REFINITIV

DELTA REPORT

10-Q

BUZZFEED, INC.

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

The following comparison report has been automatically generated

TOTAL DELTAS	2046
CHANGES	226
DELETIONS	942
ADDITIONS	878

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

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

o **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: 001-39877

BuzzFeed, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**85-3022075**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
229 West 43rd Street New York, New York	**10036**
(Address of principal executive offices)	(Zip Code)

(646) 397-2039

(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	**BZFD**	**The Nasdaq Stock Market LLC**
Redeemable warrants, each whole warrant exercisable for one share of Class A Common Stock at an exercise price of $11.50 approximately $46.00 per share	**BZFDW**	**The Nasdaq Stock Market 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	o	Accelerated filer	x o
Non-accelerated filer	o x	Smaller reporting company	x
		Emerging growth company	x

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 o No x

As of November 1, 2023 May 10, 2024, there were 138,228,523 35,240,395 shares of the registrant's Class A common stock outstanding, 6,675,517 1,368,526 shares of the registrant's Class B common stock outstanding and no shares of the registrant's Class C common stock outstanding.

BUZZFEED, INC.
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Quarterly Report on Form 10-Q may be considered 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"), which statements involve substantial risks and uncertainties. Our forward-looking statements include, but are not limited to, statements regarding our management team's expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "affect," "anticipate," "believe," "can," "contemplate," "continue," "could," "estimate," "expect," "forecast," "intend," "may," "might," "plan," "possible," "potential," "predict," "project," "seek," "should," "target," "will," "would," and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward looking Forward-looking statements include all matters that are not historical facts.

These risks and uncertainties include, but are not limited to:

- anticipated trends, growth rates, and challenges in our business and in the markets in which we operate;
- demand for our products and services or changes in traffic or engagement with our brands and content;
- changes in the business and competitive environment in which we and our current and prospective partners and advertisers operate;
- developments and projections relating to our competitors and the digital media industry, including the overall demand for advertising in the markets in which we operate;
- the impact of national and local economic and other conditions and developments in technology, each of which could influence the levels (rate and volume) of our advertising, the growth of our business, and the implementation of our strategic initiatives;
- our success in integrating and supporting the companies we acquire;
- poor quality broadband infrastructure in certain markets;
- technological developments, including artificial intelligence;
- our success in retaining or recruiting, or changes required with respect to, officers, key employees or directors;
- our business, operations, and financial performance, including expectations with respect to our financial and business performance and the benefits of our restructuring, including financial projections and business metrics, and any underlying assumptions thereunder, future business plans and initiatives, and growth opportunities;

- our future capital requirements and sources and uses of cash, including, but not limited to, our ability to obtain additional capital in the future and the actions we may need to take in order to generate capital to fund our operations, any impacts of bank failures or issues in the broader United States ("U.S.") or global financial systems, any restrictions imposed by our debt facilities, and any restrictions on our ability to access our cash and cash equivalents;

- expectations regarding future acquisitions, partnerships, or other relationships with third parties;

- developments in the law and government regulation, including, but not limited to, revised foreign content and ownership regulations, and the outcomes of legal proceedings, regulatory disputes and governmental investigations to which we are subject;

- the anticipated impacts of current global supply chain disruptions; the war between Israel and Hamas or further escalation of tensions between Russia and Western countries and the related sanctions and geopolitical tensions, as well as further escalation of trade tensions between the U.S. and China; the inflationary environment; the tight

  labor market; the continued impact of the COVID-19 pandemic and evolving strains of COVID-19; and other macroeconomic factors on our business and the actions we may take in the future in response thereto;

- our ability to maintain the listing of our Class A common stock and warrants on The Nasdaq Stock Market LLC; and

- other factors detailed under the section entitled "Risk Factors" herein, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, and in our Annual Report on Form 10-K for the year ended December 31, 2022.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are based on current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks uncertainties (some of which are beyond our control), uncertainties or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to:

- developments relating to those our competitors and the digital media industry, including overall demand of advertising in the markets in which we operate;
- demand for our products and services or changes in traffic or engagement with our brands and content;
- changes in the business and competitive environment in which we and our current and prospective partners and advertisers operate;
- macroeconomic factors described including: adverse economic conditions in the United States ("U.S.") and globally, including the potential onset of recession; current global supply chain disruptions; potential government shutdowns or a failure to raise the U.S. federal debt ceiling or to fund the federal government; the ongoing conflicts between Russia and Ukraine and between Israel and Hamas and any related sanctions and geopolitical tensions, and further escalation of trade tensions between the U.S. and China; the inflationary environment; high unemployment; high interest rates, currency fluctuations; and the competitive labor market;
- our future capital requirements, including, but not limited to, our ability to obtain additional capital in the future, to settle conversions of our unsecured convertible notes, repurchase the notes upon a fundamental change such as the delisting of our Class A common stock, or repay the notes in cash at their maturity, any restrictions imposed by, or commitments under, the indenture governing the notes or agreements governing any future indebtedness, and any restrictions on our ability to access our cash and cash equivalents;
- developments in the law and government regulation, including, but not limited to, revised foreign content and ownership regulations, and the outcomes of legal proceedings, regulatory disputes or governmental investigations to which we are subject;
- the benefits of our restructuring;
- our success divesting of companies, assets or brands we sell or in integrating and supporting the companies we acquire;
- technological developments including artificial intelligence;
- our success in retaining or recruiting, or changes required in, officers, other key employees or directors;
- use of content creators and on-camera talent and relationships with third parties managing certain of our branded operations outside of the U.S.;
- the security of our information technology ("IT") systems or data;
- disruption in our service, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure;
- our ability to maintain the listing of our Class A common stock and warrants on The Nasdaq Capital Market ("Nasdaq"); and

- other factors detailed under the section entitled "Risk Factors" herein, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, and in our Annual Report on Form 10-K for the year ended December 31, 2022. December 31, 2023 and this Quarterly Report on Form 10-Q.

Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. There may be additional risks that we consider immaterial or which are unknown. It is not possible to predict or identify all such risks. We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

This Quarterly Report on Form 10-Q contains estimates and information concerning our industry, our business, and the market for our products and services, including our general expectations of our market position, market growth forecasts, our market opportunity, and size of the markets in which we participate, that are based on industry publications, surveys, and reports that have been prepared by independent third parties. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. Although we have not independently verified the accuracy or completeness of the data contained in these industry publications, surveys, and reports, we believe the publications, surveys, and reports are generally reliable, although such information is inherently subject to uncertainties and imprecision. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including, but not limited to, those described in the section entitled “Risk Factors” herein, in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, and in our Annual Report on Form 10-K for the year ended December 31, 2022. December 31, 2023 and this Quarterly Report on Form 10-Q. These and other factors could cause results to differ materially from those expressed in these publications and reports.

Investors and others should note that we may announce material business and financial information to our investors using our investor relations website (https://investors.buzzfeed.com), U.S. Securities and Exchange Commission (“SEC”) filings, webcasts, press releases, and conference calls. We use these mediums to communicate with investors and the general public about our company, our products and services, and other issues. It is possible that the information that we make available may be deemed to be material information. We therefore encourage investors, the media, and others interested in our company to review the information that we post on our investor relations website.

PART I: FINANCIAL INFORMATION

ITEM 1: Financial Statements (unaudited)

BUZZFEED, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(*Dollars and shares in thousands, except per share amounts*)

		September 30, 2023 (Unaudited)	December 31, 2022
	March 31, 2024 (Unaudited)	March 31, 2024 (Unaudited)	December 31, 2023
Assets	**Assets**		
Current assets	Current assets		
Current assets			
Current assets			
Cash and cash equivalents	Cash and cash equivalents	$ 42,470	$ 55,774
Accounts receivable (net of allowance for doubtful accounts of $1,996 as at September 30, 2023 and $1,879 as at December 31, 2022)		60,817	116,460
Cash and cash equivalents			
Cash and cash equivalents			
Restricted cash			
Accounts receivable (net of allowance for doubtful accounts of $1,351 as at March 31, 2024 and $1,424 as at December 31, 2023)			
Prepaid expenses and other current assets	Prepaid expenses and other current assets	24,320	26,373

Current assets of discontinued operations			
Total current assets	Total current assets	127,607	198,607
Property and equipment, net	Property and equipment, net	13,415	17,774
Right-of-use assets	Right-of-use assets	51,162	66,581
Capitalized software costs, net	Capitalized software costs, net	22,110	19,259
Intangible assets, net	Intangible assets, net	109,941	121,329
Goodwill	Goodwill	91,632	91,632
Prepaid expenses and other assets	Prepaid expenses and other assets	15,340	14,790
Noncurrent assets of discontinued operations			
Total assets	**Total assets**	**$ 431,207**	**$ 529,972**
Liabilities and Stockholders' Equity	**Liabilities and Stockholders' Equity**		
Liabilities and Stockholders' Equity			
Liabilities and Stockholders' Equity			
Current liabilities	Current liabilities		
Current liabilities			
Current liabilities			
Accounts payable			
Accounts payable			
Accounts payable	Accounts payable	$ 41,610	$ 29,329
Accrued expenses	Accrued expenses	17,713	26,357
Deferred revenue	Deferred revenue	8,273	8,836
Accrued compensation	Accrued compensation	14,724	31,052
Current lease liabilities	Current lease liabilities	21,312	23,398
Current debt			
Other current liabilities	Other current liabilities	4,171	3,900
Current liabilities of discontinued operations			
Total current liabilities	Total current liabilities	107,803	122,872

Noncurrent lease liabilities	Noncurrent lease liabilities	43,424	59,315
Debt	Debt	157,061	152,253
Derivative liability		30	180
Warrant liabilities			
Warrant liabilities			
Warrant liabilities	Warrant liabilities	489	395
Other liabilities	Other liabilities	445	403
Noncurrent liabilities of discontinued operations			
Total liabilities	**Total liabilities**	**309,252**	**335,418**
Commitments and contingencies			
Commitments and contingencies			
Commitments and contingencies	Commitments and contingencies		
Stockholders' equity	**Stockholders' equity**		
Class A Common stock, $0.0001 par value; 700,000 shares authorized; 138,201 and 126,387 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively		14	13
Class B Common stock, $0.0001 par value; 20,000 shares authorized; 6,676 and 6,678 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively		1	1
Class C Common stock, $0.0001 par value; 10,000 shares authorized; 0 and 6,478 shares issued and outstanding at September 30, 2023 and December 31, 2022, respectively		—	1
Stockholders' equity			
Stockholders' equity			
Class A common stock, $0.0001 par value; 700,000 shares authorized; 35,079 and 35,035 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively			
Class A common stock, $0.0001 par value; 700,000 shares authorized; 35,079 and 35,035 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively			
Class A common stock, $0.0001 par value; 700,000 shares authorized; 35,079 and 35,035 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively			

Class B common stock, $0.0001 par value; 20,000 shares authorized; 1,368 and 1,368 shares issued and outstanding at March 31, 2024 and December 31, 2023, respectively			
Additional paid-in capital			
Additional paid-in capital			
Additional paid-in capital	Additional paid-in capital	721,980	716,233
Accumulated deficit	Accumulated deficit	(600,748)	(523,063)
Accumulated other comprehensive loss	Accumulated other comprehensive loss	(1,776)	(1,968)
Total BuzzFeed, Inc. stockholders' equity	Total BuzzFeed, Inc. stockholders' equity	119,471	191,217
Noncontrolling interests	Noncontrolling interests	2,484	3,337
Total stockholders' equity	Total stockholders' equity	121,955	194,554
Total liabilities and stockholders' equity	**Total liabilities and stockholders' equity**	**$ 431,207**	**$ 529,972**

The accompanying notes are an integral part of these condensed consolidated financial statements.

BUZZFEED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, dollars and shares in thousands, except per share amounts)

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	**2022**	**2023**	**2022**
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Revenue					
Revenue					
Revenue	Revenue	$ 73,299	$ 103,733	$ 218,353	$ 302,051
Costs and Expenses	Costs and Expenses				
Costs and Expenses					

Costs and Expenses					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization	Cost of revenue, excluding depreciation and amortization	39,836	60,989	137,687	183,336
Sales and marketing	Sales and marketing	10,300	16,317	39,736	52,808
Sales and marketing					
Sales and marketing					
General and administrative					
General and administrative					
General and administrative	General and administrative	19,080	27,254	62,438	92,381
Research and development	Research and development	2,815	5,900	10,594	23,345
Research and development					
Research and development					
Depreciation and amortization	Depreciation and amortization	8,068	9,198	24,503	26,292
Impairment expense		—	2,160	—	2,160
Depreciation and amortization					
Depreciation and amortization					
Total costs and expenses	Total costs and expenses	80,099	121,818	274,958	380,322
Loss from operations		(6,800)	(18,085)	(56,605)	(78,271)
Other expense, net		(1,307)	(2,752)	(4,362)	(5,330)
Total costs and expenses					
Total costs and expenses					
Loss from continuing operations					
Loss from continuing operations					
Loss from continuing operations					
Other (expense) income, net					
Other (expense) income, net					
Other (expense) income, net					
Interest expense, net					
Interest expense, net					
Interest expense, net	Interest expense, net	(5,904)	(5,171)	(16,953)	(14,992)
Change in fair value of warrant liabilities	Change in fair value of warrant liabilities	104	(395)	(94)	2,964
Change in fair value of warrant liabilities					
Change in fair value of warrant liabilities					
Change in fair value of derivative liability	Change in fair value of derivative liability	30	300	150	3,525
Loss before income taxes		(13,877)	(26,103)	(77,864)	(92,104)
Change in fair value of derivative liability					
Change in fair value of derivative liability					
Loss from continuing operations before income taxes					

Loss from continuing operations before income taxes					
Loss from continuing operations before income taxes					
Income tax provision	Income tax provision	55	890	165	3,036
Income tax provision					
Income tax provision					
Net loss from continuing operations					
Net loss from continuing operations					
Net loss from continuing operations					
Net loss from discontinued operations, net of tax					
Net loss from discontinued operations, net of tax					
Net loss from discontinued operations, net of tax					
Net loss	Net loss	(13,932)	(26,993)	(78,029)	(95,140)
Net income attributable to the redeemable noncontrolling interest		—	—	—	164
Net (loss) income attributable to noncontrolling interests		(210)	(137)	(470)	211
Net loss					
Net loss					
Less: net loss attributable to noncontrolling interests					
Less: net loss attributable to noncontrolling interests					
Less: net loss attributable to noncontrolling interests					
Net loss attributable to BuzzFeed, Inc.	Net loss attributable to BuzzFeed, Inc.	$ (13,722)	$ (26,856)	$ (77,559)	$ (95,515)
Net loss per Class A, Class B and Class C common share:					
Net loss attributable to BuzzFeed, Inc.					
Net loss attributable to BuzzFeed, Inc.					
Net loss from continuing operations attributable to holders of Class A and Class B common stock:					
Net loss from continuing operations attributable to holders of Class A and Class B common stock:					
Net loss from continuing operations attributable to holders of Class A and Class B common stock:					
Basic and diluted					
Basic and diluted					
Basic and diluted					
Net loss from continuing operations per Class A and Class B common share:					
Net loss from continuing operations per Class A and Class B common share:					
Net loss from continuing operations per Class A and Class B common share:					
Basic and diluted					

Basic and diluted									
Basic and diluted	Basic and diluted	$	(0.09)	$	(0.19)	$	(0.54)	$	(0.69)
Weighted average common shares outstanding:	Weighted average common shares outstanding:								
Weighted average common shares outstanding:									
Weighted average common shares outstanding:									
Basic and diluted									
Basic and diluted									
Basic and diluted	Basic and diluted		145,053		138,939		142,585		137,591

The accompanying notes are an integral part of these condensed consolidated financial statements.

BUZZFEED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited, in thousands)

	Three Months Ended March 31,							
	Three Months Ended March 31,							
	Three Months Ended March 31,							
	2024							
	2024							
	2024							
Net loss								
Net loss								
Net loss								
Other comprehensive loss								
Other comprehensive loss								
Other comprehensive loss								
Foreign currency translation adjustment								
Foreign currency translation adjustment								
Foreign currency translation adjustment								
Other comprehensive loss								
Other comprehensive loss								
Other comprehensive loss								
Comprehensive loss								
Comprehensive loss								
Comprehensive loss								
	Three Months Ended September 30,				Nine Months Ended September 30,			
Comprehensive loss attributable to noncontrolling interests								
		2023		2022		2023		2022
Net loss	$	(13,932)	$	(26,993)	$	(78,029)	$	(95,140)
Other comprehensive income (loss)								
Foreign currency translation adjustment		511		21		(191)		423
Other comprehensive income (loss)		511		21		(191)		423
Comprehensive loss		(13,421)		(26,972)		(78,220)		(94,717)
Comprehensive income attributable to the redeemable noncontrolling interest		—		—		—		164

Comprehensive (loss) income attributable to noncontrolling interests	(210)	(137)	(470)	211
Comprehensive loss attributable to noncontrolling interests				
Comprehensive loss attributable to noncontrolling interests				
Foreign currency translation adjustment attributable to noncontrolling interests				
Foreign currency translation adjustment attributable to noncontrolling interests				
Foreign currency translation adjustment attributable to noncontrolling interests	(83)	(234)	(383)	(687)
Comprehensive loss attributable to BuzzFeed, Inc.	$ (13,128)	$ (26,601)	$ (77,367)	$ (94,405)
Comprehensive loss attributable to BuzzFeed, Inc.				
Comprehensive loss attributable to BuzzFeed, Inc.				

The accompanying notes are an integral part of these condensed consolidated financial statements.

BUZZFEED, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands)

	For the Three Months Ended March 31, 2024						F
	Common Stock – Class A	Common Stock – Class A	Common Stock – Class B	Common Stock – Class C	Additional paid-in capital	Accumulated deficit	Accumu other comprehe loss
	Shares						
Balance at January 1, 2024							
Balance at January 1, 2024							
Balance at January 1, 2024							

	For the Three and Nine Months Ended September 30, 2023											
	Common Stock – Class A		Common Stock – Class B		Common Stock – Class C		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total BuzzFeed, Inc. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at January 1, 2023	126,387	$ 13	6,678	$ 1	6,478	$ 1	$ 716,233	$ (523,063)	$ (1,968)	$ 191,217	$ 3,337	$ 194,554
Cumulative effect of accounting change (see Note 2)	—	—	—	—	—	—	—	(126)	—	(126)	—	(126)
Net loss												
Net loss												
Net loss	—	—	—	—	—	—	—	(36,001)	—	(36,001)	(260)	(36,261)
Stock-based compensation	—	—	—	—	—	—	1,122	—	—	1,122	—	1,122

Issuance of common stock in connection with share-based plans	512	—	—	—	—	—	29	—	—	29	—	29
Shares withheld for employee taxes	(121)	—	—	—	—	—	(193)	—	—	(193)	—	(193)
Other comprehensive loss	—	—	—	—	—	—	—	—	(701)	(701)	(58)	(759)
Conversion of Class B common stock to Class A common stock	2	—	(2)	—	—	—	—	—	—	—	—	—
Conversion of Class C common stock to Class A common stock	6,478	1	—	—	(6,478)	(1)	—	—	—	—	—	—
Balance at March 31, 2023	133,258	$ 14	6,676	$ 1	—	$ —	$ 717,191	$ (559,190)	$ (2,669)	$ 155,347	$ 3,019	$ 158,366
Net loss	—	—	—	—	—	—	—	(27,836)	—	(27,836)	—	(27,836)
Stock-based compensation	—	—	—	—	—	—	2,257	—	—	2,257	—	2,257
Issuance of common stock in connection with share-based plans	1,692	—	—	—	—	—	—	—	—	—	—	—
Shares withheld for employee taxes	(51)	—	—	—	—	—	(27)	—	—	(27)	—	(27)
Issuance of common stock in connection with at-the-market offering, net of issuance costs	1,716	—	—	—	—	—	810	—	—	810	—	810
Other comprehensive income (loss)	—	—	—	—	—	—	—	—	299	299	(242)	57
Balance at June 30, 2023	136,615	$ 14	6,676	$ 1	—	$ —	$ 720,231	$ (587,026)	$ (2,370)	$ 130,850	$ 2,777	$ 133,627
Net loss	—	$ —	—	$ —	—	$ —	$ —	$ (13,722)	$ —	$ (13,722)	$ (210)	$ (13,932)
Stock-based compensation	—	$ —	—	$ —	—	$ —	$ 1,799	$ —	$ —	$ 1,799	$ —	$ 1,799
Issuance of common stock in connection with share-based plans	1,590	$ —	—	$ —	—	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Shares withheld for employee taxes	(359)	$ —	—	$ —	—	$ —	$ (187)	$ —	$ —	$ (187)		$ (187)
Issuance of common stock in connection with at-the-market offering, net of issuance costs	355	$ —	—	$ —	—	$ —	137	$ —	$ —	$ 137	$ —	$ 137
Other comprehensive income (loss)	—	$ —	—	$ —	—	$ —	$ —	$ —	$ 594	$ 594	$ (83)	$ 511
Balance at March 31, 2024												
Balance at September 30, 2023	138,201	$ 14	6,676	$ 1	—	$ —	$ 721,980	$ (600,748)	$ (1,776)	$ 119,471	$ 2,484	$ 121,955
Balance at March 31, 2024												
Balance at March 31, 2024												

	For the Three and Nine Months Ended September 30, 2022											
	Common Stock – Class A		Common Stock – Class B		Common Stock – Class C		Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Total BuzzFeed, Inc. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares	Amount	Shares	Amount	Shares	Amount						
Balance at January 1, 2022	116,175	$ 11	12,397	$ 1	6,478	$ 1	$ 695,869	$ (322,106)	$ (3,233)	$ 370,543	$ 2,044	$ 372,587
Net (loss) income	—	—	—	—	—	—	—	(44,894)	—	(44,894)	164	(44,730)
Stock-based compensation	—	—	—	—	—	—	3,940	—	—	3,940	—	3,940
Issuance of common stock upon exercise of stock options	411	1	—	—	—	—	358	—	—	359	—	359
Other comprehensive loss	—	—	—	—	—	—	—	—	(103)	(103)	—	(103)
Conversion of Class B common stock to Class A common stock	103	—	(103)	—	—	—	—	—	—	—	—	—
Balance at March 31, 2022	116,689	$ 12	12,294	$ 1	6,478	$ 1	$ 700,167	$ (367,000)	$ (3,336)	$ 329,845	$ 2,208	$ 332,053
Net loss	—	—	—	—	—	—	—	(23,765)	—	(23,765)	184	(23,581)
Stock-based compensation	—	—	—	—	—	—	11,284	—	—	11,284	—	11,284
Issuance of common stock upon exercise of stock options	3,561	—	—	—	—	—	2	—	—	2	—	2
Shares withheld for employee taxes	(434)	—	—	—	—	—	(1,635)	—	—	(1,635)	—	(1,635)
Other comprehensive income (loss)	—	—	—	—	—	—	—	—	958	958	(453)	505
Reclassification of noncontrolling interest (see Note 12)	—	—	—	—	—	—	—	—	—	—	2,458	2,458
Conversion of Class B common stock to Class A common stock	5,608	—	(5,608)	—	—	—	—	—	—	—	—	—
Balance at June 30, 2022	125,424	$ 12	6,686	$ 1	6,478	$ 1	$ 709,818	$ (390,765)	$ (2,378)	$ 316,689	$ 4,397	$ 321,086

	For the Three Months Ended March 31, 2023											
	Common Stock – Class A											
	Shares											
Balance at January 1, 2023												
Balance at January 1, 2023												
Balance at January 1, 2023												
Cumulative effect of accounting change												
Net loss Net loss	—	$ —	—	$ —	—	$ —	$ —	$ (26,856)	$ —	$ (26,856)	$ (137)	$ (26,993)
Stock-based compensation Stock-based compensation	—	$ —	—	$ —	—	$ —	$ 3,635	$ —	$ —	$ 3,635	$ —	$ 3,635
Issuance of common stock in connection with share-based plans Issuance of common stock in connection with share-based plans	569	$ 1	—	$ —	—	$ —	$ —	$ —	$ —	$ 1	$ —	$ 1
Shares withheld for employee taxes Shares withheld for employee taxes	(19)	$ —	—	$ —	—	$ —	$ (35)	$ —	$ —	$ (35)		$ (35)
Other comprehensive income (loss)	—	$ —	—	$ —	—	$ —	$ —	$ —	$ 255	$ 255	$ (234)	$ 21

	Common Stock – Class A	Common Stock – Class B	Com Sto Cla
Cumulative effect of accounting change	—		—
Net loss	—		—
Stock-based compensation	—	—	1,122
Issuance of common stock in connection with share-based plans	128	—	29
Shares withheld for employee taxes	(30)	—	(193)

Other comprehensive loss												
Conversion of Class B common stock to Class A common stock	8	$ —	(8)	$ —	—	$ —	$ —	$ —	$ —	$ —	$ —	$ —
Balance at September 30, 2022	125,982	$ 13	6,678	$ 1	6,478	$ 1	$ 713,418	$ (417,621)	$ (2,123)	$ 293,689	$ 4,026	$ 297,715
Conversion of Class C common stock to Class A common stock												
Balance at March 31, 2023												

Other comprehensive loss	—				
Conversion of Class B common stock to Class A common stock	—				
Conversion of Class C common stock to Class A common stock	1,620	$—	—	$ —	(1,620)

The accompanying notes are an integral part of these condensed consolidated financial statements.

BUZZFEED, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in thousands)

	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Operating activities:		
Net loss	$(78,029)	$(95,140)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	24,503	26,292

	Three Months Ended March 31, 2024	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Operating activities:			
Net (loss)			
Net (loss)			
Net (loss)			
Less: net (loss) from discontinued operations, net of tax			
Net loss from continuing operations			
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization			

Unrealized loss on foreign currency		30	4,906
Depreciation and amortization			
Depreciation and amortization			
Unrealized gain on foreign currency			
Stock based compensation	Stock based compensation	5,178	18,859
Change in fair value of warrants	Change in fair value of warrants	94	(2,964)
Change in fair value of derivative liability	Change in fair value of derivative liability	(150)	(3,525)
Amortization of debt discount and deferred issuance costs	Amortization of debt discount and deferred issuance costs	4,475	3,863
Deferred income tax	Deferred income tax	404	1,957
Provision for doubtful accounts	Provision for doubtful accounts	(10)	654
Loss (gain) on investment		3,500	(1,260)
Gain on disposition of assets			
Gain on disposition of assets			
Gain on disposition of assets	Gain on disposition of assets	(175)	(500)
Non-cash lease expense	Non-cash lease expense	15,460	14,962
Impairment expense		—	2,160
Changes in operating assets and liabilities:	Changes in operating assets and liabilities:		
Changes in operating assets and liabilities:			
Changes in operating assets and liabilities:			
Accounts receivable			
Accounts receivable			
Accounts receivable	Accounts receivable	54,823	50,761
Prepaid expenses and other current assets and prepaid expenses and other assets	Prepaid expenses and other current assets and prepaid expenses and other assets	(1,540)	(6,469)
Accounts payable	Accounts payable	14,421	4,133

Accrued compensation	Accrued compensation	(16,299)	(9,048)
Accrued expenses, other current liabilities and other liabilities	Accrued expenses, other current liabilities and other liabilities	(10,451)	(3,177)
Lease liabilities	Lease liabilities	(18,028)	(17,728)
Deferred revenue	Deferred revenue	(569)	3,367
Cash (used in) provided by operating activities from continuing operations			
Cash used in operating activities from discontinued operations			
Cash used in operating activities	Cash used in operating activities	(2,363)	(7,897)
Investing activities:	**Investing activities:**		
Investing activities:			
Investing activities:			
Capital expenditures			
Capital expenditures			
Capital expenditures	Capital expenditures	(761)	(4,528)
Capitalization of internal-use software	Capitalization of internal-use software	(10,920)	(9,746)
Proceeds from sale of asset	Proceeds from sale of asset	175	500
Cash used in investing activities		(11,506)	(13,774)
Cash used in investing activities from continuing operations			
Cash provided by investing activities from discontinued operations			
Cash provided by (used in) investing activities			
Financing activities:	**Financing activities:**		
Financing activities:			

Financing activities:			
Proceeds from exercise of stock options			
Proceeds from exercise of stock options			
Proceeds from exercise of stock options	Proceeds from exercise of stock options	29	360
Payment for shares withheld for employee taxes	Payment for shares withheld for employee taxes	(407)	(1,670)
Borrowings on Revolving Credit Facility		2,128	5,000
Payments on Revolving Credit Facility	Payments on Revolving Credit Facility	(1,796)	—
Proceeds from the issuance of common stock in connection with at-the-market offering, net of issuance costs		902	—
Deferred reverse recapitalization costs		—	(585)
Cash provided by financing activities		856	3,105
Payments on Revolving Credit Facility			
Payments on Revolving Credit Facility			
Payment on Convertible Notes			
Payment of early termination fee for Revolving Credit Facility			
Payment of deferred issuance costs			
Cash used in financing activities			
Effect of currency translation on cash and cash equivalents	Effect of currency translation on cash and cash equivalents	(291)	(2,031)
Net decrease in cash and cash equivalents		(13,304)	(20,597)
Cash and cash equivalents at beginning of period		55,774	79,733
Cash and cash equivalents at end of period		$ 42,470	$ 59,136

Net increase (decrease) in cash and cash equivalents
Cash and cash equivalents and restricted cash at beginning of period
Cash and cash equivalents and restricted cash at end of period

The accompanying notes are an integral part of these condensed consolidated financial statements.

