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DELTA REPORT

10-Q

BARK, INC.

10-Q - JUNE 30, 2024 COMPARED TO 10-Q - DECEMBER 31, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	768
CHANGES	210
DELETIONS	295
ADDITIONS	263

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2023 June 30, 2024

OR

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

For the transition period from to

Commission File Number: 001-39691

BARK, INC.

(Exact name of registrant as specified in its charter)

Delaware	**85-1872418**
(State or Other Jurisdiction of Incorporation or Organization)	**(IRS Employer Identification No.)**

120 Broadway, Floor 12

10271

New York, NY 10271

(Address of principal executive offices)	**(Zip Code)**

(Address of Principal Executive Offices)(Zip Code)

(855) 501-2275

(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
Common Stock, par value $0.0001	BARK	New York Stock Exchange
Warrants, each warrant exercisable for one share of Common Stock at an exercise price of $11.50 per share	BARK WS	New York Stock Exchange

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

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

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

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

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

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

As of February 5, 2024 August 5, 2024, there were 177,178,873 173,549,210 shares of the registrant's common stock, par value of $0.0001 per share, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q, including, without limitation, statements under the headings “Management's Discussion and Analysis of Financial Condition and Results of Operations,” includes 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”). These forward-looking statements can be identified by the use of forward-looking terminology, including the words “believes,” “estimates,” “anticipates,” “expects,” “intends,” “plans,” “may,” “will,” “potential,” “projects,” “predicts,” “continue,” or “should,” or, in each case, their negative or other variations or comparable terminology. There can be no assurance that actual results will not materially differ from expectations. Such statements include, but are not limited to, any statements relating to our financial and business performance, the sufficiency of our cash and cash equivalents for our continued operations, market acceptance and the anticipated success of our business model, and our ability to expand the scope of our offerings. These statements are based on management's current expectations, but actual results may differ materially due to various factors.

The forward-looking statements contained in this quarterly report on Form 10-Q are based on our current expectations and beliefs concerning future developments and their potential effects on us. Future developments affecting us may not be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) and 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, those factors described under Part II, Item 1A: “Risk Factors.” 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. We undertake no 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. These risks and others described under Part II, Item 1A: “Risk Factors” may not be exhaustive.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and developments in the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained in this quarterly report on Form 10-Q. In addition, even if our results or operations, financial condition and liquidity, and developments in the industry in which we operate are consistent with the forward-looking statements contained in this quarterly report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

BARK, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

(Unaudited)

	December 31,	March 31,
	2023	
	June 30,	March 31,
	2024	
ASSETS		
CURRENT ASSETS:		
CURRENT ASSETS:		
CURRENT ASSETS:		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Accounts receivable—net		
Prepaid expenses and other current assets		
Inventory		
Total current assets		
PROPERTY AND EQUIPMENT—NET		
INTANGIBLE ASSETS—NET		
OPERATING LEASE RIGHT-OF-USE ASSETS		
OTHER NONCURRENT ASSETS		
TOTAL ASSETS		
LIABILITIES, AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
CURRENT LIABILITIES:		
CURRENT LIABILITIES:		
Accounts payable		
Accounts payable		
Accounts payable		
Operating lease liabilities, current		
Accrued and other current liabilities		
Deferred revenue		
Total current liabilities		
LONG-TERM DEBT		

OPERATING LEASE LIABILITIES		
OTHER LONG-TERM LIABILITIES		
Total liabilities		
COMMITMENTS AND CONTINGENCIES (Note 8)	COMMITMENTS AND CONTINGENCIES (Note 8)	COMMITMENTS AND CONTINGENCIES (Note 8)
STOCKHOLDERS' EQUITY:		
STOCKHOLDERS' EQUITY:		
STOCKHOLDERS' EQUITY:		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 179,786,374 and 177,647,754 shares issued		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 179,786,374 and 177,647,754 shares issued		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 179,786,374 and 177,647,754 shares issued		
Treasury stock, at cost, 2,767,684 and 0 shares, respectively		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 181,116,471 and 180,176,725 shares issued		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 181,116,471 and 180,176,725 shares issued		
Common stock, par value $0.0001 per share—500,000,000 shares authorized; 181,116,471 and 180,176,725 shares issued		
Treasury stock, at cost, 7,646,021 and 4,643,589 shares, respectively		
Additional paid-in capital		
Accumulated deficit		
Total stockholders' equity		
TOTAL LIABILITIES, AND STOCKHOLDERS' EQUITY		

See notes to condensed consolidated financial statements

BARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(In thousands, except share and per share data)

(Unaudited)

	Three Months Ended	Three Months Ended	December 31,	Nine Months Ended
	2023	2022	2023	2022
	Three Months Ended			
	Three Months Ended			
	June 30,			
	June 30,			
	June 30,			
	2024			
	2024			
	2024			
REVENUE				
REVENUE				
REVENUE				
COST OF REVENUE				
COST OF REVENUE				
COST OF REVENUE				
Gross profit				
Gross profit				
Gross profit				

OPERATING EXPENSES:
OPERATING EXPENSES:
OPERATING EXPENSES:
General and administrative
General and administrative
General and administrative
Advertising and marketing
Advertising and marketing
Advertising and marketing
Total operating expenses
Total operating expenses
Total operating expenses
LOSS FROM OPERATIONS
LOSS FROM OPERATIONS
LOSS FROM OPERATIONS
INTEREST INCOME
INTEREST INCOME
INTEREST INCOME
INTEREST EXPENSE
OTHER INCOME—NET
INTEREST EXPENSE
INTEREST EXPENSE
OTHER (EXPENSE) INCOME—NET
OTHER (EXPENSE) INCOME—NET
OTHER (EXPENSE) INCOME—NET
NET LOSS BEFORE INCOME TAXES
NET LOSS BEFORE INCOME TAXES
NET LOSS BEFORE INCOME TAXES
PROVISION FOR INCOME TAXES
PROVISION FOR INCOME TAXES
PROVISION FOR INCOME TAXES
NET LOSS AND COMPREHENSIVE LOSS
NET LOSS AND COMPREHENSIVE LOSS
NET LOSS AND COMPREHENSIVE LOSS
Net loss per common share attributable to common stockholders—basic and diluted
Net loss per common share attributable to common stockholders—basic and diluted
Net loss per common share attributable to common stockholders—basic and diluted
Weighted average common shares used to compute net loss per share attributable to common stockholders—basic and diluted
Weighted average common shares used to compute net loss per share attributable to common stockholders—basic and diluted
Weighted average common shares used to compute net loss per share attributable to common stockholders—basic and diluted

See notes to condensed consolidated financial statements

BARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(In thousands, except share data) (Unaudited)

Three months ended December 31, 2023
Three months ended December 31, 2023
Three months ended December 31, 2023
Three months ended June 30, 2024

Three months ended June 30, 2024

Three months ended June 30, 2024

	Common Stock Common Stock Common Stock Shares	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance - September 30, 2023									
Balance - September 30, 2023									
Balance - September 30, 2023									
Balance - March 31, 2024									
Balance - March 31, 2024									
Balance - March 31, 2024									
Net loss									
Issuance for stock options exercised									
Issuance for common stock vested									
Issuance of common stock in connection with the employee stock purchase plan									
Issuance of common stock in connection with the employee stock purchase plan									
Issuance of common stock in connection with the employee stock purchase plan									
Common stock withheld for tax upon release									
Excise tax from stock repurchases									
Excise tax from stock repurchases									
Repurchase of common stock									
Excise tax from stock repurchases									
Stock-based compensation									
Cumulative translation adjustment									
Balance - December 31, 2023									
Balance - June 30, 2024									

Nine months ended December 31, 2023

Nine months ended December 31, 2023

Nine months ended December 31, 2023

Three months ended June 30, 2023

	Common Stock Common Stock Common Stock Shares	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity	Treasury Stock	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
Balance - March 31, 2023									
Balance - March 31, 2023									
Balance - March 31, 2023									
Net loss									
Issuance for stock options exercised									
Common stock issued upon vesting of restricted stock units									
Issuance for common stock vested									
Issuance of common stock in connection with the employee stock purchase plan									

Common stock withheld for tax upon release
Repurchase of common stock
Excise tax from stock repurchases
Stock-based compensation
Cumulative translation adjustment
Balance - December 31, 2023
Balance - June 30, 2023

BARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(In thousands, except share data) (Unaudited)

Three months ended December 31, 2022	**Common Stock**		**Additional Paid-in Capital**	**Accumulated Deficit**	**Total Stockholders' Equity**
	Shares	**Amount**			
Balance - September 30, 2022	177,101,991	$ 1	$ 474,404	$ (274,298)	$ 200,107
Net loss	—	—	—	(21,270)	(21,270)
Issuance for stock options exercised	86,455	—	84	—	84
Issuance for common stock vested	491,221	—	—	—	—
Issuance of common stock in connection with the employee stock purchase plan	109,186	—	145	—	145
Common stock withheld for tax upon release	(152,127)	—	(649)	—	(649)
Stock-based compensation	—	—	3,681	—	3,681
Cumulative translation adjustment	—	—	—	(20)	(20)
Balance - December 31, 2022	177,636,726	$ 1	$ 477,665	$ (295,588)	$ 182,078

Nine months ended December 31, 2022	**Common Stock**		**Additional Paid-in Capital**	**Accumulated Deficit**	**Total Stockholders' Equity**
	Shares	**Amount**			
Balance - March 31, 2022	175,290,143	$ 1	$ 465,313	$ (248,253)	$ 217,061
Net loss	—	—	—	(47,317)	(47,317)
Issuance for stock options exercised	1,551,831	—	980	—	980
Issuance for common stock vested	991,315	—	—	—	—
Issuance of common stock in connection with the employee stock purchase plan	109,186	—	145	—	145
Common stock withheld for tax upon release	(305,749)	—	(649)	—	(649)
Stock-based compensation	—	—	11,876	—	11,876
Cumulative translation adjustment	—	—	—	(18)	(18)
Balance- December 31, 2022	177,636,726	$ 1	$ 477,665	$ (295,588)	$ 182,078

See notes to condensed consolidated financial statements

BARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended	
	December 31, 2023	December 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (32,108)	$ (47,317)
Adjustments to reconcile net loss to cash used in operating activities:		

Depreciation & amortization	8,899	6,508
Impairment of assets	3,079	1,661
Amortization of right-of-use assets	3,120	3,754
Loss on disposal of assets	72	—
Amortization of deferred financing fees and debt discount	478	494
Bad debt expense	34	803
Stock-based compensation expense	10,510	11,876
Provision for inventory obsolescence reserve	888	(2,486)
Gain on extinguishment of debt	(1,828)	—
Change in fair value of warrant liabilities and derivatives	(2,216)	(6,523)
Paid in kind interest on convertible notes	2,119	4,354
Changes in operating assets and liabilities:		
Accounts receivable	63	4,365
Inventory	24,975	10,333
Prepaid expenses and other current assets	(1,123)	(222)
Other noncurrent assets	—	155
Accounts payable and accrued expenses	(4,894)	(5,339)
Deferred revenue	1,247	1,367
Proceeds from tenant improvement allowances	—	6,177
Operating lease liabilities	(3,522)	(2,307)
Other liabilities	(2,687)	(2,139)
Net cash provided by (used in) operating activities	7,106	(14,486)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(6,699)	(18,854)
Net cash used in investing activities	(6,699)	(18,854)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of finance lease obligations	(161)	(2,326)
Proceeds from the exercise of stock options	105	980
Proceeds from issuance of common stock under ESPP	489	145
Tax payments related to the issuance of common stock	(1,011)	(649)
Excise tax from stock repurchases	(42)	—
Payments to repurchase common stock	(4,120)	—
Payments of long-term debt	(42,300)	—
Net cash used in financing activities	(47,040)	(1,850)

	Three Months Ended
	Three Months Ended
	Three Months Ended
	June 30,
	June 30,
	June 30,
	2024
	2024
	2024
CASH FLOWS FROM OPERATING ACTIVITIES:	
CASH FLOWS FROM OPERATING ACTIVITIES:	
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	
Net loss	
Net loss	

Adjustments to reconcile net loss to cash used in operating activities:

Adjustments to reconcile net loss to cash used in operating activities:

Adjustments to reconcile net loss to cash used in operating activities:

Depreciation & amortization

Depreciation & amortization

Depreciation & amortization

Impairment of assets

Impairment of assets

Impairment of assets

Non-cash lease expense

Non-cash lease expense

Non-cash lease expense

Amortization of deferred financing fees and debt discount

Amortization of deferred financing fees and debt discount

Amortization of deferred financing fees and debt discount

Stock-based compensation expense

Stock-based compensation expense

Stock-based compensation expense

Provision for inventory obsolescence

Provision for inventory obsolescence

Provision for inventory obsolescence

Change in fair value of warrant liabilities and derivatives

Change in fair value of warrant liabilities and derivatives

Change in fair value of warrant liabilities and derivatives

Changes in operating assets and liabilities:

Changes in operating assets and liabilities:

Changes in operating assets and liabilities:

Accounts receivable

Accounts receivable

Accounts receivable

Inventory

Inventory

Inventory

Prepaid expenses and other current assets

Prepaid expenses and other current assets

Prepaid expenses and other current assets

Other noncurrent assets

Other noncurrent assets

Other noncurrent assets

Accounts payable and accrued expenses

Accounts payable and accrued expenses

Accounts payable and accrued expenses

Deferred revenue

Deferred revenue

Deferred revenue

Operating lease liabilities

Operating lease liabilities

Operating lease liabilities

Other liabilities

Other liabilities

Other liabilities

Net cash provided by (used in) operating activities
Net cash provided by (used in) operating activities
Net cash provided by (used in) operating activities
CASH FLOWS FROM INVESTING ACTIVITIES:
CASH FLOWS FROM INVESTING ACTIVITIES:
CASH FLOWS FROM INVESTING ACTIVITIES:
Capital expenditures
Capital expenditures
Capital expenditures
Net cash used in investing activities
Net cash used in investing activities
Net cash used in investing activities
CASH FLOWS FROM FINANCING ACTIVITIES:
CASH FLOWS FROM FINANCING ACTIVITIES:
CASH FLOWS FROM FINANCING ACTIVITIES:
Payment of finance lease obligations
Payment of finance lease obligations
Payment of finance lease obligations
Proceeds from the exercise of stock options
Proceeds from the exercise of stock options
Proceeds from the exercise of stock options
Proceeds from issuance of common stock under ESPP
Proceeds from issuance of common stock under ESPP
Proceeds from issuance of common stock under ESPP
Tax payments related to the issuance of common stock
Tax payments related to the issuance of common stock
Tax payments related to the issuance of common stock
Excise tax from stock repurchases
Excise tax from stock repurchases
Excise tax from stock repurchases
Payments to repurchase common stock
Payments to repurchase common stock
Payments to repurchase common stock
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
Effect of exchange rate changes on cash
Effect of exchange rate changes on cash
Effect of exchange rate changes on cash
NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH
NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH
NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—BEGINNING OF PERIOD
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—BEGINNING OF PERIOD
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—BEGINNING OF PERIOD
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—END OF PERIOD
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—END OF PERIOD
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—END OF PERIOD
RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH:
RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH:
RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH:

Cash and cash equivalents
Cash and cash equivalents
Cash and cash equivalents
Restricted cash - Other noncurrent assets
Restricted cash - Other noncurrent assets
Restricted cash - Other noncurrent assets
Total cash, cash equivalents and restricted cash
Total cash, cash equivalents and restricted cash
Total cash, cash equivalents and restricted cash
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:
Purchases of property and equipment included in accounts payable and accrued liabilities
Purchases of property and equipment included in accounts payable and accrued liabilities
Purchases of property and equipment included in accounts payable and accrued liabilities
Cash paid for interest
Cash paid for interest
Cash paid for interest
NON-CASH INVESTING AND FINANCING ACTIVITIES:
NON-CASH INVESTING AND FINANCING ACTIVITIES:
NON-CASH INVESTING AND FINANCING ACTIVITIES:
Establishment of operating lease
Establishment of operating lease
Establishment of operating lease
Lease modification and termination
Lease modification and termination
Lease modification and termination

See notes to condensed consolidated financial statements

BARK, INC.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

BARK, Inc., is an omnichannel brand serving dogs across two categories, toys and & accessories, and consumables. The Company is located and headquartered in New York, New York.

BARK, Inc. was incorporated in Delaware on July 8, 2020 as Northern Star Acquisition Corp. (“Northern Star”) as a special purpose acquisition company with the purpose of effecting a merger with one or more operating businesses. On June 1, 2021, Northern Star completed the acquisition of Barkbox, Inc., a Delaware corporation (“Legacy BARK” and the acquisition, the “Merger”), pursuant to that certain Agreement and Plan of Reorganization (the “Merger Agreement”), dated December 16, 2020, by and among Northern Star, NSAC Merger Sub Corp. and wholly-owned subsidiary of Northern Star (“Merger Sub”), and Legacy Bark. Following the Merger, the Company’s legal name became “The Original BARK Company,” and in November 2021 changed its name to BARK, Inc. The Merger between Northern Star and Legacy BARK was accounted for as a reverse recapitalization.

