability with these business models. Our subscription offerings require different accounting of our customer transactions, such as changing how we recognize revenue and capitalize commissions, among other things. In addition, these business models may our subscription offerings require compliance with additional regulatory, legal and trade licensing requirements in some countries. countries and entail incremental operational, technical, legal and other costs. Continued market acceptance of subscription offerings will depend depends on our ability to create a seamless customer experience and optimally price our products offerings in light of marketplace market conditions, our costs and customer demand. Subscription offerings will cause us to incur incremental operational, technical, legal and other costs. Additionally, the subscription models offered by us and our competitors may unfavorably impact the pricing of and demand for our on-premise offerings, which could reduce our revenues and profitability. If we do not successfully execute our subscription offering strategy, our financial results could be negatively impacted.

Our products are Platform is highly technical and may contain defects or bugs, which could cause data unavailability, loss, breach or corruption that might, in turn, result in liability and harm to our reputation and business.

Our products are Platform is highly technical and complex and are is often used to store information critical to our customers' business operations. Our products Platform may contain errors, defects or security vulnerabilities that could result in data unavailability, loss, corruption or other harm to our customers. Some errors in our products Platform may only be discovered after they have it has been installed and used by customers. We have, from time to time, identified vulnerabilities in our products. Platform. Despite our efforts to detect and remediate actual and potential vulnerabilities in our systems, we cannot be certain that we will be able to address any such vulnerabilities, in whole or part, and there may be delays in developing and deploying patches and other remedial measures to adequately address vulnerabilities. We may also incur unexpected costs replacing defective hardware or ensuring that hardware remains interoperable and upgradable. Any of these errors, defects, bugs or security vulnerabilities may leave us, our products Platform and our customers susceptible to exploitation, including by malicious actors. Any errors, defects or security vulnerabilities in our products actors, which could result in a loss of revenue, injury to our reputation, loss of customers or increased service and warranty costs, which could and adversely affect our business and operating results. In addition, errors or failures in the products of third-party technology vendors may be attributed to us and may harm our reputation.

We could face claims for product liability, tort or breach of warranty. We may not be able to enforce provisions in our contracts relating to warranty disclaimers and liability limitations. Defending a lawsuit, regardless of its merit, would be costly and could divert management's attention and adversely affect the market's perception of us and harm our products. reputation. Our business liability insurance coverage may be inadequate with respect to a claim and future coverage may not be available on acceptable terms or at all. These product-related Any of these issues could result in claims against us, and our business, operating results and financial condition could be harmed.

If we are unable to ensure that our products interoperate Platform interoperates with third party operating systems, software applications and hardware, we may lose or fail to increase our market share.

Our products Platform must interoperate with our customers' infrastructure, specifically networks, servers, software and operating systems, which are offered by a wide variety of vendors. When new or updated versions of these operating systems or applications are introduced, we may need to develop updated versions of our software so that our products continue Platform continues to interoperate properly. We may not deliver or maintain interoperability quickly, cost-effectively or at all as these efforts require capital investment and engineering resources. If we fail to maintain compatibility of our products Platform with these infrastructure components, our customers may not be able to fully utilize our products, Platform, and we may, among other consequences, lose or fail to increase our market share and experience reduced demand for our products, Platform, which may harm our business, operating results and financial condition.

Our products Platform must conform to industry standards in order to be accepted by customers.

Generally, our products comprise Platform comprises only a part of an IT environment. The servers, network, software and other components and systems deployed by our customers must comply with established industry standards in order to interoperate and function efficiently together. We depend on companies that provide other systems in this ecosystem to conform to prevailing industry standards. These companies are often significantly larger and more influential in driving industry standards than we are. Some industry standards may not be widely adopted or implemented uniformly and competing standards may emerge that our customers prefer. If larger companies do not conform to the same industry standards that we do, or if competing standards emerge, sales of our products Platform could be adversely affected, which may harm our business.

Our ability to successfully market and sell our products Platform is dependent in part on ease of use and the quality of our customer experience, offerings, and any failure to offer high-quality technical services and support could harm our business.

Once our products are deployed by customers, deploy our customers, customers Platform, they depend on our customer experience organization to drive non-disruptive upgrades and resolve technical issues relating to our products. issues. Our ability to provide effective technical services is largely dependent on our ability to attract, train and retain qualified personnel, as well as to engage with qualified support partners that provide a similar level of customer support. In addition, our sales process is highly dependent on our product and business reputation and on recommendations from our existing customers. Although our products are designed to be interoperable with existing servers and systems, we We may need to provide customized installation and configuration services to our customers before our products become Platform is fully operational in their environments. Any failure to maintain, or a market perception that we do not maintain, high-quality technical services and support could harm our reputation, our ability to sell our products Platform to existing and prospective customers and our business.

Risks Related to Our Operating Results or Financial Condition

We intend to continue focusing on revenue growth and increasing our market penetration and international presence by investing in our business, which may put pressure on near-term profitability.

Our operating expenses largely are based on anticipated revenue, and a high percentage of our expenses are, and will continue to be, fixed in the short term. If we fail to adequately increase revenue and manage costs, we may not achieve or maintain profitability in the future. As a result, our business could be harmed, and our operating results could suffer.

Our strategy is to continue investing in marketing, sales, support and research and development. We believe continuing to invest heavily in our business is critical to our future success and meeting our growth objectives. We anticipate that our operating costs and expenses will continue to increase in absolute terms. Even if we achieve or maintain significant revenue growth, we may experience losses, forgoing near-term profitability on a U.S. GAAP basis.

Our gross margins are impacted by a variety of factors and vary from period to period, making them difficult to predict with certainty.