BUZZFEED, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited, tabular amounts and shares in thousands, except per share amounts)

1. Description of the Business

BuzzFeed, Inc. (referred to herein, collectively with its subsidiaries, as "BuzzFeed" or the "Company") is a premier digital media company for the most diverse, most online, and most socially connected generations the world has ever seen. Across entertainment, news, food, news, pop culture and commerce, our brands drive conversation and inspire what audiences watch, read, and buy now — and into the future. The Company's portfolio of iconic, globally-loved brands includes include BuzzFeed, HuffPost, Tasty, Complex Networks, and First We Feast. Feast (including Hot Ones). BuzzFeed derives its revenue primarily from advertising, content, and commerce and other sold to leading brands. The Company has one reportable segment.

On December 3, 2021, we consummated a business combination (the "Business Combination") with 890 5th Avenue Partners, Inc. ("890"), certain wholly-owned subsidiaries of 890, and BuzzFeed, Inc., a Delaware corporation ("Legacy BuzzFeed"). In connection with the Business Combination, we acquired 100% of the membership interests of CM Partners, LLC. CM Partners, LLC, together with Complex Media, Inc., is referred to herein as "Complex Networks." Following the closing of the Business Combination, 890 was renamed "BuzzFeed, Inc."

Additionally, pursuant to subscription agreements entered into in connection with the entry into the merger agreement pursuant to which consummation of the Business Combination, was consummated, the Company issued, and certain investors purchased, $150.0 million aggregate principal amount of unsecured convertible notes due 2026 (the "Notes") concurrently with the closing of the Business Combination (the "Notes").

Liquidity

Combination. As a digital media company, the Company is subject to certain inherent risks and uncertainties associated with the development of its business. To date, substantially all of the Company's efforts have been devoted to the growth of its owned and operated properties and portfolio of brands. This includes the Company's proprietary technology infrastructure, advertising solutions, content creation tools, and more. The Company has invested in the recruitment of key management and technical staff and has acquired certain businesses. These investments have historically been funded by raising outside capital, and as a result of these efforts, the sale of certain assets relating to the business of Complex Networks, as discussed within Note 19 herein (the "Disposition"), the Company has repaid approximately $30.9 million of the Notes on March 7, 2024, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024.

Liquidity and Going Concern

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally incurred significant losses accepted in the U.S. ("U.S. GAAP") on a going concern basis, which contemplates the realization of assets and used net cash outflows from operations since inception — and it may continue to incur such losses and use net cash outflows for satisfaction of liabilities in the foreseeable future until such time it reaches scale normal course of profitability without needing to rely on funding from outside capital to sustain its operations.

In order to execute its growth strategy, the Company has historically relied on outside capital through the issuance of equity, debt, and borrowings under financing arrangements (collectively "outside capital"). The Company may continue to rely on outside capital for the foreseeable future. While the Company believes it will eventually reach a scale of profitability to sustain its operations, there can be no assurance it will be able to achieve such profitability or generate consistent positive cash flows from operations, or do so in a manner that does not necessitate its continued reliance on outside capital.

business. As of the date the accompanying condensed consolidated financial statements were issued (the "issuance date"), the significance of the following adverse conditions were evaluated in accordance with U.S. GAAP. The presence of the following risks and uncertainties associated with the Company's financial condition may adversely affect our the Company's ability to sustain its operations over the next 12 months beyond the issuance date.

- Since its inception, the Company has generally incurred significant losses and used net cash flows from operations to grow its owned and operated properties and portfolio of its iconic brands. During the nine three months ended September 30, 2023 March 31, 2024, the Company incurred a net loss of $78.0 $35.8 million (and a net loss of

$26.6 million from continuing operations) and used net cash flows from its operations of $2.4 million.$13.3 million (and net cash used in operating activities from continuing operations was $5.3 million). Additionally, as of September 30, 2023March 31, 2024, the Company had unrestricted cash and cash equivalents of $42.5$44.5 million to fund its operations $0.7 million available under the Company's $50.0 million revolving loan and standby letter of credit facility agreement (the "Revolving Credit Facility") (refer to Note 9 herein for additional details), and an accumulated deficit of $600.7$647.5 million.

• As described in Note 8 herein, the Company repaid approximately $30.9 million of the Notes on March 7, 2024, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. As described in Note 8 herein, each holder of a Note has the right under the indenture governing the Notes to require the Company to repurchase, for cash, all or a portion of the Notes held by such holder (i) at any time on or after December 3, 2024, at a repurchase price equal to the principal amount plus accrued and unpaid interest, or (ii) upon the occurrence of a fundamental change (as defined in the indenture) before the maturity date (i.e., December 3, 2026), at a repurchase price equal to 101% of the principal amount plus accrued and unpaid interest. Moreover, the Company will be required to repay the Notes, in cash, at their maturity, unless earlier converted, redeemed, or repurchased. In the event some or all of the holders of the Notes exercise their call rights, the Company currently does not have sufficient cash on hand or projected cash flows to fund the potential call. The Company expectsCompany's failure to continuecomply with the provisions of the indenture governing the Notes, including the Company's failure to be impactedrepurchase the Notes, as required by the challenging U.S.indenture, could trigger an event of default under the indenture, which would allow the holders of Notes to accelerate the maturity of the Notes and global macroeconomic environment, which could adversely impact its abilityrequire the Company to grow revenue overrepay the next 12 months beyondNotes prior to their maturity. In addition, on February 28, 2024, the Company amended the indenture governing the issuance date. For example,Notes to provide that, among other things, 95% of the net proceeds of future asset sales must be used to repay the Notes.

As described in Note 14 herein, the Company's Class A common stock experienced a significant decline whereby the trading price remained below $1.00 per share for a sustained period during 2023. As a result, the Company received a letter from The Nasdaq Stock Market LLC ("Nasdaq") on May 31, 2023 notifying the Company that, for the previous 30 consecutive business days, the bid price for the Company's Class A common stock had closed below the minimum $1.00 per share requirement for continued listing on The Nasdaq Global Market (the "Bid Price Requirement") and that the Company had until November 28, 2023 in order to regain compliance. After receiving an extension from Nasdaq on November 28, 2023, the Company now has until May 28, 2024 in order to regain compliance with Nasdaq's Bid Price Requirement. While, as described in Notes 2 and 14 herein, the Company effected the Reverse Stock Split (as defined in Note 2 herein) on May 6, 2024, and the closing bid price for the Company's Class A common stock has exceeded $1.00 per share since that date, the Company has experienced negative impactsnot yet regained compliance with the Bid Price Requirement, as there has not been 10 business days since the effective date of the Reverse Stock Split. Further, as also described in Note 14 herein, following its 2024 annual meeting of stockholders (the "2024 Annual Meeting"), the Company is not in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the audit committees of listed companies have a minimum of three members that satisfy certain criteria for service on both traffic consumption and client demands.

• the committee (the "Nasdaq Audit Committee Requirement"). The Company continueshas until the earlier of its 2025 annual meeting of stockholders and April 25, 2025 to regain compliance. If the Company is not in compliance with the Nasdaq Audit Committee Requirement by that date, then the Company's Class A common stock will be affected by its ongoing effortssubject to integrate its combined brand portfolio and sales execution againstdelisting. If the combined brand portfolio, which may result inCompany is not able to regain compliance with either the incurrence of unexpected expensesBid Price Requirement or the inabilityNasdaq Audit Committee Requirement, and, as such, the Company's Class A common stock is delisted from Nasdaq, the Company will be faced with a number of significant material adverse consequences, including: limited availability of market quotations for its Class A common stock; limited news and analyst coverage; decreased ability to realize anticipated benefitsobtain additional financing or failure to comply with the covenants required by the Notes; limited liquidity for its stockholders due to thin trading; and synergiesa potential loss of confidence by investors, employees and other third parties who do business with the Company. In particular, under the indenture governing the Notes, the failure of the Company's Class A common stock to remain listed would constitute a fundamental change which would require the Company to offer to repurchase the remaining outstanding Notes, for cash, at a repurchase price equal to 101% of par plus accrued and unpaid interest. As of the issuance date, the Company does not have available liquidity to repurchase the Notes upon a fundamental change. The Company's failure to repurchase the Notes as required by the indenture would constitute an event of default under the indenture.

To address its capital needs, the Company may explore options to restructure its outstanding debt, and is working with advisors to optimize its condensed consolidated balance sheet. However, the Company can provide no assurance that it will generate sufficient cash inflows from operations, or that it will be successful in obtaining such new financing, or in optimizing its condensed consolidated balance sheet in a manner necessary to fund its obligations as they become due over the next 12 months beyond the issuance date.

• The Company is required to remain in compliance with certain covenants required by the Revolving Credit Facility, which, among others, require it to maintain a minimum of $25.0 million of unrestricted cash at all times and limit, under prescribed circumstances, its ability to incur additional indebtedness, pay dividends, hold unpermitted investments or make material changes to the business. While the Company was in compliance with the financial covenants under the Revolving Credit Facility as of September 30, 2023, and it expects to remain in compliance throughout 12 months beyond the issuance date, Additionally, the Company may be unable to remain in compliance with one or moreimplement incremental cost savings actions and pursue additional sources of these covenants if it is unable to generate net cash inflows from operations or, if necessary, secure additional outside capital (including through our at-the-market-offering; refer to Note 11 herein for additional details). In the event the Company is unable to remain in compliance with one or more of the aforementioned covenants, and it is unable to secure a waiver or forbearance, the lender may, atsupplement its discretion, exercise any and all of its existing rights and remedies,funding obligations as they become due, which may include among others, accelerating repaymentadditional offerings of its Class A common stock under the outstanding borrowings and/or asserting its rightsat-the-market offering (as described in the assets securing the loan.

Due to the risks and uncertainties described above, the Company continues to carefully evaluate its liquidity position. The Company recognizes the significant challenge of maintaining sufficient liquidity to sustain its operations or remain in compliance with one or more of the covenants required by the Revolving Credit Facility for the next 12 months beyond the issuance date. However, notwithstanding its liquidity position asNote 9 herein). As of the issuance date, and while it is difficult to predict its future liquidity requirements with certainty, the Company currently expects it will be able to generate sufficient liquidity to fund its operations over the next 12 months beyond the issuance date.

In response to the risks and uncertainties described above, the Company may plan to secureno additional sources of outside capital over the next 12 months beyond the issuance date. While the Company has historicallyhave been successful in its ability to secure outside capital, assecured or were deemed probable of the issuance date, the Company had no firm commitments of additional outside capitalbeing secured, other than the Company's at-the-market-offering, which is subject to the conditions contained in the At-The-Market Offering agreement dated June 20, 2023 with Craig-Hallum Capital Group LLC (refer to Note 11 herein for additional details).LLC. The Company can provide no assurance it will be able to continue to secure outside capital in the future or do so on terms that are acceptable to it, which could be due to future market conditions which are outside of its control. Furthermore, the Company also plans to continue to closely monitor its cash flow forecast and, if necessary, it will implement certain incremental cost savings to preserve its liquidity beyond those that were implemented through the restructuring activities that occurred during fiscal year 2022 and 2023 (refer to Note 14 herein for additional details) or through the reduction of its real estate footprint. While the Company currently expects it will be able to successfully generate sufficient liquidity to fund its operations for the next 12 months beyond the issuance date, it can provide no assurance it will successfully generate such liquidity, or if necessary, secure additional outside capital (including through our at-the-market-offering; refer to Note 11 herein for additional details) the Company's at-the-market-offering) or implement incremental cost savings.

COVID-19

In March 2020, Moreover, on an ongoing basis, the World Health Organization declared Company is evaluating strategic changes to its operations, including asset divestitures, restructuring, or the viral strain discontinuance of COVID-19 a global pandemic and recommended containment and mitigation measures worldwide. The spread unprofitable lines of COVID-19 and the resulting economic contraction resulted in increased business uncertainty and significantly impacted business. Any such transaction could be material to the Company's business, financial condition and results of operations. While the extent The nature and timing of any such changes depend on a variety of factors, including, as of the impact has generally decreased, applicable time: the Company's available cash, liquidity and operating performance; its commitments and obligations; its capital requirements; limitations imposed under its credit arrangements; and overall market conditions. As of the issuance date, the Company continues to monitor work with its external advisors to optimize its condensed consolidated balance sheet and evaluate its assets.

These uncertainties raise substantial doubt about the status, and respond Company's ability to the effects of, the COVID-19 pandemic and its impact continue as a going concern. The accompanying condensed consolidated financial statements have been prepared on the Company's business. Future developments regarding COVID-19 basis that the Company will continue to operate as a going concern, which contemplates that it will be uncertain able to realize assets and difficult to predict. There can be no assurances that future impacts related to COVID-19, including new variants, or other global pandemics will not adversely impact our business, results of operations, financial condition settle liabilities and cash flows in future periods.

commitments in the normal course of business for the foreseeable future. Accordingly, the accompanying condensed consolidated financial statements do not include any adjustments that may result from the outcome of these uncertainties.

2. Summary of Significant Accounting Policies

Basis of Financial Statements and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") U.S. GAAP and applicable rules and regulations of the Securities and Exchange Commission (the "SEC") regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been omitted pursuant to such rules and regulations. As such, the accompanying condensed consolidated financial statements and these related notes should be read in conjunction with the Company's consolidated financial statements and related notes as of and for the year ended December 31, 2022 December 31, 2023, as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

The condensed consolidated financial statements include all normal recurring adjustments that, in the opinion of management, are necessary to present fairly the results for the interim periods presented. Interim results are not necessarily indicative of the results for the full year ended December 31, 2023 December 31, 2024.

The condensed consolidated financial statements include the accounts of BuzzFeed, Inc., and its wholly-owned and majority-owned subsidiaries, and any variable interest entities for which the Company is the primary beneficiary. All intercompany balances and transactions have been eliminated in consolidation.

Reverse Stock Split

The Company held the 2024 Annual Meeting on April 25, 2024 and, at the 2024 Annual Meeting, the Company's stockholders approved the grant of discretionary authority to the Company's board of directors to (1) amend the Company's Second Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to combine outstanding shares of each of the Company's Class A common stock and the Company's Class B common stock into a lesser number of outstanding shares of Class A common stock and Class B common stock, as the case may be, at a specific ratio within a range of one-for-two (1-for-2) to a maximum of a one-for-twenty five (1-for-25), with the exact ratio to be determined by the Company's board of directors in its sole discretion; and (2) effect such reverse stock split, if at all, within one year of the date the proposal is approved by the Company's stockholders (i.e., by April 25, 2025).

The Company's board of directors subsequently approved effecting a reverse stock split, effective as of May 6, 2024, and fixed a ratio for the reverse stock split at one-for-four (1-for-4). On April 26, 2024, the Company filed an amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware (the "Certificate of Amendment"). The Certificate of Amendment effected a reverse stock split of the Class A common stock and Class B common stock at a ratio of one-for-four (1-for-4) (the "Reverse Stock Split"), effective as of 12:01 a.m., Eastern Time, on May 6, 2024. The Class A common stock began trading on a split-adjusted basis on the Nasdaq on May 6, 2024, under the existing symbol "BZFD," but the security has a new CUSIP number of 12430A300. The Public Warrants (as defined in Note 4 herein) continued to be traded under the symbol "BZFDW" and the CUSIP identifier for Public Warrants remain unchanged.

As a result of the Reverse Stock Split, every four shares of the Company's Class A common stock and the Company's Class B common stock issued and outstanding immediately prior to the Reverse Stock Split were converted into one share of Class A common stock and Class B common stock, after the Reverse Stock Split. The Reverse Stock Split applied uniformly to all holders of Class A common stock and Class B common stock, and did not alter any stockholder's percentage interest in the Company, except to the extent that the Reverse Stock Split would have resulted in some stockholders owning a fractional share. No fractional shares were issued in connection with the Reverse Stock Split, as all fractional shares were rounded up to the nearest whole share. Pursuant to the terms of the agreement governing the Public and Private Warrants, fractional shares of Class A common stock will not be issued upon exercise of a warrant, and if a holder of a warrant would be entitled to receive, upon the exercise thereof, a fractional interest in a share of Class A common stock, the Company will round down to the nearest whole number the number of shares of Class A Common Stock to be issued to such holder.

Unless otherwise noted, all shares of Class A common stock and Class B common stock, including shares of Class A common stock underlying the Public Warrants and Private Warrants (as defined in Note 4 herein), stock options,

restricted stock units, and the Notes, shares of Class A common stock available for grant under the Company's equity incentive plans, shares of Class A common stock sold and available for sale under the Company's at-the-market offering, and all conversion ratios, exercise prices, and per share information with respect thereto in the condensed consolidated financial statements have been retroactively adjusted to reflect the one-for-four (1-for-4) Reverse Stock Split, as if the split occurred at the beginning of the earliest period presented in this Quarterly Report on Form 10-Q.

Discontinued Operations and Held for Sale

A business is classified as held for sale when management having the authority to approve the action commits to a plan to sell the business, the sale is probable to occur during the next 12 months at a price that is reasonable in relation to its current fair value, and when certain other criteria are met. A business classified as held for sale is recorded at the lower of (i) its carrying amount and (ii) estimated fair value less costs to sell. When the carrying amount of the business exceeds its estimated fair value less costs to sell, a loss is recognized and updated each reporting period as appropriate.

The results of operations of businesses classified as held for sale are reported as discontinued operations if the disposal represents a strategic shift that will have a major effect on the entity's operations and financial results. When a business is identified for discontinued operations reporting: (i) results for prior periods are retrospectively reclassified as discontinued operations; (ii) results of operations are reported in a single line, net of tax, in the consolidated statement of operations; and (iii) assets and liabilities are reported as held for sale in the consolidated balance sheets in the period in which the business is classified as held for sale.

The Company concluded the assets of the Complex Networks business, excluding the First We Feast brand, met the criteria for classification for held for sale as of December 31, 2023. Additionally, the Company determined the disposal (i.e., the Disposition), which took place on February 21, 2024, represented a strategic shift that had a major effect on our operations and financial results. As such, the results of Complex Networks, excluding First We Feast, are presented as discontinued operations in the condensed consolidated financial statements of operations for all periods presented. Prior periods have been adjusted to conform to the current presentation. The assets of Complex Networks have been reflected as assets of discontinued operations in the condensed consolidated balance sheet for the year ended December 31, 2023. Refer to Note 19 herein for additional details.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported results of operations during the reporting period. Due to the use of estimates inherent in the financial reporting process actual results could differ from those estimates.

Key estimates and assumptions relate primarily to revenue recognition, fair values of intangible assets acquired in business combinations, valuation allowances for deferred income tax assets, allowance for doubtful accounts, fair value of the derivative liability, fair values used for stock-based compensation in periods prior to the Business Combination, useful lives of fixed assets, and capitalized software costs.

Recently Adopted Cash and Cash Equivalents and Restricted Cash

Financial instruments that potentially subject the Company to concentration of credit risk consist of cash and cash equivalents. The Company considers instruments with an original maturity of three months or less at the date of purchase to be cash equivalents. The Company's cash and cash equivalents consist of demand deposits with financial institutions and investments in money market funds. Deposits held with these financial institutions may exceed the amount of insurance provided on such deposits. The associated risk of concentration is mitigated by banking with creditworthy institutions.

The Company classifies all cash the use of which is limited by contractual provisions as restricted cash. In the first quarter of 2024, the Company cash collateralized the $15.5 million letters of credit outstanding under the Revolving Credit Facility (as defined in Note 8 herein) in the amount of $17.1 million. As such, the $17.1 million is classified as restricted cash within the condensed consolidated balance sheet.

Accounting Pronouncements

The Company, an emerging growth company, ("EGC"), has elected to take advantage of the benefits of the extended transition period provided for in Section 7(a)(2)(B) of the Securities Act, as amended, for complying with new or revised accounting standards which allows the Company to defer adoption of certain accounting standards until those standards would otherwise apply to private companies.

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update 2016-13, *Financial Instruments — Credit Losses (Topic 326)*, which changes the impairment model for most financial assets, including accounts receivable, and replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. The guidance is effective for the Company for interim and annual periods beginning after December 15, 2022, with early adoption permitted. Effective January 1, 2023, the Company adopted this standard using a modified retrospective transition approach, which required a cumulative effect adjustment to the balance sheet as of January 1, 2023. The adoption of this standard did not have a material impact to our condensed consolidated financial statements.

Accounting Pronouncements Not Yet Adopted

None. In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," which is intended to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses, allowing financial statement users to better understand the components of a segment's profit or loss to assess potential future cash flows for each reportable segment and the entity as a whole. The amendments expand a public entity's segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), clarifying when an entity may report one or more additional measures to assess segment performance, requiring enhanced interim disclosures, providing new disclosure requirements for entities with a single reportable segment, and requiring other new disclosures. The amendments are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and early adoption is permitted. Although the ASU only requires additional disclosures about the Company's single operating segment, the Company is currently evaluating the impact of adopting this guidance on the condensed consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," which is intended to enhance the transparency, decision usefulness, and effectiveness of income tax disclosures. The amendments in this ASU require a public entity to disclose a tabular tax rate reconciliation, using both percentages and currency, with specific categories. Public companies are also required to provide a qualitative description of the states and local jurisdictions that make up the majority of the effect of the state and local income tax category and the net amount of income taxes paid, disaggregated by federal, state and foreign taxes and also disaggregated by individual jurisdictions. The amendments also remove certain disclosures that are no longer considered cost beneficial. The amendments are effective prospectively for annual periods beginning after December 15, 2024, and early adoption and retrospective application are permitted. The Company is currently evaluating the impact of adopting this guidance on the condensed consolidated financial statements.

3. Acquisitions and Dispositions

Complex Networks Acquisition

On December 3, 2021, in conjunction with the Business Combination, the Company completed the acquisition of 100% of the members' interests of Complex Networks, a publisher of online media content targeting Millennial and Gen Z consumers (the "Complex Networks Acquisition").

The following table summarizes the fair value of consideration exchanged as a result of the Complex Networks Acquisition:

Cash consideration(1)	$	197,966
Share consideration(2)		96,200
Total consideration	$	294,166

(1) Includes the cash purchase price of $200.0 million adjusted for certain closing specified liabilities as specified in the Complex Networks Acquisition purchase agreement.

(2) Represents 10,000,000 shares of our Class A common stock at a price of $9.62 per share, which is based on the closing stock price of our Class A common stock on the date on which the Business Combination was consummated.

The following table summarizes the determination of the fair value of identifiable assets acquired and liabilities assumed in connection with the Complex Networks Acquisition. During the year ended December 31, 2022, the Company finalized the fair value of assets acquired and liabilities assumed. Measurement period adjustments were reflected during the year ended December 31, 2022, which is the period in which the adjustments occurred. The adjustments resulted from new information obtained about facts and circumstances that existed as of the acquisition date.

	Preliminary	Measurement Period Adjustments	Final
Cash	$ 2,881	—	$ 2,881
Accounts receivable	22,581	11	22,592
Prepaid and other current assets	17,827	281	18,108
Property and equipment	332	(15)	317
Intangible assets	119,100	—	119,100
Goodwill	189,391	(909)	188,482
Accounts payable	(2,661)	—	(2,661)
Accrued expenses	(12,319)	(803)	(13,122)
Accrued compensation	(12,867)	349	(12,518)
Deferred revenue	(5,855)	(48)	(5,903)
Deferred tax liabilities	(22,776)	1,134	(21,642)
Other liabilities	(1,468)	—	(1,468)
Total consideration for Complex Networks	**$ 294,166**	**$ —**	**$ 294,166**

The table below indicates the estimated fair value of each of the identifiable intangible assets:

	Asset Fair Value	Weighted Average Useful Life (Years)
Trademarks & tradenames	97,000	15
Customer relationships	17,000	4
Developed technology	5,100	3

The fair values of the intangible assets were estimated using Level 3 inputs. The fair value of trademarks and trade names was determined using the relief from royalty method, the fair value of customer relationships was determined using the multi-period excess earnings approach, and the fair value of acquired technology was determined using the replacement cost approach. The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired resulted in $188.5 million of goodwill, which is primarily attributed to workforce and synergies, and is not deductible for tax purposes.

Goodwill Impairment

The Company reviews goodwill for impairment annually as of October 1 and more frequently if events or changes in circumstances indicate an impairment may exist (a "triggering event"). As of September 30, 2023, the Company had $91.6 million of goodwill recorded on its condensed consolidated balance sheet. During the year ended December 31, 2022, the Company recorded a $102.3 million non-cash goodwill impairment charge driven by a sustained decline in share price that pushed our market capitalization below the carrying value of our stockholders' equity.

During the three months ended September 30, 2023, the Company identified a further sustained decline in share price whereby the Company's market capitalization was below the carrying value of its stockholders' equity. The Company concluded the sustained decline in share price was a triggering event and proceeded with a quantitative goodwill impairment assessment. The quantitative impairment assessment was performed as of September 30, 2023, utilizing an equal weighting of the income and market approaches. The analysis required the comparison of the Company's carrying value with its fair value, with an impairment recorded for any excess of carrying value over the fair value. The discounted cash flow method was used to determine the fair value of the Company's single reporting unit under the income approach. The adjusted market capitalization method was used to determine the fair value of the reporting unit under the market approach. The adjusted market capitalization method is calculated by multiplying the average share price of the Company's common stock for the average between (i) the singular day of September 30, (ii) seven days prior to the measurement date, and (iii) 30 days prior to the measurement date, by the number of outstanding shares of common stock and adding a control premium that reflects the premium a hypothetical buyer might pay. The control premium was estimated using historical transactions over three years. The results of the quantitative analysis performed indicated the fair value of the reporting unit exceeded the carrying value by more than 10%. As a result, the Company concluded there was no goodwill impairment as of September 30, 2023. The Company believes our procedures for determining fair value are reasonable and consistent with current market conditions as of September 30, 2023.

4. Revenue Recognition

Disaggregated Revenue

The table below presents the Company's revenue disaggregated based on the nature of its arrangements. Management uses these categories of revenue to evaluate the performance of its businesses and to assess its financial results and forecasts.

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Advertising					
Advertising					
Advertising	Advertising	$ 32,589	$ 50,404	$ 102,234	$ 152,296
Content	Content	26,250	38,416	79,347	110,979
Content					
Content					
Commerce and other					
Commerce and other					
Commerce and other	Commerce and other	14,460	14,913	36,772	38,776
Total	Total	$ 73,299	$ 103,733	$ 218,353	$ 302,051
Total					
Total					

The following table presents the Company's revenue disaggregated by geography:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	Three Months Ended March 31,			

		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Revenue:					
Revenue:					
Revenue:	Revenue:				
United States	United States	$ 66,877	$ 94,582	$ 202,770	$ 272,869
United States					
United States					
International					
International					
International	International	6,422	9,151	15,583	29,182
Total	Total	$ 73,299	$ 103,733	$ 218,353	$ 302,051
Total					
Total					

Contract Balances

The timing of revenue recognition, billings and cash collections can result in billed accounts receivable, unbilled receivables revenue (contract assets), and deferred revenues (contract liabilities). The payment terms and conditions within the Company's contracts vary by type, but the substantial majority require that customers pay for their services on a monthly or quarterly basis, as the services are being provided. When the timing of revenue recognition differs from the timing of payments made by customers, the Company recognizes either unbilled revenue (performance (when performance precedes the billing date) or deferred revenue (customer (when customer payment is received in advance of performance). The Company has determined its contracts generally do not include a significant financing component.

The Company's contract assets are presented in Prepaid prepaid and other current assets on the accompanying condensed consolidated balance sheets and totaled $10.0 million $5.4 million and $12.1 million $8.3 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. These amounts relate to revenue recognized during the respective period that is expected to be invoiced and collected in future periods.

The Company's contract liabilities, which are recorded in Deferred deferred revenue on the accompanying condensed consolidated balance sheets, are expected to be recognized as revenues during the succeeding 12-month period. Deferred revenue totaled $8.3 million $2.4 million and $8.8 million $1.9 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

The amount of revenue recognized during the nine three months ended September 30, 2023 March 31, 2024 that was included in the deferred revenue balance as of December 31, 2022 December 31, 2023 was $6.3 million $0.5 million.