Throughout the notes to the condensed consolidated financial statements, unless otherwise noted, the “Company,” “we,” “us” or “our” and similar terms refer to Legacy BARK and its subsidiaries prior to the consummation of the Merger, and BARK and its subsidiaries after the consummation of the Merger.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation—The accompanying condensed consolidated financial statements include the accounts of BARK, Inc. and its wholly-owned subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) and pursuant to the accounting disclosure 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 U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company’s audited consolidated financial statements as of and for the years ended March 31, 2023 March 31, 2024 and 2022 2023 contained in the Annual Report on Form 10-K filed with the SEC on June 1, 2023 June 3, 2024.

The consolidated balance sheet as of March 31, 2023 March 31, 2024, included herein, was derived from the audited consolidated financial statements as of that date, but does not include all disclosures, including certain notes required by U.S. GAAP, required on an annual reporting basis.

In the opinion of management, the accompanying condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, and cash flows for the interim periods. The results for the three and nine months ended December 31, 2023 June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent quarter, the year ending March 31, 2024 March 31, 2025, or any other period.

There have been no material changes to the Company’s significant accounting policies as described in the audited consolidated financial statements as of March 31, 2023 March 31, 2024 and 2022. 2023.

Although the Company has incurred recurring losses in each fiscal year since inception, the Company expects its cash and cash equivalents will be sufficient to fund operations for at least the next twelve months.

Use of Estimates—The Company makes estimates and assumptions about future events that affect the amounts reported in its condensed consolidated financial statements and accompanying notes. Future events and their effects cannot be determined with certainty. On an ongoing basis, management evaluates these estimates, judgments and assumptions.

The Company bases its estimates on historical and anticipated results and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. Changes in estimates are recorded in the period in which they become known. Actual results could differ from those estimates, and any such differences may be material to the Company’s condensed consolidated financial statements. The most significant estimates relate to determination of fair value of the Company’s allowance for uncollectible accounts receivable, excess and obsolete inventory, reserve, stock-based compensation, stand-alone selling price of Direct to Consumer offerings and fair value of right-of-use assets. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and records adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from those estimates.

Impact of the COVID-19 Pandemic—The Company continues to monitor the impact of the COVID-19 pandemic, including the emergence and spread of variants of COVID-19 on the U.S. and global economies and on the Company’s operating results, financial condition and cash flows. The estimates of the impact COVID-19 may have on the Company’s business may change based on new information that may emerge concerning COVID-19, the actions to contain it or treat its impact and the economic impact on local, regional, national and international markets. The Company has not incurred any significant impairment losses in the carrying values of its assets as a result of the COVID-19 pandemic and is not aware of any specific related event or circumstance that could require the Company to revise the estimates reflected in its condensed consolidated financial statements.

Fair Value of Financial Instruments—The Company’s financial instruments, including cash and cash equivalents, accounts receivable, prepaid expenses and other current assets, accounts payable, and accrued expenses, are carried at historical cost. At December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, the carrying amounts of these instruments approximated their fair values because of their short-term nature. The carrying amounts of the Company’s long-term debt approximate the fair value based on consideration of current borrowing rates available to the Company.

Assets and liabilities recorded at fair value on a recurring basis in the condensed consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level 2—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level 3—Unobservable inputs that are supported by little or no market data for the related assets or liabilities.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following summarizes assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy (in thousands):

		As of December 31, 2023				As of June 30, 2024			
	Level 1	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets									
Money market funds(1)									
Money market funds(1)									
Money market funds(1)									
	$								
Liabilities									
Liabilities									
Liabilities									
Public warrant liability(2)									
Public warrant liability(2)									

Public warrant liability(2)	
Private warrant liability(2)	
	$

	As of March 31, 2023				As of March 31, 2024			
	Level 1	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets									
Money market funds(1)									
Money market funds(1)									
Money market funds(1)									
	$								
Liabilities									
Public warrant liability(2)									
Public warrant liability(2)									
Public warrant liability(2)									
Private warrant liability(2)									
	$								

(1) As of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, the Company had cash equivalents held in a money market account. The Company has concluded that due to the highly liquid nature of the money market account, the carrying value approximates fair value, which represents a Level 1 input. The balance of cash equivalents held in the money market account is included in cash and cash equivalents.

(2) Included in accrued and other current liabilities.

The Company's warrants include publicly-traded warrants (the "Public Warrants") which were issued as one-third of a warrant per unit issued during the Company's initial public offering on November 10, 2020 (the "IPO"), warrants sold in a private placement to Northern Star's sponsor (the "Private Warrants"), and preferred share warrants issued by Legacy BARK which were assumed by the Company in connection with the Merger and exchanged into warrants for BARK common stock (the "Common Stock Warrants"). All of the Common Stock Warrants have been exercised and are no longer outstanding.

The Company evaluated its warrants under Accounting Standards Codification ("ASC") ASC 815-40, Derivatives and Hedging—Contracts in Entity's Own Equity ("ASC 815"), and concluded that they do not meet the criteria to be classified in stockholders' equity. Since the Public Warrants and Private Warrants meet the definition of a derivative under ASC 815, the warrants have been recorded as current liabilities on the balance sheet at fair value upon issuance, with subsequent changes in their respective fair values recognized in other (expense) income, net on the condensed consolidated statements of operations and comprehensive loss at each reporting date. See further disclosure on the change in fair value of Public and Private Warrant liabilities within Note 10, "Other (Expense) Income - Net."

Restricted Cash—The Company has restricted cash to secure a letter of credit for four of its leases, restricted cash is expected to be maintained as a security deposit for the duration of each respective lease. The Company also has cash held as collateral under surety bond requirements of the Department of Transportation. As of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, the Company has classified $5.1 million $8.4 million and $5.2 million, respectively, within other noncurrent assets, as restricted cash.

Concentration of Credit Risk and Major Customers and Suppliers—Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable. The Company maintains cash and cash equivalents with two financial institutions.

The Company's accounts receivable are derived from sales contracts with large retail customers. The Company maintains reserves for potential credit losses on customer accounts when deemed necessary. Accounts receivable, net was $6.5 million $7.1 million, $6.6 million $7.7 million, and $9.8 million $6.6 million as of December 31, 2023 June 30, 2024, March 31, 2023, March 31, 2024 and March 31, 2022 March 31, 2023, respectively.

Significant customers are those that represent more than 10% of the Company's total revenues or gross accounts receivable balance at each balance sheet date. For the three and nine months ended December 31, 2023 June 30, 2024 and 2022, 2023, the Company did not have any customers that accounted for 10% or more of total revenues. The Company had two customers that accounted for 51% 46% and 58% 54% of gross accounts receivable as of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, respectively. The Company's accounts receivable relates to sales to customers within the Commerce segment, which represented 11.3% 7.9% and 13.0% 7.2% of total revenue for the nine three months ended December 31, 2023 June 30, 2024, and 2022, 2023, respectively.

Significant suppliers are those that represent more than 10% of the Company's total finished goods purchased or accounts payable at each balance sheet date. During the three months ended December 31, 2023 June 30, 2024 and 2022, 2023, the Company had two suppliers that accounted for 25% 35% of total finished goods purchased and two suppliers that accounted for 30% of total finished goods purchased, respectively. During the nine months ended December 31, 2023 and 2022, the Company had two suppliers that accounted for 32% of total finished goods purchased and two suppliers that accounted for 30% 31% of total finished goods purchased, respectively. The Company had two suppliers one supplier that accounted for 29% 11% and 41% 17% of the accounts payable balance as of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, respectively.

Recent Recently Issued Accounting Pronouncements

ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. In December 2023, the FASB issued this ASU to update income tax disclosure requirements, primarily related to the income tax rate reconciliation and income taxes paid information. This update is effective beginning with the Company's fiscal year ended

March 31, 2025 annual reporting period, with early adoption permitted. The Company did not identify any is currently evaluating the impact that the adoption of this standard will have on its consolidated financial statements and disclosures.

ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. In November 2023, the FASB issued this ASU to update reportable segment disclosure requirements, primarily through enhanced disclosures about significant recently issued accounting pronouncements segment expenses and information used to assess segment performance. This update is effective beginning with the Company's fiscal year ended March 31, 2025, with early adoption permitted. The Company is currently evaluating the impact that may potentially impact our the adoption of this standard will have on its consolidated financial position and results of operations. statements.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Company's standard payment terms vary but do not result in a significant delay between the timing of invoice and payment. The Company occasionally negotiates other payment terms during the contracting process for its retail business. The Company has elected the practical expedient to not adjust the total consideration within a contract to reflect a financing component when the duration of the financing is one year or less.

Disaggregated Revenue

Revenue disaggregated by significant revenue stream for the three and nine months ended December 31, 2023 June 30, 2024 and 2022 2023 were as follows (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
Revenue				
Direct to Consumer:				
Toys & Accessories(1)	$ 71,183	$ 78,383	$ 210,433	$ 232,396
Consumables(1)	39,720	41,692	116,666	123,622
Total Direct to Consumer	$ 110,903	$ 120,075	$ 327,099	$ 356,018
Commerce	14,172	14,259	41,601	53,280
Revenue	$ 125,075	$ 134,334	$ 368,700	$ 409,298

	Three Months Ended June 30,	
	2024	2023
Revenue		
Direct to Consumer:		
Toys & Accessories(1)	$ 70,569	$ 72,129
Consumables(1)	35,904	39,758
Other(2)	586	—
Total Direct to Consumer	$ 107,059	$ 111,887
Commerce	9,153	8,704
Revenue	$ 116,212	$ 120,591

(1) The allocation between Toys & Accessories and Consumables includes estimates and was determined utilizing data on stand-alone selling prices that the Company charges for similar offerings, and also reflects historical pricing practices. The three and nine months ended December 31, 2022 disaggregated revenue information for

(2) Other Direct to Consumer revenue has been reclassified to conform with the current presentation to allocate revenue between Toys & Accessories and Consumables. is derived from BARK Air.

Contract Liability

The Company's contract liability represents cash collections from its customers prior to delivery of subscription products, which is recorded as deferred revenue on the condensed consolidated balance sheets. Deferred revenue is recognized as revenue upon the delivery of the box or product.

Deferred revenue was $29.0 million ,$27.8 million $26.5 million, $26.0 million, and $31.5 million $27.8 million as of December 31, 2023 June 30, 2024 and March 31, 2024, March 31, 2023 and March 31, 2022, March 31, 2023 respectively.

Performance Obligations

A performance obligation is a promise in a contract to transfer a distinct good or service to the customer and is the unit of account. Performance obligations are satisfied as of a point in time when control of promised goods are transferred to customers. The Company has elected to not disclose information related to remaining performance obligations due to their original expected terms being one year or less.

4. DEBT

As of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, long-term debt consisted of the following (in thousands):

	As of December 31, 2023	As of March 31, 2023

	As of June 30, 2024	As of March 31, 2024
2025 Convertible Notes		
Less: deferred financing fees and debt discount		
Total long-term debt		

2025 Convertible Notes

On November 27, 2020, the Company issued $75.0 million aggregate principal amount of 2025 Convertible Notes (the “2025 Convertible Notes”) to Magnetar Capital, LLC (“Magnetar”) under an indenture, dated as of November 27, 2020, between Legacy BARK and U.S. Bank National Association, as trustee and collateral agent (the “Indenture”). The Company received net proceeds of approximately $74.7 million from the sale of the 2025 Convertible Notes, after deducting fees and expenses of approximately $0.3 million. The Company recorded the expenses associated with the issuance of the 2025 Convertible Notes as a discount to the note and will amortize the expenses over the term of the note. The 2025 Convertible Notes will mature on December 1, 2025, unless earlier converted, redeemed or repurchased.

The 2025 Convertible Notes are governed by the Indenture. The 2025 Convertible Notes bear interest at the annual rate of 5.50%, payable entirely in payment-in-kind annually on December 1st of each year commencing December 1, 2021, compounded annually. The accrued interest of $2.1 million and $4.4 million was paid-in-kind through an increase of the outstanding principal on the 2025 Convertible Notes on December 1, 2023 and 2022, respectively.

If the 2025 Convertible Notes are not converted into common stock by the maturity date, the Company must repay the outstanding principal amount plus accrued interest.

The 2025 Convertible Notes contain call and put options to be settled in cash contingent upon the occurrence of a change of control and a default interest rate increase of 3.0% applicable upon the occurrence of an event of default that when evaluated under the guidance of ASC 815, *Derivatives and Hedging*, are embedded derivatives requiring bifurcation at fair value. The fair value calculation includes Level 3 inputs including the estimated fair value of the

Company’s common stock and assumptions regarding the probability that the contingent call or put will be exercised or an event of default will occur. Management determined that the probability that the contingent events will occur was near zero at inception and has remained near zero as of December 31, 2023 June 30, 2024. Therefore, the Company did not record a derivative liability related to these features as of December 31, 2023 June 30, 2024. The Company will assess the probability of occurrence quarterly during the term of the 2025 Convertible Notes.

On November 2, 2023, the Company repurchased $45.0 million of the $83.5 million of outstanding aggregate principal amount of 5.50% Convertible Secured Notes due 2025 (the “2025 Convertible Notes”) from entities affiliated with Magnetar Financial, LLC (collectively, the “Holders”), pursuant to the terms and conditions of a negotiated notes purchase agreement (the “Agreement”) among the Company and the Holders.

Pursuant to the Agreement, the Company repurchased $45.0 million in aggregate principal amount of the 2025 Convertible Notes plus $2.2 million of accrued and unpaid interest thereon to, but excluding the repurchase date, from the Holders for a total cash purchase price of $44.4 million. In addition, $1.0 million of unamortized deferred financing fees were derecognized from the Company’s balance sheet on the date of extinguishment. The accelerated deferred financing fees were recognized as a component of gain on extinguishment of debt. The Company recognized a gain on debt extinguishment of $1.8 million in connection with the repurchase. If a Change of Control (as defined in the Indenture) of the Company occurs at any time after the date of the Agreement and prior to the December 1, 2025 maturity date of the Notes, the Holders are also entitled to receive an additional cash “true-up” payment from the Company, totaling, in the aggregate for all Holders, either (i) $11.3 million in the case that the Company elects to redeem all of the Notes outstanding at the time of such Change of Control or (ii) $4.5 million in the case that the Holders elect to require the Company to repurchase all of the 2025 Convertible Notes outstanding at the time of such Change of Control any other case, in each case, in accordance with the terms and conditions specified in the Agreement.

As of December 31, 2023 both June 30, 2024 and March 31, 2023 March 31, 2024, the Company had $40.6 million and $83.5 million, respectively, of outstanding borrowings under the note purchase agreement governing the purchase and sale of the 2025 Convertible Notes agreement.

Western Alliance Bank—Revolving Line of Credit

In October 2017, the Company entered into a loan and security agreement with and issued a warrant to purchase preferred stock (“Initial Western Alliance Warrant”) to Western Alliance Bank (“Western Alliance”), which provide for a revolving line of credit (as amended, the “Credit Facility”) in an aggregate principal amount of up to $35.0 million, subject to borrowing base limitations derived from advance rates derived from the Company’s eligible subscription revenues and eligible accounts receivable. The Credit Facility has been amended several times, most recently in December 2023. After giving effect to this most recent amendment, the maturity date of the Credit Facility is December 13, 2024. Certain of the Company’s obligations to Western Alliance and under the Credit Facility are guaranteed by certain of its subsidiaries and secured by substantially all of their assets.

The interest rate for borrowings under the Credit Facility is equal to (a)(i) the greater of the prime rate that is published in the Money Rates section of The Wall Street Journal from time to time and (ii) five and one quarter percent (5.25%) per annum, plus (b) half of one percent (0.50%), per annum.

The Credit Facility has a borrowing base subject to an amount equal to eighty percent (80.00%) of the Company’s trailing three months of subscription revenue and an amount equal to (80.00%) of certain of the Company’s customer accounts receivable when a collateral audit is performed and sixty percent (60.00%) when no such collateral audit is performed. Western Alliance has first perfected security in substantially all of the Company’s assets, including its rights to its intellectual property.

The Credit Facility requires the Company to comply with certain financial and performance covenants, including, among other things, minimum cash deposits with Western Alliance. The Credit Facility also contains affirmative and negative covenants customary for financings of this type, including, among other things, limitations or prohibitions on repurchasing common shares, declaring and paying dividends and other distributions, making payments in respect of subordinated debt or our 2025 Convertible Notes, incurring indebtedness, making loans and investments, incurring liens, or entering into mergers, asset sales and transactions with affiliates.

As of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, there were no outstanding borrowings under the Credit Facility.

As of June 30, 2024 and March 31, 2024, the Company was in compliance with its financial covenants.

5. STOCKHOLDERS' EQUITY

On August 17, 2023 and June 3, 2024, the Company respectively announced that its Board of Directors has had authorized a stock repurchase program, pursuant to which the Company may repurchase, from time to time, up to an aggregate of $7.5 million and $15.0 million, or $22.5 million in total, of the Company's outstanding shares of common stock, exclusive of any fees, commissions or other expenses related to such repurchases. repurchases, in open market transactions made in accordance with the provisions of Rule 10b-18 and/or Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, privately negotiated transactions or by other means in accordance with applicable securities laws. The Company's stock repurchase programs may be limited or terminated at any time without prior notice. The timing and actual number of shares repurchased will depend on a variety of factors, including corporate and regulatory requirements, price and other market conditions and management's determination as to the appropriate use of our cash.