Our gross margins fluctuate from period to period due primarily to product costs, customer mix and product mix. A variety of factors may cause our gross margins to fluctuate and make them difficult to predict, including, but not limited to:

- sales and marketing initiatives, discount levels, rebates and competitive pricing;
- changes in customer, geographic or product mix, including mix of product configurations;
- the cost of components, including flash and DRAM, and freight;
- new product introductions and enhancements with higher product costs;
- excess inventory levels or purchase obligations as a result of changes in demand forecasts or product transitions;
- an increase in product returns, product warranty, order rescheduling and cancellations;

- the timing of technical support service contracts and contract renewals;
- inventory stocking requirements to mitigate supply chain constraints, accommodate unforeseen demand or support new product introductions; and
- inflation and other adverse economic pressures.

If we are unable to manage these factors effectively, our gross margins may decline, and fluctuations in gross margins may make it difficult to manage our business and achieve or maintain profitability, which could materially harm our business, operating results and financial condition.

Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.

Our operating results may fluctuate due to a variety of factors, a portion of which are outside of our control. As a result, comparing our results on a period-to-period basis may not be meaningful. Factors that are difficult to predict and that could cause our operating results to fluctuate include:

- the timing and magnitude of orders, shipments and acceptance of our products in any quarter, including product returns, order rescheduling and cancellations by our customers;
- the impact on timing and amount of revenue recognized resulting from the cancellation of unfulfilled orders by our customers or our inability to fulfill orders;
- fluctuations or seasonality in demand and prices for our products;
- our ability to control the costs of the components we use or to timely adopt subsequent generations of components;
- disruption in our supply chains, shipping logistics, component availability and related procurement costs;
- reductions in customers' budgets for IT purchases;
- changes in industry standards in the data storage industry;
- our ability to develop, introduce and ship new products and product enhancements Platform offerings that meet customer requirements and to effectively manage product transitions;
- changes in the competitive dynamics of our markets, including new entrants or discounting of product prices; price discounting;

- our ability to control or mitigate costs, including our operating expenses, to support business growth and our continued expansion;
- the impact on our revenue mix from changes in our customers' purchasing behavior due to their cost of capital;
- the impact of inflation on labor and other costs, other adverse economic conditions and the impact of public health epidemics or pandemics; and

- future accounting pronouncements and changes in accounting policies.

The occurrence of any one of these factors could negatively affect our operating results in any particular quarter.

The sales prices of our products and services Platform offerings may fluctuate or decline, which may adversely affect our gross margins and operating results.

The sales prices of our products and services offerings may fluctuate or decline for a variety of reasons, including competitive pricing pressures, discounts, the introduction of competing products or services or promotional programs, a change in our mix of products and services, cost of components, supply chain constraints, inflation and other adverse economic conditions. Uncertain macroeconomic conditions have reduced NAND pricing which could result in lower sales prices. Competition continues in the markets in which we participate, and we expect competition to increase in the future, thereby leading to increased pricing pressures. Larger competitors may reduce the price of products or services that compete with ours or may bundle them with other products and services. Additionally, although we price our products and services offerings predominantly in U.S. dollars, currency fluctuations in certain countries and regions may negatively impact actual prices that partners and customers are willing to pay in those countries and regions. Furthermore, we anticipate that the prices for our products will decrease over product life cycles. If we are required to decrease our prices to be competitive and are not able to offset this decrease by increases in the volume of sales or the sales of new products with higher margins, our gross margins and operating results could be adversely affected.

We have experienced growth in prior periods, and we may not be able to sustain future growth effectively or at all.

We have significantly expanded our overall business, customer base, headcount, channel partner relationships and operations in prior periods, and we anticipate that we will continue to expand and experience growth in future periods. For example, our total revenue has increased at nearly a 19% compounded annual growth rate during the last three fiscal years ending on February 5, 2023, and our headcount increased from nearly 4,900 at the end of the third quarter of fiscal 2023 to approximately 5,500 employees at the end of the third quarter of fiscal 2024. Our future operating results will depend to a large extent on our ability to successfully sustain our growth and manage our continued expansion. To sustain and manage our growth successfully, we believe that we must, among other things, effectively allocate resources and operate our business across a wide range of priorities.

We expect that our future growth will continue to place strain on our managerial, administrative, operational, financial and other resources. We will incur costs associated with this future growth prior to realizing the anticipated benefits, and the return on these investments may be lower may than, or develop more slowly slower than we expect or may never materialize. Investors should not consider our revenue growth in prior quarterly or annual periods as indicative of our future performance. In future periods, we may not achieve similar percentage revenue growth rates as we have achieved in some past periods. If we are unable to maintain adequate revenue or revenue growth, our stock price could be volatile, and it may be difficult to achieve and maintain profitability. If we are unable to manage our growth successfully, we may not be able to take advantage of market opportunities or release new products or enhancements Platform offerings in a timely manner, and we may fail to satisfy customers' customer expectations, maintain product quality, execute on our business plan or adequately respond to competitive pressures, each of which could adversely impact our growth and affect our business and operating results.

If we are unable to sell renewals of our subscription services to our customers, our future revenue and operating results will be harmed.

Existing customers may not renew their subscription services agreements after the initial period and, given changing customer purchasing preferences, we may not be able to accurately predict our renewal rates. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their available budget and the level of their satisfaction with our products, Platform, customer support and pricing compared to that offered by our competitors. If our customers renew their contracts, they may renew on terms that are less economically beneficial to us. If our customers do not renew their agreements or renew on less favorable terms, our revenue may grow more slowly than expected, if at all.

We expect that sales from our Evergreen//One and Evergreen//Flex subscription and consumption offerings will increase as a percentage of our total sales over time and will have a near-term downward impact on both product and total revenue growth.

Our sales from our *Evergreen//One* and *Evergreen//Flex* subscription and consumption offerings have been increasing as a percentage of total sales, and we expect this trend to continue. With a traditional CapEx sale, a large portion of revenue is recognized as product revenue when the order is fulfilled. By contrast, revenue for our *Evergreen//One* and *Evergreen//Flex* subscription and consumption offerings is recognized over the term of the relevant contract period and the majority of revenue is included in subscription services revenue. As sales from our our *Evergreen//One* and *Evergreen//Flex* subscription and consumption offerings grow it may negatively impact both quarter-over-quarter and year-over-year product and total revenue growth rate comparisons.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, or at all.