Transaction Price Allocated to Remaining Performance Obligations

The Company has certain licensing contracts with minimum guarantees and terms extending beyond one year. Revenue to be recognized related to the remaining performance obligations was $2.4 million $2.1 million as of September 30, 2023 March 31, 2024 and is generally expected to be recognized over the next one to four three years. This amount does not include: (i) contracts with an original expected duration of one year or less, such as advertising contracts; (ii) variable consideration in the form of sales-based royalties; or (iii) variable consideration allocated entirely to wholly unperformed performance obligations.

For each contract, the Company estimates whether it will be subject to variable consideration under the terms of the contract and includes its estimate of variable consideration, subject to constraint, in the transaction price based on the expected value method when it is deemed probable of being realized based on historical experience and trends. The Company updates its estimate of the transaction price each reporting period and the effect of variable consideration on the transaction price is recognized as an adjustment to revenue on a cumulative catch-up basis.

5. 4. Fair Value Measurements

The Company's financial assets and liabilities that are measured at fair value on a recurring basis are summarized below:

	September 30, 2023			
	Level 1	Level 2	Level 3	Total
	March 31, 2024			
	Level 1			
	March 31, 2024			
	Level 1	Level 2	Level 3	Total

Assets:	**Assets:**				
Cash equivalents:	Cash equivalents:				
Cash equivalents:					
Cash equivalents:					
Money market funds					
Money market funds					
Money market funds	Money market funds	$25,205	$—	$—	$25,205
Total	Total	$25,205	$—	$—	$25,205
Liabilities:	**Liabilities:**				
Derivative liability	Derivative liability	$ —	$—	$30	$ 30
Derivative liability					
Derivative liability					
Other non-current liabilities:	Other non-current liabilities:				
Public Warrants					
Public Warrants					
Public Warrants	Public Warrants	484	—	—	484
Private Warrants	Private Warrants	—	5	—	5
Total	Total	$ 484	$ 5	$30	$ 519

		December 31, 2022			
		Level 1	Level 2	Level 3	Total
	December 31, 2023				
	Level 1				
Assets:	**Assets:**				
Cash equivalents:	Cash equivalents:				
Cash equivalents:					
Cash equivalents:					
Money market funds					
Money market funds					
Money market funds	Money market funds	$1,154	$—	$ —	$1,154
Total	Total	$1,154	$—	$ —	$1,154
Liabilities:	**Liabilities:**				
Derivative liability	Derivative liability	$ —	$—	$180	$ 180
Derivative liability					
Derivative liability					
Other non-current liabilities:	Other non-current liabilities:				

December 31, 2023			
Level 1	Level 2	Level 3	Total

Public Warrants

Public Warrants

Public Warrants	Public Warrants	384	—	—	384		402		—	402
Private Warrants	Private Warrants	—	11	—	11	Private Warrants	—	4	—	4
Total	Total	$ 384	$11	$180	$ 575					

The Company's investments in money market funds are measured at amortized cost, which approximates fair value.

The Company's warrant liability as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 includes public and private warrants that were originally issued by 890, but which were assumed by the Company as part of the closing of the Business Combination (the "Public Warrants" and "Private Warrants," respectively), which are recorded on the balance sheet at fair value. The carrying amount is subject to remeasurement at each balance sheet date. With each remeasurement, the carrying amount is adjusted to fair value, with the change in fair value recognized in the Company's condensed consolidated statements of operations and comprehensive loss.

The Public Warrants are publicly traded under the symbol "BZFDW", "BZFDW," and the fair value of the Public Warrants at a specific date is determined by the closing price of the Public Warrants as of that date. As such, the Public Warrants are classified within Level 1 of the fair value hierarchy. The closing price of the Public Warrants was $0.05 $0.18 and $0.04 $0.16 as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

As of September 30, 2023 and December 31, 2022, Historically, Level 3 instruments consisted of the Company's derivative liability related to the Notes. Fair value measurements categorized within Level 3 are sensitive to changes in the assumptions or methodologies used to determine fair value, and such changes could result in a significant increase or decrease in the fair value. To measure the fair value of the derivative liability, the Company compared the calculated value of the Notes with the indicated value of the host instrument, defined as the straight-debt component of the Notes. The difference between the value of the straight-debt host instrument and the fair value of the Notes resulted in the value of the derivative liability. The value of the straight-debt host instrument was estimated based on a binomial lattice model, excluding the conversion option and the make-whole payment upon conversion.

The following table provides quantitative information regarding the significant unobservable inputs used by As of December 31, 2023, the Company related to determined the fair value of the derivative liability:

	September 30, 2023	December 31, 2022
Term (in years)	3.2	3.9
Risk-free rate	4.78 %	4.11 %
Volatility	97.1 %	76.6 %

The following table represents liability was immaterial as (i) the activity closing share price of our Class A common stock was $1.00 as of December 29, 2023, and (ii) each holder of a Note will have the right to require the Company to repurchase, for cash, all or a portion of the Level 3 instruments:

	Derivative Liability
Balance as of December 31, 2022	$ 180
Change in fair value of derivative liability	(150)
Balance as of September 30, 2023	$ 30

Notes held by such holder at any time on or after December 3, 2024 (see Note 8 herein for additional details). The fair value of the embedded derivative continues to be immaterial as of March 31, 2024.

There were no transfers between fair value measurement levels during the three and nine months ended September 30, 2023 March 31, 2024.

Equity Investment

For equity investments in entities that over which the Company does not exercise significant influence, over, if the fair value of the investment is not readily determinable, the investment is accounted for at cost, and adjusted for subsequent observable price changes. If the fair value of the investment is readily determinable, the investment is accounted for at fair value. The Company reviews equity investments without readily determinable fair values at each period end to determine whether they have been impaired.

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the Company had an investment in equity securities of a privately-held company without a readily determinable fair value. During the second quarter of 2023, the aforementioned private company underwent a recapitalization, and the Company received approximately 6,000 shares of common stock in a non-monetary transaction, valued at $nil. Prior to the recapitalization, the carrying value of the investment was $3.6 million, so the difference between the carrying value and fair value was recorded as loss on investment within Other expense, net within our condensed consolidated statement of operations. During the third quarter of 2023, the Company exchanged a receivable for a $0.8 million investment in the new capital structure of the aforementioned private company (the Company received approximately 500,000 shares of preferred stock). The total carrying value of the investment, included in Prepaid prepaid and other assets on the condensed consolidated balance sheets, was $0.8 million and $3.6 million as of September 30, 2023 both March 31, 2024 and December 31, 2022, respectively. December 31, 2023.

6. 5. Property and Equipment, net

Property and equipment, net consisted of the following:

		September 30, 2023	December 31, 2022		
March 31, 2024				March 31, 2024	December 31, 2023
Leasehold improvements	Leasehold improvements	$ 50,726	$50,688		
Furniture and fixtures	Furniture and fixtures	6,351	6,069		
Computer equipment	Computer equipment	3,108	5,629		
Video equipment	Video equipment	808	792		
Total	Total	60,993	63,178		
Less: Accumulated depreciation	Less: Accumulated depreciation	(47,578)	(45,404)		
Net Carrying Value	Net Carrying Value	$ 13,415	$17,774		

Depreciation totaled $1.6 million $1.5 million and $2.9 million $1.7 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $5.0 million and $7.9 million for the nine months ended September 30, 2023 and 2022, 2023, respectively, included in Depreciation depreciation and amortization expense.

Refer to Note 21 herein for information regarding an impairment charge the Company recorded during the three months ended September 30, 2022 with respect to leasehold improvements associated with the lease of the Company's former corporate headquarters that was fully subleased during the third quarter of 2022.

7. 6. Capitalized Software Costs, net

Capitalized software costs, net consisted of the following:

		September 30, 2023	December 31, 2022		
March 31, 2024				March 31, 2024	December 31, 2023
Website and internal-use software	Website and internal-use software	$ 86,791	$ 75,871		
Less: Accumulated amortization	Less: Accumulated amortization	(64,681)	(56,612)		
Net Carrying Value	Net Carrying Value	$ 22,110	$19,259		

The Company capitalized $3.2 million $3.3 million and $3.1 million $4.0 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $10.9 million and $9.7 million for the nine months ended September 30, 2023 and 2022, 2023, respectively, included in Capitalized capitalized software costs. The Company amortized $2.7 million $3.5 million and $2.5 million $2.9 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $8.1 million and $7.0 million for the nine months ended September 30, 2023 and 2022, 2023, respectively, included in Depreciation depreciation and amortization expense.

8. 7. Intangible Assets, net

The following table presents the detail of intangible assets for the periods presented and the weighted average remaining useful lives:

	September 30, 2023				December 31, 2022					
	Weighted-Average Remaining Useful Lives (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Weighted-Average Remaining Useful Lives (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value		
	March 31, 2024								March 31, 2024	December 31, 2023

		Weighted-Average Remaining Useful Lives (in years)								Weighted-Average Remaining Useful Lives (in years)	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Weighted-Average Remaining Useful Lives (in years)	Gross Carrying Value	Accumulated Amortization	N Car Va
Acquired Technology	Acquired Technology	1	$ 10,600	$ 7,929	$ 2,671	2	$ 10,600	$ 5,279	$ 5,321								
Trademarks and Trade Names	Trademarks and Trade Names	13	111,000	14,306	96,694	14	111,000	8,756	102,244								
Trademarks and Trade Names	Trademarks and Trade Names	Indefinite	1,368	—	1,368	Indefinite	1,368	—	1,368								
Customer Relationships	Customer Relationships	2	17,000	7,792	9,208	3	17,000	4,604	12,396								
Total	Total		$139,968	$ 30,027	$109,941		$139,968	$ 18,639	$121,329								

With respect to intangible assets, the Company amortized $3.8 million $0.9 million and $1.1 million for the three months ended September 30, 2023 March 31, 2024 and 2022, and $11.4 million and for the nine months ended September 30, 2023 and 2022, 2023, respectively, included in Depreciation depreciation and amortization expense.

Estimated future amortization expense as of September 30, 2023 March 31, 2024 is as follows (in thousands):

Remainder of 2023		$	3,796
2024			13,438
Remainder of 2024			
2025	2025		11,296
2026	2026		7,400
2027	2027		7,400
2028			
Thereafter	Thereafter		65,243
Total	Total	$	108,573

Goodwill Impairment

The Company reviews goodwill for impairment annually as of October 1 and more frequently if events or changes in circumstances indicate an impairment may exist (a "triggering event"). As of March 31, 2024, the Company had $57.6 million of goodwill recorded on its condensed consolidated balance sheet. The Company concluded there were no impairment triggering events as of, and for, the three months ended March 31, 2024.

9. 8. Debt

Revolving Credit Facility

On December 30, 2020, the Company entered into a three-year, $50.0 million, revolving loan and standby letter of credit facility agreement, which was amended and restated on December 3, 2021 in connection with the closing of the Business Combination, further amended and restated on December 15, 2022, and amended on each of June 29, 2023 and September 26, 2023 (i.e., the Revolving Credit Facility). The Among other things, the Revolving Credit Facility provides provided for the issuance of up to $15.5 million of standby letters of credit, and aggregate borrowings under the Revolving Credit Facility are generally limited to 95% of qualifying investment grade accounts receivable and 90% of qualifying non-investment grade accounts receivable, subject to adjustment at the discretion of the lenders. The $15.5 million of standby letters of credit which were issued during the three months ended March 31, 2021 in favor of certain of the Company's landlords. The Revolving Credit Facility was amended and restated in connection with the closing of the Business Combination to, among other things, add the Company and certain other entities as guarantors. The Revolving Credit Facility was further amended and restated on December 15, 2022 to, among other things, extend the maturity date until December 30, 2025, replace the London Inter-Bank Offered Rate (LIBOR) rate with the Secured Overnight Financing Rate ("SOFR") rate, and provide for an early termination fee of between 0.5% and 2% of the maximum facility loan amount. The Company incurred $0.2 million of debt issuance fees associated with the December 15, 2022 amendment. On May 10, 2023, the parties to the Revolving Credit Facility entered into a joinder agreement adding one of the Company's Canadian subsidiaries as a borrower under the Revolving Credit Facility, granting the lenders under the Revolving Credit Facility a lien on that subsidiary's collateral, and including that subsidiary's receivables in the calculation of the borrowing base under the Revolving Credit Facility. The Revolving Credit agreement was further amended on each of June 29, 2023 and September 26, 2023 in a second and third amendment, respectively. As a result of these second and third amendments, the Revolving Credit Facility was amended to provide for, among other things: (i) permitted overadvances during the periods from June 29, 2023 through August 31, 2023 and September 26, 2023 through December 31, 2023; (ii) permitted overadvances of up to $7.4 million; (iii) an increase in the applicable margin only during the overadvance periods (ranging from 4.5% to 5% depending on the utilization of the facility, with the range reverting to 3.75% to 4.25% starting January 1, 2024); and (iv) a change in the definition of the term "SOFR Index." The Company incurred $0.2 million of debt issuance fees associated with the June 29, 2023 amendment and $0.1 million of debt issuance fees associated with the September 26, 2023 amendment.

The Revolving Credit Facility includes covenants that, among other things, require the Company to maintain at least $25.0 million of unrestricted cash at all times and limit, under prescribed circumstances, the ability of the Company to incur additional indebtedness, pay dividends, hold unpermitted investments, or make material changes to the business. The Company was in compliance with the financial covenants under such facility as of September 30, 2023.

Borrowings under the Revolving Credit Facility bear interest at the greater of a floor rate of 0.75% or the sum of the rate per annum for the forward-looking term rate for SOFR for a term of one (1) month, plus a margin, which, during the overadvance period ending December 31, 2023, ranges from 4.5% to 5% depending on the utilization of the facility, with the range reverting to 3.75% to 4.25% on January 1, 2024, depending on the level of the Company's utilization of the facility (the implied interest rate was approximately 9% at September 30, 2023), and subject to a monthly minimum utilization of $15.0 million. The facility also includes an unused commitment fee of 0.375%.

The Company had outstanding borrowings of $33.8 million and $33.5 million at September 30, 2023 and December 31, 2022, respectively. The Company had outstanding letters of credit of $15.5 million under the Revolving Credit Facility at September 30, 2023 both March 31, 2024 and December 31, 2022, and the total unused borrowing capacity was $0.7 million and $1.0 million as of September 30, 2023 and December 31, 2022, respectively. December 31, 2023.

The Revolving Credit Facility is secured by a first priority security interest on the Company's and the other borrowers' and guarantors' cash, accounts receivable, books and records, and related assets.

As of September 30, 2023 and December 31, 2022 On February 21, 2024, the Company had $0.6 million and $0.4 million, of costs in connection with the issuance Disposition discussed within Note 19 herein, the Company terminated the Revolving Credit Facility, except for the $15.5 million in letters of debt included credit outstanding, which were cash collateralized in Prepaid the amount of $17.1 million and other assets resulted in restricted cash classification on the condensed consolidated balance sheet, respectively. sheet. The letters of credit bear interest at a rate equal to the Secured Financing Overnight Rate (SOFR) Index, plus a margin of 3.75% on the undrawn amount of letters of credit (the implied interest rate was 9% as of March 31, 2024).

Convertible Notes

In June 2021, in connection with the entry into the merger agreement pursuant to which the Business Combination was consummated, the Company entered into subscription agreements with certain investors to sell $150.0 million aggregate principal amount of unsecured convertible notes due 2026 (i.e., the Notes). In connection with the closing of the Business Combination, the Company issued, and those investors purchased, the Notes. The Notes are convertible into shares of our Class A common stock at a conversion price of approximately $50.00 and bear interest at a rate of 8.50% per annum, payable semi-annually, are semi-annually. The Notes mature on December 3, 2026. As of March 31, 2024, the Notes were convertible into approximately 12,000,000 2,382,007 shares of our Class A common stock (or, at the Company's election, a combination of cash and our Class A common stock), at an initial conversion price of $12.50, and mature on December 3, 2026. stock.

The Company may, at its election, force conversion of the Notes after December 3, 2024 (i.e., after the third anniversary of the issuance of the Notes), subject to a holder's prior right to convert and the satisfaction of certain other conditions, if the volume-weighted average trading price of our Class A common stock is greater than or equal to 130% of the conversion price for more than 20 trading days during a period of 30 consecutive trading days, which has yet to occur. In the event that a holder of the Notes elects to convert its Notes after the one year anniversary, and prior to the three-year anniversary, of the issuance of the Notes (i.e. December 3, 2024, between December 3, 2022 and December 3, 2024), the Company will be obligated to pay an amount in cash equal to: (i) from the one year anniversary of the issuance of the Notes to the two year anniversary of the issuance of the Notes, an amount equal to 18 month's interest declining ratably on a monthly basis to 12 month's interest on the aggregate principal amount of the Notes so converted and (ii) from the two year anniversary of the issuance of the Notes to the three year anniversary of the issuance of the Notes, an amount equal to 12 month's interest declining ratably on a monthly basis to zero month's interest, in each case, on the aggregate principal amount of the Notes so converted. Without limiting a holder's right to convert the Notes at its option, interest will cease to accrue on the Notes during any period in which the Company would otherwise be entitled to force conversion of the Notes, but is not permitted to do so solely due to the failure of a trading volume condition specified in the indenture governing the Notes.

Each holder of a Note will have has the right under the indenture governing the Notes to cause require the Company to repurchase, for cash, all or a portion of the Notes held by such holder (i) at any time on or after December 3, 2024 (i.e., the third anniversary of the date on which issuance of the Business Combination was consummated (i.e. Notes), at any time on or after December 3, 2024), at a repurchase price equal to par the principal amount plus accrued and unpaid interest; interest, or (ii) at any time upon the occurrence of a fundamental change (as defined in the indenture governing indenture) before the Notes), maturity date (i.e. December 3, 2026), at a repurchase price equal to 101% of par the principal amount plus accrued and unpaid interest. In addition, a failure to comply with the provisions of the indenture governing our Notes could trigger an event of default under the indenture, which would allow the holders of Notes to accelerate the maturity of the Notes and require the Company to repay the Notes prior to their maturity. Moreover, the Company will be required to repay the Notes, in cash, at their maturity, unless earlier converted, redeemed, or repurchased.

The indenture governing the Notes includes restrictive covenants that, among other things, limit the Company's ability to incur additional debt or liens, make restricted payments or investments, dispose of significant assets, transfer specified intellectual property, or enter into transactions with affiliates. Additionally, on February 28, 2024, in connection with the Disposition, the indenture governing the Notes was amended to, among other things, provide that 95% of the net proceeds of future asset sales must be used to repay the Notes.

On March 7, 2024, in connection with the Disposition, the Company repaid approximately $30.9 million of the Notes, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. In connection with the repayment, the Company determined the modified debt terms were not substantially different from the original terms and applied modification accounting. The Company derecognized approximately 20.6% of the unamortized debt discount and issuance costs, which resulted in an approximately $4.9 million loss on partial debt extinguishment that was attributed to the discontinued operation.

In accounting for the Notes, the Company bifurcated a derivative liability representing the conversion option, with a fair value at issuance of $31.6 million. To measure the fair value of the derivative liability, the Company compared the calculated value of the Notes with the indicated value of the host instrument, defined as the straight-debt component of the Notes. The difference between the value of the straight-debt host instrument and the fair value of the Notes resulted in the value of the derivative liability. The value of the straight-debt host instrument was estimated based on a binomial lattice model, excluding the conversion option and the make-whole payment upon conversion. The derivative liability is remeasured at each reporting date with the resulting gain or loss recorded in Change change in fair value of derivative liability within the condensed consolidated statements of operations. As of December 31, 2023, the Company determined the fair value of the derivative liability was immaterial as (i) the closing share price of our Class A common stock was $1.00 as of December 29, 2023, and (ii) each holder of a Note has the right to require the Company to repurchase, for cash, all or a portion of the Notes held by such holder at any time on or after December 3, 2024 (i.e., the third anniversary of the issuance of the Notes), at a repurchase price equal the principal amount plus accrued and unpaid interest. The fair value of the embedded derivative continues to be immaterial as of March 31, 2024.

Interest expense on the Notes is recognized at an effective interest rate of 15% 16% and totaled $4.8 million$3.6 million and $4.5 million$3.6 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $14.1 million and $13.4 million for the nine months ended September 30, 2023 and 2022, 2023, respectively, of which amortization of the debt discount and issuance costs comprised $1.6 million $1.2 million and $1.4 million $1.1 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, 2023, respectively. The effective interest rate of 16% was remeasured in connection with the aforementioned modification accounting and $4.5 million and $3.9 million for the nine months ended September 30, 2023 and 2022, respectively. assumes a maturity date of December 3, 2026.

The net carrying amount of the Notes as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 was:

		September 30, 2023	December 31, 2022
March 31, 2024		March 31, 2024	December 31, 2023
Principal outstanding	Principal outstanding	$150,000	$150,000
Unamortized debt discount and issuance costs	Unamortized debt discount and issuance costs	(26,777)	(31,252)
Net carrying value	Net carrying value	$123,223	$118,748

The fair value of the Notes was approximately $110.0 million $93.1 million and $99.8 million $112.8 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The fair value of the Notes was estimated using Level 3 inputs.

10. Redeemable Noncontrolling Interest

The redeemable noncontrolling interest represented BuzzFeed Japan, which was held by Yahoo Japan. On May 17, 2022, Yahoo Japan transferred its interests in BuzzFeed Japan to other third parties. The agreements with the third parties do not contain any put rights. As such, on May 17, 2022, the Company reclassified the former redeemable noncontrolling interest to nonredeemable noncontrolling interest that is presented within Stockholders' equity permanent equity on the Company's condensed consolidated balance sheet, with no adjustment to the prior periods presented.

The table below presents the reconciliation of changes in redeemable noncontrolling interest:

	2023	2022
Balance as of January 1,	$ —	$ 2,294
Allocation of net income	—	164
Balance as of March 31,	$ —	$ 2,458
Allocation of net income (loss)	—	—
Reclassification to permanent equity	—	(2,458)
Balance as of June 30,	$ —	$ —
Allocation of net income (loss)	—	—
Balance as of September 30,	$ —	$ —

11. 9. Stockholders' Equity

Common Stock

In connection with the closing of the Business Combination, the The Company is authorized the issuance of to issue 700,000,000 shares of Class A common stock, par value $0.0001 per share, 20,000,000 shares of Class B common stock, par value $0.0001 per share, and 10,000,000 shares of Class C common stock, par value $0.0001 per share. Each share of Class A common stock is entitled to one vote and each share of Class B common stock is entitled to fifty votes. Class C common stock is non-voting.

Preferred Stock

In connection with the closing of the Business Combination, the The Company is authorized the issuance of to issue 50,000,000 shares of preferred stock, par value $0.0001 per share. The Board Company's board of Directors directors is authorized, without further stockholder approval, to issue such preferred stock in one or more series, to fix the voting rights, if any, designations, powers, preferences, the relative, participating, optional or other special rights and any qualifications, limitations and restrictions thereof, applicable to the shares of each series. There were no issued and outstanding shares of preferred stock as of September 30, 2023 March 31, 2024 or December 31, 2022 December 31, 2023.

Stock-Based Compensation

Stock Options

A summary of the stock option activity under the Company's equity incentive plans is presented below:

		Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term	Aggregate Intrinsic Value
Balance as of December 31, 2022		3,976	$ 6.20	3.80	$ —
	Number of Shares	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term	Aggregate Intrinsic Value
Balance as of December 31, 2023					
Granted	Granted	57	0.61	—	—
Exercised	Exercised	(34)	0.86	—	—
Forfeited	Forfeited	(167)	5.17	—	—
Expired	Expired	(358)	5.41	—	—
Balance as of September 30, 2023		3,474	$ 6.29	2.89	$ —
Expected to vest at September 30, 2023		3,474	$ 6.29	2.89	$ —
Exercisable at September 30, 2023		3,077	$ 6.50	2.17	$ —
Balance as of March 31, 2024					
Expected to vest at March 31, 2024					
Exercisable at March 31, 2024					

As of September 30, 2023 March 31, 2024, the total share-based compensation costs not yet recognized related to unvested stock options was $0.8 0.4 million, which is expected to be recognized over the weighted-average remaining requisite service period of 1.1 0.9 years.

Restricted Stock Units

A summary of Restricted Stock Unit restricted stock unit ("RSU") activity is presented below:

	Shares	Weighted Average Grant-Date Fair Value
Outstanding as of December 31, 2022	7,495	$ 3.59

	Shares	Shares	Weighted Average Grant-Date Fair Value
Outstanding as of December 31, 2023			
Granted	Granted	9,373	0.63
Vested	Vested	(3,642)	3.25
Forfeited	Forfeited	(1,713)	3.78
Outstanding as of September 30, 2023		11,513	$ 1.26
Outstanding as of March 31, 2024			

As of September 30, 2023 March 31, 2024, there were approximately $10.6 4.2 million of unrecognized compensation costs related to RSUs.

Stock-Based Compensation Expense

The following table summarizes stock-based compensation cost included in the condensed consolidated statements of operations:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization	Cost of revenue, excluding depreciation and amortization	$ 272	$ 460	$ 883	$ 3,615
Sales and marketing	Sales and marketing	261	550	1,148	2,663
Sales and marketing					
Sales and marketing					
General and administrative					
General and administrative					
General and administrative	General and administrative	1,191	2,448	3,345	8,828
Research and development[1]	Research and development[1]	75	177	(198)	3,753

Research and development[1]													
Research and development[1]													
Total	Total	$	1,799		$	3,635		$	5,178		$	18,859	
Total													
Total													

(1) The negative stock-based compensation expense for the nine three months ended September 30, 2023 March 31, 2023 for Research and development was due to forfeitures.

RSUs settle into shares of common stock upon vesting. Upon the vesting of the RSUs, for certain employees, the Company net-settles the RSUs and withholds a portion of the shares to satisfy minimum statutory employee withholding tax requirements. Total payment of the employees' tax obligations to the tax authorities is reflected as a financing activity within the condensed consolidated statements of cash flows.

At-The-Market Offering

On March 21, 2023, the Company filed a shelf registration statement on Form S-3 (the "Shelf Registration Statement") under which the Company may, from time to time, sell securities in one or more offerings having an aggregate offering price of up to $150.0 million. The Shelf Registration Statement was declared effective as of April 5, 2023. On June 20, 2023, the Company entered into an At-The-Market Offering agreement with Craig-Hallum Capital Group LLC pursuant to which the Company may, from time to time, sell up to 13,266,011 3,316,503 shares of its Class A common stock. As of September 30, 2023 March 31, 2024, the Company had sold, in the aggregate, 2,069,538 517,385 shares of its Class A common stock, at an average price of $0.52 $2.08 per share, for aggregate net proceeds of $0.9 million after deducting commissions and offering expenses. The Company used the aggregate net proceeds for general corporate purposes, and the Company has 11,196,473 2,799,118 remaining shares available under the At-The-Market-Offering agreement.

12. 10. Net Loss Per Share

Net loss per share is computed using the two-class method. Basic net loss per share is computed using the weighted average number of shares of common stock outstanding for the period. Diluted net loss per share reflects the effect of the assumed exercise of any stock options, the vesting of any restricted stock units, the exercise of any warrants (including the Public Warrants and the Private Warrants), the conversion of any convertible debt (including the Notes), and the conversion of any convertible preferred stock, in each case only in the periods in which such effect would have been dilutive.

For the three and nine months ended September 30, 2023, March 31, 2024 and 2023, net loss per share amounts were the same for Class A and Class B common stock because the holders of each class are entitled to equal per share dividends. For the three and nine months ended September 30, 2022, net loss per share amounts There were the same for Class A, Class B, and no shares of Class C common stock because the holders of each class are entitled to equal per share dividends. outstanding for either period presented.

The table below presents the computation of basic and diluted net loss per share:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
Numerator:								
Net loss	$	(13,932)	$	(26,993)	$	(78,029)	$	(95,140)
Net income attributable to the redeemable noncontrolling interest		—		—		—		164
Net (loss) income attributable to noncontrolling interests		(210)		(137)		(470)		211
Net loss attributable to holders of Class A, Class B, and Class C common stock	$	(13,722)	$	(26,856)		(77,559)		(95,515)
Denominator:								
Weighted average common shares outstanding, basic and diluted		145,053		138,939		142,585		137,591
Net loss per common share, basic and diluted	$	(0.09)	$	(0.19)	$	(0.54)	$	(0.69)

	Three Months Ended March 31,			
	2024		2023	
Numerator:				
Net loss from continuing operations	$	(26,569)	$	(29,392)
Net loss from discontinued operations, net of tax		(9,213)		(6,869)
Less: net loss attributable to noncontrolling interests		(53)		(260)
Net loss attributable to holders of Class A and Class B common stock	$	(35,729)	$	(36,001)

Amounts attributable to BuzzFeed, Inc. for net loss per common share, basic and diluted:		
Net loss from continuing operations	(26,516)	(29,132)
Net loss from discontinued operations, net of tax	(9,213)	(6,869)
Net loss attributable to BuzzFeed, Inc.	$ (35,729)	$ (36,001)
Denominator:		
Weighted average common shares outstanding, basic and diluted	36,578	35,176
Net loss per common share, basic and diluted:		
Continuing operations	$ (0.72)	$ (0.83)
Discontinued operations	$ (0.25)	$ (0.20)
Net loss per common share, basic and diluted, attributable to BuzzFeed, Inc.[1]	$ (0.98)	$ (1.02)

(1) Net loss per share information is presented on a rounded basis using actual amounts. Minor differences in totals may exist due to rounding.