During the nine three months ended December 31, 2023 June 30, 2024, the Company purchased 2,767,684 repurchased a total of 3,002,432 shares of its it's common stock under the program in open market transactions for $4.1 million $4.3 million at an average price of $1.49. $1.43. The repurchased shares of common stock were recorded as treasury stock and were accounted for under the cost method. None of the repurchased shares of common stock have been retired. As of December 31, 2023 June 30, 2024, $3.4 million $12.0 million of the shares authorized for issuance under the two stock repurchase program programs remained available for future share repurchases.

6. STOCK-BASED COMPENSATION PLANS

Equity Incentive Plans

The Barkbox, Inc. 2011 Stock Incentive Plan (as amended from time to time, the "2011 Plan") provides for the award of stock options and other equity interests in the Company to directors, officers, employees, advisors or consultants of the Company.

On June 1, 2021, in connection with the Merger, the 2021 Equity Incentive Plan (the "2021 Plan") became effective and 16,929,505 authorized shares of common stock were reserved for issuance thereunder. In addition, pursuant to the terms of the Merger Agreement, on the Closing Date of the Merger, options to purchase shares of Legacy BARK's common stock previously issued under the 2011 Plan were converted into options to purchase an aggregate of 29,390,344 shares of BARK common stock.

Beginning on April 1, 2022 and ending on (and including) March 31, 2031, the aggregate number of shares of common stock that may be issued under the 2021 Plan shall increase by a number, determined by the Company's Board of Directors (the "Board") on or before May 1st of such fiscal year, not to exceed 5% of the total number of shares of common stock issued and outstanding on the last day of the preceding fiscal year. In April 2023, the Board approved an increase of the aggregate number of common stock that may be issued under the 2021 Plan by 8,876,143 shares. There was no increase in the aggregate number of common stock that may be issued under the 2021 Plan in fiscal year 2025. As of December 31, 2023 June 30, 2024, 17,601,830 18,559,723 shares of common stock were available for the Company to grant under the 2021 Stock Plan; there were no more shares available for grant under the 2011 Plan. Periodically, the Company issues new hire, promotion and other awards under the 2021 Stock Plan and awards may be forfeited resulting in the underlying shares returning to the 2021 Stock Plan.

The 2011 and 2021 Plans (together, the "Plans") are administered by the Company's Compensation Committee of its Board (the "Compensation Committee"). The exercise prices, vesting and other restrictions are determined by the Board, except that the exercise price per share of a stock option may not be less than 100% of the fair value of the common share on the date of grant. Stock options awarded under the Plans typically expire 10 years after the date of the grant and generally have vesting conditions of 25% on the first anniversary of the date of grant and 75% on a monthly basis at a rate of 1/36th unless otherwise determined by the Compensation Committee. Restricted stock units ("RSU") awarded under the plan for the purchase of common stock will vest based on continued service which is generally four years. The grant date fair value of the award will be recognized as compensation expense over the requisite service period. The fair value of the RSUs is estimated on the date of grant based on the fair value of the Company's common stock. The Plans provide that the Compensation Committee shall determine the vesting conditions of awards granted under the Plans, and the Compensation Committee has from time to time approved vesting schedules for certain awards that deviate from the vesting conditions described in the previous sentence. this paragraph.

Employee Stock Purchase Plan

In June 2021, the 2021 Employee Stock Purchase Plan (the "2021 ESPP" "ESPP") became effective. The 2021 ESPP authorizes the issuance of shares of common stock pursuant to purchase rights granted to employees. On the first day of each fiscal year commencing on April 1, 2022 and ending on (and including) March 31, 2041, the aggregate number of shares of common stock that may be issued under the ESPP shall increase by a number, determined by the Board on or before May 1st of such fiscal year, not to exceed the lesser of (i) one percent (1%) of the total number of shares of common stock issued and outstanding on the last day of the preceding fiscal year or (ii) 1,500,000 shares of common stock. If the Board does not determine to increase the aggregate number of shares of common stock in the ESPP by May 1st of such fiscal year, such increase shall be zero.

In April 2023, the Board approved the authorization of an additional 1,500,000 shares of common stock that may be issued under the 2021 ESPP. There was no authorization of additional shares of common stock that may be issued under the ESPP in fiscal year 2025. A total of 4,885,901 shares of common stock have been reserved for future issuance under the 2021 ESPP.

Employees who elect to participate in the ESPP commence payroll withholdings that accumulate through the end of the respective offering period. In accordance with the guidance in ASC 718-50 - Compensation - Stock Compensation, the ability to purchase shares of the Company's common stock for eighty-five percent (85%) of the lower of the price on the first day of the offering period or the last day of the offering period (i.e. the purchase date) represents an option and, therefore, the ESPP is a compensatory plan under this guidance. Accordingly, share-based compensation expense is determined based on the option's grant-date fair value as estimated by applying the Black Scholes option-pricing model and is recognized over the withholding period.

During the nine three months ended December 31, 2023 June 30, 2024 and 2022, 2023, employees who elected to participate in the ESPP purchased a total of 545,133 284,220 and 109,186 246,733 shares of common stock, respectively, at an average price of $0.90 0.68 and $1.32 $1.16, respectively. ESPP employee payroll contributions accrued as of December 31, 2023 June 30, 2024 were approximately $0.1 million, and are included within accrued and other current liabilities in the condensed consolidated balance sheet. Cash withheld via employee payroll deductions to purchase common stock is presented in financing activities as proceeds from stock purchases under employee stock purchase plan on the condensed consolidated statement of cash flows.

Stock Option Activity

During the nine three months ended December 31, 2023 June 30, 2024 and 2022, 2023, the Company granted to its employees equity awards to purchase an aggregate of 1,120,000 1,087,500 and 1,575,074 25,000 shares of common stock, respectively, with a weighted average exercise price of $1.17 $1.37 and $2.94, $1.08, respectively, vesting over a four-year period.

Restricted Stock Unit ("RSU") RSU Activity

During the nine three months ended December 31, 2023 June 30, 2024 and 2022, 2023, the Company granted to its employees RSUs for the purchase of 10,286,820 2,377,400 and 7,428,120 652,056 shares of common stock, respectively.

In July 2023, 2024, the Company approved the Fiscal Year 2024 2025 Management Incentive Program ("2024 2025 Incentive Program"). Under this program, each participant's award is denominated in shares of common stock and is subject to attainment of BARK's performance goals as established by the Compensation Committee of the Board for fiscal year 2024. We 2025. The Company recorded a stock compensation expense of $0.2 million and $0.7 million during the three and nine months ended December 31, 2023, respectively. June 30, 2024.

Market-based Award

On April 15, 2022, pursuant to the 2021 Plan, the Company granted its CEO Chief Executive Officer a market condition performance option award for the purchase of up to 600,000 shares of the Company's common stock. The award had a grant date fair value of approximately $0.7 million using a Monte Carlo simulation model. Options under this market-based award will vest based on achievement of stock price targets of the Company's common stock. The right to purchase

200,000 shares of common stock under the options vests when the stock price meets or exceeds $8.00 per share for 30 consecutive days, the right to purchase 200,000 shares of common stock under the options vest when the stock price meets or exceeds $12.00 per share for 30 consecutive days, and the right to purchase 200,000 shares of common stock under the options vests when the stock price meets or exceeds $16.00 per share for 30 consecutive days. These market-based conditions must be met in order for this option award to vest, and it is therefore possible that no awards would ultimately vest. The Company will recognize has fully recognized the fair value of the award as compensation expense for this award regardless of whether such conditions are met. The fair value is expensed were met over the requisite service period.

Stock-based Compensation

The following table summarizes the total stock-based compensation expense by expense caption and by type of award for the three and nine months ended December 31, 2023 June 30, 2024 and 2022 2023 (in thousands):

	Three Months Ended	Three Months Ended		Nine Months Ended
		December 31,		
	2023	2022	2023	2022
	Three Months Ended			
	Three Months Ended			
	June 30,			
	June 30,			
	June 30,			
	2024			
	2024			
	2024			
Stock-based compensation expense by expense caption				
Stock-based compensation expense by expense caption				
Stock-based compensation expense by expense caption				
General and administrative				
General and administrative				
General and administrative				
Advertising and marketing				
Advertising and marketing				
Advertising and marketing				
Total stock-based compensation expense				
Total stock-based compensation expense				
Total stock-based compensation expense				
Stock-based compensation expense by type of award				
Stock-based compensation expense by type of award				
Stock-based compensation expense by type of award				
RSUs				
RSUs				
RSUs				
Stock options				

Stock options	
Stock options	
Management Incentive Program	
Management Incentive Program	
Management Incentive Program	
Market-based award	
Market-based award	
Market-based award	
ESPP	
ESPP	
ESPP	
	$
	$
	$

7. LEASES

The Company has operating leases for its offices and fulfillment centers. Fulfillment and customer service centers and corporate office leases expire at various dates through 2038, excluding renewal options.

The Company also leases certain equipment under operating and finance leases. The terms of equipment leases are generally five years and do not contain renewal options. These finance leases expire at various dates through 2028.

The Company's finance leases as of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024 were not material and were included in property and equipment, net, on the Company's condensed consolidated balance sheets.

The following schedule represents the components of the Company's operating lease assets (in thousands):

Leases	Leases	Classification	As of December 31, 2023	As of March 31, 2023	Leases	Classification	As of June 30, 2024	As of March 31, 2024
Assets								
Assets								
Assets								
Operating								
Operating								
Operating								
Total operating lease assets								
Liabilities								
Operating lease liabilities (current)								
Operating lease liabilities (current)								
Operating lease liabilities (current)								
Operating lease liabilities (non-current)								
Total operating lease liabilities								

For both the nine three months ended December 31, 2023 June 30, 2024 and 2023 no assets were acquired in exchange for new operating lease liabilities. For the nine months ended December 31, 2022 assets acquired in exchange Lease expense for new operating lease liabilities was $17.0 million. Lease expense both periods primarily pertains to operating lease cost. Lease expense for operating leases was $1.9 million $1.8 million and $2.2 million $2.0 million for the three months ended December 31, 2023 June 30, 2024 and 2022, respectively. Lease expense for operating leases was $5.8 million and $6.7 million for the nine months ended December 31, 2023 and 2022, 2023, respectively. These lease expenses were included within general and administrative expenses in the condensed consolidated statements of operations and comprehensive loss. Sublease income for the three and nine months ended December 31, 2023 and 2022 was immaterial and was recorded within other income, net on the Company's condensed consolidated statements of operations and comprehensive loss.

Cash flows used in operating activities related to operating leases was approximately $3.1 million $1.3 million, and $0.9 million for the nine three months ended December 31, 2023. June 30, 2024 and 2023 respectively.

8. COMMITMENTS AND CONTINGENCIES

Litigation

On September 1, 2022 March 20, 2024, plaintiff Amber Farmer three alleged shareholders filed a putative class action complaint against BarkBox, Inc., in the U.S. District lawsuit styled Kenville v. Northern Star Sponsor LLC, et al., Case No. 2024-276, which is pending in the Delaware Court of Chancery. The complaint is brought against (a) certain officers and directors of Northern Star Acquisition Corp. at the time of its proposed acquisition of Legacy BARK, (b) Northern Star Sponsor, LLC, and (c) two of the founders of Legacy BARK. The alleged class consists of Company stockholders who held stock as of the redemption deadline and who elected not to redeem all or some of their stock, and the claims alleged are for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, and unjust enrichment. At this time, the Central District of California. Farmer v. BarkBox, Inc., No. 2:22-cv-06242 (C.D. Cal.). The plaintiff alleges that BarkBox violates California's Automatic Renewal Law, Unfair Competition Law, and Consumers Legal Remedies Act by failing Company is not able to adequately disclose quantify any potential liability in connection with this litigation because the automatic renewal of BarkBox's subscription plans. We filed a Motion to Dismiss and Motion to Compel Arbitration on November 4, 2022, which the court denied on October 6, 2023. On October 9, 2023, we filed a notice of appeal. On January 2, 2024, plaintiff filed a notice of voluntary dismissal with prejudice. On February 6, 2024, the court struck the dismissal and ordered an amended request for dismissal to be filed by February 16, 2024. case is in its early stages.

In addition, we are the Company is from time to time subject to, and are presently involved in, litigation and other legal proceedings in the ordinary course of business. While it is not possible to determine the outcome of any legal proceedings brought against us, we believe the Company, the Company believes that, except for the matter described above, there are no pending lawsuits or claims that, individually or in the aggregate, may have a material effect on our the Company's business, financial condition or operating results. Our The Company's view and estimate estimates related to these matters may change in the future, as new events and circumstances arise and as the matters continue to develop.

9. INCOME TAXES

The Company did not record a federal, state, or foreign income tax provision or benefit for the three and nine months ended December 31, 2023 June 30, 2024 and 2022 2023 due to the expected loss before income taxes to be incurred for the fiscal year ending March 31, 2024 March 31, 2025, and actual loss before income taxes incurred for the fiscal year ended March 31, 2023, March 31, 2024 as well as the Company's continued maintenance of a full valuation allowance against its net deferred tax assets.

10. OTHER (EXPENSE) INCOME—NET

Other (expense) income—net consisted of the following:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
Other income—net:				
Other income	$ 435	$ 181	$ 714	$ 1,187
Change in fair value of warrants	782	1,564	2,216	6,523
Gain on extinguishment of debt	1,828	—	1,828	—
	$ 3,045	$ 1,745	$ 4,758	$ 7,710

	Three Months Ended June 30,	
	2024	2023
Other (expense) income—net:		
Other income	$ 176	$ 279
Change in fair value of warrants	(391)	1,304
	$ (215)	$ 1,583

11. NET LOSS PER SHARE

Basic and diluted net loss per share attributable to common stockholders was calculated as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	Three Months Ended June 30,			
2024				
2024				

	2024
Numerator:	
Numerator:	
Numerator:	
Net loss attributable to common stockholders—basic and diluted	
Net loss attributable to common stockholders—basic and diluted	
Net loss attributable to common stockholders—basic and diluted	
Denominator:	
Denominator:	
Denominator:	
Weighted average common shares outstanding—basic and diluted	
Weighted average common shares outstanding—basic and diluted	
Weighted average common shares outstanding—basic and diluted	
Net loss per share attributable to common stockholders - basic and diluted	
Net loss per share attributable to common stockholders - basic and diluted	
Net loss per share attributable to common stockholders - basic and diluted	

For the three and nine months ended December 31, 2023 June 30, 2024 and 2022, 2023, the Company excluded the following potential dilutive securities, which include stock options, RSUs, warrants and convertible notes from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of shares of common stock outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same for the three and nine months ended December 31, 2023 June 30, 2024 and 2022. 2023.

			As of As of As of			
				December 31,		
					2023	2022
		Three Months Ended Three Months Ended Three Months Ended June 30, June 30, June 30,				
		2024 2024 2024				
Stock options to purchase common stock						
Stock options to purchase common stock						
Stock options to purchase common stock	Stock options to purchase common stock	12,545,294	16,068,852	16,068,852		
Restricted stock units						
Restricted stock units						
Restricted stock units						
Warrants to purchase common stock						
Warrants to purchase common stock						
Warrants to purchase common stock						
2025 Convertible Notes as converted to common stock	2025 Convertible Notes as converted to common stock	4,083,040		8,390,774		
2025 Convertible Notes as converted to common stock						
2025 Convertible Notes as converted to common stock						
Employee Stock Purchase Plan						
Employee Stock Purchase Plan						
Employee Stock Purchase Plan						

The Company's convertible notes outstanding for the three and nine months ended December 31, 2023 June 30, 2024 could have obligated the Company and/or its stockholders to issue shares of common stock upon the occurrence of various future events at prices and in amounts that are not determinable until the occurrence of those future events. Because the necessary conditions for the conversion of these instruments had not been satisfied during the three and nine months ended December 31, 2023 June 30, 2024, the Company excluded these instruments from the table above and the calculation of diluted net loss per share for the period. See Note 4, "Debt," for additional details.

12. SEGMENTS

The Company applies ASC 280, *Segment Reporting*, in determining reportable segments for its financial statement disclosure. The Company has two reportable segments: Direct to Consumer and Commerce. The Direct to

Consumer segment derives revenue from the sale of toys & accessories and consumables through BarkBox, Super Chewer, and the companies Company's consumables website, bark.co. This segment also includes revenue derived from BARK Air. The Commerce segment today derives revenue primarily from the sale of individual toys through major retailers and online marketplaces. The Company recently began selling treats through certain retail partners. Reporting in this format provides management with the financial information necessary to evaluate the success of the segments and the overall business. There are no internal revenue transactions between the Company's segments.