We intend to continue to make investments to support investing in our business growth and may require additional funds to support business initiatives, including the need to develop new products Platform offerings or enhance our existing products, Platform offerings, enhance our operating infrastructure and acquire complementary businesses and technologies. Accordingly, we may need to engage in equity or debt financings to secure additional funds. If we raise additional funds through further issuances of equity or convertible debt securities, our stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. Any debt financing we undertake in the future could involve additional restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to support our business growth and to respond to business challenges could be significantly limited and our prospects and financial condition could be harmed.

We are exposed to the credit risk of some of our customers, which could harm our business, operating results and financial condition.

Most of our sales are made on an open credit basis. We monitor individual customer payment capability when we grant open credit arrangements and may limit these open credit arrangements based on perceived creditworthiness. We also maintain allowances we believe are adequate to cover exposure for doubtful accounts. Although we have programs in place that are designed to monitor and mitigate these risks, we cannot assure investors these programs will be effective in managing our credit risks, especially as we expand our business internationally. If we are unable to adequately control these risks, our business, operating results and financial condition could be harmed.

Risks Related to Our Operations

If our security measures, or those maintained on our behalf, are compromised, now, or in the future, or the security, confidentiality, integrity or availability of our information technology, software, services, networks, products, communications or data is compromised, limited, or fails, our business could experience a material

adverse impact, including without limitation, a material interruption to our operations, harm to our reputation, a loss of customers, significant fines, penalties and liabilities, or breach or triggering of data protection laws, privacy policies or other obligations.

In the ordinary course of our business, we collect, store, transmit and otherwise process proprietary, confidential and sensitive data, including by using our internal systems, networks and servers, which may include intellectual property, our proprietary business information and that of our customers, suppliers and business partners and sales data, which may, on occasion, include personally identifiable information. Additionally, we design and sell products that allow our customers to store their data. The security of our own networks and the intrusion protection features of our products are both critical to our operations and business strategy.

Cyberattacks, malicious internet-based activity and online and offline fraud are prevalent and continue to increase. These threats are becoming increasingly difficult We have been, and may in the future be, subject to detect. attempts to gain unauthorized access to our systems. For example, in June 2024, we were the subject of a security incident involving a third party that temporarily gained unauthorized access to a single Snowflake data analytics workspace. The workspace did not include compromising information such as passwords for customer systems, or any of the data that is stored on the customer systems, but did contain telemetry information that we use to provide proactive customer support services. The threats to information systems and information may include: include traditional computer “hackers,” social engineering schemes (for example, attempts to induce fraudulent invoice payments or divert money from us), software bugs, malicious code (such as viruses and worms), personnel misconduct or error, faulty password management, theft, denial-of-service attacks (such as credential stuffing), advanced persistent threat intrusions, as well as attacks from nation-state and nation-state supported actors. These threats are also becoming increasingly more difficult to detect. We may also be the subject of phishing attacks, viruses, malware installation, server malfunction, software or hardware failures, loss of data or other computer assets, adware and other similar issues. AI technologies may also be used in connection with certain attacks, resulting in heightened risks of security breaches and incidents. Additionally, ransomware attacks, including those from organized criminal threat actors, nation-states and nation-state supported actors, are becoming increasingly prevalent and severe and can could lead to significant interruptions, delays, or outages in our operations, disruptions in our services, loss of data, loss of income, significant extra expense to restore data or systems, reputational loss and the diversion of funds. To alleviate the financial, operational and reputational impact of a ransomware attack, it may be preferable to make extortion payments, but we may be unwilling or unable to do so (including, for example, if applicable laws or regulations prohibit such payments). Similarly, supply chain attacks have increased in frequency and severity, and we cannot guarantee that third parties and infrastructure in our supply chain have not been compromised or that they do not contain exploitable defects or bugs that could result in a breach of or disruption to our platform, systems and network or the systems and networks of third parties that support us and our business.

We devote significant resources to network security, authentication technologies, data encryption and other security measures designed to protect our systems and data, including to secure the transmission and storage of data and prevent third-party access to our data or accounts, but there can be no assurance that our security measures or those of our service providers, partners and other third parties upon whom we rely will be effective in protecting against a security incident or the materially adverse impacts that may arise from a security incident. Any destructive or intrusive breach of our internal systems could result in the information stored on our networks, including, without limitation, source code for our products and services or the networks and systems of third parties upon whom we rely being accessed, publicly disclosed, lost or stolen.

Additionally, an effective attack on our products could disrupt the proper functioning of our products, allow unauthorized access to sensitive, proprietary or confidential information of ours or our customers, disrupt or temporarily interrupt our and our customers’ operations or cause other destructive outcomes, including the theft of information sufficient to engage in fraudulent transactions.

The risk that these types of events could seriously harm our business is likely to increase as we expand our network of channel partners, resellers and authorized service providers and operate in more countries. The economic costs to us to eliminate or alleviate cyber or other security problems, viruses, worms, malicious software systems cybersecurity risks and security vulnerabilities could be significant and may be difficult to anticipate or measure because the damage may differ based on the identity and motive of the programmer or hacker, which are often difficult to identify. If any of these types of security breaches incidents occurs and we are unable to protect our products, systems and data, or if we are perceived to have such a security incident, our relationships with our business partners and customers could be materially damaged, our reputation and brand could be materially harmed, use of our products could decrease and we could be exposed to a risk of loss or litigation, including, without limitation, class action litigation, and other possible liabilities. A security incident could also result in government enforcement actions that could include investigations, fines, penalties, audits and inspections, additional reporting requirements and/or oversight, temporary or permanent bans on all or some processing of personal information.