The numerator for net loss per basic and diluted common share from continuing operations excludes the impact of net loss attributable to the noncontrolling interests for all periods presented.

The table below presents the details of securities that were excluded from the calculation of diluted net income (loss) loss per share as the effect would have been anti-dilutive:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Stock options	3,474	4,204	3,474	4,204
Restricted stock units	11,513	8,256	11,513	8,256
Warrants	9,876	9,876	9,876	9,876
Convertible notes	12,000	12,000	12,000	12,000

Additionally, the calculation of diluted loss per share excluded 2.4 million RSUs for the nine months ended September 30, 2022, for which the related liquidity condition had not been met.

	Three Months Ended March 31,	
	2024	2023
Stock options	391	949
Restricted stock units	2,290	1,651
Warrants	2,469	2,469
Convertible notes	2,382	2,382

13. 11. Income Taxes

The Company's tax provision or benefit from income taxes for interim periods is determined using an estimate of its annual effective tax rate, adjusted for discrete items, if any. Each quarter the Company updates its estimate of the annual effective tax rate and makes a year-to-date adjustment to the provision.

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Income tax provision					
Income tax provision					
Income tax provision	Income tax provision	$ 55	$ 890	$ 165	$ 3,036
Effective tax rate	Effective tax rate	(0.4) %	(3.4) %	(0.2) %	(3.3) %

Effective tax rate

Effective tax rate

For the three and nine months ended September 30, 2023 and 2022, March 31, 2024, the Company's effective tax rate on continuing operations differed from the U.S. federal statutory income tax rate of 21% primarily due to (i) limited tax benefits provided for against its current year pre-tax operating loss, as the Company maintains a full valuation allowance against its U.S. deferred tax assets that are not realizable on a more-likely-than-not basis, and (ii) permanent adjustments and state taxes related to the Disposition.

For the three months ended March 31, 2023, the Company's effective tax rate on continuing operations differed from the U.S. federal statutory income tax rate of 21% primarily due to limited tax benefits provided for against its current year pre-tax operating loss as the Company maintains a full valuation allowance against its U.S. deferred tax assets that are not realizable on a more-likely-than-not basis. Additionally, the Company recorded a $0.9 million discrete tax expense during the three and nine months ended September 30, 2022, primarily related to changes to the Company's valuation allowance related to Complex Networks' measurement period adjustments as a result of the finalization of Complex Networks' pre-acquisition tax filings.

The Company, or one of its subsidiaries, files its tax returns in the U.S. and certain state and foreign income tax jurisdictions with varying statute of limitations. The major jurisdictions in which the Company is subject to potential examination by tax authorities are the U.S., the United Kingdom, Japan, and Canada.

14. 12. Restructuring Costs

On April 20, 2023, In February 2024, the Company announced plans to reduce expenses by implementing an approximately 15% 16% reduction in the current workforce. then-current workforce (after the Disposition as discussed within Note 19 herein). In doing so, the Company reduced the size of its centralized operations to enable its individual brands to operate with more autonomy and deliver against their differentiated value propositions for advertisers. The reduction in workforce plan is part of a broader strategic reprioritization across intended to position the Company in order to accelerate revenue growth be more agile, sustainable, and improve upon profitability and cash flow. profitable. The Company incurred approximately $9.7 million $2.9 million of restructuring costs for the nine three months ended September 30, 2023 March 31, 2024, comprised mainly of severance and related benefit benefits costs, of which $5.5 million $1.2 million were included in Cost cost of revenue, excluding depreciation and amortization, $2.8 million $1.5 million were included in Sales and marketing, $0.6 million were included in General and administrative, and $0.8 million were included in Research and development.

In March 2022, in connection with the acquisition of Complex Networks, the Company approved certain organizational changes to align sales and marketing, and $0.2 millionwere included in general and administrative functions as well as changes administrative. As of March 31, 2024, $1.9 million remain unpaid and were included in content accrued compensation on the condensed consolidated balance sheet. These costs are primarily expected to better serve audience demands. be paid in the second quarter of 2024.

Additionally, in June 2022, accordance with the Asset Purchase Agreement (the "Complex Sale Agreement"), dated as part of February 21, 2024 between a strategic repositioning wholly-owned subsidiary of BuzzFeed News, the Company entered into a voluntary buyout proposal covering certain desks which was negotiated as part of collective bargaining between the Company and Commerce Media Holdings, LLC., pursuant to which the BuzzFeed News Union. Disposition was consummated, Commerce Media reimbursed the Company for approximately $1.8 million in payments related to "Non-Transferring Employees" (as defined in the Complex Sale Agreement), including severance. The Company incurred approximately $nil and $5.3 million amount of restructuring costs for the three and nine months ended September 30, 2022, respectively, comprised mainly of these severance and related benefit costs. For charges are not included within the nine months ended September 30, 2022, approximately $4.4 million were included in Cost of revenue, excluding depreciation and amortization, $0.3 million were included in Sales and marketing, $0.5 million were included in General and administrative, and $0.1 million were included in Research and development. restructuring charges noted above. The Company treated the reimbursement as an expense reimbursement.

15. 13. Leases

The Company leases office space under non-cancelable operating leases with various expiration dates through 2029. The Company accounts for leases under Accounting Standards Update 2016-02, *Leases* (Topic 842) ("ASC 842") by recording right-of-use assets and liabilities. The right-of-use asset represents the Company's right to use underlying assets for the lease term and the lease liability represents the Company's obligation to make lease payments under the lease. The Company determines if an arrangement is, or contains, a lease at contract inception and exercises judgment and applies certain assumptions when determining the discount rate, lease term, and lease payments. ASC 842 requires a lessee to record a lease liability based on the discounted unpaid lease payments using the interest rate implicit in the lease or, if the rate cannot be readily determined, the incremental borrowing rate. Generally, the Company does not have knowledge of the rate implicit in the lease and, therefore, uses its incremental borrowing rate for a lease. The lease term includes the non-cancelable period of the lease plus any additional periods covered by an option to extend that the Company is reasonably certain to exercise. The Company's lease agreements generally do not contain any material residual value guarantees or material restrictive covenants. Certain of the Company's lease agreements include escalating lease payments. Additionally, certain lease agreements contain renewal provisions and other provisions which require the Company to pay taxes, insurance, or maintenance costs.

The Company subleases certain leased office space to third parties when it determines there is excess leased capacity. On July 8, 2022, the Company entered into a sublease with a third party with respect to substantially all of the Company's Company's then-existing corporate headquarters. The sublease commenced on August 26, 2022 and expires on May 30, 2026, unless terminated sooner in accordance with the provisions of the sublease. Pursuant to the terms of the sublease, the subtenant will pay pays a fixed monthly rent of $0.8 million, subject to periodic increases. In-lieu of a cash security deposit, the Company received a letter of credit from Citibank for approximately $4.5 million. On February 21, 2024, in connection with the Disposition, the Company licensed the use of office space in our corporate headquarters. Refer to Note 19 herein for further details on this arrangement.

Sublease rent income is recognized as an offset to rent expense on a straight-line basis over the lease term. In addition to sublease rent, other costs such as common-area maintenance, utilities, and real estate taxes are charged to subtenants over the duration of the lease for their proportionate share of these costs. Refer to Note 21 herein for information regarding an impairment charge the Company recorded during the three months ended September 30, 2022 with respect to the original lease of the Company's former corporate headquarters that was fully subleased during the third quarter of 2022.

The following illustrates the lease costs for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Operating lease cost					
Operating lease cost					
Operating lease cost	Operating lease cost	$ 7,557	$ 7,653	$ 22,620	$ 22,820
Sublease income	Sublease income	(3,926)	(2,680)	(11,778)	(6,350)
Sublease income					
Sublease income					
Total lease cost	Total lease cost	$ 3,631	$ 4,973	$ 10,842	$ 16,470
Total lease cost					
Total lease cost					

All components of total lease cost are recorded within General general and administrative expenses within the condensed consolidated statement of operations. The Company does not have material short-term or variable lease costs.

The following amounts were recorded in the Company's condensed consolidated balance sheet sheets related to operating leases:

		September 30, 2023	December 31, 2022		
	March 31, 2024			March 31, 2024	December 31, 2023
Assets	**Assets**				
Right-of-use assets					
Right-of-use assets					
Right-of-use assets	Right-of-use assets	$ 51,162	$ 66,581		
Liabilities	**Liabilities**				
Liabilities					
Liabilities					
Current lease liabilities					
Current lease liabilities					
Current lease liabilities	Current lease liabilities	21,312	23,398		
Noncurrent lease liabilities	Noncurrent lease liabilities	43,424	59,315		
Total lease liabilities	Total lease liabilities	$ 64,736	$ 82,713		

Other information related to leases was as follows:

		Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
	Three Months Ended March 31, 2024	Three Months Ended March 31, 2024	Three Months Ended March 31, 2023
Supplemental cash flow information:	**Supplemental cash flow information:**		
Cash paid for amounts included in measurement of lease liabilities:	Cash paid for amounts included in measurement of lease liabilities:		
Cash paid for amounts included in measurement of lease liabilities:			
Cash paid for amounts included in measurement of lease liabilities:			
Operating cash flows for operating lease liabilities	Operating cash flows for operating lease liabilities	25,369	25,434
Operating cash flows for operating lease liabilities			
Operating cash flows for operating lease liabilities			

		September 30, 2023	December 31, 2022		March 31, 2024	December 31, 2023
	March 31, 2024					
Weighted average remaining lease term (years)	Weighted average remaining lease term (years)	2.9	3.4	Weighted average remaining lease term (years)	2.4	2.7
Weighted average discount rate	Weighted average discount rate	13.85 %	13.76 %	Weighted average discount rate	13.90 %	13.87 %

Maturities of lease liabilities as of September 30, 2023 March 31, 2024 were as follows:

Year	Year	Operating Leases	Year	Operating Leases
Remainder of 2023		$ 7,476		
2024		28,211		
Remainder of 2024				
2025	2025	25,607		
2026	2026	13,036		

2027	2027	2,698
2028		
Thereafter	Thereafter	1,317
Total lease payments	Total lease payments	78,345
Less: imputed interest	Less: imputed interest	(13,609)
Total	Total	$64,736

Sublease receipts to be received in the future under noncancelable subleases as of September 30, 2023 March 31, 2024 were as follows:

Year	Year	Amount	Year	Amount
Remainder of 2023		$ 4,027		
2024		15,538		
Remainder of 2024				
2025	2025	15,538		
2026	2026	4,886		
2027	2027	178		
Thereafter				
Thereafter				
Thereafter	Thereafter	—		
Total	Total	$40,167		

16. 14. Commitments and Contingencies

Guarantees

In the course of its business, the Company both provides and receives indemnities which are intended to allocate certain risks associated with business transactions. Similarly, the Company may remain contingently liable for various obligations of a business that has been divested in the event that a third party does not fulfill its obligations under an indemnification obligation. The Company records a liability for indemnification obligations and other contingent liabilities when probable and reasonably estimable.

Legal Matters

The Company is party to various lawsuits and claims in the ordinary course of business. Although the outcome of such matters cannot be predicted with certainty and the impact that the final resolution of such matters will ultimately have on the Company's condensed consolidated financial statements is not known, the Company does not believe that the resolution of these matters will have a material adverse effect on the Company's future results of operations or cash flows.

The Company settled or resolved certain legal matters during the three months ended March 31, 2024 and 2023 that did not individually or in the aggregate have a material impact on the Company's business or its condensed consolidated financial position, results of operations, or cash flows.

Video Privacy Protection Act:

On May 16, 2023, a lawsuit titled Hunthausen v. BuzzFeed, Inc. was filed against the Company in the United States District Court for the Southern District of California, asserting class action claims for alleged violation of the Video Privacy Protection Act ("VPPA") based on the claimed transmission of personally identifying information via the Meta pixel, Google Analytics, and the TikTok pixel, all of which are purportedly connected to posts on the BuzzFeed.com website. The putative class plaintiff is was seeking an injunction to stop further alleged wrongful conduct, to recover unspecified compensatory damages and an award of costs, and any further appropriate relief. The Company has moved to dismiss the case. matter was settled on January 4, 2024 and is now disposed.

On August 4, 2023, the Company received 8,927 individual demands for JAMS arbitration in California, all of which allege that the Company violated the VPPA by transmitting personally identifying information via the Meta pixel, purportedly connected to posts on the BuzzFeed website. Each claimant is was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA. No arbitration The Company provisionally settled these claims have yet been filed in connection with these demands. on January 29, 2024.

On August 15, 2023, the Company received (1) 5,247 individual demands for JAMS arbitration in California, all of which allege that the Company violated the VPPA by transmitting personally identifying information via the use of various pixels purportedly in connection with the HuffPost.com website; and (2) 12,176 individual demands for JAMS arbitration in California, all of which allege that the Company violated the VPPA by transmitting personal identifying information via the use of various pixels purportedly in connection with the BuzzFeed.com website. Each claimant is was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA, as well as punitive damages, attorneys' fees and costs, and equitable relief. No The Company provisionally settled these claims on January 16, 2024.

On October 31, 2023, we received 590 individual demands for JAMS arbitration claims have yet been filed in California, all of which allege that we violated the VPPA by transmitting personally identifying information via the use of various pixels purportedly in connection with the BuzzFeed.com website. Each claimant was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA. The Company provisionally settled these demands. claims on January 29, 2024.

Mass Arbitrations:

Two mass arbitrations (the "Arbitrations") were initiated before the American Arbitration Association on March 15, 2022 against the Company and certain of its executive officers and directors (together, the "BuzzFeed Defendants") and Continental Stock Transfer Corporation by 91 individuals previously employed by Legacy BuzzFeed (the "Claimants"). The Claimants alleged that they were harmed when they were allegedly unable to convert their shares of Class B common stock to Class A common stock and sell those shares on December 6, 2021, the first day of trading following the Business Combination, and asserted claims for negligence, misrepresentation, breach of fiduciary duty, and violation of Section 11 of the Securities Act. The Claimants sought to recover unspecified compensatory damages, an award of costs, and any further appropriate relief.

On April 21, 2022, the BuzzFeed Defendants filed a complaint in the Delaware Court of Chancery seeking to enjoin the Arbitrations on the grounds that, inter alia, the Claimants' purported causes of action arise from their rights as shareholders of the Company, are governed by the Company's charter, including its forum selection provision, and are therefore not arbitrable (the "Delaware Action"). The complaint sought declaratory and injunctive relief. A hearing on the merits of the Delaware Action was held on July 26, 2022. On October 28, 2022, the Court of Chancery granted the Company's motion to permanently enjoin the Claimants' arbitration claims.

On January 17, 2023, the Claimants filed amended statements of claim in the Arbitrations against BuzzFeed Media Enterprises, Inc., a wholly-owned subsidiary of the Company, and Continental Stock Transfer & Trust Corporation, the transfer agent for 890 and, later, the Company. The amended statements of claim likewise allege that the Claimants were harmed when they were allegedly unable to convert their shares of Class B common stock to Class A common stock and sell those shares on the first day of trading following the Business Combination. The Claimants allege claims for breach of contract and the covenant of good faith and fair dealing, misrepresentation, and negligence, and seek to recover unspecified compensatory damages, an award of costs, and any further appropriate relief.

On March 29, 2023, BuzzFeed Media Enterprises, Inc., filed a complaint in the Delaware Court of Chancery seeking to enjoin the Arbitrations on the grounds that, inter alia, the Claimants' purported causes of action arise from their rights as shareholders of the Company, are governed by the Company's charter, including its forum selection provision, and are therefore not arbitrable. The complaint seeks declaratory and injunctive relief. The parties have cross-moved for summary judgment.

On November 20, 2023, the Court of Chancery heard oral arguments on the Company's motion for summary judgment and a hearing the Claimants' cross-motion to dismiss the Company's complaint. The arbitrations are stayed until the Court resolves the motions on those motions the merits. The decision of the Court is pending.

Although California Invasion of Privacy Act

On April 11, 2024, a lawsuit titled Chih-Yuan Chang *et al.* v. BuzzFeed, Inc. was filed against the outcome Company in the Southern District of such matters cannot be predicted with certainty and the impact New York, alleging that the final resolution Company, by causing the Sharethrough, IQM, and Dotomi trackers to be installed on website visitors' internet browsers, is collecting visitors' personal identifying information without their consent, in violation of such matters will ultimately have on the Company's condensed consolidated financial statements is not known, the Company does not believe that the resolution California Invasion of these matters will have a material adverse effect on the Company's future results of operations or cash flows.

Privacy Act (CIPA). Plaintiff, additionally, seeks class certification. The Company settled or resolved certain legal matters during plans to move to dismiss the three and nine months ended September 30, 2023 and 2022 that did not individually or in the aggregate have a material impact on the Company's business or its condensed consolidated balance sheets, results of operations or cash flows. claims.

Nasdaq Listing Compliance

Minimum Bid Requirement

On May 31, 2023, the Company received a letter (the "Notice") from the Listing Qualifications Department (the "Staff") of The Nasdaq Stock Market LLC ("Nasdaq") notifying the Company that, for the previous 30 consecutive business days, the bid price for the Company's Class A common stock had closed below the minimum $1.00 per share requirement for continued listing on the The Nasdaq Global Market under Nasdaq Listing Rule 5550(a)(2) (the "Bid (i.e., the Bid Price Requirement") Requirement).

The Notice has no effect at this time on the Company's common stock or warrants, which continue to trade on the Nasdaq Global Market under the symbols "BZFD" and "BZFDW," respectively.

In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has been was provided an initial period of 180 calendar days, or until November 27, 2023 (the “Compliance Date”), to regain compliance with the Bid Price Requirement. The Company did not regain compliance with the Bid Price Requirement on or before November 27, 2023. However, upon receipt of both the Company’s application to transfer from The Nasdaq Global Market to The Nasdaq Capital Market and a written notification by the Company of its intent to regain compliance with the Bid Price Requirement, including by effecting a reverse stock split, if necessary, the Staff notified the Company in a letter dated November 28, 2023, that the Company was eligible for an additional 180-day period, or until May 28, 2024, to regain compliance (the “Second Compliance Period”). The Staff’s determination was based, in part, on the Company meeting the continued listing requirement with respect to the market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market except for the Bid Price Requirement. As of the opening of business November 30, 2023, the Company’s Class A common stock and warrants were transferred to The Nasdaq Capital Market, which operates in substantially the same manner as The Nasdaq Global Market, where they continue to trade under the symbols “BZFD” and “BZFDW,” respectively.

As disclosed in Note 2 herein, the Company effected the Reverse Stock Split on May 6, 2024. While the closing bid price of the Company’s Class A common stock has exceeded $1.00 since the effective date of the Reverse Stock Split, the Company has not yet regained compliance with the Bid Price Requirement, as there has not been 10 business days since the effective date of the Reverse Stock Split. If, at any time before the end of the Second Compliance Date, Period, the bid price for the Company’s Class A common stock closes at $1.00 or more for at least 10 consecutive business days, unless the Staff exercises its discretion to extend this 10-day period pursuant to Nasdaq Listing Rule 5810(c)(3)(H), the Staff will provide written notification to the Company that it has regained compliance with the Bid Price Requirement. If the Company does not regain compliance with the Bid Price Requirement by the end of the Second Compliance Period (i.e., by May 28, 2024), Nasdaq will notify the Company that its securities are subject to delisting. In the event of such a notification, the Company may appeal the Staff’s determination to delist its securities before the Nasdaq Listing Qualifications Panel. However, there can be no assurance that, if the Company receives a delisting notice and appeals the delisting determination, such an appeal would be successful.

Audit Committee Requirement

On March 6, 2024, Patrick Kerins, then a member of the Company’s board of directors and its audit committee, notified the Company that he did not intend to stand for re-election as a director of the Company at the 2024 Annual Meeting. The Company then promptly notified the Staff that, as a consequence of Mr. Kerins’ failure to seek re-election, following the 2024 Annual Meeting, the audit committee of the Company’s board of directors would consist of two members and, as such, that the Company would no longer be in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the audit committees of listed companies have a minimum of three members that satisfy certain criteria for service on the committee (i.e., the Nasdaq Audit Committee Requirement). On April 26, 2024, as expected, the Company received a letter from the Staff notifying the Company that the Company was no longer in compliance with the Nasdaq Audit Committee Requirement.

The Company has until the earlier of its 2025 annual meeting of stockholders and April 25, 2025 (i.e., one year from the date on which the Company ceased to be compliant) to regain compliance. If the Company is not in compliance with the Bid Price Nasdaq Audit Committee Requirement by the Compliance Date, the Company may qualify for a second 180-calendar day compliance period. To qualify, the Company would be required, among other things, to transfer from the Nasdaq Global Market to the Nasdaq Capital Market, to meet the continued listing requirement for the market value of publicly held shares, as well as the standards for initial listing on the Nasdaq Capital Market with the exception of the Bid Price Requirement, and would need to provide written notice of its intention to cure the bid price deficiency during the second compliance period. If the Company does not qualify for, or fails to regain compliance during, a second compliance period, that date, then the Staff will provide written notification to the Company that its Class A common stock will be subject to delisting. At that time, the Company may appeal the Staff’s delisting determination to the Nasdaq Listing Qualifications Panel. However, there can be no assurance that, if the Company receives a delisting notice and appeals the delisting determination, such an appeal would be successful.

The Company intends to monitor appoint a third member to the closing bid price audit committee of its common stock and may, if appropriate, consider available options the Company’s board of directors prior to the expiration of the cure period in order to regain compliance with the Bid Price Nasdaq Audit Committee Requirement. To the extent such Bid Price Requirement is not regained by November 27, 2023, the Company plans to seek a 180-calendar day extension of time in conjunction with the submission of an application to transfer to The Nasdaq Capital Market.

17. 15. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”), CODM, in deciding how to allocate resources and in assessing performance.

The Company has determined that its chief executive officer is its CODM who makes resource allocation decisions and assesses performance based upon financial information at the consolidated level. The Company manages its operations as a single segment for the purpose of assessing and making operating decisions. Since the Company operates in one operating segment, all required financial segment information can be found in the condensed consolidated financial statements.

18. 16. Related Party Transactions

The Company recognized revenue from NBCUniversal Media, LLC (“NBCU”), a holder of $1.9 million 5% or more of our Class A common stock, of $0.4 million and $1.2 million $0.5 million for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $2.6 million and $3.3 million for the nine months ended September 30, 2023 and 2022, 2023, respectively. The Company recognized expenses under contractual obligations from NBCU of $nil and $0.2 million $nil for the three months ended September 30, 2023 March 31, 2024 and 2022, respectively, and $nil and $0.6 million for the nine months ended September 30, 2023 and 2022, 2023, respectively. The Company had outstanding receivable balances of $2.0 million $0.3 million and $2.2 0.2 million from NBCU as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The Company had an outstanding payable balance of $0.2 million and $0.2 million to NBCU as of September 30, 2023 (none as of December 31, 2022). March 31, 2024 and December 31, 2023, respectively.

On March 15, 2023, Verizon Ventures LLC (“Verizon”) converted all 6,478,031 shares of Class C common stock into Class A common stock, resulting in Verizon and, collectively with its affiliates, holding is a holder of 5% or more than 5% of our the Company’s Class A common stock. Verizon is the landlord for the Company’s corporate headquarters, (assumed from and the Complex Networks Acquisition), and we transact Company transacts with Verizon in the normal course of business, such as with agency advertising deals and for certain utilities. The Company recognized revenue from Verizon of $nil and $0.1 million for both the three and nine months ended September 30, 2023 March 31, 2024 and 2022. 2023, respectively. The Company recognized expenses under contractual obligations from Verizon of $1.5 million and $1.5 million for both the three months ended September 30, 2023 March 31, 2024 and 2022, and $4.5 million for both the nine months ended September 30, 2023 and 2022. 2023, respectively. The Company had no outstanding receivables or payables from or to Verizon as of September 30, 2023 March 31, 2024 or December 31, 2022 December 31, 2023.

19. 17. Supplemental Disclosures

Film Costs

Film costs, which were included in Prepaid prepaid and other assets on the condensed consolidated balance sheets, were as follows:

	September 30, 2023		December 31, 2022	
Individual Monetization:				
Feature films in production	$	3,878	$	—
Total	$	3,878	$	—

	March 31, 2024		December 31, 2023	
Individual Monetization:				
Feature films	$	1,707	$	1,707
Total	$	1,707	$	1,707

The Company had no material amortization of film costs for the three and nine months ended September 30, 2023 March 31, 2024 or 2022. 2023.

Governmental Assistance

Production tax incentives reduced capitalized film costs by $1.5 million $0.7 million as of December 31, 2022 (none December 31, 2023 (no material change as of September 30, 2023 March 31, 2024). The Company had receivables related to our production tax credits of $3.0 million $3.6 million and $3.5 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, included in Prepaid prepaid and other current assets in our condensed consolidated balance sheet.

Supplemental Cash Flow Disclosures

	Nine Months Ended September 30,			
	2023		2022	
Cash paid for income taxes, net	$	1,126	$	2,098
Cash paid for interest		9,599		8,495
Non-cash investing and financing activities:				
Accounts payable and accrued expenses related to property and equipment		245		549
Accrued deferred offering costs		597		—
Exchange of accounts receivable for investment in equity securities		750		—

20.

	Three Months Ended March 31,			
	2024		2023	
Cash paid for income taxes, net	$	205	$	98
Cash paid for interest		1,419		970
Non-cash investing and financing activities:				
Accounts payable and accrued expenses related to property and equipment		38		20
Accrued deferred offering costs		5		—
Reconciliation of cash and cash equivalents and restricted cash within the condensed consolidated balance sheets to the amounts shown in the condensed consolidated statements of cash flows:				
Cash and cash equivalents		44,457		49,947
Restricted cash		17,050		—
Total cash and cash equivalents and restricted cash	$	61,507	$	49,947

18. Other Expense, (Expense) Income, Net

Other expense, (expense) income, net consisted of the following for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
Exchange (loss) gain	
Exchange (loss) gain	
Exchange (loss) gain	
Other expense	
Other expense	
Other expense	
Other income	
Other income	
Other income	

	Three Months Ended September 30,		Nine Months Ended September 30,	
Total				
	2023	2022	2023	2022
Exchange loss	(1,224)	(3,034)	(314)	(6,535)
Gain (loss) on investment	90	—	(3,500)	1,260
Other expense	(182)	(230)	(769)	(623)
Other income	9	12	221	68
Gain on disposition of assets	—	500	—	500
Total Total	$ (1,307)	$ (2,752)	$ (4,362)	$ (5,330)
Total				

21. Impairment Expense 19. Held for Sale, Discontinued Operations, Disposals, and Licenses

During Disposal of Complex Networks

Complex Sale

On February 21, 2024, a wholly-owned subsidiary of the Company entered into the Complex Sale Agreement with Commerce Media, providing for the sale of certain assets relating to the business of Complex Networks (i.e., the Disposition). Pursuant to the Complex Sale Agreement, Commerce Media purchased certain assets, and assumed certain liabilities, related to the business of Complex Networks, excluding the business operating under the First We Feast brand and as otherwise set forth in the Complex Sale Agreement, for an aggregate purchase price of $108.6 million, which was paid in cash on February 21, 2024.

In connection with the Disposition, the Company was required to repay (i) approximately $30.9 million to holders of the Notes and (ii) approximately $33.8 million outstanding under the Revolving Credit Facility, plus accrued and unpaid interest of $0.7 million (such amounts were repaid shortly after the Disposition). The Company terminated the Revolving Credit Facility, except for the $15.5 million in letters of credit outstanding, which were cash collateralized in the amount of $17.1 million. The Company incurred a $0.5 million early termination fee and a standby letter of credit fee of $0.5 million, both of which were paid upon closing of the Disposition on February 21, 2024. Additionally, as described in Note 9 herein, on February 28, 2024, the indenture governing the Notes was amended to, among other things, provide that 95% of the net proceeds of future asset sales must be used to repay the Notes.

Concurrent with the closing of the Disposition, the Company and Commerce Media entered into a space sharing agreement whereby Commerce Media paid the Company a one-time license fee of approximately $2.8 million for use of the certain office space in our corporate headquarters from February 21, 2024 until on June 30, 2025 (or such earlier date that the underlying sublease or master lease earlier expires or is terminated).