The Chief Executive Officer, as the chief operating decision maker ("CODM") reviews revenue and gross profit for both of the reportable segments. Gross profit is defined as revenue less cost of revenue incurred by the segment. The Company does not allocate assets at the reportable segment level as these are managed on an entity wide group basis and, accordingly, the Company does not report asset information by segments.

Key financial performance measures of the segments including revenue, cost of revenue, and gross profit are as follows (in thousands):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	2024			
	2024			
	2024			
Direct to Consumer: (1)				
Direct to Consumer: (1)				
Direct to Consumer: (1)				
Revenue				
Revenue				
Revenue				
Cost of revenue				
Cost of revenue				
Cost of revenue				
Gross profit				
Gross profit				
Gross profit				
Commerce:				
Commerce:				
Commerce:				
Revenue				
Revenue				
Revenue				
Cost of revenue				
Cost of revenue				
Cost of revenue				
Gross profit				
Gross profit				
Gross profit				
Consolidated:				
Consolidated:				
Consolidated:				

Revenue
Revenue
Revenue
Cost of revenue
Cost of revenue
Cost of revenue
Gross profit
Gross profit
Gross profit

(1) Direct to Consumer segment gross profit include revenue and cost of revenue from BARK Air.

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

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. The discussion should be read in conjunction with the unaudited condensed consolidated financial statements and notes thereto contained in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto for the year ended March 31, 2023 March 31, 2024 contained in the Annual Report on Form 10-K filed with the SEC on June 1, 2023 June 3, 2024. This discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section of this Quarterly Report on Form 10-Q. Actual results may differ materially from those contained in any forward-looking statements. Unless the context otherwise requires, references to "we", "us", "our", "the Company" and "BARK" are intended to mean the business and operations of BARK, Inc. and its subsidiaries. The unaudited condensed consolidated financial statements for the three and nine months ended December 31, 2023 June 30, 2024 and 2022, 2023, respectively, present the financial position and results of operations of BARK, Inc. and its wholly-owned subsidiaries.

Overview

We believe that dogs and humans are better together and we aspire to be the world's favorite dog brand. We are a team of dog-obsessed people committed to delivering personalization at scale by satisfying each dog's distinct personality, preferences, and needs with the best products and services. Since our founding in 2011, we have happily served millions of dogs and their people.

We are a vertically integrated, omnichannel brand serving dogs across two key categories: toys & accessories and consumables. All of our products are designed, developed, and branded BARK. We leverage an ever-growing collection of first-party data, customer insights, and machine learning to deliver personalized products and experiences tailored to the needs of each and every dog we serve. Our products are sold direct-to-consumer and through our network of retail partners, which currently spans over 40,000 doors across the U.S.

We began our journey with BarkBox – a monthly-themed subscription of toys and treats, tailored to the needs of each customer based on their dog's size, play style, allergies, and more. By viewing each dog as an individual, and by creating magical experiences for our customers, we have been able to build lasting relationships with millions of dogs and their parents. Our customer service ("Happy Team") proactively engages around 200,000 customers each month. We use the valuable data from these customer interactions to inform the design and development of future products, and we leverage it along with machine learning technology to recommend additional products to our customers through cross-selling and Add-to-Box ("ATB").

More recently, we have entered exciting, and much larger categories in the consumables space, which include kibble, treats, toppers, supplements, and dental products. This expansion has significantly increased our total addressable market and the number of customers we can serve. We believe that our growing first-party dataset, strong brand, and loyal customer base afford us a meaningful advantage and opportunity to win market share in these newer categories.

Certain macroeconomic and global events, conditions and challenges

The extent to which the COVID-19 pandemic may continue to impact our business will depend on future developments related to any resurgence or geographic spread of the disease, any mutations or emergence of new diseases, and the duration and severity of potential outbreaks. In the past, the COVID-19 pandemic resulted in travel restrictions, required social distancing, business closures, governmental and business disruptions, and other actions taken by the United States government and the governments of other countries. While conditions appear to have improved, the COVID-19 pandemic has had, and continues to have, unprecedented and unexpected effects on the global economy, civil society, labor markets, and certain industries. As a result, it is difficult to predict the magnitude or scope of the impact that these effects may have directly, or indirectly, on our business, operating results and financial condition in the future.

In the past, we have experienced increases in inbound freight costs due to the challenges in the import market, as transpacific ships and trade lanes continue to be were overburdened with volume and experience experienced a significant shortage of equipment and capacity due to the COVID-19 pandemic and other macroeconomic challenges affecting the global supply chain. chain, such as the COVID-19 pandemic, inflation and wars, armed conflicts or rising geopolitical tensions. Increases in freight costs and supply chain disruptions may continue and could that would impact our business in particular as a result of global conditions that are could be created or driven by market factors or international events, such as increased a global pandemic or other disruptions or disasters, inflation, and the war in Israel and the Ukraine.

Although we have no operations in or direct exposure to Israel, Palestine, Russia, Belarus, Yemen and Ukraine, we may experience limited constraints in availability and increasing costs required to obtain some materials and supplies due, in part, to the negative impact of the war in Israel Middle East and the Ukraine on and rising tensions between the global economy. To date, our business has not been materially impacted by these conflicts, however, as these conflicts continue or worsen, it may impact our business, financial condition or results of operations.

Macroeconomic events U.S. and challenges China.

Macroeconomic conditions and the related impact effects on levels of consumer spending impacts impact our business as purchases of discretionary items tend to decline when disposable income is lower or when there are recessions, inflationary pressures or other economic uncertainty. Inflation, rising interest rates, higher fuel and energy costs and commodity prices, reductions in net worth based on market declines and uncertainty, home prices, credit availability and consumer debt levels, concerns of a global banking crisis, political instability due to war or other geopolitical factors and other macroeconomic pressures and general uncertainty regarding the overall future economic environment have led to recession fears and created a challenging environment.

We cannot predict the duration or magnitude of such impacts. Please refer to the “Cautionary Note Regarding Forward-Looking Statements” and the “Risk Factors” in this Quarterly Report on Form 10-Q.

Key Performance Indicators

We use the following key financial and operating metrics to evaluate our business and operations, measure our performance, identify trends affecting our business, project our future performance, and make strategic decisions. These key financial and operating metrics should be read in conjunction with the following discussion of our results of operations and financial condition together with our condensed consolidated financial statements and the related notes and other financial information included elsewhere in this Quarterly Report on Form 10-Q.

		Three Months Ended June 30, Three Months Ended June 30,	Three Months Ended December 31, Three Months Ended June 30,	Nine Months Ended December 31,	
		2023 2023 2023	2022	2023	2022
		2024 2024 2024			
Total Orders (in thousands) Total Orders (in thousands) Total Orders (in thousands)	Total Orders (in thousands)	3,504	3,721	10,425	11,278
Average Order Value	Average Order Value	$ 31.65	$ 32.27	$ 31.38	$ 31.57
Average Order Value Average Order Value					
Direct to Consumer Gross Profit (in thousands) (1) Direct to Consumer Gross Profit (in thousands) (1) Direct to Consumer Gross Profit (in thousands) (1)	Direct to Consumer Gross Profit (in thousands) (1)	$ 70,801	$ 74,197	$ 208,062	$ 217,057
Direct to Consumer Gross Margin (1)	Direct to Consumer Gross Margin (1)	63.8 %	61.8 %	63.6 %	61.0 %
Direct to Consumer Gross Margin (1) Direct to Consumer Gross Margin (1)					

(1) Direct to Consumer Gross Profit and Direct to Consumer Gross Margin does not include the revenue or cost of goods sold from BARK Air.

Total Orders

We define Total Orders as the total number of Direct to Consumer orders shipped in a given period. These include all orders across all of our product categories, regardless of whether they are purchased on a subscription, auto-ship, or one-off basis. Total Orders excludes orders from BARK Air.

Average Order Value

Average Order Value (“AOV”) is Direct to Consumer revenue for the period divided by Total Orders for the same period. AOV excludes Direct to Consumer revenue from BARK Air.

Components of Our Results of Operations

We operate with two reportable segments: Direct to Consumer and Commerce, to reflect the way our Chief Executive Officer, who is our CODM, reviews and assesses the performance of the business.

Revenue

The Company generates revenue through its Direct to Consumer and Commerce segments, each of which participate in the sale of the Company’s Toys & Accessories and Consumables product lines. See below for additional information.

Toys & Accessories (“toys”)—The majority of our revenue in the toys category is derived from BarkBox and Super Chewer, which are subscription products that feature monthly themed boxes of premium-quality BARK toys and treats that are delivered directly to a dog’s home. Customers have the option to subscribe to these products on monthly, six month, or annual basis. Subscription revenue is recognized at a point in time as control is transferred to the subscriber upon delivery of each monthly box. During the life of their subscription, we offer customers incremental products via Add to Box (“ATB”), which enables us to cross-sell customers into our full portfolio of products, including kibble, treats, toppers, dental and more. ATB revenue is recognized at a point in time as control is transferred to the customer upon delivery of goods to the subscriber.

We also sell toys through our Commerce segment which is a network of retail partners and online major market places. This distribution channel allows us to reach new customers and introduce them to the BARK brand. Commerce revenue derived from our retail partners is recognized net of estimates for sales returns, discounts, markdowns and allowances, after the goods are shipped, or when the retail customer picks up the goods directly from one of our distribution points and control of the goods is transferred to the customer. Online marketplaces revenue is recognized upon delivery of goods to the end customer.

Our toys category also includes revenue derived from the sale of other products such as beds, leashes, apparel, and other miscellaneous products.

Consumables—The majority of our consumables revenue today is derived from the treats and chews that are included in our BarkBox and Super Chewer boxes. Over the past two years, the Company has expanded into new and larger consumables markets such as kibble, toppers, supplements and dental products. To sell The Company primarily sells these products the Company recently launched a new consumables via its website at bark.co, which contains the majority of its consumables portfolio, all of which can be purchased on a recurring, auto-ship, or one-off basis. Revenue related to bark.co is recognized at a point in time, as control is transferred to the customer upon each delivery.

Treats— Includes treats and chews included in our BarkBox and Super Chewer boxes, as well as the sale of treats on our consumables website. Many of our treats feature monthly themes, similar to our toys. Today, BARK is one of the largest treat brands in the U.S. by revenue, even without any current sales revenue. The Company recently began selling its new line of treats in retail. Recently, the Company secured commitments from two of the nation's leading retailers to distribute its new treat offering in nearly 2,500 2,400 Target and PetSmart doors nationwide, beginning spring 2024. and expects to further expansion of consumables in retail in the future.

Toppers—Includes meal-enhancing sprinkles, broths and bites that are added to a dog's food to enhance the flavor of their food. These toppers are often single ingredient proteins that can be easily added to a dog's existing meal plan. Toppers are particularly beneficial for picky eaters.

Supplements—Includes a variety of dog supplements such as hip and joint support, and skin and coat support. These products are often targeted at specific breeds that are prone to certain ailments.

Kibble—We sell a variety of kibble, priced to compete with the mass premium category. While our kibble can be purchased on an individual basis, we entered this market with a breed-based approach that recommends meal plans consisting of a mix of kibble, toppers, and supplements based on the characteristics and personalities of various dog breeds. For example, because German Shepherds are prone to hip issues, we recommend hip and joint support supplements with the purchase of their kibble. If that dog is also a picky eater, we will recommend adding one of our toppers. This enhances our average order value and margin profile.

Dental—Also known as BARK Bright, this category includes a variety of chews and toothpastes aimed at improving your dog's dental health. BARK Bright eliminates the arduous task of brushing a dog's teeth while still effectively fighting germs and bad breath. Our BARK Bright dental kit provides an innovative regimen for dog dental care.

Overall, we see significant runway in our consumables category long-term, and anticipate the majority of our future growth may be driven by these product categories.

BARK Air—Announced in April 2024, BARK Air is a first-of-its kind air travel experience tailored to dogs. The Company partnered with a jet charter company, offering premium flights for customers and their dogs. Interested parties can book flights at dogsflyfirst.com. Our charter partner is responsible for all aircraft, crew, maintenance, and insurance, allowing BARK to focus on creating a great travel experience for dogs and their people worldwide. We believe this initiative exemplifies the Company's dog-first approach to curating the best products and services.

Cost of Revenue

Cost of revenue primarily consists of the purchase price of inventory sold, inbound freight costs associated with inventory, shipping supply costs, and inventory shrinkage costs.

Operating Expenses

Operating expenses consist of general and administrative and advertising and marketing expenses.

General and Administrative

General and administrative expenses consist primarily of compensation and benefits costs, including stock-based compensation expense, office expense, including rent, insurance, professional service fees, and other general overhead costs including depreciation and amortization of right-of-use, fixed and intangible assets, account management support teams, and commissions. General and administrative expenses also include fees charged by third parties that provide payment processing services, fulfillment costs, which represent costs incurred in operating and staffing fulfillment and customer service centers, including costs attributable to receiving, inspecting, picking, packaging and preparing customer orders for shipment, outbound freight costs associated with shipping orders to customers, and responding to inquiries from customers.

Advertising and Marketing

Advertising and marketing expense consists primarily of internet advertising, promotional items, agency fees, other marketing costs and compensation and benefits expenses, including stock-based compensation expense, for employees engaged in advertising and marketing.

Interest Income

Interest income primarily consists income earned on our money market funds and interest-bearing deposit accounts.

Interest Expense

Interest expense primarily consists of interest incurred under our line of credit and convertible promissory notes agreement, and amortization of debt issuance costs.

Other (Expense) Income, Net

Other (expense) income, net, primarily consists of changes in the fair value of our warrant liabilities and a gain on extinguishment of debt. liabilities.

Results of Operations

We operate in two reportable segments to reflect the way our CODM reviews and assesses the performance of the business. See Note 2, "Summary of Significant Accounting Policies," in our condensed consolidated financial statements for the three and nine months ended December 31, 2023 and 2022 included elsewhere in this Quarterly Report on Form 10-Q.

	Three Months Ended December 31, 2023 2023 2023	2022		% Change		2023		2022		% Change	
	Three Months Ended June 30, Three Months Ended June 30, Three Months Ended June 30, 2024 2024 2024 (in thousands) (in thousands) (in thousands)										
Condensed Consolidated Statements of Operation and Comprehensive Loss Data: **Condensed Consolidated Statements of Operation and Comprehensive Loss Data:** **Condensed Consolidated Statements of Operation and Comprehensive Loss Data:**											
Revenue Revenue Revenue											
Direct to Consumer Direct to Consumer Direct to Consumer	$110,903	$	$120,075	(7.6)	(7.6) %	$ 327,099	$	$ 356,018	(8.1)	(8.1)	
Commerce Commerce	14,172	14,259	14,259	(0.6)	(0.6)%	41,601	53,280	53,280	(21.9)	(21	
Commerce Commerce											
Total revenue Total revenue	125,075	134,334	134,334	(6.9)	(6.9)%	368,700	409,298	409,298	(9.9)	(9	
Total revenue Total revenue											
Cost of revenue Cost of revenue Cost of revenue											
Direct to Consumer Direct to Consumer Direct to Consumer	40,102	45,878	45,878	(12.6)	(12.6)%	119,037	138,961	138,961	(14.3)	(14	
Commerce Commerce	7,729	8,266	8,266	(6.5)	(6.5)%	23,742	33,991	33,991	(30.2)	(30	

Commerce

Commerce

Total cost of revenue

Total cost of revenue

Total cost of revenue	Total cost of revenue	47,831	54,144	54,144	(11.7)	(11.7)%	142,779	172,952	172,952	(17.4)	(17
Gross profit	Gross profit	77,244	80,190	80,190	(3.7)	(3.7)%	225,921	236,346	236,346	(4.4)	(4

Gross profit

Gross profit

Operating expenses:

Operating expenses:

Operating expenses:

General and administrative

General and administrative

General and administrative		66,119	80,192	80,192	(17.5)	(17.5)%	204,467	233,937	233,937	(12.6)	(12
Advertising and marketing	Advertising and marketing	25,094	21,747	21,747	15.4	15.4 %	60,523	53,441	53,441	13.3	13

Advertising and marketing

Advertising and marketing

Total operating expenses

Total operating expenses

Total operating expenses	Total operating expenses	91,213	101,939	101,939	(10.5)	(10.5)%	264,990	287,378	287,378	(7.8)	(7
Loss from operations	Loss from operations	(13,969)	(21,749)	(21,749)	(35.8)	(35.8)%	(39,069)	(51,032)	(51,032)	(23.4)	(23

Loss from operations

Loss from operations

Interest income

Interest income

Interest income	Interest income	1,718	78	78	N/M	N/M	5,851	78	78	N/M	
Interest expense	Interest expense	(902)	(1,344)	(1,344)	(32.9)	(32.9)%	(3,648)	(4,073)	(4,073)	(10.4)	(10
Other income, net		3,045		1,745		74.5 %	4,758		7,710	(38.3) %	

Interest expense

Interest expense

Other (expense) income, net

Other (expense) income, net

Other (expense) income, net

Net Loss before income taxes

Net Loss before income taxes

Net Loss before income taxes	Net Loss before income taxes	(10,108)	(21,270)	(21,270)	(52.5)	(52.5)%	(32,108)	(47,317)	(47,317)	(32.1)	(32

Net loss and comprehensive loss

Net loss and comprehensive loss

Net loss and comprehensive loss	$ (10,108)	$	$ (21,270)	(52.5)	(52.5) %	$ (32,108)	$	$ (47,317)	(32.1)	(32.1)

N/M means not meaningful.