Moreover, applicable data protection laws, contracts, policies and other data protection obligations may require us to notify relevant stakeholders of security incidents, including affected individuals, customers, regulators, and credit reporting agencies. Such disclosures are costly and the disclosures or the failure to comply with such requirements could lead to material adverse impacts such as negative publicity, loss of customer confidence in our services our security measures, investigations and private or government claims. Security incidents that impact our information technology systems could also result in breaches of our contracts (some of which may not have liability limitations and/or require us to indemnify affected parties) and could lead to litigation with customers, partners or other relevant stakeholders. These proceedings could force us to spend money in defense or settlement, divert management’s time and attention, increase our costs of doing business and adversely affect our reputation or otherwise adversely affect our business.

If we are unable to attract, motivate and retain sales, engineering and other key personnel, including our management team, we may not be able to increase our revenue and our business, operating results and financial condition could be harmed.

Our ability to increase our revenue depends on our ability to attract, motivate, and retain qualified sales, engineering and other key employees, including our management. These positions may require candidates with specific backgrounds in software and the storage industry, and competition for employees with such expertise is intense. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. To the extent that we are successful in hiring to fill these positions, we may need a significant amount of time to train new employees before they are effective and efficient in performing their jobs. Further, we face new challenges regarding workforce planning, employee expectations regarding the ability to work from home or remotely and maintaining employee productivity, as well as higher employee turnover and slower hiring rates. If we are unable to adequately address these challenges, our ability to recruit and retain employees and to ensure employee productivity could be negatively affected. From time to time, there may be changes in our management team, which could create short term uncertainty. All of our employees, including members of our management team and executive officers, are generally employed on an at-will basis, which means that they could terminate their employment with us at any time. If we are unable to attract, motivate and retain qualified sales, engineering and other key employees, including our management or if they are unable to work effectively, our business and operating results could suffer.

If we fail to adequately expand and optimize our sales force, our growth will be impeded.

We need to continue to expand and optimize our sales organization in order to grow our customer base and our business. We plan to continue to expand and train our sales force, both domestically and internationally. We must design and implement effective sales incentive programs, and it can take time before new sales representatives are fully trained and productive. We must adapt our sales processes for new sales and marketing approaches, including those required by our shift to subscription services and the changes resulting from evolving economic and budgetary constraints. If we are unable to hire, develop and retain qualified sales personnel or if new sales personnel are unable to achieve desired productivity levels in a reasonable period of time, we may not be able to realize the expected benefits of these investments or increase our revenue and our business and operating results could suffer.

Our company culture has contributed to our success, and if we cannot maintain this culture as we grow, we could lose the innovation, creativity and teamwork fostered by our culture, and our business may be harmed.

We believe that our company culture has been a critical contributor to our success. Our culture fosters innovation, creativity, teamwork, passion for customers and focus on execution, and facilitates critical knowledge sharing. In particular, we believe that the difference between our sales, support and engineering cultures and those of incumbent vendors, is a key competitive advantage and differentiator for our customers and partners. As we grow and change or are required to adapt to changes in business operations, including expectations around work location, we may find it difficult to maintain these important aspects of our company culture, which could limit our ability to innovate and operate effectively. Any failure to preserve our culture could also negatively affect our ability to retain and recruit personnel, continue to perform at current levels or execute on our business strategy.

Our long-term success depends, in part, on sales outside of the United States, which subjects us to costs and risks associated with international operations.

We maintain operations outside of the United States, which we have been expanding and intend to continue to expand in the future. As a company headquartered in the United States, conducting and expanding international operations subjects us to costs and risks that we may not face in the United States, including:

- exposure to foreign currency exchange rate risk;
- difficulties in collecting payments internationally;
- managing and staffing international operations;
- establishing relationships with channel partners in international locations;
- increased travel, infrastructure and legal compliance costs associated with international locations;
- requirements to comply with a wide variety of laws and regulations associated with international operations, including taxes, customs and licensing requirements;
- significant fines, penalties and collateral consequences if we or our partners fail to comply with anti-bribery laws;
- heightened risk of improper, unfair or corrupt business practices in certain geographies;

- potentially adverse tax consequences, including repatriation of earnings;
- increased financial accounting and reporting burdens and complexities;
- political, social and economic instability abroad, terrorist attacks, war (such as the conflicts in Israel and Ukraine) and security concerns in general; and
- reduced or varied protection for intellectual property rights in some countries.

The occurrence of any of these risks could negatively affect our international operations and, consequently, our business, operating results and financial condition generally.

Our international operations, as well as tax law changes, could expose us to potentially adverse tax consequences.

Changes in federal, state, or international tax laws or tax rulings could adversely affect our effective tax rate and our operating results. We generally conduct our international operations through wholly owned subsidiaries and report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. Given proposed tax legislation and other global tax developments, we continue to evaluate our corporate structure and intercompany relationships. Future changes to U.S. and global tax laws may adversely impact our effective tax rate.

Many countries around the world are beginning to implement legislation and other guidance to align their international tax rules with the Organization for Economic Co-operation and Development (OECD)'s Base Erosion and Profit Shifting (BEPS) recommendations and related action plans that aim to standardize and modernize global corporate tax policy, including changes to cross-border tax, transfer-pricing documentation rules and nexus-based tax incentive practices. As a result, many of these changes, if enacted, could increase our worldwide effective tax rate and impact our operating results, financial condition and cash flows.

The relationships.The Tax Cuts and Jobs Act of 2017 amendments to Internal Revenue Code (IRC) Section 174 require that specific research and experimental expenditures be capitalized and amortized over five years if incurred in the U.S. or fifteen years if incurred in a foreign jurisdiction beginning in our fiscal 2023. Although Congress is considering legislation that would defer, modify or repeal this capitalization and amortization requirement, the possibility that this will happen is uncertain. If this requirement is not deferred, modified or repealed, we may continue to incur additional cash taxes.