Held for Sale and Discontinued Operations

As of December 31, 2023, the Company determined the assets of Complex Networks, excluding the First We Feast brand, met the criteria for classification as held for sale. On February 21, 2024, the Company completed the Disposition for approximately $108.6 million in cash. The Company disposed of Complex Networks in order to refocus its business around scalable, high-margin, and tech-led revenue streams. As such, the Company concluded the ultimate disposal (i.e., the Disposition), represented a strategic shift that had a major effect on the Company's operations and financial results. Therefore, the historical results of Complex Networks, excluding the First We Feast brand, are classified as discontinued operations for all periods presented herein.

Details of net loss from discontinued operations, net of tax, were as follows:

	Three Months Ended March 31,	
	2024	2023
Revenue	$ 2,115	$ 12,246
Costs and Expenses		
Cost of revenue, excluding depreciation and amortization	3,500	10,107
Sales and marketing	1,046	3,393
General and administrative	225	592
Research and development	344	691
Depreciation and amortization	—	2,701
Total costs and expenses	5,115	17,484
Loss from discontinued operations	(3,000)	(5,238)
Loss on partial debt extinguishment	(4,919)	—
Gain on remeasurement of classification to held for sale	854	—
Other (expense) income, net	(292)	—
Interest expense, net	(1,230)	(1,631)
Loss from discontinued operations before income taxes	(8,587)	(6,869)
Income tax provision	626	—
Net loss from discontinued operations, net of tax	$ (9,213)	$ (6,869)

The results for the three months ended September 30, 2022 March 31, 2024 includes activity only from January 1, 2024 through the date of Disposition (i.e., February 21, 2024). Allocated general corporate overhead costs do not meet the criteria to be presented within net loss from discontinued operations, net of tax, and were excluded from all figures presented in the table above.

For the three months ended March 31, 2024, there was a tax expense in discontinued operations as a result of the (i) tax effect of a pre-tax loss, (ii) a valuation allowance against net deferred tax assets that were not realizable on a more-likely-than-not basis, and (iii) permanent items and state taxes related to the Disposition. For the three months ended March 31, 2023, there was no income tax provision / (benefit) in discontinued operations, as a result of the valuation allowance against net deferred tax assets that were not realizable on a more-likely-than-not basis.

As part of the Disposition, the Company subleased its former corporate headquarters was required to a third party. repay approximately $33.8 million outstanding under the Revolving Credit Facility and $30.9 million of the $150.0 million outstanding under the Notes (i.e., approximately 20.6%), leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. The sublease commenced Company derecognized approximately 20.6% of the unamortized debt discount costs, which resulted in an approximately $4.9 million loss on August 26, 2022 and expires on May 30, 2026, unless terminated sooner in accordance partial debt extinguishment that was attributed to the discontinued operation. All historical interest expense associated with the provisions Revolving Credit Facility and 20.6% of the sublease. In connection historical interest expense associated with the sublease, Notes were allocated to the Company afforded discontinued operation.

Details of the subtenant a four-month rent free period, which was the main driver in the resulting cash outflows exceeding the cash inflows over the assets of discontinued operations were as follows:

life

	December 31, 2023
Intangible assets, net	$ 79,481
Goodwill	34,070
Valuation allowance	(9,462)
Noncurrent assets of discontinued operations, net of valuation allowance	$ 104,089

The Company recorded a valuation allowance against the assets held for sale to reflect the write-down of the sublease. As such, carrying value to fair value less estimated costs to sell. The non-cash valuation allowance of $9.5 million was recorded within loss from classification to held for sale in the Company identified a triggering event summarized financial information of discontinued operations for a potential impairment with respect to certain assets associated with the subleased property (specifically, right-of-use assets and leasehold improvements) year ended December 31, 2023. The Company determined completed the subleased property represented Disposition during the three months ended March 31, 2024 and recorded a separate asset class final gain on remeasurement of classification to held for sale of $0.9 million after recording final transaction and related expenses (for a total loss on disposal of approximately $8.6 million).

There were no current assets, current liabilities, or noncurrent liabilities of discontinued operations for the purposes year ended December 31, 2023, as the disposal group consisted of impairment testing intangible assets, net, and measurement, and goodwill.

The Company has continuing involvement with Commerce Media through a transition services agreement, pursuant to which the Company recorded and Commerce Media provide certain services to each other for a non-cash impairment charge period of $2.2 time following the Disposition (specifically, for an initial term of 180 days from February 21, 2024, with two additional consecutive terms of 90 days each, at Commerce Media's discretion). For the three months ended March 31, 2024, we did not collect any cash related to these activities other than what is described in this footnote, which was collected upon the closing of the Disposition.

Additionally, the Company and Commerce Media entered into a space sharing agreement whereby Commerce Media paid the Company a one-time fee of approximately $2.8 million for the use of certain office space in our corporate headquarters from February 21, 2024 until June 30, 2025 (or such earlier date that the underlying sublease or master lease either expires or is terminated).

License of BuzzFeed, Tasty, and HuffPost's U.K. Operations

On March 28, 2024, BuzzFeed Media Enterprises, Inc., BuzzFeed UK Ltd., and TheHuffingtonPost.com, Inc., all of which are wholly-owned subsidiaries of the Company, entered into a license agreement and an ancillary asset purchase and employee transfer agreement and IT services agreement with $1.4 million allocated Independent Digital News and Media Limited ("IDNM"). Under the license agreement, the above-referenced entities have granted IDNM a license to use the intellectual property, websites, social media accounts, and content of the BuzzFeed, Tasty and HuffPost brands in the U.K. The initial term is five years, unless earlier terminated pursuant to the right-of-use asset, terms of the license agreement. All employees who support the BuzzFeed, Tasty and HuffPost brands were transferred to IDNM as of April 1, 2024. Pursuant to the remaining $0.8 license agreement, IDNM will pay an annual license fee of between £0.3 million allocated and £0.5 million (or approximately between $0.3 million and $0.5 million as of March 31, 2024), plus a net revenue share of 25% if certain criteria are met, as set forth in the license agreement.

20. Subsequent Events

Refer to leasehold improvements. The fair values were determined based Note 2 herein for details regarding the Reverse Stock Split. Additionally, on estimated future discounted cash flows using market participant assumptions. May 6, 2024, the Company terminated $15.0 million of the $15.5 million in letters of credit issued pursuant to the Revolving Credit Facility, which was replaced with a $15.0 million letter of credit, issued by JPMorgan.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the condensed consolidated financial statements of BuzzFeed and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed in the sections entitled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" included elsewhere in this Quarterly Report on Form 10-Q and in our other SEC filings. filings with the Securities and Exchange Commission. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Company Overview

BuzzFeed is a premier digital media company for the most diverse, most online, and most socially connected generations the world has ever seen. Across entertainment, news, food, news, pop culture and commerce, our brands drive conversation and inspire what audiences watch, read, and buy now — and into the future. With a portfolio of Our iconic, globally-loved brands that includes include BuzzFeed, HuffPost, Tasty, Complex Networks, and First We Feast we are (including Hot Ones). Today, our flagship BuzzFeed brand continues to be the number one destination for Gen Z and Millennials amongst our competitive set, biggest player in terms of digital media, with vastly more time spent according to Comscore. than widely known digital and legacy brands like Vox, Bustle, and People.

BuzzFeed's mission is to spread truth, joy, and creativity. creativity on the Internet. We are committed to making the Internet better: providing trusted, quality, high-quality, brand-safe entertainment and news; making content on the Internet more inclusive, empathetic and creative; and inspiring our audience to live better lives.

BuzzFeed curates the Internet, and acts as an "inspiration engine," driving both online and real-world action and transactions. Our strong audience signal and powerful content flywheel enable have enabled us to create build category-leading brands, and a deep, two-way connection with our audiences, as well as and an engine for high-quality content at massive scale and low cost. Working across platforms allows us As a result, each of our brands has a large, loyal, highly-engaged audience that is very attractive to adapt content from one platform advertisers, and innovate around new formats through our rich first party data offering and contextual marketing solutions, we are able to drive engagement on other platforms. This means we can help both advertisers and creators effectively and efficiently reach our audiences wherever they are — across our owned and operated properties and the major social media platforms, including Facebook, YouTube, Instagram, TikTok, Snapchat, Twitter, and Apple News. their target audiences. In 2022, 2023, our audiences consumed more than 620(1) million 300 million hours of content and drove over $500 million in attributable transactions.

Our strength has always been to adapt our business model to the evolution of the digital landscape. Founded by Jonah Peretti in 2006, BuzzFeed started as a lab in New York City's Chinatown, experimenting with how the Internet could change how content is consumed, distributed, interacted with, and shared. This pioneering work was followed by a period of significant growth, during which BuzzFeed became a household name. Over the last few years, we have prioritized investments to focus focused on revenue diversification and profitability (on an Adjusted EBITDA basis, EBITDA-basis, a non-GAAP financial measure, as defined elsewhere discussed below). Our data-driven approach to content creation and our cross-platform distribution network have enabled us to monetize our content by delivering a comprehensive suite of digital advertising products and services and introducing new, complementary revenue streams.

(1) Includes Facebook. Effective January 1, 2023 As of December 31, 2023, we exclude Facebook from determined that the assets of Complex Networks, excluding the First We Feast brand, met the criteria for classification as held for sale. Additionally, we concluded the ultimate disposal, which took place on February 21, 2024 (the "Disposition"), represented a strategic shift that had a major effect on our measure operations and financial results. As such, the historical financial results of Time Spent. Complex Networks have been reflected as discontinued operations in our condensed consolidated financial statements. Refer to Note 19 to the "Executive Overview" section below condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q for additional details. Time spent on Facebook, as reported by Facebook, was approximately 184 million hours in 2022.

The Business Combination

On December 3, 2021, we consummated a business combination (the "Business Combination") with 890 5th Avenue Partners, Inc. ("890"), certain wholly-owned subsidiaries of 890, and BuzzFeed, Inc., a Delaware corporation ("Legacy BuzzFeed"). In connection with the Business Combination, we acquired 100% of the membership interests of CM Partners, LLC. CM Partners, LLC, together with Complex Media, Inc., is referred to herein as "Complex Networks." Following the closing of the Business Combination, 890 was renamed "BuzzFeed, Inc."

Additionally, pursuant to subscription agreements entered into in connection with the entry into the merger agreement pursuant to which consummation of the Business Combination, was consummated, we issued, and certain investors purchased, $150.0 million aggregate principal amount of unsecured convertible notes due 2026 in connection (the "Notes") concurrently with the closing of the Business Combination (the "Notes") Combination. On March 7, 2024, we repaid approximately $30.9 million to holders of the Notes, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. Refer to Note 9Notes 8 and 19 to the condensed consolidated financial statements in Item 1 of included elsewhere within this Quarterly Report on Form 10-Q for additional details.

On May 12, 2022, the board of directors waived the liquidity condition associated with 2.4 million restricted stock units that the Business Combination did not satisfy, permitting them to vest (based on service). We recognized approximately $8.2 million of stock-based compensation expense in the second quarter of 2022. There was no such one-time expense in the current period.

Restructuring

On April 20, 2023, the Company In February 2024, we announced plans to reduce expenses by implementing an approximately 15% 16% reduction in the current workforce. then-current workforce (after the Disposition). In doing so, we reduced the size of our centralized operations to enable our individual brands to operate with more autonomy and deliver against their differentiated value propositions for advertisers. The reduction in workforce plan is part of a broader strategic reprioritization across the Company in order intended to accelerate revenue growth position us to be more agile, sustainable, and improve upon profitability and cash flow. The Company profitable. We incurred approximately $9.7 million $2.9 million of restructuring costs for the nine three months ended September 30, 2023 March 31, 2024, comprised mainly of severance and related benefit benefits costs, of which $5.5 million $1.2 million were included in Cost cost of revenue, excluding depreciation and amortization, $2.8 million $1.5 million were included in Sales and marketing, $0.6 million were included in General and administrative, and $0.8 million were included in Research and development.

In March 2022, in connection with the acquisition of Complex Networks, the Company approved certain organizational changes to align sales and marketing, and $0.2 million were included in general and administrative functions as well as changes administrative. As of March 31, 2024, $1.9 million remain unpaid and were included in content accrued compensation on the condensed consolidated balance sheet. These costs are primarily expected to better serve audience demands. be paid in the second quarter of 2024.

Additionally, in June 2022, accordance with the Asset Purchase Agreement (the "Complex Sale Agreement"), dated as part of February 21, 2024 between a strategic repositioning wholly-owned subsidiary of BuzzFeed News, the Company entered into a voluntary buyout proposal covering certain desks which was negotiated as part of collective bargaining between the Company and Commerce Media Holdings, LLC., pursuant to which the BuzzFeed News Union. Disposition was consummated, Commerce Media reimbursed us for approximately $1.8 million in payments related to "Non-Transferring Employees" (as defined in the Complex Sale Agreement), including severance. The Company incurred approximately $nil and $5.3 million amount of restructuring costs for the three and nine months ended September 30, 2022, respectively, comprised mainly of these severance and related benefit costs. For charges are not included within the nine months ended September 30, 2022, approximately $4.4 million were included in Cost of revenue, excluding depreciation and amortization, $0.3 million were included in Sales and marketing, $0.5 million were included in General and administrative, and $0.1 million were included in Research and development.

Impact of restructuring charges noted above. We treated the COVID-19 Pandemic

In March 2020, the World Health Organization declared the viral strain of COVID-19 a global pandemic and recommended containment and mitigation measures worldwide. The spread of COVID-19 and the resulting economic contraction resulted in increased business uncertainty and significantly impacted our business and results of operations. While the extent of the impact has generally decreased, we continue to monitor the status, and respond to the effects of, the COVID-19 pandemic and its impact on our business. Future developments regarding COVID-19 continue to be uncertain and difficult to predict. There can be no assurances that future impacts related to COVID-19, including new variants, or other global pandemics will not adversely impact our business, results of operations, financial condition and cash flows in future periods. reimbursement as an expense reimbursement.

Effects of Current Economic Conditions

We Macroeconomic conditions have a direct impact on overall advertising and marketing expenditures in the United States (the "U.S."). As advertising and marketing budgets are often discretionary in nature, they can be easier to reduce in the short-term as compared to other corporate expenses. Additionally, economic downturns and recessionary fears may also negatively impact our ability to capture advertising dollars. Consequently, we believe advertising and content budgets have been, and may continue to be, affected by macroeconomic factors, such as market ongoing macroeconomic uncertainty and rising elevated interest rates, which has led contributed to reduced spending from advertising and content customers. These macroeconomic factors have adversely impacted our advertising and content revenue in 2023 and to date in 2023 2024, and we expect these factors will continue to adversely affect our revenue in fiscal year 2023. 2024. In addition, uncertainty surrounding macroeconomic factors in the United States (the "U.S.") U.S. and globally characterized by inflationary pressure, rising elevated interest rates, geopolitical issues or other factors may result in a recession, which could have a material adverse effect on our business. Refer to Part II, Item 1A “Risk Factors” herein andPart I, Item 1A “Risk Factors” within our Annual Report on Form 10-K for the fiscal year ended December 31, 2022. December 31, 2023 for additional details.

Executive Overview

The following table sets forth our operational highlights for the periods presented (in thousands):

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
GAAP	
GAAP	
GAAP	
Total revenue	
Total revenue	
Total revenue	
Loss from continuing operations	
Loss from continuing operations	
Loss from continuing operations	
Net loss from continuing operations	
Net loss from continuing operations	
Net loss from continuing operations	
Non-GAAP	
Non-GAAP	
Non-GAAP	
Adjusted EBITDA(1)	
Adjusted EBITDA(1)	
Adjusted EBITDA(1)	
Non-Financial	
Non-Financial	
Non-Financial	
Time Spent(2)	
Time Spent(2)	
Time Spent(2)	
—% on owned and operated properties	
—% on owned and operated properties	
—% on owned and operated properties	
—% on third-party platforms	
—% on third-party platforms	

—% on third-party platforms

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
GAAP								
Total revenue	$	73,299	$	103,733	$	218,353	$	302,051
Loss from operations	$	(6,800)	$	(18,085)	$	(56,605)	$	(78,271)
Net loss	$	(13,932)	$	(26,993)	$	(78,029)	$	(95,140)
Non-GAAP								
Adjusted EBITDA(1)	$	3,067	$	(2,396)	$	(17,261)	$	(17,067)
Non-Financial								
Time Spent(2)		91,889		113,603		297,233		331,828

(1) See "*Reconciliation from Net loss from continuing operations to Adjusted EBITDA*" for a reconciliation of Adjusted EBITDA to the most directly comparable financial measure in accordance with accounting principles generally accepted in the U.S ("GAAP").

(2) We define Time Spent as the estimated total number of hours spent by users on our owned and operated U.S. properties, our content on Apple News in the U.S., and our content on YouTube in the U.S., in each case, as reported by Comscore. Time Spent does not reflect time spent with our content across all platforms, including some on which we generated a portion of our advertising revenue, and excludes time spent with our content on platforms for which we have minimal advertising capabilities that contribute to our advertising revenue, including Instagram, TikTok, Facebook, Snapchat, and Twitter. There are inherent challenges in measuring the total actual number of hours spent with our content across all platforms; however, we consider the data reported by Comscore to represent industry-standard estimates of the time actually spent on our largest distribution platforms with our most significant monetization opportunities. We use Time Spent to evaluate the level of engagement of our audience. Trends in Time Spent affect our revenue and financial results by influencing the number of ads we are able to show. However, increases or decreases in Time Spent may not directly correspond to increases or decreases in our revenue. For example, the number of programmatic impressions served by third-party platforms can vary based on the advertising revenue optimization strategies of these platforms and, as a result, an increase or decrease in Time Spent does not necessarily correlate with a corresponding increase or decrease in the number of programmatic impressions served, but Time Spent can be a key indicator for our programmatic advertising revenue when the third-party platforms optimize revenue over programmatic impressions. Our definition of Time Spent is not based on any standardized industry methodology and is not necessarily defined in the same manner, or comparable to, similarly titled measures presented by other companies. Time Spent for the three and nine months ended September 30, 2023 March 31, 2024 decreased by 19% and 10% 16%, respectively, consistent with broader industry trends, amongst our competitive set, according to Comscore. Effective January 1, 2023, we exclude Time Spent presented above excludes time spent on Facebook Complex Networks, as Complex Networks is presented as a discontinued operation herein (refer to Note 19 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q for additional details). Time Spent on Complex Networks, as reported by Comscore, was approximately 10.0 million and 28.7 millionhours for the three months ended March 31, 2024 and 2023, respectively (through the date of Disposition, February 21, 2024, for the three months ended March 31, 2024). Time Spent on Complex Networks, as reported by Comscore, historically included Time Spent on First We Feast, as First We Feast was historically under the Complex Networks' measurement portfolio of Comscore. At this time, Time Spent on First We Feast cannot be reasonably bifurcated from Time Spent on Complex Networks. As such, in order to have a more comparable measure of Time Spent, we have excluded Time Spent on First We Feast from our measure of Time Spent as our monetization strategy is increasingly focused on advertising on our owned presented above, and operated properties, and Facebook now contributes an immaterial amount of advertising revenue. we will exclude Time Spent on Facebook, as reported by Facebook, was approximately 11 million hours and 37 million hours for the three months ended September 30, 2023 and 2022, respectively, and 48 million hours and 157 million hours for the nine months ended September 30, 2023 and 2022, respectively, which is not included in Time Spent presented First We Feast in the table above. future.

Content Performance Metrics

We use certain metrics to assess the operational and financial performance of our business. Effective January 1, 2023, we have introduced new metrics with respect to our branded content revenue, which represents the majority of our reported content revenue (branded content is further defined within "Components of Results of Operations" below). Specifically, we monitor the performance of our branded content advertisers through retention and average trailing 12-month revenue per branded content advertiser. Net branded content advertiser revenue retention is an indicator of our ability to retain the spend of our existing customers year-over-year, which we view as a reflection of the effectiveness of our services. In addition, we monitor the number of branded content advertisers and the net average branded content advertiser revenue, as defined below, as these metrics provide further details with respect to the majority of our reported content revenue and influence our business planning decisions. Our use of net branded content advertiser revenue retention, branded content advertisers, and net average branded content advertiser revenue have limitations as analytical tools, and investors should not consider them in isolation. Additionally, the aforementioned metrics do not have any standardized meaning and are therefore unlikely to be comparable to similarly titled measures presented by other companies. Pro forma amounts for acquisitions and dispositions are calculated as if the acquisitions and / or dispositions occurred on the first day of the applicable period.

The following table sets forth certain operating metrics for our branded content revenue for the three months ended September 30, March 31, 2024 and 2023 and 2022 (on a trailing 12-month basis):

	September 30,	
	2023	2022

	March 31,		March 31,	
	2024		2024	2023

Net branded content advertiser revenue retention(1)	Net branded content advertiser revenue retention(1)	59 %	80 %	Net branded content advertiser revenue retention(1)	61 %	62 %
Branded content advertisers(2)	Branded content advertisers(2)	>90	>110	Branded content advertisers(2)	>50	>60
Net average branded content advertiser revenue(3)	Net average branded content advertiser revenue(3)	$1.0	$1.1			

(1) Net branded content advertiser revenue retention is calculated by dividing the branded content revenue for the trailing 12 month months from the close of the current reporting period, from advertisers who were also advertisers at the close of the same period in the prior year (the “base period”), by the branded content revenue for the trailing 12 month months from the close of the base period. This analysis only considers branded content advertisers who spent greater than $250,000 (actual dollars) in the trailing 12 months from the close of the base period, and is pro forma for acquisitions. acquisitions and dispositions. This metric also excludes revenues derived from joint ventures and from deals not included in the branded content definition below. In both periods presented, this represents the significant majority of branded content advertiser revenue.

(2) Represents the actual number of branded content advertisers, excluding branded content advertisers that spent less than $250,000 (actual dollars) during the trailing 12 months at the close of the current reporting period, and is pro forma for acquisitions. acquisitions and dispositions. This does not mean an included advertiser spent $250,000 (actual dollars) in any given quarter.

(3) Represents the net branded content revenue (dollars in millions) generated by branded content customers (as defined in footnote (2) above) during the trailing 12 months at the close of the current reporting period divided by the number of branded content advertisers during that period, and is pro forma for acquisitions. acquisitions and dispositions. This does not mean an included advertiser spent $250,000 (actual dollars) in any given quarter.

Components of Results of Operations

Revenue: The majority of our revenue is generated through the following types of arrangements:

- *Advertising:* Consists of display, programmatic, and video advertising on our owned and operated sites and applications and social media platforms. The majority of our advertising revenue is monetized on a per-impression basis; however, we also generate revenue from advertising products that are not monetized on a per-impression basis (for example, page takeovers that are monetized on a per-day basis). Advertising revenue is recognized in the period that the related impression or non-impression based metric is delivered. Programmatic impressions on third-party platforms, such as YouTube, are controlled by the individual platforms, and the respective advertising revenue optimization strategies of these platforms have an impact on the number of programmatic impressions that these platforms serve. These optimization strategies change from time to time and have varying impacts on the numbers of programmatic impressions served. Additionally, there is a component of our advertising revenue derived from sources where we are unable to obtain impression data. We generate an immaterial portion of our advertising revenue on platforms excluded from our measurement of Time Spent.

- *Content:* Includes revenue generated from creating content, including promotional content, and customer advertising (herein referred to as “branded content”). Additionally, includes revenue from feature films and content licensing. Content revenue is recognized when the content, or the related action (click or view), is delivered.

- *Commerce and other:* Includes affiliate marketplace revenue and licensing of intellectual property. We participate in multiple marketplace arrangements with third parties whereby we provide affiliate links which redirect the audience to purchase products and/or services from the third parties. When the participant purchases a product and/ and / or service, we receive a commission fee for that sale from the third party. Affiliate marketplace revenue is recognized when a successful sale is made and the commission is earned. Additionally, we generate other revenues from the production of live and virtual events such as ComplexCon and ComplexLand. We recognize revenue related to such events in the period in which the event occurred, as and when the services are delivered.

Cost of revenue: revenue, excluding depreciation and amortization: Consists primarily of compensation-related expenses and costs incurred for the creation of editorial, promotional, and news content across all platforms, as well as amounts due to third-party websites and platforms to fulfill customers’ advertising campaigns. Web hosting and advertising serving platform costs are also included in cost of revenue.

Sales and marketing: Consists primarily of compensation-related expenses for sales employees. In addition, sales and marketing expenses include advertising costs and market research.

General and administrative: Consists of compensation-related expenses for corporate employees. Also, it consists of expenses for facilities, professional services fees, insurance costs, and other general overhead costs.

Research and development: Consists primarily of compensation-related expenses incurred for the development of, enhancements to, and maintenance of our website, technology platforms, data collection and infrastructure. Research and development expenses that do not meet the criteria for capitalization are expensed as incurred.

Depreciation and amortization: Represents depreciation of property and equipment and amortization of intangible assets and capitalized software costs.

Impairment expense: Represents impairment charges on certain long-lived assets. Refer to Note 21 to the condensed consolidated financial statements for additional details.

***Other expense, (expense) income, net*:** Consists of foreign exchange gains and losses, gains and losses on investments, gains and losses on dispositions of subsidiaries, gains and losses on disposition of assets, and other miscellaneous income and expenses.

Interest expense, net: Consists of interest expense incurred on our borrowings, net of interest income on interest bearing checking accounts.

Change in fair value of warrant liabilities: Reflects the changes in warrant liabilities which is primarily based on the market price of our Public Warrants listed on Nasdaq under the symbol "BZFDW." Refer to Note 5 4 to the condensed consolidated financial statements for additional details.

Change in fair value of derivative liability: In December 2021, we issued a $150.0 million aggregate principal amount of unsecured convertible notes due 2026 (i.e., the Notes) that contain redemption features which we determined

were embedded derivatives to be recognized as liabilities and measured at fair value. At the end of each reporting period, changes in the estimated fair value during the period are recorded as a change in the fair value of derivative liability. During the year ended December 31, 2023, we determined the fair value of the derivative liability was immaterial; refer to Note 4 to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details. On March 7, 2024, we repaid approximately $30.9 million to holders of the Notes, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024.

Income tax provision: Represents federal, state, and local taxes based on income in multiple domestic and international jurisdictions.

Results of Operations:

Comparison of results for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 2023

The following tables set forth our condensed consolidated statement of operations data for each of the periods presented (in thousands):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Revenue					
Revenue					
Revenue	Revenue	$ 73,299	$ 103,733	$ 218,353	$ 302,051
Costs and Expenses	Costs and Expenses				
Costs and Expenses					
Costs and Expenses					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization					

Cost of revenue, excluding depreciation and amortization	Cost of revenue, excluding depreciation and amortization	39,836	60,989	137,687	183,336
Sales and marketing	Sales and marketing	10,300	16,317	39,736	52,808
Sales and marketing					
Sales and marketing					
General and administrative					
General and administrative					
General and administrative	General and administrative	19,080	27,254	62,438	92,381
Research and development	Research and development	2,815	5,900	10,594	23,345
Research and development					
Research and development					
Depreciation and amortization	Depreciation and amortization	8,068	9,198	24,503	26,292
Impairment expense		—	2,160	—	2,160
Depreciation and amortization					
Depreciation and amortization					
Total costs and expenses	Total costs and expenses	80,099	121,818	274,958	380,322
Loss from operations		(6,800)	(18,085)	(56,605)	(78,271)
Other expense, net		(1,307)	(2,752)	(4,362)	(5,330)
Total costs and expenses					
Total costs and expenses					
Loss from continuing operations					
Loss from continuing operations					
Loss from continuing operations					
Other (expense) income, net					
Other (expense) income, net					
Other (expense) income, net					
Interest expense, net					
Interest expense, net					
Interest expense, net	Interest expense, net	(5,904)	(5,171)	(16,953)	(14,992)
Change in fair value of warrant liabilities	Change in fair value of warrant liabilities	104	(395)	(94)	2,964
Change in fair value of warrant liabilities					
Change in fair value of warrant liabilities					
Change in fair value of derivative liability	Change in fair value of derivative liability	30	300	150	3,525
Loss before income taxes		(13,877)	(26,103)	(77,864)	(92,104)
Change in fair value of derivative liability					
Change in fair value of derivative liability					
Loss from continuing operations before income taxes					
Loss from continuing operations before income taxes					
Loss from continuing operations before income taxes					

Income tax provision	Income tax provision	55	890	165	3,036
Income tax provision					
Income tax provision					
Net loss from continuing operations					
Net loss from continuing operations					
Net loss from continuing operations					
Net loss from discontinued operations, net of tax					
Net loss from discontinued operations, net of tax					
Net loss from discontinued operations, net of tax					
Net loss	Net loss	(13,932)	(26,993)	(78,029)	(95,140)
Net income attributable to the redeemable noncontrolling interest		—	—	—	164
Net (loss) income attributable to noncontrolling interests		(210)	(137)	(470)	211
Net loss					
Net loss					
Less: net loss attributable to noncontrolling interests					
Less: net loss attributable to noncontrolling interests					
Less: net loss attributable to noncontrolling interests					
Net loss attributable to BuzzFeed, Inc.	Net loss attributable to BuzzFeed, Inc.	$ (13,722)	$ (26,856)	$ (77,559)	$ (95,515)
Net loss attributable to BuzzFeed, Inc.					
Net loss attributable to BuzzFeed, Inc.					