N/M means not meaningful.

N/M means not meaningful.

Net loss and comprehensive loss

Comparison of the Three Months Ended December 31, 2023 June 30, 2024 and December 31, 2022 June 30, 2023

Revenue

	Three Months Ended December 31,			
	2023			
	2023			
	2023	**2022**	**$ Change**	**% Change**
	Three Months Ended June 30,			
	2024			
	2024			
	2024	**2023**	**$ Change**	**% Change**
	(in thousands)			

Revenue
Revenue
Revenue
Direct to Consumer
Direct to Consumer

Direct to Consumer		$110,903	$	$120,075	$	$(9,172)	(7.6)	(7.6)%	$ 107,059	$	$	111,887	$	$(4,828)	(
Commerce	Commerce	14,172	14,259	14,259	(87)	(87)	(0.6)	(0.6)	%	Commerce 9,153	8,704		8,704	449	
Total revenue	Total revenue	$125,075	$	$134,334	$	$(9,259)	(6.9)	(6.9)%	Total revenue $ 116,212	$		$120,591	$	$(4,379)	

Percentage of Revenue
Direct to Consumer
Direct to Consumer
Direct to Consumer
Commerce
Commerce
Commerce

Direct to Consumer revenue decreased by $9.2 million $4.8 million, or 7.6% 4.3%, for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. This decrease was primarily driven by a 5.8% 3.3%, or 0.2 million 0.1 million decrease in Total Orders, in addition to a $0.62, 0.49, or 1.9% 1.6% decrease in AOV.

Commerce revenue was relatively flat increased by $0.4 million, or 5.2% for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. This increase was primarily driven by sales volume from existing and new customers.

Gross Profit

	Three Months Ended December 31,			
	2023			
	2023			
	2023	**2022**	**$ Change**	**% Change**
	Three Months Ended June 30,			
	2024			
	2024			
	2024	**2023**	**$ Change**	**% Change**
	(in thousands)			

Gross Profit																	
Gross Profit																	
Gross Profit																	
Direct to Consumer (1)																	
Direct to Consumer (1)																	
Direct to Consumer (1)		$70,801	$	$74,197	$	$(3,396)	(4.6)	(4.6)%	$69,008		$	$	69,583	$	$(575)	(0.8)	
Commerce	Commerce	6,443	5,993	5,993	450	450	7.5	7.5	%	Commerce 4,258	3,453			3,453	805		805
Total gross profit	Total gross profit	$77,244	$	$80,190	$	$(2,946)	(3.7)	(3.7)%	Total gross profit $	73,266	$		$73,036	$	$230	0.3	
Percentage of revenue																	

(1) Direct to Consumer includes revenue and cost of goods sold from BARK Air.

Direct to Consumer gross profit decreased by $3.4 0.6 million while Commerce gross profit increased by $0.5 million $0.8 million for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. The decrease in Direct to Consumer gross profit is primarily attributable to a decrease in revenue partially offset by lower costs from our suppliers. revenue. The increase in Commerce gross profit is primarily attributable to an increase in revenue and inbound freight and product cost improvements.

Gross profit as a percentage of revenue increased 2.1% 2.5% for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. Direct to Consumer gross margin was 63.8% 64.5%, 200 230 basis points higher than the same period last year and Commerce gross margin was 46.5%, 680 basis points higher than the same period last year. The increase in Direct to Consumer gross margin is attributable to inbound freight and product cost improvements. Commerce gross margin was 45.5%, 340 basis points higher than the same period last year. The increase in commerce gross margin is primarily attributable to inbound freight and product cost improvements.

Operating Expenses

General and Administrative Expense

	Three Months Ended December 31,			
	2023			
	2023			
	2023	2022	$ Change	% Change
	Three Months Ended June 30,			
	2024			
	2024			
	2024	2023	$ Change	% Change
	(in thousands)			

Other general and administrative																
Other general and administrative																
Other general and administrative		$30,632	$	$38,912	$	$(8,280)	(21.3)%		(21.3)%	$	29,026	$		$	33,178	$
Shipping and fulfillment	Shipping and fulfillment	35,487	41,280	41,280	(5,793)	(5,793)	(14.0)%		(14.0)%	Shipping and fulfillment	34,400		36,243			
Total General and administrative	Total General and administrative	66,119	80,192	80,192	$	$	(14,073)	(17.5)%	(17.5)%	Total General and administrative	63,426	69,421				69
Percentage of revenue																

Total general and administrative expense decreased by $14.1 million $6.0 million, or 17.5% 8.6%, for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. This decrease during the period was primarily due to a decrease in shipping and fulfillment expense of $5.8 million $1.8 million due to lower volumes and lower rates from vendor consolidation, decreased compensation expense of $2.1 million due to a $2.7 million decrease in compensation expense headcount in line with our cost reduction initiatives, and a release of an accrual for sales and use tax of $1.3 million due to lower headcount, a $2.4 million statute of limitations expiration. The remaining decrease in consulting general and legal fees compared administrative costs is due to the prior period, and prior period non-cash impairment charges of $1.4 million as a result of relocating our reduction in rent, office headquarters.

expenses, other expenses.

Advertising and Marketing

	Three Months Ended December 31,																					
	2023																					
	2023																					
	2023				2022			$ Change			% Change											
	Three Months Ended June 30,																					
	2024																					
	2024																					
	2024				2023			$ Change			% Change											
	(in thousands)																					
Advertising and marketing																						
Advertising and marketing																						
Advertising and marketing	$	25,094	$	$	21,747	$	$	3,347	15.4%		15.4%	$	20,432	$	$	17,619	$	$	2,813	16.0%		16.0%
Percentage of revenue																						

Advertising and marketing expense increased by $3.3 million $2.8 million, or 15.4% 16.0%, for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. The increase is primarily attributable to increased marketing spend.

Interest Income

	Three Months Ended December 31,																					
	2023																					
	2023																					
	2023				2022			$ Change			% Change											
	Three Months Ended June 30,																					
	2024																					
	2024																					
	2024				2023			$ Change			% Change											
	(in thousands)																					
Interest income																						
Interest income																						
Interest income	$	1,718	$	$	78	$	$	1,640	N/M		N/M	$	1,479	$	$	2,137	$	$	(658)	(30.8)%		(30.8)%
Percentage of revenue																						

N/M means not meaningful.

N/M means not meaningful.

N/M means not meaningful.

Interest income was $1.7 million decreased by $0.7 million, or 30.8%, for the three months ended December 31, 2023. Interest income was less than $0.1 million during June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. The increase decrease in interest income is due to interest earned on our money market funds and an overall decrease in cash in interest-bearing deposit accounts. accounts in line with the deployment of cash for the partial debt repayment of $44.4 million during the fiscal third quarter ended December 31, 2023 and share buybacks of $10.5 million as part of the share repurchase program which began during the fiscal second quarter ended September 30, 2023.

Interest Expense

	Three Months Ended December 31,			
	2023			
	2023			
	2023	2022	$ Change	% Change
	Three Months Ended June 30,			
	2024			
	2024			
	2024	2023	$ Change	% Change
	(in thousands)			
Interest expense				
Interest expense				
Interest expense	$ (902) $ $ (1,344) $ $ 442 (32.9)% (32.9)%	$ (711) $ $ (1,379) $ $ 668 (48.4)% (48.4)%		
Percentage of revenue				

Interest expense decreased by $0.4 million $0.7 million for three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. Interest expense for each period is derived from the Company's 2025 Convertible Notes. Notes, as defined below. The decrease in interest expense is attributable to in line with the relief of outstanding principal associated with the partial debt extinguishment of $45.0 million during the 2025 Convertible Notes in early November, decreasing interest expense for the remainder of the quarter. fiscal third quarter ended December 31, 2023.

Other (Expense) Income, Net

	Three Months Ended December 31,			
	2023	2022	$ Change	% Change
	(in thousands)			
Other income, net	$ 3,045	$ 1,745	$ 1,300	74.5%
Percentage of revenue	2.4 %	1.3 %		

	Three Months Ended June 30,			
	2024	2023	$ Change	% Change
	(in thousands)			
Other (expense) income, net	$ (215)	$ 1,583	$ (1,798)	-113.6%
Percentage of revenue	(0.2)%	1.3 %		

Other (expense) income, net increased decreased by $1.3 $1.8 million for the three months ended December 31, 2023 June 30, 2024 compared to the three months ended December 31, 2022 June 30, 2023. This The increase in other income, net, expense was primarily due to the gain on extinguishment of debt of $1.8 million, offset by a decrease of $0.8 million of other income related to the changes in fair value of our warrant liabilities.

Comparison of the Nine Months Ended December 31, 2023 and December 31, 2022

Revenue

	Nine Months Ended December 31,			
	2023	2022	$ Change	% Change
	(in thousands)			
Revenue				
Direct to Consumer	$ 327,099	$ 356,018	$ (28,919)	(8.1)%
Commerce	41,601	53,280	(11,679)	(21.9)%

Total revenue	$ 368,700	$ 409,298	$ (40,598)	(9.9)%
Percentage of Revenue				
Direct to Consumer	88.7 %	87.0 %		
Commerce	11.3 %	13.0 %		

Direct to Consumer revenue decreased by $28.9 million, or 8.1%, for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. This decrease was primarily driven by the 7.6% or 0.9 million decrease in Total Orders, in addition to a $0.19 or 0.6% decrease in AOV.

Commerce revenue decreased by $11.7 million for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. This decrease was primarily driven by a decrease in sales volume related to inventory reduction initiatives by our retail partners, and macroeconomic headwinds applying downward pressure impacting revenue performance.

Gross Profit

	Nine Months Ended December 31,			
	2023	2022	$ Change	% Change
	(in thousands)			
Gross Profit				
Direct to Consumer	$ 208,062	$ 217,057	$ (8,995)	(4.1)%
Commerce	17,859	19,289	(1,430)	(7.4)%
Total gross profit	$ 225,921	$ 236,346	$ (10,425)	(4.4)%
Percentage of revenue	61.3 %	57.7 %		

Direct to Consumer and Commerce gross profit decreased by $9.0 million and $1.4 million, respectively, for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. The decrease in Direct to Consumer gross profit is primarily attributable to a decrease in revenue. The decrease in Commerce gross profit is primarily attributable to the lower volume as discussed above.

Gross profit as a percentage of revenue increased 350 basis points for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. Direct to Consumer gross margin was 63.6%, 260 basis points higher than the same period last year. The increase in Direct to Consumer gross margin is attributable to lower inbound freight and product cost improvements. Commerce gross margin was 42.9%, 670 basis points higher than the same period last year. The increase in commerce gross margin is primarily attributable to lower inbound freight and product cost improvements.

Operating Expenses

General and Administrative Expense

	Nine Months Ended December 31,			
	2023	2022	$ Change	% Change
	(in thousands)			
Other general and administrative	$ 98,279	$ 112,949	$ (14,670)	(13.0)%
Shipping and fulfillment	$ 106,188	$ 120,988	(14,800)	(12.2)%
Total General and administrative	$ 204,467	$ 233,937	$ (29,470)	(12.6)%
Percentage of revenue	55.5 %	57.2 %		

General and administrative expense decreased by $29.5 million, or 12.6%, for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. This decrease during the period was primarily due to: decreased shipping and fulfillment costs of $14.8 million attributable to lower volumes, decreased compensation expense of $7.8 million due to a decrease in headcount, decreased consulting and legal fees of $5.0 million, decreased rent and office expenses of $1.6 million, and decreased donation expense of $1.4 million.

Advertising and Marketing

	Nine Months Ended December 31,			
	2023	2022	$ Change	% Change
	(in thousands)			
Advertising and marketing	$ 60,523	$ 53,441	$ 7,082	13.3 %
Percentage of revenue	16.4 %	13.1 %		

Advertising and marketing expense increased by $7.1 million, or 13.3%, for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. The increase during the period is attributable to increased marketing spend.

Interest Income

	Nine Months Ended December 31, 2023	Nine Months Ended December 31, 2022	$ Change	% Change
	(in thousands)			
Interest income	$ 5,851	$ 78	$ 5,773	N/M
Percentage of revenue	1.6 %	— %		

N/M means not meaningful.

Interest income increased by $5.8 million for the nine months ended December 31, 2023 compared to the nine months December 31, 2022. The increase in interest income is due to interest earned on our money market funds and interest-bearing deposit accounts.

Interest Expense

	Nine Months Ended December 31, 2023	Nine Months Ended December 31, 2022	$ Change	% Change
	(in thousands)			
Interest expense	$ (3,648)	$ (4,073)	$ 425	(10.4)%
Percentage of revenue	(1.0)%	(1.0)%		

Interest expense decreased by $0.4 million for the nine months ended December 31, 2023, 2023 compared to the nine months ended December 31, 2022. Interest expense for each period is derived from the Company's 2025 Convertible Notes. The decrease is attributable to the partial debt extinguishment in early November 2023, decreasing interest expense for the remainder of the quarter.

Other Income, Net

	Nine Months Ended December 31, 2023	Nine Months Ended December 31, 2022	$ Change	% Change
	(in thousands)			
Other income, net	$ 4,758	$ 7,710	$ (2,952)	(38.3)%
Percentage of revenue	1.3 %	1.9 %		

Other income, net decreased by $3.0 million for the nine months ended December 31, 2023 compared to the nine months ended December 31, 2022. The decrease in other income, net, was primarily due to a decrease of $4.3 million of other income related to the changes in fair value of our warrant liabilities offset by the gain on extinguishment of debt for $1.8 million $1.7 million.

Non-GAAP Financial Measures

We report our financial results in accordance with U.S. GAAP. However, management believes that Adjusted Net Loss, Adjusted Net Loss Margin, Adjusted Net Loss Per Common Share, Adjusted EBITDA, Adjusted EBITDA Margin, and Free Cash Flow, all non-GAAP financial measures (together the "Non-GAAP Measures"), provide investors with additional useful information in evaluating our performance.

We calculate Adjusted Net Loss as net loss, adjusted to exclude: (1) stock-based compensation expense, (2) change in fair value of warrants and derivatives, (3) sales and use tax income, (4) non-cash impairment of previously capitalized software and prepaid software licenses, (5) restructuring charges related to reduction in force payment payments, (5) litigation expenses, (6) duplicate headquarters rent expense, warehouse restructuring costs, (7) gain on extinguishment non-cash impairment of debt, previously capitalized software, (8) technology modernization costs, and (8) (9) other items (as defined below).

We calculate Adjusted Net Loss Margin by dividing Adjusted Net Loss for the period by Revenue for the period.

We calculate Adjusted Net Loss Per Common Share by dividing Adjusted Net Loss for the period by weighted average common shares used to compute net loss per share attributable to common stockholders for the period.

We calculate Adjusted EBITDA as net loss, adjusted to exclude: (1) interest income, (2) interest expense, (3) depreciation and amortization, (4) stock-based compensation expense, (5) change in fair value of warrants and derivatives, (6) capitalized cloud computing amortization, (7) sales and use tax income, (7) non-cash impairment of previously capitalized software, (8) restructuring charges related to reduction in force payment, payments, (9) duplicate headquarters rent expense, litigation expenses, (10) gain on extinguishment warehouse restructuring costs, (11) non-cash impairment of debt, previously capitalized software, (12) technology modernization costs, and (11) (13) other items (as defined below).

We calculate Adjusted EBITDA Margin by dividing Adjusted EBITDA for the period by revenue for the period.

We calculate Free Cash Flow as net cash provided by (used in) operating activities less capital expenditures.

The Non-GAAP Measures are financial measures that are not required by, or presented in accordance with U.S. GAAP. We believe that the Non-GAAP Measures, when taken together with our financial results presented in accordance with U.S. GAAP, provides provide meaningful supplemental information regarding our operating performance and facilitates internal comparisons of our historical operating performance on a more consistent basis by excluding certain items that may not be indicative of our business, results of operations or outlook. In particular, we believe that the use of the Non-GAAP Measures are helpful to our investors as they are measures used by management in assessing the health of our business, determining incentive compensation and evaluating our operating performance, as well as for internal planning and forecasting purposes.

The Non-GAAP Measures are presented for supplemental informational purposes only, have limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with U.S. GAAP. Some of the limitations of the Non-GAAP Measures include that (1) the measures do not properly reflect capital commitments to be paid in the future, (2) although depreciation and amortization are non-cash charges, the underlying assets may need to be replaced and Adjusted EBITDA and Adjusted EBITDA Margin do not reflect these capital expenditures, (3) Adjusted EBITDA and Adjusted EBITDA Margin do not consider the impact of stock-based compensation expense, which is an ongoing expense for our company, (4) Adjusted EBITDA and Adjusted EBITDA Margin do not reflect other non-operating expenses, including interest expense. In addition, our use of the Non-GAAP Measures may not be comparable to similarly titled measures of other companies because they may not calculate the Non-GAAP Measures in the same manner, limiting their usefulness as a comparative measure. Because of these limitations, when evaluating our performance, you should consider the Non-GAAP Measures alongside other financial measures, including our net loss and other results stated in accordance with U.S.