Our intercompany relationships are, and after the implementation of any changes to our corporate structure will continue to be, subject to complex transfer pricing regulations administered by taxing authorities in various jurisdictions. The relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a disagreement were to occur, and our position were not sustained, we could be required to pay additional taxes, interest and penalties, which could result in tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

Third-party claims that we infringe their intellectual property rights could be costly and harm our business.

There is a substantial amount of intellectual property litigation in the data storage industry, and we may become party to, or threatened with, litigation or other adversarial proceedings regarding our intellectual property rights. The outcome of intellectual property litigation is subject to uncertainties that cannot be adequately quantified in advance. We have been, and may in the future be, subject to claims that we infringe upon the intellectual property rights of other intellectual property holders, particularly as we grow and face increasing competition.

Any intellectual property rights claim against us or our customers, suppliers, and channel partners, with or without merit, could be time-consuming and expensive to litigate or settle, divert management's resources and attention from operating our business and force us to acquire intellectual property rights and licenses, which may involve substantial royalty payments. Further, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages, including treble damages and attorneys' fees if we are found to have willfully infringed a patent. An adverse determination also could invalidate our intellectual property rights, prevent us from manufacturing and selling our products and may require that we procure or develop substitute products that do not infringe, which could require significant effort and expense. We are also incorporating AI into the operations of our business. The intellectual property rights surrounding AI technologies are unsettled, and the use or adoption of AI technologies in our business could expose us to copyright infringement or other intellectual property misappropriation claims.

We may not be able to re-engineer our products to avoid infringement, and we may have to seek a license for the infringed technology, which may not be available on reasonable terms or at all, may significantly increase our operating expenses or may require us to restrict our business activities in one or more respects. Even if we were able to obtain a license, it could be non-exclusive, which may give our competitors access to the same technologies licensed to us. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business. Any of these events could harm our business and financial condition.

We currently have a number of agreements in effect with our customers, suppliers and channel partners pursuant to which we have agreed to defend, indemnify and hold them harmless from damages and costs which may arise from claims of infringement by our products of third-party patents, trademarks or other proprietary rights. The scope of these indemnity obligations varies but may, in some instances, include indemnification for damages and expenses, including attorneys' fees. Our insurance may not cover intellectual property infringement claims. A claim that our products infringe a third party's intellectual property rights could harm our relationships with our customers, deter future customers from purchasing our products and expose us to costly litigation and settlement expenses. Even if we are not a party to any litigation between a customer and a third party relating to infringement claims by our products, an adverse outcome in any such litigation could make it more difficult for us to defend our products against intellectual property infringement claims in any subsequent litigation in which we are a named party. Any of these results could harm our brand, business and financial condition.

The success of our business depends in part on our ability to protect and enforce our intellectual property rights.

We rely on a combination of patent, copyright, service mark, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights, all of which provide only limited protection. We have over 2,500 issued patents and patent applications in the United States and foreign countries. We cannot assure investors that future patents issued to us, if any, will give us the protection that we seek, if at all, or that any patents issued to us will not be challenged, invalidated, circumvented or held to be unenforceable. Our issued and future patents may not provide sufficiently broad protection or may not be enforceable. Further, the laws of certain foreign countries do not provide the same level of protection of corporate proprietary information and assets such as intellectual property, trademarks, trade secrets, know-how and records, as the laws of the United States. For instance, the legal systems of certain countries, particularly certain developing countries, do not favor the enforcement of patents and other intellectual property protection. As a result, we may encounter significant problems in protecting and defending our intellectual property or proprietary rights abroad.

Changes to the intellectual property law laws in the United States and other jurisdictions could also diminish the value of our patents and patent applications or narrow the scope of our patent protection, among other intellectual property rights. We cannot be certain that the steps we have taken will prevent theft, unauthorized use or the reverse engineering of our proprietary information and other intellectual property, including technical data, manufacturing processes, data sets or other sensitive information. Moreover, others may independently develop technologies that are competitive to ours or that infringe our intellectual property. Furthermore, any of our trademarks may be challenged by others or invalidated through administrative process or litigation.

Protecting against the unauthorized use of our intellectual property, products and other proprietary rights is expensive and difficult. Litigation may be necessary in the future to enforce or defend our intellectual property rights or to determine the validity and scope of the proprietary rights of others. Any such litigation could result in substantial costs and diversion of management's resources and attention, either of which could harm our business, operating results and financial condition. Further, many of our current and potential competitors have the ability to dedicate substantially greater resources than us to defend intellectual property infringement claims and enforce their intellectual property rights. Accordingly, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property. Effective patent, trademark, service mark, copyright and trade secret protection may not be available in every country in which our products are available. An inability to adequately protect and enforce our intellectual property and other proprietary rights could harm our business and financial condition.

Our use of open source software could impose limitations on our ability to commercialize our products. Platform.

We use open source software in our products Platform and expect to continue to use open source software in the future. Although we monitor our use of open source software, the terms of many open source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to market our products. Platform. From time to time, we may face claims from third parties claiming ownership of, or demanding release of, the open source software or derivative works that we have developed using such software, which could include our proprietary source code, or otherwise seeking to enforce the terms of the applicable open source license. These claims could result in litigation and could require us to make our software source code freely available, seek licenses from third parties in order to continue offering our products Platform for certain uses or cease offering the implicated solutions unless and until we can re-engineer them to avoid infringement. This re-engineering process could require significant additional research and development resources, and we may be required to discontinue providing some of our software if re-engineering cannot be accomplished on a timely basis, any of which could harm our business, operating results and financial condition.

Failure to comply with governmental laws and regulations could harm our business.