Costs and expenses included in stock-based compensation expense are included in the condensed consolidated statements of operations as follows (in thousands):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization	Cost of revenue, excluding depreciation and amortization	$ 272	$ 460	$ 883	$ 3,615
Sales and marketing	Sales and marketing	261	550	1,148	2,663
Sales and marketing					
Sales and marketing					
General and administrative					
General and administrative					

General and administrative	General and administrative	1,191	2,448	3,345	8,828
Research and development(1)	Research and development(1)	75	177	(198)	3,753
Research and development(1)					
Research and development(1)					
Total	Total	$ 1,799	$ 3,635	$ 5,178	$ 18,859
Total					
Total					

(1) The negative stock-based compensation expense for the nine three months ended September 30, 2023 March 31, 2023 for Research research and development was due to forfeitures.

The following table sets forth our condensed consolidated statement of operations data for each of the periods presented as a percentage of revenue(1):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		2024			
		2024			
		2024			
Revenue					
Revenue					
Revenue	Revenue	100 %	100 %	100 %	100 %
Costs and Expenses	Costs and Expenses				
Costs and Expenses					
Costs and Expenses					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization					
Cost of revenue, excluding depreciation and amortization	Cost of revenue, excluding depreciation and amortization	54 %	59 %	63 %	61 %
Sales and marketing	Sales and marketing	14 %	16 %	18 %	17 %
Sales and marketing					
Sales and marketing					
General and administrative					
General and administrative					
General and administrative	General and administrative	26 %	26 %	29 %	31 %
Research and development	Research and development	4 %	6 %	5 %	8 %
Research and development					
Research and development					
Depreciation and amortization	Depreciation and amortization	11 %	9 %	11 %	9 %
Impairment expense		— %	2 %	— %	1 %
Depreciation and amortization					

Depreciation and amortization									
Total costs and expenses	Total costs and expenses	109	%	117	%	126	%	126	%
Loss from operations		(9)	%	(17)	%	(26)	%	(26)	%
Other expense, net		(2)	%	(3)	%	(2)	%	(2)	%
Total costs and expenses									
Total costs and expenses									
Loss from continuing operations									
Loss from continuing operations									
Loss from continuing operations									
Other (expense) income, net									
Other (expense) income, net									
Other (expense) income, net									
Interest expense, net									
Interest expense, net									
Interest expense, net	Interest expense, net	(8)	%	(5)	%	(8)	%	(5)	%
Change in fair value of warrant liabilities	Change in fair value of warrant liabilities	—	%	—		—	%	1	%
Change in fair value of warrant liabilities									
Change in fair value of warrant liabilities									
Change in fair value of derivative liability	Change in fair value of derivative liability	—	%	—		—	%	1	%
Loss before income taxes		(19)	%	(25)	%	(36)	%	(30)	%
Change in fair value of derivative liability									
Change in fair value of derivative liability									
Loss from continuing operations before income taxes									
Loss from continuing operations before income taxes									
Loss from continuing operations before income taxes									
Income tax provision	Income tax provision	—	%	1	%	—	%	1	%
Income tax provision									
Income tax provision									
Net loss from continuing operations									
Net loss from continuing operations									
Net loss from continuing operations									
Net loss from discontinued operations, net of tax									
Net loss from discontinued operations, net of tax									
Net loss from discontinued operations, net of tax									
Net loss	Net loss	(19)	%	(26)	%	(36)	%	(31)	%
Net income attributable to the redeemable noncontrolling interest		—	%	—	%	—	%	—	%
Net (loss) income attributable to noncontrolling interests		—	%	—	%	—	%	—	%
Net loss									
Net loss									
Net loss attributable to noncontrolling interests									
Net loss attributable to noncontrolling interests									
Net loss attributable to noncontrolling interests									
Net loss attributable to BuzzFeed, Inc.	Net loss attributable to BuzzFeed, Inc.	(19)	%	(26)	%	(36)	%	(31)	%

Net loss attributable to BuzzFeed, Inc.
Net loss attributable to BuzzFeed, Inc.

(1) Percentages have been rounded for presentation purposes and may differ from unrounded results.

Revenue

Total revenue was as follows (in thousands):

		Three Months Ended September 30,			Nine Months Ended September 30,		
		2023	2022	% Change	2023	2022	% Change
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		2024					
		2024					
		2024					
Advertising							
Advertising							
Advertising	Advertising	$ 32,589	$ 50,404	(35) %	102,234	152,296	(33) %
Content	Content	26,250	38,416	(32) %	79,347	110,979	(29) %
Content							
Content							
Commerce and other							
Commerce and other							
Commerce and other	Commerce and other	14,460	14,913	(3) %	36,772	38,776	(5) %
Total revenue	Total revenue	$ 73,299	$ 103,733	(29) %	$ 218,353	$ 302,051	(28) %
Total revenue							
Total revenue							

Advertising revenue decreased by $17.8 million $6.0 million, or 35% 22%, for the three months ended September 30, 2023 driven by an $8.9 million March 31, 2024, or 24%, primarily due to a decline in advertising revenue from products monetized on a per-impression per impression basis, which reflects an 17% decline in the number of programmatic impressions delivered and an 7% decline in overall pricing. The remaining decline was primarily driven by reflecting a decline in advertising revenues derived from products that are not monetized on a per-impression basis.

Advertising revenue decreased by $50.1 million, or 33%, for the nine months ended September 30, 2023 driven by a $24.5 million, or 22%, decline in advertising revenue from products monetized on a per-impression basis, which reflects a 13%16% decline in the number of programmatic impressions delivered and a 9% decrease 6% decline in overall pricing. We expect these declines The decline in pricing impressions and impressions to continue in the near-term. The remaining decline overall pricing was primarily driven by due to a decline in advertising revenues derived generated from products that are not monetized on a per-impression basis. distributed platforms.

Content revenue decreased by $12.2 million $3.1 million, or 32% 19%, for the three months ended September 30, 2023 March 31, 2024, driven by a $2.1 million decrease in revenue associated with non-recurring custom content campaigns that were delivered during the three months ended March 31, 2023, with no comparable revenue during the current three-month period. The remaining decline of $1.0 million was primarily attributable to the decline in the number of branded content advertisers year-over-year and a $2.4 million decline in customers year-over-year. We expect content revenue from feature films due to the timing of delivery and release revenue recognition.

Content revenue decreased by $31.6 million, or 29%, for the nine months ended September 30, 2023 driven by a decrease in consumer spending in certain client verticals, particularly those in the technology and telecommunications and retail industries, due to the broader macroeconomic environment. Additionally, a decrease in the number of branded content advertisers contributed to the year-over-year decline, as well as a $8.9 million decline in revenue from feature films due to the timing of delivery (none delivered in the current nine-month period). We anticipate the decrease in the number of branded content advertisers to continue to negatively impact our content revenues year-on-year. decline in 2024 as we focus on programmatic advertising and affiliate products.

Commerce and other marginally declined by $1.0 million, or 9%, for the three months ended September 30, 2023 March 31, 2024, with a $0.5 million, or 3%, decrease year-over-year.

Commerce primarily due to less promotional spending and lower shopping traffic as compared to the three months ended March 31, 2023. We expect these trends to adversely impact our commerce and other decreased $2.0 million, or 5%, for the nine months ended September 30, 2023, principally reflecting the comparative period including a virtual event that took place revenue in the second quarter of 2022 which did not take place in 2023. short-term.

Cost of revenue: revenue, excluding depreciation and amortization:

	Three Months Ended September 30,						Nine Months Ended September 30,					
	2023		2022		% Change		2023		2022		% Change	
Cost of revenue	39,836		60,989		(35)	%	137,687		183,336		(25)	%
	Three Months Ended March 31,											
	Three Months Ended March 31,											
	Three Months Ended March 31,											
	2024											
	2024											
	2024											
Cost of revenue, excluding depreciation and amortization												
Cost of revenue, excluding depreciation and amortization												
Cost of revenue, excluding depreciation and amortization												
As a percentage of revenue / As a percentage of revenue	54	%	59	%			63	%	61	%		
As a percentage of revenue												
As a percentage of revenue												

Cost of revenue decreased by $21.2 million $6.2 million, or 35% 17%, for the three months ended September 30, 2023 driven by an $11.8 million decrease in variable costs of revenue, the majority of which was due to the decline in revenue year-over-year, and an $8.0 million decrease in compensation expense reflecting our previous cost savings actions.

Cost of revenue decreased by $45.6 million March 31, 2024, or 25%, for the nine months ended September 30, 2023 driven by a $21.2 million $3.4 million decrease in compensation expense reflecting our previous cost savings actions, a $19.2 million $2.6 million decrease in variable costs of revenue driven by due to changes in the revenue mix and the decline in revenue year-over-year, and a $2.7 million $0.2 million decrease in stock-based compensation expense, content expenses, partially offset by a $1.2 million increase in restructuring expenses.

Sales and marketing:

	Three Months Ended September 30,						Nine Months Ended September 30,					
	2023		2022		% Change		2023		2022		% Change	
	Three Months Ended March 31,											
	Three Months Ended March 31,											
	Three Months Ended March 31,											
	2024											
	2024											
	2024											
Sales and marketing												
Sales and marketing												
Sales and marketing / Sales and marketing	10,300		16,317		(37)	%	39,736		52,808		(25)	%
As a percentage of revenue / As a percentage of revenue	14	%	16	%			18	%	17	%		
As a percentage of revenue												
As a percentage of revenue												

Sales and marketing expenses decreased by $6.0 million $2.8 million, or 37% 23%, for the three months ended September 30, 2023 March 31, 2024, driven by a $4.8 million $3.0 million decrease in compensation and related expenses reflecting our previous cost savings actions and a $0.3 million $1.1 million decrease in stock-based compensation expense.

Sales travel and marketing entertainment and consulting expenses, decreased by $13.1 million, or 25%, for the nine months ended September 30, 2023 driven by an $11.5 million decrease in compensation and related expenses reflecting our previous cost savings actions and a $1.5 million decrease in stock-based compensation expense, partially offset by a $2.5 million $1.5 million increase in restructuring expenses.

General and administrative:

		Three Months Ended September 30,			Nine Months Ended September 30,		
		2023	2022	% Change	2023	2022	% Change
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		2024					
		2024					
		2024					
General and administrative							
General and administrative							
General and administrative	General and administrative	19,080	27,254	(30) %	62,438	92,381	(32) %
As a percentage of revenue	As a percentage of revenue	26 %	26 %		29 %	31 %	
As a percentage of revenue							
As a percentage of revenue							

General and administrative expenses decreased by $8.2 million $5.2 million, or 30% 24%, for the three months ended September 30, 2023 March 31, 2024, driven by a $2.0 million $1.7 million decrease in rent expense, a $1.0 million decrease in professional fees and consulting expenses, $0.5 million decrease in software expenses, a $0.3 million decrease in compensation expenses reflecting our previous cost savings actions, a $1.3 million $0.3 million decrease in insurance, a $0.2 million decrease in stock-based compensation expense, a $1.3 million $0.2 million increase in sublease income, largely associated with the sublease of our former corporate headquarters in the third quarter of 2022, and a $0.9 million $0.2 million decrease in insurance, a $0.7 million decrease in professional fees, and a $0.7 million decrease in certain litigation costs that were incurred in the prior year related to the Business Combination.

General and administrative expenses decreased by $29.9 million, or 32%, for the nine months ended September 30, 2023 driven by an $8.2 million decrease in (i) transaction-related costs, (ii) certain litigation costs, and (iii) public company readiness costs that were incurred in the prior year related to the Business Combination, a $5.5 million decrease in stock-based compensation expense, a $5.5 million increase in sublease income largely associated with the sublease of our former corporate headquarters in the third quarter of 2022, a $3.1 million decrease in insurance, a $2.8 million decrease in compensation expenses reflecting our previous cost savings actions, and a $2.2 million decrease in professional fees. general facilities' expenses.

Research and development:

		Three Months Ended September 30,			Nine Months Ended September 30,		
		2023	2022	% Change	2023	2022	% Change
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		2024					
		2024					
		2024					
Research and development							
Research and development							
Research and development	Research and development	2,815	5,900	(52) %	10,594	23,345	(55) %
As a percentage of revenue	As a percentage of revenue	4 %	6 %		5 %	8 %	
As a percentage of revenue							
As a percentage of revenue							

Research and development expenses decreased remained relatively flat year-over-year.

Depreciation and amortization:

	Three Months Ended March 31,		
	2024	2023	% Change

Depreciation and amortization	5,881	5,704	3 %
As a percentage of revenue	13 %	10 %	

For the three months ended March 31, 2024, depreciation and amortization expenses increased by $3.1 million $0.2 million, or 52%, 3%.

Other (expense) income, net:

	Three Months Ended March 31,		
	2024	2023	% Change
Other (expense) income, net	(556)	620	(190)%
As a percentage of revenue	(1)%	1 %	

We recorded other expense, net of $0.6 million for the three months ended September 30, 2023 principally reflecting a $2.7 million decrease in compensation expense reflecting our previous cost savings actions.

Research and development expenses decreased by $12.8 million March 31, 2024, or 55%, for the nine months ended September 30, 2023 driven by an $8.5 million decrease in compensation expense reflecting our previous cost savings actions and a $4.0 million decrease in stock-based compensation expense.

Depreciation and amortization:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	% Change	2023	2022	% Change
Depreciation and amortization	8,068	9,198	(12)%	24,503	26,292	(7)%
As a percentage of revenue	11 %	9 %		11 %	9 %	

For the three and nine months ended September 30, 2023, depreciation and amortization expenses decreased by $1.1 million, or 12%, and a $1.8 million, or 7%, respectively.

Impairment expense:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	% Change	2023	2022	% Change
Impairment expense	—	2,160	(100)%	—	2,160	(100)%
As a percentage of revenue	— %	2 %		— %	1 %	

We recorded a non-cash impairment expense compared to other income, net of $2.2 million during the three months ended September 30, 2022, with no comparable loss in the current-year period. Of the non-cash impairment charge, $1.4 million was allocated to right-of-use-assets and the remaining $0.8 million was allocated to leasehold improvements. Refer to Note 21 to the condensed consolidated financial statements for additional details.

Other expense, net:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2023	2022	% Change	2023	2022	% Change
Other expense, net	(1,307)	(2,752)	(53)%	(4,362)	(5,330)	(18)%
As a percentage of revenue	(2)%	(3)%		(2)%	(2)%	

Other expense, net decreased by $1.4 million, or 53%, $0.6 million for the three months ended September 30, 2023 March 31, 2023. The change of $1.2 million was primarily driven by a $1.8 million $0.9 million decrease in exchange loss gain (primarily unrealized) as the impact of foreign exchange rate fluctuations stabilized as compared to the year-ago period partially offset by the comparison against a $0.5 million gain on the sale of an asset, with no comparable gain in the current three-month period.

Other expense, net decreased by $1.0 million, or 18%, for the nine months ended September 30, 2023 driven by a $6.2 million decrease in exchange loss (primarily unrealized) as the impact of foreign exchange rate fluctuations stabilized as compared to the year-ago period, partially offset by a $4.8 million change in investment (principally consisting of a $3.5 million loss on investment during the nine months ended September 30, 2023 and a $1.3 million unrealized gain on investment during the nine months ended September 30, 2022). Refer to Note 5 to the condensed consolidated financial statements for additional information surrounding the loss on investment recorded $0.3 million increase in the second quarter of 2023.

other expense.

Interest expense, net:

	Three Months Ended September 30,		% Change		Nine Months Ended September 30,		% Change	
	2023	2022	% Change		2023	2022	% Change	
	Three Months Ended March 31,							
	Three Months Ended March 31,							
	Three Months Ended March 31,							
	2024							
	2024							
	2024							
Interest expense, net								
Interest expense, net								
Interest expense, net Interest expense, net	(5,904)	(5,171)	14	%	(16,953)	(14,992)	13	%
As a percentage of revenue As a percentage of revenue	(8) %	(5) %			(8) %	(5) %		
As a percentage of revenue								
As a percentage of revenue								

Interest expense, net increased by $0.7 million, or 14% 18%, for the three months ended September 30, 2023 primarily driven by increased interest rates year-over-year.

Interest expense, net increased by $2.0 million, or 13%, for the nine months ended September 30, 2023 driven by increased interest rates year-over-year, coupled with a larger amount outstanding under the Revolving Credit Facility. March 31, 2024.

Change in fair value of warrant liabilities:

	Three Months Ended September 30,		% Change		Nine Months Ended September 30,		% Change	
	2023	2022	% Change		2023	2022	% Change	
	Three Months Ended March 31,							
	Three Months Ended March 31,							
	Three Months Ended March 31,							
	2024							
	2024							
	2024							
Change in fair value of warrant liabilities								
Change in fair value of warrant liabilities								
Change in fair value of warrant liabilities Change in fair value of warrant liabilities	104	(395)	(126)	%	(94)	2,964	(103)	%
As a percentage of revenue As a percentage of revenue	— %	— %			— %	1 %		
As a percentage of revenue								
As a percentage of revenue								

For the three and nine months ended September 30, 2023 March 31, 2024, we recorded a gain of $0.1 million and a loss of $0.1 million, respectively, $nil on the change in fair value of warrant liabilities.

Change in fair value of derivative liability:

	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2023	2022	% Change	2023	2022	% Change
	Three Months Ended March 31,					
	Three Months Ended March 31,					
	Three Months Ended March 31,					
	2024					
	2024					

		2024									
Change in fair value of derivative liability											
Change in fair value of derivative liability											
Change in fair value of derivative liability	Change in fair value of derivative liability	30		300		(90)	%	150	3,525	(96)	%
As a percentage of revenue	As a percentage of revenue	—	%	—	%			— %	1 %		
As a percentage of revenue											
As a percentage of revenue											

For the three and nine months ended September 30, 2023, we

We recorded a gain loss of $nil and $0.2 million, respectively, $1.0 million on the change in fair value of derivative liability for the derivative liability. three months ended March 31, 2023, with no comparable loss in the current three month period.

Income tax provision:

		Three Months Ended September 30,				Nine Months Ended September 30,			
		2023	2022	% Change		2023	2022	% Change	
		Three Months Ended March 31,							
		Three Months Ended March 31,							
		Three Months Ended March 31,							
		2024							
		2024							
		2024							
Income tax provision									
Income tax provision									
Income tax provision	Income tax provision	55	890	(94)	%	165	3,036	(95)	%
As a percentage of revenue	As a percentage of revenue	— %	1 %			— %	1 %		
As a percentage of revenue									
As a percentage of revenue									

For the three and nine months ended September 30, 2023 March 31, 2024, the Company recorded an income tax provision of $0.1 and $0.2 million, respectively, related to federal, state, and foreign taxes. The Company's effective tax rate on continuing operations differed from the U.S. federal statutory income tax rate of 21% primarily due to (i) limited tax benefits provided for against its current year pre-tax operating loss, as the Company maintains a full valuation allowance against its U.S. deferred tax assets that are not realizable on a more-likely-than-not basis, and (ii) permanent adjustments and state taxes related to the Disposition.

For the three months ended March 31, 2023, the Company's effective tax rate on continuing operations differed from the U.S. federal statutory income tax rate of 21% primarily due to limited tax benefits provided for against its current year pre-tax operating loss as the Company maintains a full valuation allowance against its U.S. deferred tax assets that are not realizable on a more-likely-than-not basis.

Net loss from discontinued operations, net of tax:

For the three and nine months ended September 30, 2022 March 31, 2024, the Company recorded an income net loss from discontinued operations, net of tax provision of $0.9 and $3.0 million increased by $2.3 million, respectively, related to federal, state, and foreign taxes. or 34%. The Company's effective tax rate differed from the U.S. federal statutory income tax rate of 21% increase was primarily due to limited tax benefits provided for against its current year pre-tax operating a $4.9 million loss as the Company maintains on partial debt extinguishment, partially offset by a full valuation allowance against its U.S. deferred tax assets that are not realizable on a more-likely-than-not basis. Additionally, the Company recorded $2.2 million improvement in loss from discontinued operations and a $0.9 million discrete tax expense during final gain on remeasurement of classification to held for sale. The results for the three and nine months ended September 30, 2022 March 31, 2024 includes activity only from January 1, 2024 through the date of Disposition (i.e., primarily related to changes to the Company's valuation allowance related to Complex Networks' measurement period adjustments as a result of finalization of Complex Networks' pre-acquisition tax filings.

As of September 30, 2023, the Company continued to maintain a valuation allowance against its U.S. and certain foreign deferred tax assets as the Company could not conclude that such assets will be realized on a more-likely-than-not basis. Any decline in the valuation allowance could have a favorable impact on the Company's income tax provision and net income in the period in which such determination is made. February 21, 2024).

Non-GAAP Financial Measure

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure and represents a key metric used by management and the Board our board of Directors directors to measure the operational strength and performance of our business, to establish budgets, and to develop operational goals for managing our business. We define Adjusted EBITDA as net loss from continuing operations, excluding the impact of net (loss) income loss attributable to noncontrolling interests, income tax provision, interest expense, net, other expense (income), net, depreciation and amortization, stock-based compensation, change in fair value of warrant liabilities, change in fair value of derivative liability, restructuring costs, impairment expense, transaction-related costs, certain litigation costs, public company readiness costs, and other non-cash and non-recurring items that management believes are not indicative of ongoing operations.

We believe Adjusted EBITDA is relevant and useful information for investors because it allows investors to view performance in a manner similar to the method used by our management. However, there are limitations to the use of Adjusted EBITDA and our definition of Adjusted EBITDA may not be comparable to similarly titled measures of other companies. Other companies, including companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting the usefulness of those measures for comparative purposes.

Adjusted EBITDA should not be considered a substitute for loss from continuing operations, net loss, or net loss attributable to BuzzFeed, Inc. that we have reported in accordance with GAAP.

Reconciliation from Net loss from continuing operations to Adjusted EBITDA

The following table reconciles consolidated net loss from continuing operations to Adjusted EBITDA for the periods presented:

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
	2024
	2024
Net loss from continuing operations	
Net loss from continuing operations	
Net loss from continuing operations	
Income tax provision	
Income tax provision	
Income tax provision	
Interest expense, net	
Interest expense, net	
Interest expense, net	
Other expense (income), net	
Other expense (income), net	
Other expense (income), net	
Depreciation and amortization	
Depreciation and amortization	
Depreciation and amortization	
Stock-based compensation	
Stock-based compensation	
Stock-based compensation	
Change in fair value of warrant liabilities	
Change in fair value of warrant liabilities	

Change in fair value of warrant liabilities

Change in fair value of derivative liability

Change in fair value of derivative liability

Change in fair value of derivative liability

Restructuring(1)

Restructuring(1)

Restructuring(1)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net loss	$ (13,932)	$ (26,993)	$ (78,029)	$ (95,140)
Income tax provision	55	890	165	3,036
Interest expense, net	5,904	5,171	16,953	14,992
Other expense, net	1,307	2,752	4,362	5,330
Depreciation and amortization	8,068	9,198	24,503	26,292
Stock-based compensation	1,799	3,635	5,178	18,859
Change in fair value of warrant liabilities	(104)	395	94	(2,964)
Change in fair value of derivative liability	(30)	(300)	(150)	(3,525)
Restructuring(1)	—	—	9,663	5,319
Impairment expense(2)	—	2,160	—	2,160
Transaction-related costs(3)	—	—	—	5,132
Litigation costs(4)	—	696	—	1,920
Public company readiness costs(5)	—	—	—	1,522
Adjusted EBITDA **Adjusted EBITDA**	$ 3,067	$ (2,396)	$ (17,261)	$ (17,067)

Adjusted EBITDA

Adjusted EBITDA

(1) Refer to elsewhere above in Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein for a discussion of the distinct restructuring activities activity during the nine three months ended September 30, 2023 and 2022. March 31, 2024. We exclude restructuring expenses from our non-GAAP measures because we believe they do not reflect expected future operating expenses, they are not indicative of our core operating performance, and they are not meaningful in comparisons to our past operating performance.

(2) Reflects a non-cash impairment expense recorded during the three months ended September 30, 2022 associated with certain long-lived assets of our former corporate headquarters which was fully subleased in the third quarter of 2022. Refer to Note 21 to the condensed consolidated financial statements for additional details.

(3) Reflects transaction-related costs and other items which are either not representative of our underlying operations or are incremental costs that result from an actual or contemplated transaction and include professional fees, integration expenses, and certain costs related to integrating and converging information technology systems.

(4) Reflects costs related to litigation that are outside the ordinary course of our business. We believe it is useful to exclude such charges because we do not consider such amounts to be part of the ongoing operations of our business and because of the singular nature of the claims underlying the matter.

(5) Reflects one-time initial set-up costs associated with the establishment of our public company structure and processes.

Liquidity and Capital Resources

As a digital media company, we Our principal sources of liquidity are subject to certain inherent risks our cash and uncertainties associated cash equivalents and cash generated from continuing operations. Our cash and cash equivalents consist of demand deposits with the development of our business. To date, substantially all of our efforts financial institutions and investments in money market funds.

The condensed consolidated financial statements have been devoted to the growth of our owned and operated properties and portfolio of brands. This includes our proprietary technology infrastructure, advertising solutions, content creation tools, and more. We have invested prepared in accordance with accounting principles generally accepted in the recruitment U.S. ("U.S. GAAP") on a going concern basis, which contemplates the realization of key management assets and technical staff and have acquired certain businesses. These investments have historically been funded by raising outside capital, and as a result satisfaction of these efforts, we have generally incurred significant losses and used net cash outflows from operations since our inception— and we may continue to incur such losses and use net cash outflows for liabilities in the foreseeable future until such time we reach a scale normal course of profitability without needing to rely on funding from outside capital to sustain our operations.

In order to execute our growth strategy, we have historically relied on outside capital through the issuance of equity, debt, and borrowings under financing arrangements ("outside capital"). We may continue to rely on outside capital for the foreseeable future. While we believe we will eventually reach a scale of profitability to sustain our operations, there can be no assurance we will be able to achieve such profitability or generate consistent positive cash flows from operations, or do so in a manner that does not necessitate our continued reliance on outside capital.

business. As of the date the accompanying condensed consolidated financial statements were issued ("issuance (the "issuance date"), the significance of the following adverse conditions were evaluated in accordance with U.S. GAAP. The presence of the following risks and uncertainties associated with our financial condition may adversely affect our ability to sustain our operations over the next 12 months beyond the issuance date.

• Since our inception, we have generally incurred significant losses and used net cash flows from operations to grow our owned and operated properties and portfolio of our iconic brands. During the nine three months ended September 30, 2023 March 31, 2024, we the Company incurred a net loss of $78.0 million $35.8 million (and a net loss of $26.6 million from continuing operations) and used net cash flow flows from its operations of $2.4 million. $13.3 million (and net cash used in operating activities from continuing operations was $5.3 million). Additionally, as of September 30, 2023 March 31, 2024, we the Company had unrestricted cash and cash equivalents of $42.5 $44.5 million to fund our its operations $0.7 million available and an accumulated deficit of $647.5 million.