GAAP, and (5) Free cash flow does not represent the total residual cash flow available for discretionary purposes and does not reflect our future contractual commitments.

The following table presents a reconciliation of Adjusted Net Loss to Net loss, the most directly comparable financial measure stated in accordance with U.S. GAAP, and the calculation of net loss margin, Adjusted Net Loss Margin and Adjusted Net Loss Per Common Share for the periods presented:

Adjusted Net Loss

	Three Months Ended December 31,		**Nine Months Ended December 31,**	
	2023	**2022**	**2023**	**2022**
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	2024			
	2024			
	2024			
	(in thousands, except per share data)			
Net loss				
Stock-based compensation expense				
	(in thousands, except per share data)			
	(in thousands, except per share data)			
Net Loss				
Stock compensation expense				
Stock compensation expense				
Stock compensation expense				
Change in fair value of warrants and derivatives				
Change in fair value of warrants and derivatives				
Change in fair value of warrants and derivatives				
Sales and use tax income (1)				
Sales and use tax income (1)				
Sales and use tax income (1)				
Restructuring				

Restructuring					
Restructuring					
Litigation expenses (2)					
Litigation expenses (2)					
Litigation expenses (2)					
Warehouse restructuring costs					
Warehouse restructuring costs					
Warehouse restructuring costs					
Impairment of assets					
Restructuring					
Duplicate headquarters rent					
Gain on extinguishment of debt					
Other items (2)					
Impairment of assets					
Impairment of assets					
Technology Modernization (3)					
Technology Modernization (3)					
Technology Modernization (3)					
Other items (4)					
Other items (4)					
Other items (4)					
Adjusted net loss					
Adjusted net loss					
Adjusted net loss					
Net loss margin	Net loss margin	(8.08) %	(15.83) %	(8.71) %	(11.56) %
Net loss margin					
Net loss margin					
Adjusted net loss margin					
Adjusted net loss margin					
Adjusted net loss margin	Adjusted net loss margin	(6.84) %	(12.49) %	(5.30) %	(9.42) %
Adjusted net loss per common share - basic and diluted					
Adjusted net loss per common share - basic and diluted					
Adjusted net loss per common share - basic and diluted					
Weighted average common shares used to compute adjusted net loss per share attributable to common stockholders - basic and diluted	Weighted average common shares used to compute adjusted net loss per share attributable to common stockholders - basic and diluted	175,540,096	177,672,036	176,611,729	176,546,378
Weighted average common shares used to compute adjusted net loss per share attributable to common stockholders - diluted		175,540,096	177,672,036	176,611,729	176,546,378
Weighted average common shares used to compute adjusted net loss per share attributable to common stockholders - basic and diluted					
Weighted average common shares used to compute adjusted net loss per share attributable to common stockholders - basic and diluted					

The following table presents a reconciliation of Adjusted EBITDA to net loss, the most directly comparable financial measure stated in accordance with U.S. GAAP, and the calculation of net loss margin and Adjusted EBITDA Margin for the periods presented:

Adjusted EBITDA

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
	Three Months Ended June 30,			

	Three Months Ended June 30, Three Months Ended June 30,	
	2024	
	2024	
	2024	
		(in thousands)
Net loss		
	(in thousands)	
	(in thousands)	
Net Loss		
Net Loss		
Net Loss		
Interest income		
Interest income		
Interest income		
Interest expense		
Interest expense		
Interest expense		
Depreciation and amortization expense		
Stock-based compensation expense		
Depreciation and amortization expense		
Depreciation and amortization expense		
Stock compensation expense		
Stock compensation expense		
Stock compensation expense		
Change in fair value of warrants and derivatives		
Change in fair value of warrants and derivatives		
Change in fair value of warrants and derivatives		
Cloud computing amortization		
Cloud computing amortization		
Cloud computing amortization		
Sales and use tax income (1)		
Sales and use tax income (1)		
Sales and use tax income (1)		
Restructuring		
Restructuring		
Restructuring		
Litigation expenses (2)		
Litigation expenses (2)		
Litigation expenses (2)		
Warehouse restructuring costs		
Warehouse restructuring costs		
Warehouse restructuring costs		
Impairment of assets		
Restructuring		
Duplicate headquarters rent		
Gain on extinguishment of debt		
Other items (2)		
Impairment of assets		

Impairment of assets					
Technology Modernization (3)					
Technology Modernization (3)					
Technology Modernization (3)					
Other items (4)					
Other items (4)					
Other items (4)					
Adjusted EBITDA					
Adjusted EBITDA					
Adjusted EBITDA					
Net loss margin	Net loss margin	(8.08) %	(15.83) %	(8.71) %	(11.56) %
Net loss margin					
Net loss margin					
Adjusted EBITDA margin	Adjusted EBITDA margin	(5.13) %	(9.54) %	(3.48) %	(6.86) %
Adjusted EBITDA margin					
Adjusted EBITDA margin					

(1) Sales and use tax expense relates to recording a liability for sales and use tax we did not collect from our customers. Historically, we had collected state or local sales, use, or other similar taxes in certain jurisdictions in which we only had physical presence. On June 21, 2018, the U.S. Supreme Court decided, in South Dakota v. Wayfair, Inc., that state and local jurisdictions may, at least in certain circumstances, enforce a sales and use tax collection obligation on remote vendors that have no physical presence in such jurisdiction. A number of states have positioned themselves to require sales and use tax collection by remote vendors and/or by online marketplaces. The details and effective dates of these collection requirements vary from state to state and accordingly, we recorded a liability in those periods in which we created economic nexus based on each state's requirements. Accordingly, we now collect, remit, and report sales tax in all states that impose a sales tax. Subsequently, as certain of these liabilities are waived by tax authorities or the applicable statute of limitations expires, the related accrued liability is reversed.

(2) Litigation expenses related to a shareholder class action complaint, see Item 1. Legal Proceedings.

(3) Includes consulting fees related to technology transformation activities, and payroll costs for employees that dedicate significant time to this project. We believe that these costs are discrete and non-recurring in nature, as they relate to a one-time unification of our product offerings on our new commerce platform. As such, they are not normal, recurring operating expenses and are not reflective of ongoing trends in the cost of doing business.

(4) For the three months ended December 31, 2023 June 30, 2024, other items is primarily comprised of the expense related to non-recurring retention payments to management of $0.4 million, and legal settlements of $0.1 million. For the three months ended December 31,2022, other items is comprised of executive transition costs including recruiting costs of $0.5 million. For the nine months ended December 31, 2023, other items is primarily comprised of the expense related to non-recurring retention payments to management of $0.9 million, warehouse consolidation costs of $0.2 million, executive transition costs including recruiting costs of $0.4 million, and legal settlements of $0.1 costs associated with the share repurchase million. program of $0.2 million, and duplicate headquarters rent of less than $0.1 million. For the nine three months ended December 31, 2022 June 30, 2023, other items is comprised of executive transition costs including recruiting costs of $0.5 million $0.1 million, and duplicate headquarters rent of less than $0.1 million.

The following table presents a reconciliation of Free Cash Flow to Net cash provided by (used in) operating activities, the most directly comparable financial measure prepared in accordance with GAAP, for each of the periods indicated:

Free Cash Flow

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2023	2022	2023	2022
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	Three Months Ended June 30,			
	2024			
	2024			
	2024			
Free cash flow reconciliation:				
Free cash flow reconciliation:				
Free cash flow reconciliation:				
Net cash provided by (used in) operating activities				
Net cash provided by (used in) operating activities				

Net cash provided by (used in) operating activities
Capital expenditures
Capital expenditures
Capital expenditures
Free cash flow
Free cash flow
Free cash flow

Liquidity and Capital Resources

Since inception, we have funded our operations with proceeds from sales of our capital stock and proceeds from borrowings in addition to cash generated by our operations. As of December 31, 2023 June 30, 2024, we had cash and cash equivalents of approximately $131.3 million $117.8 million. We expect that our cash and cash equivalents, together with cash provided by our operating activities and proceeds from borrowings (as defined below), will be sufficient to fund our operations for at least the next 12 months. We are required to comply with certain financial and non-financial covenants related to our borrowing agreements, which we expect to be in compliance with during the next 12 months. Our future capital requirements will depend on many factors, including our pace of new and existing customer growth and our investments in partnerships and unexplored channels. We may be required to seek additional equity or debt financing.

2025 Convertible Notes

On November 27, 2020, the Company issued $75.0 million aggregate principal amount of 2025 Convertible Notes (the “2025 Convertible Notes”) to Magnetar Capital, LLC (“Magnetar”) under an indenture, dated as of November 27, 2020, between Legacy BARK and U.S. Bank National Association, as trustee and collateral agent (the “Indenture”). The Company received net proceeds of approximately $74.7 million from the sale of the 2025 Convertible Notes, after deducting fees and expenses of approximately $0.3 million. The Company recorded the expenses associated with the issuance of the 2025 Convertible Notes as a discount to the note and will amortize the expenses over the term of the note. The 2025 Convertible Notes will mature on December 1, 2025, unless earlier converted, redeemed or repurchased.

The 2025 Convertible Notes are governed by the Indenture. The 2025 Convertible Notes bear interest at the annual rate of 5.50%, payable entirely in payment-in-kind annually on December 1st of each year commencing December 1, 2021, compounded annually. The accrued interest of $2.1 million and $4.4 million was paid-in-kind through an increase of the outstanding principal on the 2025 Convertible Notes on December 1, 2023 and 2022, respectively.

If the 2025 Convertible Notes are not converted into common stock by the maturity date, the Company must repay the outstanding principal amount plus accrued interest.

The 2025 Convertible Notes contain call and put options to be settled in cash contingent upon the occurrence of a change of control and a default interest rate increase of 3.0% applicable upon the occurrence of an event of default that when evaluated under the guidance of ASC 815, *Derivatives and Hedging*, are embedded derivatives requiring bifurcation at fair value. The fair value calculation includes Level 3 inputs including the estimated fair value of the

Company’s common stock and assumptions regarding the probability that the contingent call or put will be exercised or an event of default will occur. Management determined that the probability that the contingent events will occur was near zero at inception and has remained near zero as of December 31, 2023 June 30, 2024. Therefore, the Company did not record a derivative liability related to these features as of December 31, 2023 June 30, 2024. The Company will assess the probability of occurrence quarterly during the term of the 2025 Convertible Notes.

On November 2, 2023, the Company repurchased $45.0 million of the $83.5 million of outstanding aggregate principal amount of 5.50% Convertible Secured Notes due 2025 (the “2025 Convertible Notes”) from entities affiliated with Magnetar Financial, LLC (collectively, the “Holders”), pursuant to the terms and conditions of a negotiated notes purchase agreement (the “Agreement”) among the Company and the Holders.

Pursuant to the Agreement, the Company repurchased $45.0 million in aggregate principal amount of the 2025 Convertible Notes plus $2.2 million of accrued and unpaid interest thereon to, but excluding the repurchase date, from the Holders for a total cash purchase price of $44.4 million. In addition, $1.0 million of unamortized deferred financing fees were derecognized from the Company’s balance sheet on the date of extinguishment. The accelerated deferred financing fees were recognized as a component of gain on extinguishment of debt. The Company recognized a gain on debt extinguishment of $1.8 million in connection with the repurchase. If a Change of Control

(as (as defined in the Indenture) of the Company occurs at any time after the date of the Agreement and prior to the December 1, 2025 maturity date of the Notes, the Holders are also entitled to receive an additional cash “true-up” payment from the Company, totaling, in the aggregate for all Holders, either (i) $11.3 million in the case that the Company elects to redeem all of the Notes outstanding at the time of such Change of Control or (ii) $4.5 million in the case that the Holders elect to require the Company to repurchase all of the 2025 Convertible Notes outstanding at the time of such Change of Control any other case, in each case, in accordance with the terms and conditions specified in the Agreement.

As of December 31, 2023 both June 30, 2024 and March 31, 2023 March 31, 2024, the Company had $40.6 million and $83.5 million, respectively, of outstanding borrowings under the note purchase agreement governing the purchase and sale of the 2025 Convertible Notes agreement.

Western Alliance Bank—Line of Credit and Term Loan

In October 2017, the Company entered into a loan and security agreement with and issued a warrant to purchase preferred stock (“Initial Western Alliance Warrant”) to Western Alliance Bank (“Western Alliance”), which provide for a revolving line of credit (as amended, the “Credit Facility”) in an aggregate principal amount of up to $35.0 million, subject to borrowing base limitations derived from advance rates derived from the Company’s eligible subscription revenues and eligible accounts receivable. The Credit Facility has been amended several times, most recently in December 2023. After giving effect to this most recent amendment, the maturity date of the Credit Facility is December 13, 2024. Certain of the Company’s obligations to Western Alliance and under the Credit Facility are guaranteed by certain of its subsidiaries and secured by substantially all of their assets.

The interest rate for borrowings under the Credit Facility is equal to (a)(i) the greater of a)(i) the prime rate that is published in the Money Rates section of The Wall Street Journal from time to time and (ii) five and one quarter percent (5.25%) per annum, plus (b) half of one percent (0.50%), per annum.

The Credit Facility has a borrowing base subject to an amount equal to eighty percent (80.00%) of the Company's trailing three months of subscription revenue and an amount equal to (80.00%) of certain of the Company's customer accounts receivable when a collateral audit is performed and sixty percent (60.00%) when no such collateral audit is performed. Western Alliance has first perfected security in substantially all of the Company's assets, including its rights to its intellectual property.

The Credit Facility requires the Company to comply with certain financial and performance covenants, including, among other things, minimum cash deposits with Western Alliance. The Credit Facility also contains affirmative and negative covenants customary for financings of this type, including, among other things, limitations or prohibitions on repurchasing common shares, declaring and paying dividends and other distributions, making payments in respect of subordinated debt or our 2025 Convertible Notes, incurring indebtedness, making loans and investments, incurring liens, or entering into mergers, asset sales and transactions with affiliates.

As of December 31, 2023 June 30, 2024 and March 31, 2023 March 31, 2024, there were no outstanding borrowings under the Credit Facility.

Cash Flows

Comparison of the Nine Three Months Ended December 31, 2023 June 30, 2024 and 2022. 2023.

The following table summarizes our cash flows for the nine three months ended December 31, 2023 June 30, 2024 and 2022: 2023:

	Nine Months Ended December 31,	
	2023	2022
	Three Months Ended June 30,	
	2024	2023
		(in thousands)
Net cash provided by (used in) operating activities		
Net cash used in investing activities		
Net cash used in financing activities		
Effect of exchange rate changes on cash		
Net decrease in cash and restricted cash		

Cash flows provided by (used in) Operating Activities

Net cash flows provided by (used in) operating activities represent the cash receipts and disbursements related to our activities other than investing and financing activities.

Net cash flows provided by (used in) operating activities is derived by adjusting our net loss for:

- non-cash operating items such as depreciation and amortization, stock-based compensation and other non-cash income or expenses; and
- changes in operating assets and liabilities reflect timing differences between the receipt and payment of cash associated with transactions.

For the nine three months ended December 31, 2023 June 30, 2024, net cash provided by operating activities was $7.1 million $1.8 million. The $7.1 million $1.8 million of net cash provided by operating activities consisted of net loss of $32.1 million $10.0 million adjusted for non-cash charges totaling $25.2 9.3 million and a net increase of $14.1 million $2.5 million in our net operating assets and liabilities. The non-cash charges primarily consisted of $2.2 million $0.4 million for changes in fair value of warrants, $10.5 2.9 million for stock based compensation, impairment of $3.1 million $0.8 million, and depreciation and amortization of $8.9 million $2.9 million, and increase in inventory reserves of $1.2 million. The increase in our net operating assets and liabilities was primarily driven by higher accounts payable and accrued expenses of $2.4 million and a gain on extinguishment reduction in inventory of debt $2.5 million, offset by a reduction in other liabilities of $1.8 million $1.6 million.

For the three months ended June 30, 2023, net cash used in operating activities was $10.7 million. The $10.7 million of net cash used in operating activities consisted of net loss of $11.7 million adjusted for non-cash charges totaling $6.6 million and a net decrease of $5.7 million in our net operating assets and liabilities. The non-cash charges primarily consisted of $1.3 million for changes in fair value of warrants, $3.2 million for stock based compensation, and $2.9 million for depreciation and amortization. The decrease in our net operating assets and liabilities was primarily driven by a reduction of accounts payable and accrued expenses of $4.9 million $14.8 million related to lower inventory purchases and lower general and administrative expense the timing of payments offset by a reduction of inventory of $25.0 million $11.3 million.