Our business is subject to regulation by various federal, state, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, product safety, environmental laws, consumer protection laws, anti-bribery laws, import/export controls, federal securities laws and tax laws and regulations. In certain jurisdictions, these regulatory requirements may be more stringent than in the United States. For example, the European Union has adopted certain directives to facilitate the recycling of electrical and electronic equipment sold in the European Union, including the Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment directive and the Waste Electrical and Electronic Equipment directive.

Changes in applicable laws, regulations and standards could harm our business, operating results and financial condition. For example, in recent years we have been became subject to the EU General Data Protection Regulation or GDPR, since May 2018 (GDPR) and to the California Consumer Privacy Act (CCPA) since January 2020. . Additionally, the California Privacy Rights Act (CPRA), which modifies the CCPA, became fully effective as of January 1, 2023, although enforcement of CPRA regulations has been delayed by a court order until March 2024. . Other states have proposed, and in certain cases enacted, similar laws. These and potentially other future privacy regulations may require us to make further changes to our policies and procedures in the beyond what we have already done. Our business could be impacted, to some extent, by the United Kingdom's exit from the European Union and related changes in law and regulation. We made changes to have modified our data protection compliance program in relation response to data privacy regulations and will continue to monitor the implementation and evolution of global data protection regulations, but if we are not compliant with such privacy regulations, we may be subject to significant fines and our business may be harmed. The potential effects of new or modified privacy laws may be far-reaching and require us to modify our data processing practices and policies and to incur substantial costs and expenses. Customers may choose to implement technological solutions to comply with such laws that impact the performance and competitiveness of our products Platform. Even the perception of privacy concerns, whether or not valid, may harm our reputation and solutions. inhibit competitiveness and adoption of our Platform by current and future customers.

In addition, environmental, social and governance (ESG) reporting and disclosure requirements continue to evolve, with increasing global regulation. Companies must develop an expanded set of metrics and measures, data collection and processing, controls, and reporting processes in order to meet regulatory requirements. For example, the European Union recently adopted the Corporate Sustainability Reporting Directive, which requires us to prepare and provide disclosure on a variety of ESG topics; California recently enacted Senate Bill 261, which will, among other things, require us to prepare and submit climate-related financial risk reports; and the SEC recently adopted rules mandating climate-related reporting requirements. As global ESG regulatory requirements evolve, this could lead to disruptions in our product manufacturing or distribution, increase our operating costs, and harm our profitability. If we fail, or are seen as failing, to effectively respond to ESG regulatory requirements, our reputation and brand could be harmed, demand for our offerings could decline, and our profitability could be adversely impacted.

Noncompliance with applicable regulations or requirements could subject us to investigations, sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties or injunctions. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, operating results and financial condition could be harmed. Even the perception of privacy concerns, whether or not valid, may harm our reputation and inhibit competitiveness and adoption of our products by current and future customers. In addition, responding to any action will likely result in a significant diversion of management's attention and resources and an increase in professional fees. Enforcement actions and sanctions could harm our business, operating results and financial condition.

Governmental regulations affecting the import or export of products could negatively affect our revenue.

The U.S. and various foreign governments have imposed controls, export license requirements and restrictions on the import or export of some technologies, especially encryption technology, as well as laws relating to forced labor and conflict minerals. From time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring the escrow of imports or exports. If we fail to obtain required import or export approval for our products or their various components, or to timely provide requested documentation, our international and domestic sales could be harmed and our revenue may be adversely affected. In many cases, we rely on vendors and channel partners to handle logistics associated with the import and export of our products, so our visibility and control over these matters may be limited. In addition, failure to comply with such regulations could result in penalties, costs and restrictions on export privileges, which could harm our business, operating results and financial condition.

We may acquire other businesses which could require significant management attention, disrupt our business, dilute stockholder value, and adversely affect our operating results.

We may, from time have completed acquisitions in the past and continue to time, acquire complementary products, technologies or businesses, such as our evaluate and consider additional strategic transactions, including acquisitions of, Portworx or investments in, October 2020 businesses, technologies, services, products and Compuverde AB other assets in April 2019. the future. We also may enter into relationships with other businesses in order to expand our product offerings, which could involve preferred or exclusive licenses, additional channels of distribution or discount pricing or investments in other companies. Negotiating these transactions can be time-consuming, difficult and expensive, and our ability to close these transactions may be subject to third-party or government approvals, which are beyond our control. Consequently, we can make no assurance that these transactions, once undertaken and announced, will close.

These kinds of acquisitions or investments may result in unforeseen operating difficulties and expenditures. In particular, we may encounter difficulties assimilating or integrating the businesses, technologies, products, personnel or operations of acquired companies, particularly if the key personnel of the acquired business choose not to work for us, and we may have difficulty retaining the customers of any acquired business. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for development of our business. Any acquisition or investment could expose us to unknown liabilities. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction. Moreover, we cannot assure investors that the anticipated benefits of any acquisition or investment will be realized. In connection with these types of transactions, we may issue additional equity securities that dilute our stockholders, use cash that we may need in the future to operate our business, incur debt on terms unfavorable to us or that we are unable to repay, incur large charges or substantial liabilities, encounter difficulties integrating diverse business cultures and become subject to adverse tax consequences, substantial depreciation impairment or deferred compensation charges. These challenges related to acquisitions or investments could harm our business and financial condition.

Risks Related to Our Credit Facility

Restrictive covenants in the agreement governing our senior secured revolving credit facility may restrict our ability to pursue business strategies.

In August 2020, we entered into a Credit Agreement with a consortium of financial institutions and lenders that provides for a five-year, senior secured revolving credit facility of $300.0 million (Credit Facility). We can borrow, repay and re-borrow funds under this Credit Facility at any time through August 2025, subject to customary borrowing conditions, for general corporate purposes and working capital.