As described in Note 8 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q, we repaid approximately $30.9 million of the Notes on March 7, 2024, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. As described in Note 8 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q, each holder of a Note has the right under our $50.0 million revolving loan the indenture governing the Notes to require us to repurchase, for cash, all or a portion of the Notes held by such holder (i) at any time on or after December 3, 2024, at a repurchase price equal to the principal amount plus accrued and standby letter unpaid interest, or (ii) upon the occurrence of credit facility agreement a fundamental change (as defined in the indenture) before the maturity date (i.e., December 3, 2026), at a repurchase price equal to 101% of the "Revolving Credit Facility" principal amount plus accrued and unpaid interest. Moreover, we will be required to repay the Notes, in cash, at their maturity, unless earlier converted, redeemed, or repurchased. In the event some or all of the holders of the Notes exercise their call rights, we currently do not have sufficient cash on hand or projected cash flows to fund the potential call. Our failure to comply with the provisions of the indenture governing the Notes, including our failure to repurchase the Notes, as required by the indenture, could trigger an event of default under the indenture, which would allow the holders of Notes to accelerate the maturity of the Notes and require us to repay the Notes prior to their maturity. In addition, on February 28, 2024, we amended the indenture governing the Notes to provide that, among other things, 95% of the net proceeds of future asset sales must be used to repay the Notes

As described in Note 14 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q, our Class A common stock experienced a significant decline whereby the trading price remained below $1.00 per share for a sustained period during 2023. As a result, we received a letter from Nasdaq on May 31, 2023 notifying us that, for the previous 30 consecutive business days, the bid price for our Class A common stock had closed below the minimum $1.00 per share requirement for continued listing on The Nasdaq Global Market (the "Bid Price Requirement") and that we had until November 28, 2023 in order to regain compliance. After receiving an extension from Nasdaq on November 28, 2023, we now have until May 28, 2024 in order to regain compliance with Nasdaq's Bid Price Requirement. While, as described in Note 2 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q, we effected a reverse stock split of the Class A common stock at a ratio of a ratio of one-for-four (1-for-4), effective as of 12:01 a.m., Eastern Time, on May 6, 2024, and the closing bid price for the our Class A common stock has exceeded $1.00 per share since that date, we have not yet regained compliance with the Bid Price Requirement, as there has not been 10 business days since the effective date of the Reverse Stock Split. Further, as also described in Note 14 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q, following our 2024 annual meeting of stockholders, we are not in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the audit committees of listed companies have a minimum of three members that satisfy certain criteria for service on the committee (the "Nasdaq Audit Committee Requirement"). We have until the earlier of our 2025 annual meeting of stockholders and April 25, 2025 to regain compliance. If we are not in compliance with the Nasdaq Audit Committee Requirement by that date, then our Class A common stock will be subject to delisting. If we are not able to regain compliance with either the Bid Price Requirement or the Nasdaq Audit Committee Requirement, and, as such, our Class A common stock is delisted from Nasdaq, we will be faced with a number of significant material adverse consequences, including: limited availability of market quotations for our Class A common stock; limited news and analyst coverage; decreased ability to obtain additional financing or failure to comply with the covenants required by the Notes; limited liquidity for our stockholders due to thin trading; and a potential loss of confidence by investors, employees and other third parties who do business with us. In particular, under the indenture governing the Notes, the failure of our Class A common stock to remain listed would constitute a "fundamental change" which would require us to offer to repurchase the remaining outstanding Notes, for cash, at a price equal to 101% of the principal amount plus accrued and unpaid interest. As of the issuance date, we do not have available liquidity to repurchase the Notes upon a fundamental change. Our failure to repurchase the Notes as required by the indenture would constitute an event of default under the indenture.

To address our capital needs, we may explore options to restructure our outstanding debt, and we are working with advisors to optimize our condensed consolidated balance sheet. However, we can provide no assurance that we will generate sufficient cash inflows from operations, or that we will be successful in obtaining such new financing, or in optimizing our condensed consolidated balance sheet in a manner necessary to fund our obligations as they become due over the next 12 months beyond the issuance date. Additionally, we may implement incremental cost savings actions and pursue additional sources of outside capital to supplement our funding obligations as they become due, which may include additional offerings of our Class A common stock under the at-the-market offering (refer to Note 9 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q for additional details), and an accumulated deficit of $600.7 million.

• We expect to continue to be impacted by the challenging U.S. and global macroeconomic environment, which could adversely impact our ability to grow revenue over the next 12 months beyond the issuance date. For example, we have experienced negative impacts on both traffic and consumption patterns.

• We continue to be affected by our ongoing efforts to integrate our combined brand portfolio and sales execution against the combined brand portfolio, which may result in the incurrence of unexpected expenses or the inability to realize anticipated benefits and synergies over the next 12 months beyond the issuance date.

- We are required to remain in compliance with certain covenants required by the Revolving Credit Facility which, among others, require us to maintain a minimum of $25.0 million of unrestricted cash at all times and limit, under

prescribed circumstances, our ability to incur additional indebtedness, pay dividends, hold unpermitted investments, or make material changes to the business. While we were in compliance with the financial covenants under the Revolving Credit Facility as of September 30, 2023, and we expect to remain in compliance throughout 12 months beyond the issuance date, we may be unable to remain in compliance with one or more of these covenants if we are unable to generate net cash inflows from operations or, if necessary, secure additional outside capital (including through our at-the-market-offering described in Note 11 to the condensed consolidated financial statements). In the event we are unable to remain in compliance with one or more of the aforementioned covenants, and we are unable to secure a waiver or forbearance, the lender may, at its discretion, exercise any and all of its existing rights and remedies, which may include, among others, accelerating repayment of the outstanding borrowings and/or asserting its rights in the assets securing the loan.

Due to the risks and uncertainties described above, we continue to carefully evaluate our liquidity position. We recognize the significant challenge of maintaining sufficient liquidity to sustain our operations or remain in compliance with one or more of the covenants required by the Revolving Credit Facility for the next 12 months beyond the issuance date. However, notwithstanding our liquidity position as As of the issuance date, and while it is difficult to predict our future liquidity requirements with certainty, we currently expect we will be able to generate sufficient liquidity to fund our operations over the next 12 months beyond the issuance date.

In response to the risks and uncertainties described above, we may plan to secure no additional sources of outside capital over the next 12 months beyond the issuance date. While we have historically been successful in our ability to secure outside capital, as secured or were deemed probable of the issuance date, we had no firm commitments of outside capital being secured, other than our at-the-market-offering, which is subject to the conditions contained in the At-The-Market Offering agreement dated June 20, 2023 with Craig-Hallum Capital Group LLC (see below for additional details). LLC. We can provide no assurance we will be able to continue to secure outside capital in the future or do so on terms that are acceptable to us, which could be due to future market conditions which are outside of our control. Furthermore, we also plan to continue to closely monitor our cash flow forecast and, if necessary, we will implement certain incremental cost savings to preserve our liquidity beyond those that were implemented through the restructuring activities that occurred during fiscal year 2022 and 2023 (refer to Note 14 to the condensed consolidated financial statements for additional details) or through the reduction of our real estate footprint. While we currently expect we will be able to successfully generate sufficient liquidity to fund our operations for the next 12 months beyond the issuance date, we can provide no assurance we will successfully generate such liquidity, or if necessary, secure additional outside capital (including through our at-the-market-offering described below) at-the-market-offering) or implement incremental cost savings.

Additionally, Moreover, on an ongoing basis, we evaluate and consider are evaluating strategic changes to our operations, including acquisitions, asset divestitures, restructuring, or the discontinuance of unprofitable lines of business, as well as equity and debt financing alternatives that we believe may enhance stockholder value. business. Any such transaction could be material to our business, financial condition and results of operations. The nature and timing of any such changes depend on a variety of factors, including, as of the applicable time, our available cash, liquidity and operating performance; our commitments and obligations; our capital requirements; limitations imposed under our credit arrangements; and overall market conditions. As of the issuance date, we continue to work with our external advisors to optimize our condensed consolidated balance sheet and evaluate our assets.

These uncertainties raise substantial doubt about our ability to continue as a going concern. The accompanying condensed consolidated financial statements have been prepared on the basis that we will continue to operate as a going concern, which contemplates that we will be able to realize assets and settle liabilities and commitments in the normal course of business for the foreseeable future. Accordingly, the accompanying condensed consolidated financial statements do not include any adjustments that may result from the outcome of these uncertainties.

Revolving Credit Facility

On December 30, 2020, we the Company entered into a three-year, $50.0 million $50.0 million, revolving loan and standby letter of credit facility agreement, which was amended and restated on December 3, 2021 in connection with the closing of the Business Combination, further amended and restated on December 15, 2022, and amended on each of June 29, 2023 and September 26, 2023 (i.e., the Revolving Credit Facility). The Among other things, the Revolving Credit Facility provides provided for the issuance of up to $15.5 million $15.5 million of standby letters of credit, and aggregate borrowings under the Revolving Credit Facility are generally limited to 95% of qualifying investment grade accounts receivable and 90% of qualifying non-investment grade accounts receivable, subject to adjustment at the discretion of the lenders. The $15.5 million of standby letters of credit which were issued during the three months ended March 31, 2021 in favor of certain of the Company's landlords. The Revolving Credit Facility was amended and restated in connection with the closing Company had outstanding letters of the Business Combination to, among other things, add the Company and certain other entities as guarantors. The Revolving Credit Facility was further amended and restated on December 15, 2022 to, among other things, extend the maturity date until December 30, 2025, replace the London Inter-Bank Offered Rate (LIBOR) rate with the Secured Overnight Financing Rate ("SOFR") rate, and provide for an early termination fee credit of between 0.5% and 2% of the maximum facility loan amount. We incurred $0.2 million of debt issuance fees associated with the December 15, 2022 amendment. On May 10, 2023, the parties to the Revolving Credit Facility entered into a joinder agreement adding one of our Canadian subsidiaries as a borrower $15.5 million under the Revolving Credit Facility granting at both March 31, 2024 and December 31, 2023.

On February 21, 2024, in connection with the lenders under Disposition, the Company terminated the Revolving Credit Facility, a lien on that subsidiary's collateral, and including that subsidiary's receivables except for the $15.5 million in letters of credit outstanding, which were cash collateralized in the calculation amount of the borrowing base under the Revolving Credit Facility. The Revolving Credit Facility agreement was further amended on each of June 29, 2023 $17.1 million and September 26, 2023 resulted in a second and third amendment, respectively. As a result of these second and third amendments, the Revolving Credit Facility was amended to provide for, among other things, (i) permitted overadvances during the period June 29, 2023 through August 31, 2023 and September 26, 2023 through December 31, 2023; (ii) permitted overadvances of up to $7.4 million; (iii) an increase in the applicable margin only during the overadvance periods (ranging from 4.5% to 5% depending restricted cash classification on the utilization condensed consolidated balance sheet. The letters of the facility, with the range reverting to 3.75% to 4.25% starting January 1, 2024); and (iv) a change in the definition of the term “SOFR Index.” We incurred $0.2 million of debt issuance fees associated with the June 29, 2023 amendment and $0.1 million of debt issuance fees associated with the September 26, 2023 amendment.

The Revolving Credit Facility includes covenants that, among other things, require us to maintain at least $25.0 million of unrestricted cash at all times and limit, under prescribed circumstances, our ability to incur additional indebtedness, pay dividends, hold unpermitted investments, or make material changes to the business. We were in compliance with the financial covenants under such facility as of September 30, 2023.

Borrowings under the Revolving Credit Facility credit bear interest at a rate equal to the greater of a floor rate of 0.75% or the sum of the rate per annum for the forward-looking term rate for SOFR for a term of one (1) month, Secured Financing Overnight Rate (SOFR) Index, plus a margin which, during the overadvance period ending December 31, 2023, ranges from 4.5% to 5% depending of 3.75% on the utilization undrawn amount of the facility, with the range reverting to 3.75% to 4.25% on January 1, 2024, depending on the level letters of the Company’s utilization of the facility credit (the implied interest rate was approximately 9% at September 30, 2023), as of March 31, 2024). Refer to Notes 8 and subject 19 to a monthly minimum utilization of $15.0 million. The facility also includes an unused commitment fee of 0.375%.

The Revolving Credit Facility is secured by a first priority security interest the condensed consolidated financial statements included elsewhere within this Quarterly Report on the Company’s and the other borrowers’ and guarantors’ cash, accounts receivable, books and records, and related assets.

As of September 30, 2023, we had outstanding borrowings of $33.8 million, outstanding letters of credit of $15.5 million, and remaining borrowing capacity of $0.7 million. Form 10-Q for further details on this termination.

Convertible Notes

In June 2021, in connection with the entry into the merger agreement pursuant to which the Business Combination was consummated, we entered into subscription agreements with certain investors to sell $150.0 million aggregate principal amount of unsecured convertible notes due 2026 (i.e., the Notes). In connection with the closing of the Business Combination, we issued, and those investors purchased, the Notes. The Notes are convertible into shares of our Class A common stock at a conversion price of approximately $50.00 and bear interest at a rate of 8.50% per annum, payable semi-annually, are semi-annually. The Notes mature on December 3, 2026. As of March 31, 2024, the Notes were convertible into approximately 12,000,000 2,382,007 shares of our Class A common stock (or, our election, a combination of cash and our Class A common stock), at an initial conversion price of $12.50, and mature on December 3, 2026. stock.

We may, at our election, force conversion of the Notes after December 3, 2024 (i.e., after the third anniversary of the issuance of the Notes), subject to a holder’s prior right to convert and the satisfaction of certain other conditions, if the volume-weighted average trading price of our Class A common stock is greater than or equal to 130% of the conversion price for more than 20 trading days during a period of 30 consecutive trading days, which has yet to occur. In the event that a holder of the Notes elects to convert its Notes after the one year anniversary, and prior to the three-year anniversary, of the issuance of the Notes (i.e. December 3, 2024, between December 3, 2022 and December 3, 2024), we will be obligated to pay an amount in cash equal to: (i) from the one year anniversary of the issuance of the Notes to the two year anniversary of the issuance of the Notes, an amount equal to 18 month’s interest declining ratably on a monthly basis to 12 month’s interest on the aggregate principal amount of the Notes so converted and (ii) from the two year anniversary of the issuance of the Notes to the three year anniversary of the issuance of the Notes, an amount equal to 12 month’s interest declining ratably on a monthly basis to zero month’s interest, in each case, on the aggregate principal amount of the Notes so converted. Without limiting a holder’s right to convert the Notes at its option, interest will cease to accrue on the Notes during any period in which we would otherwise be entitled to force conversion of the Notes, but are not permitted to do so solely due to the failure of a trading volume condition specified in the indenture governing the Notes.

Each holder of a Note will have has the right under the indenture governing the Notes to cause require us to repurchase, for cash, all or a portion of the Notes held by such holder (i) at any time on or after December 3, 2024 (i.e., the third anniversary of the date on which issuance of the Business Combination was consummated (i.e. Notes), at any time on or after December 3, 2024), at a repurchase price equal to par the principal amount plus accrued and unpaid interest; interest, or (ii) at any time upon the occurrence of a fundamental change (as defined in the indenture governing indenture) before the Notes), maturity date (i.e. December 3, 2026), at a repurchase price equal to 101% of par the principal amount plus accrued and unpaid interest. In addition, a failure to comply with the provisions of the indenture governing our Notes could trigger an event of default under the indenture, which would allow the holders of the Notes to accelerate the maturity of the Notes and require us to repay the Notes prior to their maturity. Moreover, we will be required to repay the Notes, in cash, at their maturity, unless earlier converted, redeemed, or repurchased. We may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of such Notes surrendered or pay cash with respect to such Notes being converted.

The indenture governing the Notes includes restrictive covenants that, among other things, limit our ability to incur additional debt or liens, make restricted payments or investments, dispose of significant assets, transfer specified intellectual property, or enter into transactions with affiliates. Additionally, on February 28, 2024, the indenture governing the Notes was amended to, among other things, provide that 95% of the net proceeds of future asset sales must be used to repay the Notes.

We repaid approximately $30.9 million of the Notes on March 7, 2024, leaving approximately $119.1 million aggregate principal amount of Notes outstanding as of March 31, 2024. Refer to Note 8 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q for details.

Cash flows (used in) provided by (used in) operating, investing and financing activities from continuing operations were as follows for the periods presented:

	Nine Months Ended September 30,	
	2023	2022
Net cash used in operating activities	$ (2,363)	$ (7,897)
Net cash used in investing activities	(11,506)	(13,774)
Net cash provided by financing activities	856	3,105

		Three Months Ended March 31,		
		2024		2023
Cash (used in) provided by operating activities from continuing operations	$	(5,258)	$	3,273
Cash used in investing activities from continuing operations		(3,418)		(4,201)
Cash used in financing activities		(65,828)		(1,481)

At-The-Market-Offering

On March 21, 2023, we filed a shelf registration statement on Form S-3 (the "Shelf Registration Statement") under which we may, from time to time, sell securities in one or more offerings having an aggregate offering price of up to $150.0 million. The Shelf Registration Statement was declared effective as of April 5, 2023. On June 20, 2023, we entered into an At-The-Market Offering agreement with Craig-Hallum Capital Group LLC pursuant to which we may, from time to time, sell up to 13,266,011 3,316,503 shares of our Class A common stock. As of September 30, 2023 March 31, 2024, we sold, in the aggregate, 2,069,538 517,385 shares of our Class A common stock, at an average price of $0.52 $2.08 per share, for aggregate net proceeds of $0.9 million after deducting commissions and offering expenses. We used the aggregate net proceeds for general corporate purposes, and we have 11,196,473 2,799,118 remaining shares available under the At-The-Market-Offering agreement.

Operating Activities

For the nine three months ended September 30, 2023 March 31, 2024, net cash used in operating activities from continuing operations was $2.4 million $5.3 million compared to net cash used in provided by operating activities from continuing operations of $7.9 million $3.3 million for the nine three months ended September 30, 2022 March 31, 2023. The change was primarily driven by a $5.0 million decrease $2.2 million improvement in net loss, adjusted for non-cash items, a $7.3 million decrease $18.8 million increase in the change in accrued compensation, a $8.5 million increase in the change in accrued expenses, other current liabilities and other liabilities, a $7.3 million decrease in the change in accrued compensation, and a $3.9 million decrease $2.9 million increase in the change in deferred revenue. These were partially offset by a $10.3 million increase $23.0 million decrease in the change in accounts payable, a $4.9 million $17.7 million decrease in the change in accounts receivable, and a $0.9 million increase in the change in prepaid expenses and other current assets and prepaid expenses and other assets, and a $4.1 million increase in the change in accounts receivable. assets.

Investing Activities

For the nine three months ended September 30, 2023 March 31, 2024, cash used in investing activities from continuing operations was $11.5 million $3.4 million, which consisted of $10.9 million $3.3 million of capital expenditures on internal-use software and $0.8 million $0.1 million of other capital expenditures. For the three months ended March 31, 2024, partially offset net cash provided by a $0.2 million gain on investing activities from discontinued operations was $108.6 million, which represents the cash received for the sale of an asset. certain assets relating to the business of Complex Networks (i.e., the Disposition) and is non-recurring in nature.

For the nine three months ended September 30, 2022 March 31, 2023, cash used in investing activities from continuing operations was $13.8 million $4.2 million, which consisted of $9.7 million $4.0 million of capital expenditures on internal-use software and $4.5 million $0.4 million of other capital expenditures, partially offset by a $0.5 million $0.2 million gain on the sale of an asset.

Financing Activities

For the nine three months ended September 30, 2023 March 31, 2024, cash provided by used in financing activities was $0.9 million $65.8 million, which consisted of $2.1 million a $33.8 million full repayment of borrowings on the Revolving Credit Facility, a $30.9 million partial repayment on the Notes, a $0.6 million payment of deferred issuance costs, and $0.9 million a $0.5 million early termination payment for the Revolving Credit Facility.

For the three months ended March 31, 2023, cash used in financing activities was $1.5 million, which consisted of net proceeds from the sale of common stock pursuant to our at-the-market offering after deducting commissions and fees, partially offset by a $1.8 million $1.3 million repayment on the Revolving Credit Facility and a $0.4 million $0.2 million payment for withholding taxes on the vesting of certain restricted stock units.

For the nine months ended September 30, 2022, cash provided by financing activities was $3.1 million, which principally consisted of $5.0 million of borrowings under our Revolving Credit Facility and $0.4 million of proceeds from the exercise of stock options, partially offset by the payment of $1.7 million for withholding taxes on the vesting of certain restricted stock units and $0.6 million of deferred reverse recapitalization costs.

Contractual Obligations

Our principal commitments consist of obligations for repayment of borrowings under the Notes and the Revolving Credit Facility, and obligations for office space under non-cancelable operating leases with various expiration dates through 2029. Refer to Note 16 Notes 8 and 13 to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details.

Refer to Note 9, Note 15, and Note 16 to the condensed consolidated financial statements.

Critical Accounting Policies and Estimates

We prepare our condensed consolidated financial statements and related notes in accordance with GAAP. In doing so, we have to make estimates and assumptions that affect our reported amounts of assets, liabilities, revenues, expenses, and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and other assumptions that we believe are reasonable under the circumstances. To the extent that there are material differences between these estimates and actual results, our financial condition or operating results would be affected.

We consider an accounting judgment, estimate, or assumption to be critical when (1) the estimate or judgment is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates, or assumptions could have a material impact on our condensed consolidated financial statements. Refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023 for a more complete discussion of our critical accounting policies and estimates.

Goodwill

Goodwill is tested annually as October 1 or more frequently if events or changes in circumstances indicate an impairment may exist (a “triggering event”). As of September 30, 2023, we had $91.6 million of goodwill recorded on our condensed consolidated balance sheet. During the third quarter of 2023, management identified a further sustained decline in share price that pushed our market capitalization below the carrying value of our stockholders’ equity. The Company concluded the sustained decline in share price was a triggering event and proceeded with a quantitative impairment assessment.

Our quantitative impairment assessment utilized an equal weighting of the income and market approaches. The results of our quantitative impairment test indicated that no impairment existed as the estimated fair value of the Company’s single reporting unit exceeded its carrying value by more than 10%. The determination of fair value under the discounted cash flow method relied on internal projections developed using a number of estimates and assumptions that are inherently subject to significant uncertainties. These estimates and assumptions include, but are not limited to, a discount rate and a terminal growth rate for cash flows. The key assumption in the market approach include determining a control premium, which was estimated using historical transactions over three years. Changes in these estimates or assumptions could materially affect the determination of fair value and the associated goodwill impairment assessment. Potential events and circumstances that could have an adverse impact on our estimates and assumptions include, but are not limited to, declining revenue, inability to improve profitability, continued increases in costs, and rising interest rates and other macroeconomic factors.

We will continue to monitor and evaluate the carrying value of the reporting unit, and should facts and circumstances change, a non-cash impairment charge could be recorded in the future. Refer to Note 3 to the condensed consolidated financial statements for additional details.

Other than what is noted above, there have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

Recently Adopted and Issued Accounting Pronouncements

Refer to Note 2 to the condensed consolidated financial statements included elsewhere within this Quarterly Report on Form 10-Q for additional details.

Emerging Growth Company Accounting Election

Section 102 of the Jumpstart Our Business Startups Act (the “JOBS Act”) provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended (the “Securities Act”), for complying with new or revised accounting standards. We are an emerging growth company and have elected to take advantage of the extended transition period. As a result, the condensed consolidated financial statements of BuzzFeed, Inc. may not be comparable to companies that comply with new or revised accounting standards as of public company effective dates.

In addition, we intend to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act. Specifically, subject to the satisfaction of certain conditions set forth in the JOBS Act, we are not required to, and do not intend to, among other things: (i) provide an auditor’s attestation report on our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of 2002; (ii) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (iii) comply with the requirement of the Public Company Accounting Oversight Board regarding the communication of critical audit matters in the auditor’s report on the financial statements; and (iv) disclose certain executive compensation-related items, such as the correlation between executive compensation, and performance and comparisons of the Chief Executive Officer’s compensation to median employee compensation.

We will remain an emerging growth company under the JOBS Act until the earliest of: (i) the last day of our first fiscal year following the fifth anniversary of 890’s initial public offering (i.e., December 31, 2026); (ii) the last date of our fiscal year in which we have total annual gross revenue of at least $1.235 billion; (iii) the date on we are deemed to be a “large accelerated filer” under the rules of the U.S. Securities and Exchange Commission with at least $700.0 million of outstanding securities held by non-affiliates; and (iv) the date on which we have issued more than $1.0 billion in non-convertible debt securities during the previous three years.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have operations both within the U.S. and internationally, and we are exposed to market risks in the ordinary course of our business. These risks include primarily foreign currency exchange, interest rate fluctuation and equity investment risks.

Foreign Currency Exchange Risk

We transact business in various foreign currencies and obtain international revenue, as well as incur costs denominated in foreign currencies — primarily the British pound, Japanese yen, and Canadian dollar. This exposes us to the risk of fluctuations in foreign currency exchange rates. Accordingly, changes in exchange rates and in particular the recent strengthening of the U.S. dollar against the British pound, Japanese yen, and most other major international currencies, could negatively affect our revenue and results of operations as expressed in U.S. dollars. Fluctuations in foreign currency rates including the strengthening of the U.S. dollar against the British pound and Japanese yen, adversely affects our revenue growth in terms of the amounts that we report in U.S. dollars after converting our foreign currency results into U.S. dollars. In addition, currency variations can adversely affect margins on sales of our products and services in countries outside of the U.S. Generally our reported revenues and operating results are adversely affected when the U.S. dollar strengthens relative to other currencies. The Company does not enter into foreign currency forward exchange contracts or other derivative financial instruments to hedge the effects of adverse fluctuations in foreign currency exchange rates.

Interest Rate Fluctuation Risk

Our exposure to interest rates relates primarily to the variable interest component on the Revolving Credit Facility (with respect to the $15.5 million letters of credit) as well as interest earned and market value on money market funds included in our cash and cash equivalents. The effect of a hypothetical 10% change in interest rates applicable to our business would not have a material impact on our condensed consolidated financial statements for the three and nine months ended September 30, 2023 March 31, 2024 or 2022. 2023.

Equity Investment Risk

We hold an investment in equity securities of a privately-held company without a readily determinable fair value. We elected to account for this investment using the measurement alternative, which is cost, less any impairment, adjusted for changes in fair value resulting from observable transactions for identical or similar investments of the same issuer. We

perform a qualitative assessment at each reporting date to determine whether there are triggering events for impairment. The qualitative assessment considers factors such as, but not limited to, to: the investee's financial performance and business prospects; industry performance; economic environment; and other relevant events and factors affecting the investee. Valuations of our equity investment are complex due to the lack of readily available market data and observable transactions. The carrying value of our investment was $0.8 and $3.6 million $0.8 million as of September 30, 2023 both March 31, 2024 and December 31, 2022 December 31, 2023. Refer to Note 5 4 to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by us in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the U.S. Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

In connection with the audit of our consolidated financial statements as of, December 31, 2022 and for the year ended, December 31, 2023, 2022 and 2021, we identified material weaknesses in our internal control over financial reporting. reporting, which remain unremediated. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. BuzzFeed has identified The material weaknesses identified in its our internal control over financial reporting that we are currently working to remediate, which relate related to: (a) (i) a lack of formalized internal control controls and segregation of duties in the surrounding our financial statement close process; (b) ineffective upstream processes for gathering critical data to support process, and (ii) a lack of formalized assessment and review of certain technical accounting matters; and (c) the selection and development of control activities, including information technology ("IT") general controls. controls in the area of change management and logical security controls over financial IT systems. The remediation of these deficiencies has required, and will continue to require, a significant amount of time and resources from management and other personnel.

(i) A Lack of Formalized Internal Controls and Segregation of Duties Surrounding our Financial Statement Close Process:

During 2022, management implemented 2023 and continuing into 2024, with the oversight of the audit committee of our board of directors, we began implementing remediation plans and enhanced controls within the financial statement close process. process, including documentation improvements for certain higher risk and material balance sheet reconciliation schedules and supporting financial calculations and analyses. However, certain business process controls were not designed, or did not operate at the appropriate level of precision, to prevent or detect a material misstatement. misstatement, and conflicts with respect to segregation of duties were identified across our end-to-end financial statement close process. Our management will continue to implement remediation plans to define control procedures, enhance documentation, and enforce segregation of duties to ensure controls are adequately designed and operate sufficiently including, but not limited to: enhancing certain higher risk balance sheet reconciliation schedules, completeness and accuracy, and related review procedures; enhancing review procedures with respect to financial results and supporting financial calculations; designing processes and controls to adequately segregate job responsibilities; redesigning workflow approval routing and security permissions; and reducing reliance on manual controls.

(ii) A Lack of Formalized Information Technology General Controls in the Area of Change Management is in progress of and Logical Security Controls Over Financial Information Technology Systems:

During 2023 and continuing into 2024, our management began implementing remediation plans to refine address certain control procedures deficiencies around system development and enhance documentation to ensure change management and IT security, including formalizing the processes and controls operate sufficiently. Although management designed remediation plans in 2022 across its IT general control environment, due to resource constraints around security administration and lack of implementing user access reviews for certain key financial systems. However, we did not have sufficient staff resources with technical expertise the necessary to centralize certain IT general controls were partially implemented or not executed consistently. functions and to provide adequate IT oversight over financial systems.

With the Our management intends to revisit its IT sustainment plan to further support and provide appropriate oversight of senior management, we have hired additional accounting personnel with technical accounting, over key financial reporting systems, and public company experience throughout 2022. However, the process for gathering critical information intends to support certain technical accounting conclusions is manual and time-intensive. Additionally, management did not maintain sufficient evidence of certain technical accounting assessments and reviews.