For the nine months ended December 31, 2022, net cash used in operating activities was $14.5 million. The $14.5 million of net cash used in operating activities consisted of net loss of $47.3 million adjusted for non-cash charges totaling $20.4 million and a net increase of $12.4 million in our net operating assets and liabilities. The non-cash charges primarily consisted of $6.5 million for changes in fair value of warrants, $11.9 million for stock based compensation, and $6.5 million for depreciation and amortization. The increase in our net operating assets and liabilities was driven by a reduction of inventory of $10.3 million, accounts receivables of $4.4 million related to increased collections, and partial receipt of the new office's tenant improvements allowance of $6.2 million. The increase in our net operating assets and liabilities was partially offset by the change in accounts payable and accrued expenses of $5.3 million, and other liabilities of $2.1 million.

Cash flows used in Investing Activities

For the nine three months ended December 31, 2023 June 30, 2024 and 2022, 2023, net cash used in investing activities was $6.7 million $2.0 million and $18.9 3.0 million, respectively, primarily due to software development costs and capital expenditures.

Cash flows used in Financing Activities

For the nine three months ended December 31, 2023 June 30, 2024, net cash used in financing activities was $47.0 million $4.3 million, primarily due to the payment on long-term debt of $42.3 million and payments to repurchase common stock of $4.1 million. stock.

For the nine three months ended December 31, 2022 June 30, 2023, net cash used in financing activities was $1.9 million $0.2 million, primarily due to payment tax payments related to the issuance of capital leases common stock, offset by proceeds from the issuance of $2.3 million. common stock under the ESPP plan.

Critical Accounting Policies and Estimates

Our management's discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, as well as the reported revenue generated and expenses incurred during the reporting periods. Our estimates are based on our historical experience and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about items that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Except as described in Note 2, “Summary of Significant Accounting Policies – Recent Accounting Pronouncements,” to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q, there have been no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates disclosed in our audited consolidated financial statements and notes thereto for the year ended March 31, 2023 March 31, 2024 contained in the Annual Report on Form 10-K filed with the SEC on June 1, 2023 June 3, 2024.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We had cash and cash equivalents of approximately $131.3 million $117.8 million as December 31, 2023 June 30, 2024. As of December 31, 2023 June 30, 2024, the Company held $44.7 million $24.5 million in a money market accounts. account. The Company does not have any other investments. We have not been exposed, nor do we anticipate being exposed, to material risks due to changes in interest rates. A hypothetical 10% increase in interest rates during any of the periods presented would not have had a material impact on our condensed consolidated financial statements.

We are primarily exposed to changes in short-term interest rates with respect to our cost of borrowing under our Western Alliance Agreement. As of December 31, 2023 June 30, 2024 there are no outstanding borrowings under the Credit Facility.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition, or results of operations. Nonetheless, if our costs or if consumer discretionary spending were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases or demand for our products could decrease.

Foreign Exchange Risk

We operate our business primarily within the United States and currently execute the majority of our transactions in U.S. dollars. We have not utilized hedging strategies with respect to such foreign exchange exposure. This limited foreign currency translation risk is not expected to have a material impact on our consolidated financial statements.

ITEM 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the principal executive officer and principal financial officer, of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”)). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company’s internal control over financial reporting during the Company’s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On September 1, 2022 March 20, 2024, plaintiff Amber Farmer three alleged shareholders filed a putative class action complaint against BarkBox, Inc., in the U.S. District lawsuit styled Kenville v. Northern Star Sponsor LLC, et al., Case No. 2024-276, which is pending in the Delaware Court of Chancery. The complaint is brought against (a) certain officers and directors of Northern Star Acquisition Corp. at the time of its proposed acquisition of Legacy BARK, (b) Northern Star Sponsor, LLC, and (c) two of the founders of Legacy BARK. The alleged class consists of Company stockholders who held stock as of the redemption deadline and who elected not to redeem all or some of their stock, and the claims alleged are for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, and unjust enrichment. At this time, the Central District of California. Farmer v. BarkBox, Inc., No. 2:22-cv-06242 (C.D. Cal.). The plaintiff alleges that BarkBox violates California’s Automatic Renewal Law, Unfair Competition Law, and Consumers Legal Remedies Act by failing Company is not able to adequately disclose quantify any potential liability in connection with this litigation because the automatic renewal of BarkBox’s subscription plans. We filed a Motion to Dismiss and Motion to Compel Arbitration on November 4, 2022, which the court denied on October 6, 2023. On October 9, 2023, we filed a notice of appeal. On January 2, 2024, plaintiff filed a notice of voluntary dismissal with prejudice. On February 6, 2024, the court struck the dismissal and ordered an amended request for dismissal to be filed by February 16, 2024. case is in its early stages.

In addition, we are from time to time subject to, and are presently involved in, litigation and other legal proceedings in the ordinary course of business. While it is not possible to determine the outcome of any legal proceedings brought against us, we believe that, except for the matters described above, there are no pending lawsuits or claims that, individually or in the aggregate, may have a material effect on our business, financial condition or operating results. Our views and estimates related to these matters may change in the future, as new events and circumstances arise and as the matters continue to develop.

ITEM 1A. RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this quarterly report on Form 10-Q, including our condensed consolidated financial statements and the related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Our business, prospects, financial condition, or operating results could be harmed by any of these risks, as well as other risks not known to us or that we consider immaterial as of the date of this quarterly report on Form 10-Q. The trading price of our securities could decline due to any of these risks, and, as a result, you may lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. This quarterly report on Form 10-Q also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described below. See also "Cautionary Note Regarding Forward-Looking Statements."

Risks Related to Our Strategy

Our future operating performance is subject to numerous challenges and uncertainties.

Our past operating performance may not be indicative of our future operating performance, which will depend on our ability to leverage our competitive strengths and execute on our strategy. Our competitive strengths include: our proprietary product and customer data; strong customer relationships; vertically integrated design, development and manufacturing of our products; and omnichannel approach including both direct to consumer and retail sales. Our strategy is to expand into new product categories, in particular the consumables category; create a unified customer experience; and focus on the path to profitability. Our ability to leverage our competitive strengths and execute on our strategy is subject to numerous challenges and uncertainties including, but not limited to, the following:

- costs or other issues with acquiring new customers and retaining existing customers;
- adverse impacts on shipping and fulfillment services and costs;
- changes in trends and consumer preferences;
- interruptions in our business due to technology failures, cybersecurity breaches or labor shortages;
- our ability to retain existing suppliers and attract new suppliers and scale our supply chain;
- our ability to develop a unified, scalable, high-performance technology and fulfillment infrastructure;
- our ability to hire and retain talented, experienced people at all levels of our organization;
- impacts related to the COVID-19 pandemic; and
- changes in the macro-economic environment, such as inflation, increasing interest rates, instability in the banking system or financial markets, changes in the labor markets, and political, economic and social

  instability, such as war in Israel and the Ukraine, wars, armed conflicts or pandemics, in particular as such changes impact consumer discretionary spending.

If we fail to meet the challenges or navigate the uncertainties described above, as well as those described elsewhere in this "Risk Factors" section, our business, financial condition and results of operations will be materially adversely affected.

We may fail to acquire new customers in a cost-effective manner.

In order to expand our customer base, we must appeal to customers who have historically purchased their dog products from other retailers, such as traditional brick and mortar retailers or the websites of our competitors. While we believe that many of our new customers originate from word-of-mouth and other non-paid referrals from our current customers, we have made, and expect to continue to make, significant investments to acquire new customers. We must be able to appropriately, effectively and efficiently allocate our marketing spend for multiple products, including: accurately identifying, targeting and reaching our audience of current and potential customers with our marketing messages; selecting the right marketplace, media and specific media vehicle in which to advertise; adapting quickly to changes in the algorithmic logic, privacy policies, and other procedures used by search engines, social media platforms and other third party platforms; identifying the most effective and efficient level of spending in each marketplace, media and specific media vehicle; determining the appropriate creative message and media mix for advertising, marketing and promotional expenditures; managing marketing costs, including creative and media expenses, in order to maintain acceptable customer acquisition costs; differentiating our products as compared to other products; creating greater brand awareness; driving traffic to our websites, and websites of our retail partners and adapting our marketing tactics as e-commerce, search, and social networking evolve. Also, search engines, social media platforms frequently update and change the logic that determines the placement and display of results of a user's search, such that the purchased or algorithmic placement of links to our websites can be negatively affected. Moreover, a search engine or social media platform could, for competitive or other purposes, alter its search algorithms or results, causing our websites to place lower in search query results. In addition, social networking and e-commerce channels continue to rapidly evolve, including with regard to their policies and procedures, and we may be unable to cost-effectively develop or maintain a presence within these channels. If the costs of acquiring new customers exceeds our expectations, we may not be able to acquire the necessary number of customers who purchase products in volumes sufficient to grow our business and generate the scale necessary to achieve operational efficiency and/or our margins could decrease, which could have a material adverse effect on our business, financial condition and results of operations.

We may be unable to maintain a high level of customer engagement or protect our brand and reputation.

Our strong customer relationships and our brand and reputation are the basis for the high-level customer engagement that drives increases to our average order volume and our overall growth. A significant portion of our revenue is recurring revenue from subscription customers, especially those customers who are highly engaged and purchase our add-to-box offerings which include toys, treats, toppers, dental and other products. Maintaining and protecting our brand and reputation depends largely on our ability to provide our customers with an engaging and personalized customer experience, including valued services, high-quality merchandise, appropriate prices and highly-trained customer support representatives. Customer complaints or negative reviews or publicity about our products, services, merchandise, monthly themes, delivery times, or customer support, especially on social media platforms, could harm our brand and reputation and diminish customer use of our services and the trust that our customers place in us. Also, if our customers no longer find our products appealing or appropriately priced, they may make fewer purchases and may cancel their subscriptions or stop purchasing products. Even if our existing customers continue to find our offerings appealing, they may decide to reduce their subscription and purchase less merchandise over time as their interest in new dog products declines. Failure to maintain our high level of engagement and protect our brand and reputation with our customers would cause our revenue to decrease, which could have a material adverse effect on our business, financial condition and results of operations.

We may not be able to accurately predict consumer trends, successfully introduce new products, improve existing products, or expand into new offerings.

Our growth depends, in part, on our ability to successfully introduce new products to our existing BarkBox and Super Chewer subscriptions and Toys & accessories and Consumables categories, and to improve and reposition our existing products to meet the requirements of our customers and the needs of their dogs. To be successful, we must accurately predict and respond to evolving consumer trends, demands and preferences, including predicting monthly themes for our BarkBox and Super Chewer subscriptions that will resonate with customers as timely and clever. The development and introduction of new products and expansion into new offerings also involves considerable costs. Any new product or offering may not generate sufficient customer interest to become a profitable product or to cover the costs of its development and promotion and could result in a decrease in customer retention, a reduction in purchases or negatively affect our brand and reputation. If we are unable to anticipate, identify, develop or market products, or create new offerings that respond to changes in customer requirements and preferences, or if our new product introductions, repositioned products, or new offerings fail to gain consumer acceptance, we may be unable to grow our business as anticipated, or our revenue, margins and profitability may decline or not improve, which could materially adversely affect our business, financial condition and results of operations.

Our success depends on the continuing efforts of our key employees and our ability to attract and retain highly skilled personnel and senior management.

Our ability to maintain our competitive position is largely dependent on the contributions of our senior management and other key personnel. In addition, our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. The market for such positions is competitive, in particular, due to the ongoing labor market effects or continuing distortions resulting from the COVID-19 pandemic. Qualified individuals are in high demand and we may incur significant costs to attract and retain them. In addition, the loss of any of our senior management or other key employees or our inability to recruit and develop mid-level managers could impede our ability to execute our business plan and we may be unable to find adequate replacements. All of our employees are at-will employees, meaning that they may terminate their employment relationship with us at any time, and their knowledge of our business and industry could be extremely difficult to replace. If we fail to retain talented senior management and other key personnel, or if we do not succeed in attracting well-qualified employees or retaining and motivating existing employees, our business, financial condition, and results of operations could be materially adversely affected.

We face challenges due to our reliance on third party sales channels to sell and distribute our products.

We sell some of our products through a network of retailers and e-tailers (in addition to our direct sales channel). Our products are available through Amazon.com as well as in retail locations including Target, Petco, PetSmart, Costco, Walmart, Kroger and CVS, and many others. We depend on these indirect sales channel partners to distribute and sell our products to dog parents, which subjects us to a number of challenges, including:

- the sales and business practices, reputation or failure to comply with laws and regulations, of or by our sales channel partners, of which we may or may not be aware, may affect our business and reputation;
- adverse changes in our relationships with our sales channel partners could impact sales of our products;
- economic conditions, labor issues, natural disasters, regional or global pandemics, evolving consumer preferences, and purchasing patterns of our distribution partners, or competition between our sales channels, could result in sales channel disruption;
- our sales channel partners, who also sell products offered by our competitors, and in the case of retailer house brands, may also be our competitors, which sales may compete with our own products;
- certain of our sales channel partners could decide to de-emphasize the product categories that we offer, change their algorithmic logic, policies or procedures making our products harder for customers to find, or remove them from e-commerce sites altogether; and
- building relationships with new channel partners or adapting to new distribution and marketing models in order to expand into new product categories and markets may require significant management attention and operational resources, and affect our accounting, including revenue recognition, gross margins, and the ability to make comparisons from period to period.

If we fail to effectively meet the challenges described above our business and future operating results will be materially adversely affected.

Risks Related to the Macro-Economic Environment and the COVID-19 Pandemic

We rely on consumer discretionary spending, which may be adversely affected by economic downturns and other macroeconomic conditions or trends.

Our business depends on consumer discretionary spending. Some of the factors that may negatively influence consumer spending include high levels of unemployment; higher consumer debt levels; reductions in net worth, declines in asset values, and related market uncertainty; home foreclosures and reductions in home values; fluctuating interest rates and credit availability; bank failures; global pandemics, including the COVID-19 pandemic and the loosening of restrictions as the pandemic conditions improve; fluctuating fuel and other energy costs; fluctuating commodity prices; and the high rate of inflation and general uncertainty regarding the overall future political and economic environment. Furthermore, any increases in consumer discretionary spending during times of crisis may be temporary, such as those related to government stimulus programs or remote-work environments, and consumer spending may decrease when those programs or circumstances end. In addition, economic conditions in certain regions may be affected by natural disasters, such as hurricanes, tropical storms, earthquakes, and wildfires; other public health crises; and other major unforeseen events. Consumer purchases of discretionary items, including the merchandise that we offer, generally decline during recessionary periods or periods of economic uncertainty, when disposable income is reduced or when there is a reduction in consumer confidence. Any decline in consumer discretionary spending could negatively impact our revenue, which could have a material adverse effect on our business, financial condition and results of operations.

We may continue to be impacted by global disruptions or disasters, such as the COVID-19 global pandemic.

The extent to which global disruptions or disasters, such as the COVID-19 pandemic, may continue to impact our business will depend on future developments related to any resurgence or nature, scope and geographic spread impact of the disease, any mutations disruption or emergence of new diseases, and the duration and severity of potential outbreaks. disaster. In the past, the COVID-19 pandemic resulted in travel restrictions, required social distancing, business closures, governmental and business disruptions, and other actions taken by the United States government and the governments of other countries. The COVID-19 pandemic has disrupted adversely impacted the global supply chain and may continue to cause disruptions to our operations. Many workforce and customers. As a result of the COVID-19 pandemic, a substantial portion of our personnel workforce, and the workforce of our partners, continue to work remotely, which could have a negative impact on the execution of our business plans and operations. remotely. Natural disasters, power outages, connectivity issues, or other events that impact our employees' or our partners' ability to work remotely, could disrupt business for a substantial period of time. The increase in remote working may also result in other issues, such as consumer privacy, IT security and fraud concerns, as well as increase our exposure to potential wage and hour or other issues. While conditions appear to have improved, Global disruptions or disasters, such as the COVID-19 pandemic, has have had, and continues to could have, unprecedented and unexpected effects on the global economy, civil society, labor markets, and certain industries. As a result, it is difficult to predict the magnitude or scope of the adverse impacts that these effects may have directly, or indirectly, on our business, operating results and financial condition in the future. condition.

Risks Related to our Manufacturing, Inventory and Supply Chain

Our business critically relies on a limited number of suppliers, manufacturers, and logistics partners.

We rely on a limited number of contract manufacturers, suppliers and logistics providers to manufacture and transport our products. We do not currently have alternative or replacement providers and we do not generally maintain long-term supply contracts with any of these providers. We face a number of risks relating to these providers, including:

- our suppliers, manufacturers or logistics partners could be impacted by a natural disaster, an epidemic such as the COVID-19 or pandemic, or other interruptions at a particular location;
- our manufacturers and suppliers are primarily located in Asia, which introduces risks related to geopolitical developments and differences in regulatory standards and legal systems;
- our existing supply channels may not be able to satisfy a significant increase in demand for our products, or we may need to replace an existing manufacturer or supplier. It could take a significant amount of time to identify a manufacturer or supplier that has the capability and resources to manufacture our products to our specifications in sufficient volume, and with acceptable quality control, technical capabilities, responsiveness and service, financial stability, regulatory compliance, and labor and other ethical practices;
- our current product purchases are centralized among a few manufacturers and suppliers to realize substantial cost savings, which exposes us to credit and other risks, including insolvency, financial

  difficulties, supply chain delays or other factors which may result in our manufacturers or suppliers not being able to fulfill the terms of their agreements with us; and

- we have signed a number of contracts whose performance depends upon third party suppliers delivering products on schedule to meet our contractual commitments. Concentration in the number of our manufacturers and suppliers could lead to delays in the delivery of products or components, and possible resultant breaches of contracts that we have entered into with our customers; increases in the prices we must pay for products; problems with product quality; and other concerns.