The agreement governing our Credit Facility limits our ability, among other things, to incur additional secured indebtedness; sell, transfer, license or dispose of assets; consolidate or merge; enter into transactions with our affiliates; and incur liens. In addition, our Credit Facility contains financial and other restrictive covenants that limit our ability to engage in activities that may be in our long term best interest, such as, subject to permitted exceptions, making capital expenditures in excess of certain thresholds, making investments, loans and other advances, and prepaying any additional indebtedness while our indebtedness under our Credit Facility is outstanding. Our failure to comply with financial and other restrictive covenants could result in an event of default, which if not cured or waived, could result in the lenders requiring immediate payment of all outstanding borrowings or foreclosing on collateral pledged to them to secure the indebtedness.

Risks Related to Our Common Stock

The trading price of our common stock has been and may continue to be volatile, and an active, liquid, and orderly market for our common stock may not be sustained.

The trading price of our common stock has been, and will likely continue to be, highly volatile. Since shares of our common stock were sold in our initial public offering in October 2015 at a price of $17.00 per share, our closing stock price has ranged from $8.76 to $40.17, $63.48, through December 6, 2023 June 5, 2024. Some of the factors, many of which are beyond our control, affecting our volatility may include:

- price and volume fluctuations in the overall stock market from time to time;
- significant volatility in the market price and trading volume of technology companies in general and of companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our operating results;
- whether our operating results meet the expectations of securities analysts or investors;
- issuance or new or updated research or reports by securities analysts, including the publication of unfavorable reports or change in recommendation or downgrading of our common stock;
- actual or anticipated developments in our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry or both;
- general economic conditions and trends, including the lingering impact of interest rates on the pandemic; overall stock market and the market for technology company stocks;
- major catastrophic events;
- sales of large blocks of our stock; or
- departures of key personnel.

In several recent situations where the price of a stock has been volatile, holders of that stock have instituted securities class action litigation against the issuer. If any of our stockholders were to bring a lawsuit against us, the defense and disposition of the lawsuit could be costly and divert the time and attention of our management and harm our business, operating results and financial condition.

We cannot guarantee that our share repurchase program will enhance shareholder value, and share repurchases could affect the price of our common stock.

Our Board of Directors has periodically authorized share repurchases, funded from available working capital, including up to $250.0 million authorized in March 2023. February 2024. The repurchase authorization has no fixed end date. Although our Board of Directors has authorized a share repurchase program, this program does not obligate us to repurchase any specific dollar amount or number of shares. The share repurchase program could affect the price of our common stock, increase volatility and diminish our cash reserves.

If securities analysts do not publish research or reports about our business, or if they downgrade our stock, our stock price could decline.

The trading market for our common stock will likely be influenced by research and reports that securities or industry analysts publish about us or our business. If one or more of these analysts downgrades our stock, lowers their price target, or publishes unfavorable or inaccurate research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price and trading volume to decline.

We have never paid dividends on our common stock and we do not anticipate paying any cash dividends in the foreseeable future.

We have never declared or paid any dividends on our common stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the future. As a result, investors may only receive a return on their investment in our common stock if the market price of our common stock increases.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws and under Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the price of our common stock.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could depress the trading price of our common stock by acting to discourage, delay or prevent a change of control of our company or changes in our management that our stockholders may deem advantageous. These provisions:

- establish a classified Board of Directors so that not all members of our Board of Directors are elected at one time;
- authorize the issuance of “blank check” preferred stock that our Board of Directors could issue to increase the number of outstanding shares to discourage a takeover attempt;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- prohibit stockholders from calling a special meeting of our stockholders;
- provide that the Board of Directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

Additionally, we are subject to Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “interested” stockholder for a period of three years following the date on which the stockholder became an “interested” stockholder and which may discourage, delay, or prevent a change of control of our company.

Any provision of our amended and restated certificate of incorporation, bylaws or Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock, and could also affect the price that some investors are willing to pay for our common stock.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware will be exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation or our bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine. The choice of forum provision may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and other employees. If a court were to find the choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business and financial condition.

General Risk Factors

Adverse economic conditions may harm our revenues, profitability and financial condition.

Our operations and performance depend in part on worldwide economic conditions and the economic health of our current and prospective customers. We have experienced global economic uncertainty, inflation, rising interest rates, supply chain constraints, labor shortages, civil unrest and political and fiscal challenges in the United States and abroad and may continue to experience these events in the future, which can arise suddenly and affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our products and services. For example, the global macroeconomic environment could be negatively affected by high interest rates, the conflicts in Israel and Ukraine, the growth rate in the economy of the European Union, China, or the United States, trade relations between the United States and China, the impact of public health epidemics or pandemics, and other geopolitical events. Additionally, the United Kingdom's exit from the European Union is disruptive and remains subject to the successful conclusion of a final withdrawal agreement between the parties. In the absence of such an agreement, there would be no transitional provisions and any exit from the European Union could lead to adverse economic consequences. Weak economic conditions would likely adversely impact our business, operating results and financial condition in a number of ways, including by reducing sales, lengthening sales cycles and lowering prices of our products and services.

Our business is subject to the risks of earthquakes, fires, floods and other natural catastrophic events, and to interruption by man-made factors such as war, computer viruses or terrorism or by the impact of public health epidemics or pandemics.

We and our suppliers have operations in locations, including our headquarters in California, that are subject to earthquakes, fires, floods and other natural catastrophic events, such as climate change, severe weather and geological events, which could disrupt our operations or the operations of our customers and suppliers. Our customers affected by a natural disaster could postpone or cancel orders of our products, which could negatively impact our business. Moreover, should any of our key suppliers fail to deliver components to us as a result of a natural disaster, we may be unable to purchase these components in necessary quantities or may be forced to purchase components in the open market at significantly higher costs. We may also be forced to purchase components in advance of our normal supply chain demand to avoid potential market shortages. Our business interruption insurance may be insufficient to compensate us for losses due to a significant natural disaster or due to man-made factors. Any natural catastrophic events may also prevent our employees from being able to reach our offices in any jurisdiction around the world, and therefore impede our ability to conduct business as usual.