Management is in progress of implementing implement remediation plans, in 2023 which include: (i) refining control including, but not limited to: centralizing the change management and security administration function; implementing policies and procedures with respect to change management, system development, and application-level security; documenting test procedures and enhancing documentation approvals relating to ensure changes made to production; maintaining separate development, test, and production environments; formalizing controls operate sufficiently and consistently across the financial statement close process; (ii) enhancing upstream processes to streamline data gathering from key business stakeholders, and formalizing documentation of certain technical accounting assessments and conclusions; and (iii) designing around security administration; and implementing formalized controls within our IT general control environment. real-time monitoring.

The material weaknesses will not be considered remediated until the applicable controls operate for a sufficient period of time, and we have concluded, through testing, that the newly implemented and enhanced controls are operating effectively. Our management will continue to monitor the effectiveness of our remediation plans in 2023 2024 and will make the changes we determine to be appropriate.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. In making this evaluation, management considered the material weakness in our internal control over financial reporting described above. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2023 March 31, 2024, the period covered in this report, our disclosure controls and procedures were not effective.

Notwithstanding the assessment that our disclosure controls and procedures are not effective, we believe that we have performed sufficient supplementary procedures to ensure that the condensed consolidated financial statements contained in this filing fairly present our financial position, results of operations and cash flows for the reporting periods covered herein in all material respects.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the quarter ended September 30, 2023 March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. Other Information

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become involved in legal proceedings and claims arising in the ordinary course of business, including, but not limited to, disputes in the areas of contracts, securities, privacy, data protection, content regulation, intellectual property, consumer protection, e-commerce, marketing, advertising, messaging, rights of publicity, libel and defamation, health and safety, employment and labor, product liability, accessibility, competition, and taxation. We record a liability when we believe that it is probable that a loss will be incurred by us and the amount of that loss can be reasonably estimated. Based on our current knowledge, we do not believe that there is a reasonable probability that the final adjudication of any such pending or threatened legal proceedings to which we are a party, will, either individually or in the aggregate, have a material adverse effect on our financial position, results of operations, or cash flows. Although the outcome of litigation and other legal matters is inherently subject to uncertainties, we feel comfortable with the adequacy of our insurance coverage.

Video Privacy Protection Act:

Act

On May 16, 2023, a lawsuit titled Hunthausen v. BuzzFeed, Inc. was filed against us in the United States District Court for the Southern District of California, asserting class action claims for alleged violation of the Video Privacy Protection Act ("VPPA") based on the claimed transmission of personally identifying information via the Meta pixel, Google Analytics, and the TikTok pixel, all of which are purportedly connected to posts on the BuzzFeed.com website. The putative class plaintiff is was seeking an injunction to stop further alleged wrongful conduct, to recover unspecified compensatory damages and an award of costs, and any further appropriate relief. We have moved to dismiss the case.

The matter was settled on January 4, 2024 and is now disposed.

On August 4, 2023, we received 8,927 individual demands for JAMS arbitration in California, all of which allege that we violated the VPPA by transmitting personally identifying information via the Meta pixel, purportedly connected to posts on the BuzzFeed website. Each claimant is was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA. No arbitration We provisionally settled these claims have yet been filed in connection with these demands.

on January 29, 2024.

On August 15, 2023, we received (1) 5,247 individual demands for JAMS arbitration in California, all of which allege that we violated the VPPA by transmitting personally identifying information via the use of various pixels purportedly in connection with the HuffPost.com website; and (2) 12,176 individual demands for JAMS arbitration in California, all of which allege that we violated the VPPA by transmitting personal identifying information via the use of various pixels purportedly in connection with the BuzzFeed.com website.

Each claimant is was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA, as well as punitive damages, attorneys' fees and costs, and equitable relief. No We provisionally settled these claims on January 16, 2024.

On October 31, 2023, we received 590 individual demands for JAMS arbitration claims have yet been filed in California, all of which allege that we violated the VPPA by transmitting personally identifying information via the use of various pixels purportedly in connection with the BuzzFeed.com website. Each claimant was seeking to recover damages in the amount of $2,500 (actual dollars) for each alleged violation of the VPPA. We provisionally settled these demands. claims on January 29, 2024.

Mass Arbitrations: Arbitrations

Two mass arbitrations (the "Arbitrations") were initiated before the American Arbitration Association on March 15, 2022 against us and certain of our executive officers and directors (together, the "BuzzFeed Defendants") and Continental Stock Transfer Corporation by 91 individuals previously employed by certain wholly-owned subsidiaries of 890, and Legacy BuzzFeed Inc., a Delaware corporation ("Legacy BuzzFeed" and the (the "Claimants"). The Claimants alleged that they were harmed when they were allegedly unable to convert their shares of Class B common stock to Class A common stock and sell those shares on December 6, 2021, the first day of trading following the Business Combination, and asserted claims for negligence, misrepresentation, breach of fiduciary duty, and violation of Section 11 of the Securities Act of 1933, as amended (the "Securities Act"). Act. The Claimants sought to recover unspecified compensatory damages, an award of costs, and any further appropriate relief.

On April 21, 2022, the BuzzFeed Defendants filed a complaint in the Delaware Court of Chancery seeking to enjoin the Arbitrations on the grounds that, inter alia, the Claimants' purported causes of action arise from their rights as our shareholders, are governed by our charter, including its forum selection provision, and are therefore not arbitrable (the "Delaware Action"). The complaint sought declaratory and injunctive relief. A hearing on the merits of the Delaware Action was held on July 26, 2022. On October 28, 2022, the Court of Chancery granted the Company's motion to permanently enjoin the Claimants' arbitration claims.

On January 17, 2023, the Claimants filed amended statements of claim in the Arbitrations against BuzzFeed Media Enterprises, Inc., our wholly-owned subsidiary, and Continental Stock Transfer & Trust Corporation, the transfer agent for 890 and, later, us. our transfer agent. The amended statements of claim likewise allege that the Claimants were harmed when they were allegedly unable to convert their shares of Class B common stock to Class A common stock and sell those shares on the first day of trading following the Business Combination. The Claimants allege claims for breach of contract and the covenant of good faith and fair dealing, misrepresentation, and negligence, and seek to recover unspecified compensatory damages, an award of costs, and any further appropriate relief.

On March 29, 2023, BuzzFeed Media Enterprises, Inc., filed a complaint in the Delaware Court of Chancery seeking to enjoin the Arbitrations on the grounds that, inter alia, the Claimants' purported causes of action arise from their rights as our the Company's shareholders, are governed by our charter, including its forum selection provision, and are therefore not arbitrable. The complaint seeks declaratory and injunctive relief. The parties have cross-moved for summary judgment.

On November 20, 2023, the Court of Chancery heard oral arguments on our motion for summary judgment and a hearing the Claimants' cross-motion to dismiss the Company's complaint. The arbitrations are stayed until the Court resolves the motions on those motions the merits. The decision of the Court is pending.

California Invasion of Privacy Act

On April 11, 2024, a lawsuit titled Chih-Yuan Chang *et al.* v. BuzzFeed, Inc. was filed against us in the Southern District of New York, alleging that we, by causing the Sharethrough, IQM, and Dotomi trackers to be installed on website visitors' internet browsers, are collecting visitors' personal identifying information without their consent, in violation of the California Invasion of Privacy Act (CIPA). Plaintiff, additionally, seeks class certification. We plan to move to dismiss the claims.

For information regarding other legal proceedings in which we are involved, refer to Note 16 14 to the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for additional details.

ITEM 1A. RISK FACTORS

Disclosure about our existing risk factors is set forth in Item 1A, "Risk Factors," in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023. Other than as described below, our our risk factors have not changed materially since March 31, 2023 December 31, 2023.

Our revenue and results of operations are highly dependent on overall advertising demand in the markets in which we operate. Factors that affect the amount of advertising spending, such as economic downturns and unexpected events can make it difficult to predict our revenue and could otherwise adversely affect our business, results of operations, and financial condition.

Our business depends on the overall demand for advertising in the markets in which we operate and on the business condition of our current and prospective partners and advertisers. Macroeconomic factors in the U.S. and foreign markets, including adverse economic conditions, general uncertainty about economic recovery or growth, rising interest rates, high unemployment, and inflation, could cause advertisers to reduce their advertising budgets. These macroeconomic factors have adversely affected our advertising and content revenues to date in 2023 and we expect these factors will continue to adversely impact our revenue in fiscal year 2023. Additionally, given global supply chain issues and inflationary pressures, certain advertisers may not have readily accessible inventory to merit marketing expenditures. Our business may also be negatively impacted by geopolitical concerns, which may result in conservative approaches by advertisers and when allocating budgets and ad inventory. Reductions in overall advertising spending as a result of these factors or due to the occurrence of unanticipated events, like the COVID-19 pandemic, could result in a decrease in our revenue and potential profit or make it difficult to predict our future performance, any of which could adversely affect our business, results of operations, and financial condition.

The levels of our traffic and engagement with our brands and content are critical to our success. Additionally, a portion of our online traffic is generated from other third-party platforms and Internet search engines. Declines in referrals from third-party platforms and changes in search engine algorithms may reduce the number of visitors to our owned and operated properties and could therefore cause our revenue to decline.

Our success depends in part on our ability to attract online visitors to our owned and operated properties, and we depend in part on referrals from third-party platforms and Internet search companies to direct visitors to our owned and operated properties. Our ability to maintain or grow the number of visitors to our owned and operated properties from third-party platforms and Internet search engines is not entirely within our control. Third-party platforms and major tech companies continue to prioritize their formats, which may cause referrals from these platforms to our content to diminish. The decline in referrals from third-party platforms and major tech companies has had, and we expect will continue to have,

an adverse impact on our revenues. Additionally, search companies frequently revise their algorithms and changes in their algorithms could in the future cause our owned and operated properties to receive less favorable placements.

We may require additional capital to support our operations or are currently not in compliance with the growth of our business, and we cannot be certain that this capital will be available on reasonable terms when required, or at all.

Our operating cash flows, together with cash and cash equivalents, may be insufficient to meet our working capital and capital expenditure requirements and, from time to time, we may need additional financing to operate or grow our business. Our ability to obtain additional financing, if and when required, will depend on investor and lender demand, our operating performance, the condition of the capital markets and other factors, and we do not know whether additional financing will be available to us on favorable terms when required, or at all. For example, the U.S. Federal Reserve began raising its benchmark rate in March 2022, increasing the rate by a total of 4.25% during 2022. The Federal Funds interest rate is currently 5.25% - 5.50%, compared to 3.25% just one year ago.Such increases and any future increases may, among other things, reduce the availability and increase the costs of obtaining new variable rate debt and refinancing existing indebtedness, and adversely affect our financial condition and results of operations. If inflation increases costs beyond our ability to control, we may not be able to adjust prices or use our portfolio strategy to sufficiently offset the effect without negatively impacting consumer demand or our gross margin. If we raise additional funds through the issuance of equity, those securities may have rights, preferences, or privileges senior to the rights of our existing preferred and common stock, and our existing stockholders will experience dilution. Nasdaq's continued listing requirements. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, and regain compliance with Nasdaq's listing requirements, our operating cash flows, together with cash and cash equivalents, are otherwise insufficient, our ability to continue to support the operation or growth of our business securities could be significantly impaired and our operating results may be harmed.

If we are unable to raise additional capital in the capital or financial markets, actions we may need to take in order to generate capital to fund our operations include, but may not be limited to, delaying certain investments, undergoing additional restructuring efforts, disposing of certain operating assets, limiting our planned level of capital expenditures and future growth plans in certain revenue lines, or adjusting our presence in international markets. Any such actions, the timing of which depends on a number of factors — including but not limited to, as of the applicable time, (1) our available cash, liquidity and operating performance; our commitments and obligations; (2) our capital requirements; (3) limitations imposed under our credit arrangements; and (4) overall market conditions — could be material to our business, financial condition, and results of operation. There is no assurance that we will be able to take any needed actions on terms acceptable to us, or at all. If we are unable to generate capital to fund our operations, our ability to continue to support the operation or growth of our business could be significantly impaired and our operating results may be harmed. Further, any restructuring efforts or asset dispositions involve risks and uncertainties, such as disruption to other parts of our business, potential loss of employees or customers, or exposure to unanticipated liabilities or ongoing obligations to us following any such activities.

We have recorded significant impairment charges and could do so again in the future, delisted, which could have a material negative impact on affect our results of operations.

In fiscal year 2022, we recorded material charges related to the impairment of our goodwill and certain long-lived assets. We had approximately $91.6 million of goodwill and $109.9 million of acquired intangible assets on our condensed consolidated balance sheet as of September 30, 2023. Under accounting principles generally accepted in the United States (GAAP), we are required to review our intangible assets, including goodwill, for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. We perform an assessment of goodwill for impairment annually as of October 1, as well as whenever events or changes in circumstances indicate the carrying amount of goodwill may not be recoverable. When testing goodwill for impairment, we first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value or we may determine to proceed directly to the quantitative impairment test.

Circumstances which could trigger an assessment of goodwill for impairment include, but are not limited to: a significant decline in our stock price for a sustained period; significant negative industry or economic trends; our overall financial performance such as negative or declining cash flows or a decline in actual or planned revenue or earnings compared with actual and projected results of relevant prior periods; other relevant entity-specific events including changes in management, key personnel, strategy, or customers; and other events affecting our single reporting unit.

Additionally, we assess the impairment of intangible assets whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Circumstances which could trigger such a review include, but are not limited to, the following: significant decreases in the securities' market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with and liquidity.

On March 6, 2024, Patrick Kerins, then a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectations that the asset will more likely than not be sold or disposed of significantly before the end of its estimated useful life.

During the third quarter of 2023, we experienced a further sustained decline in share price that pushed our market capitalization below the carrying value of our stockholders' equity. We concluded the sustained decline in share price was a triggering event and performed a quantitative impairment assessment with respect to goodwill. The quantitative impairment assessment was performed as of September 30, 2023, utilizing a combination of the income and market approach. We concluded that the fair value member of the Company's single reporting unit exceeded board of directors and its audit committee, notified the carrying value, and Company that he did not intend to stand for re-election as such, there was no impairment as of September 30, 2023. Refer to Note 3 to the condensed consolidated financial statements and "Critical Accounting Policies and Estimates" within Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein for additional information.

Our impairment analysis is sensitive to changes in key assumptions used in our analysis, such as expected future cash flows, the degree of volatility in equity and debt markets, and our stock price. If the assumptions used in our analysis are not realized, and if our fair value declines to below our carrying value, it is possible that an impairment charge may need to be recorded in the future. Under current accounting standards, if we determine goodwill or intangible assets are impaired, we will be required to write down these assets. Any write-down could have a negative effect on the condensed consolidated financial statements and could impact our compliance with the equity requirement director of the Nasdaq Company at its 2024 annual meeting of stockholders. The Company then promptly notified the Listing Rules.

From time to time, we may be subject to legal proceedings, regulatory disputes, and governmental investigations that could cause us to incur significant expenses, divert our management's attention, and materially harm our business, financial condition, and operating results.

From time to time, we may be subject to claims, lawsuits (including class actions), government investigations, arbitrations and other proceedings involving competition and antitrust, advertising and marketing, intellectual property (including copyright, trademark and patent), privacy, defamation, libel and slander, consumer protection, securities, tax, labor and employment, bribery and corruption, economic and trade sanctions, commercial disputes, and other matters that could adversely affect our business operations and financial condition. The foregoing list is non-exhaustive. We have faced and will continue to face claims relating to our content that is published or made available through our websites and applications, or through third-party platforms or services. In particular, the nature Qualifications Department (the "Staff") of our business exposes us to claims related to defamation, intellectual property rights (including copyright, trademark and patent), rights of publicity and privacy and FTC regulation. As an example, as described in further detail in "Legal Proceedings," within Part II, Item 1. "Other Information" herein, we are party to a number of claims for alleged violations of the VPPA based on the claimed transmission of personally identifying information via the Meta pixel, Google Analytics, and the TikTok pixel, all of which are purportedly connected to posts on the BuzzFeed.com and HuffPost.com websites. The outcome of any legal proceeding, regardless of its merits, is inherently uncertain. If we do not prevail in litigation, we could incur substantial liabilities, some or all of which may not be covered by our insurance. If, for example, we do not prevail in the lawsuits and the threatened arbitration matters alleging violations of the VPPA, we would become liable for paying damages in the amount of $2,500 for each alleged violation. We may also determine in certain instances that a settlement may be a more cost-effective and efficient resolution for a dispute. Further, pending or future legal proceedings could result in a diversion of management's attention and resources and reputational harm, and we may be required to incur significant expenses defending against these claims or pursuing claims against third parties to protect our rights.

Where risk of loss is probable and we can make a reasonable estimate of the liability relating to pending litigation, we record a related liability. As additional information becomes available, we assess the potential liability and revise estimates as appropriate. However, because of uncertainties relating to litigation, the amount of our estimates could be wrong as determining reserves for pending legal proceedings is a complex, fact-intensive process that is subject to judgment calls. The results of legal and regulatory proceedings cannot be predicted with certainty. There can be no assurance that our expectations will prove correct, and even if these matters are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business. If we incur costs or liability as a result of these events occurring, our business, financial condition and operating results could be adversely affected. Liability may also impact our insurance premiums as well as our ability to obtain or maintain insurance coverage. Further, any adverse determination related to legal proceedings or a settlement agreement could require us to change our technology or our business practices in costly ways, prevent us from offering certain products or services, require us to pay monetary damages, fines, or penalties, or require us to enter into royalty or licensing arrangements, and could adversely affect our operating results and cash flows, harm our reputation, or otherwise negatively impact our business.

If we fail to comply with the continued listing requirements of Nasdaq, our common stock may be delisted and the price of our common stock and our ability to access the capital markets could be negatively impacted.

Our common stock is currently listed for trading on The Nasdaq Stock Market LLC ("Nasdaq"). We must satisfy Nasdaq's continued listing requirements, including, among other things, that, as a consequence of Mr. Kerins' failure to seek re-election, following the 2024 annual meeting, the audit committee of the Company's board of directors would consist of two members and, as such, that the Company would no longer be in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the audit committees of listed companies have a minimum closing bid price of $1.00 per share, or risk delisting. three members that satisfy certain criteria for service on the committee (i.e., the Nasdaq Audit Committee Requirement). On May 31, 2023 April 26, 2024, we as expected, the Company received a letter from Nasdaq's Listing Qualifications Department (the "Staff") the Staff notifying us the Company that for the previous 30 consecutive business days, the bid price for our common stock had closed below the minimum $1.00 per share requirement for continued listing on Company was no longer in compliance with the Nasdaq Global Market. Audit Committee Requirement.

The Company has until the earlier of its 2025 annual meeting of stockholders and April 25, 2025 (i.e., one year from the date on which the Company ceased to be compliant) to regain compliance. If we are the Company is not in compliance with the bid price requirement Nasdaq Audit Committee Requirement by November 27, 2023, we may qualify for a second 180-calendar day compliance period. To qualify, we would be required, among other things, to transfer from the Nasdaq Global Market to the Nasdaq Capital Market. Refer to Note 16 to the condensed consolidated financial statements for additional information.

Even if we qualify for a second compliance period, a transfer to the Nasdaq Capital Market could adversely affect the liquidity of our common stock. There also could be a reduction in our coverage by securities analysts and the news media, which could cause the price of our common stock to decline further. We may also face other material adverse consequences in such event, such as negative publicity, which may contribute to a further decline in our stock price.

If we do not qualify for, or fail to regain compliance during, a second compliance period, that date, then the Staff will provide us with written notification to the Company that our its Class A common stock will be subject to delisting. At that time, we the Company may appeal the Staff's delisting determination to the Nasdaq Listing Qualifications Panel. However, there can be no assurance that, if we receive the Company receives a delisting notice and appeal appeals the delisting determination, such an appeal would be successful. The Company intends to appoint a third member to the audit committee of the Company's board of directors prior to the expiration of the cure period in order to regain compliance with the Nasdaq Audit Committee Requirement.

A delisting of our Class A common stock from Nasdaq would materially reduce the liquidity of our Class A common stock and result in a corresponding material reduction in the price of our Class A common stock. Any such event could make it more difficult to dispose of, or obtain accurate quotations for the price of, our common stock, and there Class A stock. It could also could lead to the failure of our securities to be additional covered by securities analysts or the reduction in our coverage by securities analysts and the news media, which could cause the price of our Class A common stock to decline further. In addition, delisting could harm our ability to raise capital through alternative financing sources on terms acceptable to us, or at all, and may result in the potential loss of confidence by investors, suppliers, customers, business partners and employees and fewer business development opportunities.

If our common stock does not continue to be listed on a national securities exchange, we may be required to repurchase the Notes

Under Further, under the indenture governing our $150.0 million aggregate principal amount of unsecured convertible notes due 2026 (the "Notes"), the Notes, the failure of our Class A common stock to be listed on any national securities exchange or quoted on Nasdaq would constitute a fundamental change. As such, within 20 business days change, giving the holders of a delisting, we would have the Notes the right to offer require us to repurchase, the Notes for cash, all or a portion of their Notes at a repurchase price equal to 101% of par the principal amount plus accrued and unpaid interest, no later than interest.

The audit committee of the 35th** business day following such notice.**Company's board of directors consists of only two members, which may limit the committee's ability to fulfill its oversight duties effectively.

Unless our common stock continues to be listed on a national securities exchange it will become subject to The audit committee of the so-called "penny stock" rules that impose restrictive sales practice requirements.

Company's board of directors consists of only two members. In addition to the foregoing, if our common stock is delisted from risks attendant in the Company's failure to comply with the Nasdaq Audit Committee Requirement, having a two-person audit committee may limit the committee's ability to fulfill its oversight duties effectively. A small audit committee may struggle to provide adequate oversight of financial reporting processes, internal controls, and is traded on the over-the-counter market, the application risk management activities. This could lead to gaps in monitoring and potential control weaknesses. The workload for each member of the "penny stock" rules could adversely affect the market price of our common stock a two-person audit committee can be significantly higher compared to a larger committee, which may lead to difficulties in fulfilling all necessary responsibilities and increase the transaction costs to sell those shares. The U.S. Securities risk of oversight or errors. In a two-person audit committee, succession planning and Exchange Commission ("SEC") has adopted regulations which generally define continuity become critical issues. Changes in membership, such as resignations or retirements, can have a "penny stock" as any equity security not listed on a national securities exchange or quoted on Nasdaq that has a market price of less than $5.00 per share, subject to certain exceptions. If our common stock is delisted from Nasdaq and is traded significant impact on the over-the-counter market at a price of less than $5.00 per share, our common stock would be considered a penny stock. Unless otherwise exempted, committee's effectiveness and institutional knowledge. Overall, the SEC's penny stock rules require a broker-dealer, before a transaction in a penny stock, Company's small audit committee could weaken the Company's financial governance structure and increase its exposure to deliver a standardized risk disclosure document that provides information about penny stock and the financial risks, in the penny stock market, the current bid and offer quotations for the penny stock, the compensation of the broker-dealer and the salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. Further, prior to a transaction in a penny stock, the penny stock rules require the broker-dealer to provide a written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's agreement to the transaction. If applicable in the future, the penny stock rules may restrict the ability of brokers-dealers to sell our common stock and may affect the ability of investors to sell their shares, until our common stock is no longer a penny stock.

potentially impacting its reputation or financial performance.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated as of June 24, 2021, by and among 890 5th Avenue Partners, Inc., Bolt Merger Sub I, Inc., Bolt Merger Sub II, Inc., and BuzzFeed, Inc.(incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on June 24, 2021).
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated as of October 28, 2021, by and among 890 5th Avenue Partners, Inc., Bolt Merger Sub I, Inc., Bolt Merger Sub II, Inc., and BuzzFeed, Inc. (incorporated by reference to Exhibit 2.2 to the Company's Registration Statement on Form S-4/Afiled on October 29, 2021).
2.3†*	Membership Interest Purchase Agreement, dated as of March 27, 2021, by and among BuzzFeed, Inc., CM Partners, LLC, Complex Media, Inc., Verizon CMP Holdings LLC and HDS II, Inc. (incorporated by reference to Exhibit 2.2 to the Company's Registration Statement on Form S-4S-4 filed on July 30, 2021).
2.4	Amendment No. 1 to the Membership Interest Purchase Agreement, dated as of June 24, 2021, by and among BuzzFeed, Inc., CM Partners, LLC, Complex Media, Inc., Verizon CMP Holdings LLC and HDS II, Inc. (incorporated by reference to Exhibit 2.3 to the Company's Registration Statement on Form S-4 filed on July 30, 2021).
2.5	Asset Purchase Agreement, dated as of February 21, 2024, by and between BuzzFeed Media Enterprises, Inc. and Commerce Media Holdings, LLC (incorporated by reference to Exhibit 2.3 to the Company's Annual Report on Form 10-K filed on March 29, 2024).
3.1	Second Amended and Restated Certificate of Incorporation of BuzzFeed, Inc., (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on December 3, 2021).
3.2	Certificate of Change of Registered Agent and/or Registered Office, dated as of March 13, 2023 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 15, 2023).
3.3	Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of BuzzFeed, Inc. filed on June 1, 2023 (incorporated (incorporated by reference to Exhibit reference to Exhibit 3.3 to the Company's Quarterly Company's Quarterly Report on Form 10-Q 10-Q for the period ended June 30, 2023 filed on August 9, 2023).).
3.4	Second Amendment to the Second Amended and Restated Certificate of Incorporation of BuzzFeed, Inc. filed on April 26, 2024 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 2, 2024).
3.5	Restated Bylaws of BuzzFeed, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on December 9, 2021).
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4/A filed on October 1, 2021). October 1, 2021).
4.2	Specimen Warrant Certificate (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-1/A filed on January 6, 2021).
4.3	Indenture, dated December 3, 2021, by and between BuzzFeed, Inc. and Wilmington Savings Fund Society, a federal savings bank, as Trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on December 9, 2021.
4.4	Form of Global Note (included in Exhibit 4.3) (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed on December 9, 2021).

4.5	Description of Registrant's Securities (incorporated by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K filed on March 16, 2023).
4.6	First Supplemental Indenture, dated as of July 10, 2023, to the Indenture, dated December 3, 2021 between BuzzFeed, Inc., BuzzFeed Canada, Inc., and Wilmington Savings Fund Society, a Federal Savings Bank, as Trustee.
10.1 4.6	Second Amendment, Supplemental Indenture, dated June 29, 2023 February 28, 2024, to the Amended Indenture dated December 3, 2021 between BuzzFeed, Inc. and Restated Loan and Security Agreement, dated December 3, 2021, by and among BuzzFeed, Inc., the borrowers thereto, the guarantors thereto and White Oak Commercial Finance, LLC Wilmington Savings Fund Society, a Federal Savings Bank, as Trustee (incorporated by reference to Exhibit 10.1 4.1 to the Company's Current Report on Form 8-K filed on June 30, 2023 February 29, 2024).
10.2 10.1	Third Amendment, dated September 26, 2023, to the Amended and Restated Loan and Security License Agreement, dated December 3, 2021 March 28, 2024, by and among between BuzzFeed Media Enterprises, Inc., the borrowers thereto, the guarantors thereto BuzzFeed UK Ltd., TheHuffingtonPost.com, Inc., and White Oak Commercial Finance, LLCIndependent Digital News and Media Limited (incorporated by reference to Exhibit 10.1 10.24 to the Company's CurrentCompany's Annual Report on Form 8-K 10-K filed on September 29, 2023). March 29, 2024).
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1#	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2#	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCHXBRL	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 (formatted as Inline XBRL and included in Exhibit 101).

† Schedules and exhibits to this Exhibit omitted pursuant to Regulation S-K Item 601(b)(2). The Registrant agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

* The Registrant has omitted portions of this Exhibit as permitted under Item 601(b)(1) of Regulation S-K.

This certification is deemed not filed for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

BuzzFeed, Inc.

By: /s/ Felicia DellaFortuna Matt Omer

Chief Financial Officer

(Principal Financial Officer and Duly Authorized Officer)

Date: November 3, 2023 May 14, 2024

Exhibit 31.1

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

I, Jonah Peretti, certify that:

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

Date: November 3, 2023 May 14, 2024

By: /s/ Jonah Peretti
Jonah Peretti
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

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

I, Felicia DellaFortuna, Matt Omer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BuzzFeed, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 3, 2023 May 14, 2024

By: /s/ Felicia DellaFortuna Matt Omer

Felicia DellaFortuna Matt Omer
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

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

I, Jonah Peretti, Chief Executive Officer of BuzzFeed, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2023 March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 3, 2023 May 14, 2024

By: /s/ Jonah Peretti

Jonah Peretti
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

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

I, Felicia DellaFortuna, Matt Omer, Chief Financial Officer of BuzzFeed, Inc. (the "Company"), do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2023 March 31, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 3, 2023 May 14, 2024

By: /s/ Felicia DellaFortuna Matt Omer

Felicia DellaFortuna Matt Omer
Chief Financial Officer
(Principal Financial Officer)

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