In addition, man-made factors, such as acts of war, terrorism or malicious computer viruses, and public health epidemics or pandemics, could cause disruptions in our or our customers' businesses or the economy as a whole. To the extent that these disruptions result in delays or cancellations of customer orders or the deployment of our products, our business, operating results and financial condition could be harmed.

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

Purchases of Equity Securities by the Issuer

The following table summarizes our stock repurchase activity for the third quarter of fiscal 2024 (in thousands except for price per share):

Period		Average Price Paid per Share	Total Number of Shares Purchased as Part of Share Repurchase Program (1)		Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Program
August 7 - September 3	$	38.57	13	$	188,769
September 4 - October 1	$	36.53	260	$	179,287
October 2 - November 5	$	34.45	362	$	166,821

(1) In March 2023, our Board of Directors authorized share repurchases of up to an additional $250.0 million of our common stock.See "Liquidity and Capital Resources—Share Repurchase Program" included under Part I, Item 2 in this Quarterly Report on Form 10-Q.

The following table summarizes the shares of restricted common stock that were delivered by certain employees upon vesting of equity awards to satisfy tax withholding requirements during the third first quarter of fiscal 2024 2025 (in thousands except for price per share):

Period		Average Price per Share Delivered	Total Number of Shares Delivered to Satisfy Tax Withholding Requirements		Approximate Dollar Value of Shares Delivered to Satisfy Tax Withholding Requirements
August 7 - September 3	$	26.73	1	$	9
September 4 - October 1	$	35.98	130	$	4,746
October 2 - November 5	$	—	—	$	—

Period		Average Price per Share Delivered	Total Number of Shares Delivered to Satisfy Tax Withholding Requirements		Approximate Dollar Value of Shares Delivered to Satisfy Tax Withholding Requirements
February 5, 2024 - March 3, 2024	$	52.65	1	$	3
March 4, 2024 - March 31, 2024	$	49.78	249	$	12,475
April 1, 2024 - May 5, 2024	$	—	—	$	—

Item 3. Defaults upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Securities Trading Plans of Directors and Executive Officers

On April 17, 2024, John Colgrove, our Chief Visionary Officer and a member of our Board of Directors, adopted a Rule 10b5-1 trading plan on behalf of the The Colgrove Family Charitable Remainder Trust, that is intended to satisfy the affirmative defense of Rule 10b5-1(c), which provides for the sale of up to 1,000,000 shares of our common stock on specified dates until the earlier of December 31, 2024, or when all the shares under Mr. Colgrove's plan are sold.

On April 18, 2024, Dan FitzSimons, our Chief Revenue Officer, adopted a Rule 10b5-1 trading plan that is intended to satisfy the affirmative defense of Rule 10b5-1(c), which provides for the sale of up to 77,155 shares of our common stock on specified dates until the earlier of April 18, 2025, or when all the shares under Mr. FitzSimon's plan are sold. The actual number of shares subject to the trading arrangement under the Rule 10b5-1 trading plan may be lower due to our withholding of certain shares to satisfy income tax withholding and remittance obligations in connection with the vesting and net settlement of restricted stock units.

During the third first quarter of fiscal 2024, no director 2025, other than Messrs. Colgrove and FitzSimons, none of our directors or officer, executive officers, as defined in Rule 16a-1(f), adopted, modified 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.

Item 6. Exhibits.

		Incorporation By Reference			
Exhibit Number	**Description**	**Form**	**SEC File No.**	**Exhibit**	**Filing Date**
3.1	Amended and Restated Certificate of Incorporation.	10-Q	001-37570	3.1	12/11/2015
3.2	Amended and Restated Bylaws.	S-1	333-206312	3.4	9/9/2015
4.1	Form of Class A Common Stock Certificate of the Company.	S-1	333-206312	4.1	9/9/2015
4.2	Reference is made to Exhibits 3.1 and 3.2				
31.1*	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2*	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1**	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	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema Document				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document (included in Exhibit 101)				

* Filed herewith.
** Furnished herewith.

SIGNATURES

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

PURE STORAGE, INC.

Date:	December 14, 2023 June 12, 2024	By:	/s/ CHARLES GIANCARLO
			Charles Giancarlo
			Chief Executive Officer and Director
			(Principal Executive Officer)
Date:	December 14, 2023 June 12, 2024	By:	/s/ KEVAN KRYSLER
			Kevan Krysler
			Chief Financial Officer
			(Principal Financial Officer)

59 61

Exhibit 31.1

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

I, Charles Giancarlo, certify that:

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

Date: December 14, 2023 June 12, 2024	By:	/s/ CHARLES GIANCARLO
		Charles Giancarlo
		Chief Executive Officer
		(Principal Executive Officer)

Exhibit 31.2

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

I, Kevan Krysler, certify that:

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

Date: December 14, 2023 June 12, 2024	By:	/s/ KEVAN KRYSLER
		Kevan Krysler
		Chief Financial Officer
		(Principal Financial Officer)

Exhibit 32.1

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

I, Charles Giancarlo, certify pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Pure Storage, Inc. for the quarterly period ended November 5, 2023 May 5, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that information contained in such

Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and result of operations Pure Storage, Inc.

Date: December 14, 2023 June 12, 2024	By:	/s/ CHARLES GIANCARLO
		Charles Giancarlo
		Chief Executive Officer
		(Principal Executive Officer)

I, Kevan Krysler, certify pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. §1350), as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report on Form 10-Q of Pure Storage, Inc. for the quarterly period ended November 5, 2023 May 5, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and result of operations Pure Storage, Inc.

Date: December 14, 2023 June 12, 2024	By:	/s/ KEVAN KRYSLER
		Kevan Krysler
		Chief Financial Officer
		(Principal Financial Officer)

This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Pure Storage, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.

DISCLAIMER

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