Any of the above risks could delay delivery of our products to customers in a timely and cost effective cost-effective manner, which could have a material adverse effect on our business, financial condition and results of operations.

We face challenges due to limited control over our suppliers, contract manufacturers, and logistics partners.

We have limited control over our suppliers, contract manufacturers, and logistics partners, which subjects us to the following risks, many of which have materialized during the COVID-19 pandemic, including: failure to satisfy demand for our products; reduced control over delivery timing, product reliability, the manufacturing process and components used in our products; limited ability to develop comprehensive manufacturing specifications that take into account any materials shortages or substitutions; variance in the manufacturing capability of our third-party manufacturers; price increases; failure of a significant supplier, manufacturer, or logistics partner to perform its obligations for technical, market, or other reasons; misappropriation of our intellectual property; changes in local economic conditions in the jurisdictions where our suppliers, manufacturers, and logistics partners are located; the imposition of new laws and regulations, including those relating to labor conditions, quality and safety standards, imports, duties, tariffs, taxes, and other charges on imports, as well as trade restrictions and restrictions on currency exchange or the transfer of funds; and insufficient warranties and indemnities on components supplied to our manufacturers or performance by our partners. If we fail to meet the challenges described above, our business and future operating results will be materially adversely affected.

Shipping, which is subject to numerous risks, is a critical part of our business.

We currently rely on third-party national, regional and local logistics providers to deliver our products. We may not be able to negotiate acceptable pricing and other terms with these providers, or these providers may experience performance problems or other difficulties in processing our orders or delivering our products to customers. In addition, our ability to receive inbound inventory efficiently and ship merchandise to customers may be negatively affected by factors beyond our and these providers' control, including inclement weather, natural disasters, fire, flood, power loss, earthquakes, pandemics, acts of war or terrorism or other events specifically impacting our or other shipping partners, such as labor disputes, financial difficulties, system failures and other disruptions to the operations of the shipping companies on which we rely. We are also subject to risks of damage or loss during delivery by our shipping vendors. If the products ordered by our customers are not delivered in a timely fashion or are damaged or lost during the delivery process, our customers could become dissatisfied and cease buying our products. Further, due to the effects of the COVID-19 pandemic, there may continue to be disruptions and delays in national, regional and local shipping, which may negatively impact our customers' experience. Changes to the terms of our shipping arrangements and delays or failures in delivery of our products may have a material adverse effect on our margins and profitability, which could adversely affect our business, financial condition and results of operations.

We may be unable to manage the complexities created by our omnichannel operations.

Our omnichannel operations, such as offering our products through our websites, on third party websites and in traditional brick and mortar stores, create additional complexities in our ability to manage inventory levels, as well as certain operational issues, including timely shipping and refunds. Accordingly, our success depends to a large degree on continually evolving the processes and technology that enable us to plan and manage inventory levels and fulfill orders, address any related operational issues and further align channels to optimize our omnichannel operations. If we are unable to successfully manage these complexities, it may have a material adverse effect on our business, financial condition, operating results and prospects.

If we are unable to implement appropriate systems, procedures and controls, we may not be able to successfully offer our products, grow our business and account for transactions in an appropriate and timely manner.

Our ability to successfully offer our products, grow our business and account for transactions in an appropriate and timely manner requires an effective planning and management process and certain other automated management and accounting systems. We currently do not have a fully integrated enterprise resource planning system and certain other automated management and accounting systems. We periodically update our operations and financial systems, procedures and controls; however, our current procedures may not scale proportionately with our business growth or with becoming a public company. Our systems will continue to require automation, modifications and improvements to respond to current and future changes in our business. Failure to implement in a timely manner appropriate internal systems, procedures and controls could materially and adversely affect our business, financial condition and results of operations.

We may not be able to successfully optimize, operate and manage our fulfillment centers and shipping services.

If we do not optimize and operate our fulfillment centers and shipping services successfully and efficiently, it could result in excess or insufficient fulfillment capacity, an increase in costs and/or inventory shrinkage or impairment charges or harm to our business in other ways. In addition, if we do not have sufficient fulfillment or shipping capacity or experience a problem fulfilling or shipping orders in a timely manner, our customers may experience delays in receiving their purchases, which could harm our reputation and our relationship with our customers. We also anticipate the need to add additional fulfillment center and shipping capacity as our business continues to grow. We may not be able to locate suitable facilities or services on commercially acceptable terms in accordance with our expansion plans, or recruit qualified managerial and operational supply personnel to support our expansion plans. If we are unable to secure new facilities for the expansion of our fulfillment and shipping operations, recruit qualified personnel to support any such facilities, or effectively control expansion-related expenses, our business, financial condition, and results of operations could be materially adversely affected.

Risk Related to Our Industry

Our estimate of the size of our addressable market may prove to be inaccurate.

Data for retail sales of dog products is collected for most, but not all channels, and as a result, it is difficult to accurately estimate the size of the market and predict with certainty the rate at which the market for our products will grow, if at all. While our market size estimate was made in good faith and is based on assumptions and estimates we believe to be reasonable, this estimate may not be accurate. If our estimates of the size of our addressable market are not accurate, our potential for future growth may be less than we currently anticipate, which could have a material adverse effect on our business, financial condition, and results of operations.

We may not be able to compete effectively in the dog products and services retail industry.

The dog products and services retail industry, in particular on the Internet, is highly competitive and we expect this competition to continue to increase. We compete with pet product retail stores, supermarkets, warehouse clubs and other mass and general retail and online merchandisers. We also compete with a number of specialty dog supply stores and independent dog stores, catalog retailers and other specialty e-tailers. As we expand our offerings, such as our consumables and BARK Food line, Air, we will face additional competition. In For example, in the consumables category, there are numerous brands and products that compete for shelf space and sales, with competition based primarily upon brand recognition and loyalty, product packaging, quality and innovation, taste, nutrition, breadth of product line, price and convenience. Many of these current competitors have, and potential competitors may have, longer operating histories, greater brand recognition, larger fulfillment infrastructures, greater technical capabilities, significantly greater financial, marketing and other resources and larger customer bases than we do, allowing our competitors to derive greater net sales and profits from their existing customer base, acquire customers at lower costs or respond more quickly than we can to new or emerging technologies and changes in consumer preferences or habits. Our competitors may engage in more extensive research and development efforts, undertake more far-reaching marketing campaigns and adopt more aggressive pricing policies (including but not limited to predatory pricing policies and the provision of substantial discounts), allowing them to build larger customer bases or generate gross profit from their customer bases more effectively than we do. Current and future competitors may also make strategic acquisitions or establish cooperative relationships among themselves or with others. If we fail to compete effectively, or are required to offer promotions and other incentives or adopt more aggressive pricing strategies, our operating margins could decrease, which could materially adversely affect our business, financial condition and results of operations.

Risks Related to Information Technology and Cybersecurity

We are subject to risks related to online payment methods.

We currently accept payments using a variety of methods, including credit card, debit card, PayPal, Venmo, Apple Pay, Shop Pay and gift cards. As we offer new payment options to customers, we may be subject to additional regulations, compliance requirements, fraud and other risks. For certain payment methods, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We are also subject to payment card association operating rules and certification requirements, including the Payment Card Industry Data Security Standard and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. Furthermore, as our business changes, we may be subject to different rules under existing standards, which may require new assessments that involve costs above what we currently pay for compliance. In the future, as we offer new payment options to customers, including by way of integrating emerging mobile and other payment methods, we may be subject to additional regulations, compliance requirements and fraud, if our customers re-use their login and password information across multiple websites, exposing us to breaches on other sites. If we fail to comply with the rules or requirements of any provider of a payment method we accept, if the volume of fraud in our transactions limits or terminates our rights to use payment methods we currently accept, or if a data breach occurs relating to our payment systems, we may, among other things, be subject to fines or higher transaction fees and may lose, or face restrictions placed upon, our ability to accept credit card payments from customers or facilitate other types of online payments. If any of these events were to occur, our business, financial condition, and results of operations could be materially adversely affected.

We rely on software-as-a-service (“SaaS”) technologies from third parties.

We rely on SaaS technologies from third parties in order to operate critical functions of our business, including financial management services, credit card processing, customer relationship management services, supply chain services and data storage services. If these services become unavailable due to extended outages or interruptions or because they are no longer available on commercially reasonable terms or prices, or for any other reason, our expenses could increase, our ability to manage our finances could be interrupted, our processes for managing sales of our offerings and supporting our customers could be impaired, our ability to communicate with our suppliers could be weakened and our ability to access or save data stored to the cloud may be impaired until equivalent services, if available, are identified, obtained and implemented. We are also subject to certain standard terms and conditions with these providers, who have broad discretion to change their terms of service and other policies with respect to us, which may be unfavorable. Any failure to maintain successful partnerships with our SaaS providers could impact our success and materially adversely affect our business, financial condition and results of operations.

Limitations on our use of “cookies” may impact our ability to cost-effectively acquire new customers.

Federal and state governmental authorities continue to evaluate the privacy implications inherent in the use of third-party “cookies” and other methods of online tracking for behavioral advertising and other purposes. The U.S. government has enacted, or has considered or is considering legislation or regulations that could significantly restrict the ability of companies and individuals to engage in these activities, such as by regulating the level of consumer notice and consent required before a company can employ cookies or other electronic tracking tools or the use of data gathered with such tools. Additionally, some providers of consumer devices and web browsers have implemented, or announced plans to implement, means to make it easier for Internet users to prevent the placement of cookies or to block other tracking technologies, which if widely adopted could result in making cookies and other methods of online tracking significantly less effective. This regulation of the use of cookies and other current online tracking and advertising practices or the loss of our ability to make effective use of services that employ such technologies could limit our ability to acquire new customers on cost-effective terms, which could materially adversely affect our business, financial condition, and results of operations.

We may be unable to maintain and scale our technology.

Our reputation and ability to acquire, retain and serve our customers depends on the reliable performance of our websites and mobile application and our cloud-based solutions. The operation of these systems, and the consolidation of our websites, is complex and could result in operational failures. Interruptions or delays in these systems, or in the consolidation of our websites, whether due to system failures, computer viruses, physical or electronic break-ins, undetected errors, design faults or other unexpected events or causes, could affect the security or availability of our websites and mobile application and prevent our customers from accessing our websites and mobile application. If sustained or repeated, these performance issues could reduce the attractiveness of our products and services. In addition, the costs and complexities involved in consolidating our websites or expanding and upgrading our systems may prevent us from doing so in a timely manner and may prevent us from adequately meeting the demand placed on our systems. Any web or mobile platform interruption or inadequacy that causes performance issues or interruptions in the availability of our websites or mobile application could reduce consumer satisfaction and result in a reduction in the number of customers using our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

Our disaster recovery arrangements may be insufficient.

The occurrence of a natural disaster, power loss, telecommunications failure, data loss, computer virus, an act of terrorism, cyberattack, vandalism or sabotage, act of war or any similar event, or a decision to close the third-party data centers on which we normally operate or the facilities of any other third-party provider without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in the availability of our websites and mobile application. Cloud computing, in particular, is dependent upon having access to an Internet connection in order to retrieve data. If a natural disaster, global pandemic, (such as the COVID-19 pandemic), blackout or other unforeseen event were to occur that disrupted our ability to obtain an Internet connection, we may experience a slowdown or delay in our operations. While we have some limited disaster recovery arrangements in place, our preparations may not be adequate to account for disasters or similar events that may occur in the future and may not effectively permit us to continue operating in the event of any problems with respect to our systems or those of our third-party data centers or any other third-party facilities. Our disaster recovery and data redundancy plans may be inadequate, and our business interruption insurance may not be sufficient to compensate us for the losses that could occur. If any such event were to occur to our business, our operations could be impaired, which could have a material adverse effect on our business, financial condition, and results of operations.

The security of our and our partners' computer networks and databases containing personal information may be compromised.

In the ordinary course of business, we and our vendors collect, process, and store certain personal information and other data relating to individuals, such as our customers and employees, including customer payment card information. We rely substantially on commercially available systems, software, tools, and monitoring to provide security for our processing, transmission, and storage of personal information and other confidential information. We, or our vendors, may suffer a data compromise from hackers or other unauthorized parties who gain access to personal information or other data, including payment card data or confidential business information, which may not be discovered in a timely fashion. In addition, cyber-attacks such as ransomware attacks could lock us out of our information systems and disrupt our operations. operations, or the operations of the vendors or manufacturers on which we rely. The techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not identified until they are launched against a target, and we, and our vendors, may be unable to anticipate these techniques or to implement adequate preventative measures. We may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. As If our business partners have moved continue to remote work in response to the COVID-19 pandemic, remotely, they may be more vulnerable to cyber-attacks. In addition, our vendors, or other third parties with whom we do business may attempt to circumvent security measures in order to misappropriate personal information, confidential information, or other data, or may inadvertently release or compromise such data. Compromise of our data security by third parties with whom we do business, failure to prevent or mitigate the loss of personal or business information, and delays in detecting or providing prompt notice of any such compromise or loss may disrupt our operations, damage our reputation, and subject us to litigation, government action, or other additional costs and liabilities that could materially adversely affect our business, financial condition, and results of operations.

Risks Related to Our Intellectual Property

We may be unable to adequately protect our intellectual property rights.

We rely on trademark, copyright and patent law, trade secret protection, agreements and other methods with our employees and others to protect our proprietary rights. Effective intellectual property protection may not be available in every country and the protection of our intellectual property rights may require significant financial, managerial and operational expenditures. In addition, our efforts may not prevent third parties from infringing or misappropriating our intellectual property rights and any of our intellectual property rights could be challenged by others or invalidated through administrative processes or litigation. Our patent and trademark applications may never be granted and the process of obtaining patent protection is expensive and time-consuming. We may be unable to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. Even if issued, these patents may not adequately protect our intellectual property, as the legal standards relating to the validity, enforceability and scope of patent protection are uncertain. In addition, others may independently develop or otherwise acquire equivalent or superior technology. Our confidentiality agreements may not effectively prevent disclosure of our proprietary information, technologies and processes and may not provide an adequate remedy in the event of unauthorized disclosure of such information. We might be required to spend significant resources to monitor and protect our intellectual property rights and we may be unable to discover or determine the extent of any infringement, misappropriation or other violation of our intellectual property rights and other proprietary rights. Failure to protect our intellectual property rights or costs associated with such protection could have a material adverse effect on our business, financial condition, and results of operations.

We may be subject to intellectual property infringement claims or other allegations.

Third parties have from time to time claimed, and may claim in the future, that we have infringed their intellectual property rights. These claims, whether meritorious or not, could be time-consuming, result in considerable litigation costs, injunctions against us or the payment of damages or royalties by us, require significant amounts of management time or divert significant operational resources or cause expensive changes to our business model. In addition, we may be unable to obtain or utilize on terms that are favorable to us, or at all, licenses or other rights with respect to intellectual property we do not own. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims. Any payments we are required to make and any injunctions against us could materially adversely affect our business, financial condition, and results of operations.

Risks Related to Government Regulation and Legal Proceedings

We are subject to federal and state and foreign laws and regulations relating to privacy, data protection, advertising and consumer protection.

We rely on a variety of marketing techniques, including email and social media marketing and postal mailings, which are subject to various federal and state laws and regulations. A variety of federal and state laws and regulations also govern our collection, use, retention, sharing and security of consumer data, particularly in the context of the online advertising that we rely on to attract new customers. These laws and regulations are constantly evolving and subject to potentially differing interpretations, in particular from one jurisdiction to another, and may conflict with other laws and regulations. In addition, various federal and state legislative and regulatory bodies, or self-regulatory organizations, may expand current laws or regulations, enact new laws or regulations or issue revised rules or guidance regarding privacy, data protection, consumer protection, and advertising. For example, the State of California enacted the California Consumer Privacy Act of 2018 (the "CCPA"), which requires companies that process information on California residents make new disclosures to customers about the collection of their data, use and sharing practices, and allow customers to opt out of certain data sharing with third parties and provides a new cause of action for data breaches. Further, the California Privacy Rights Act (the "CPRA") significantly amends the CCPA and imposes additional data protection obligations on companies doing business in California, including additional consumer rights processes and opt outs for certain uses of sensitive data. It also creates a new California Privacy Protection Agency specifically tasked to enforce the law, which could result in increased regulatory scrutiny of businesses in the areas of data protection and security. Similar laws have been proposed in other states and at the federal level, and if passed, such laws may have potentially conflicting requirements that could make compliance challenging. Our practices and procedures to comply with these laws and regulations may not always be effective, particularly as the legal landscape continues to evolve. In addition, some of our internal processes are manual, which could result in employee error and internal compliance failures. Any failure, or perceived failure, to comply with our posted privacy policies or with any federal or state privacy or consumer protection-related laws, regulations, industry self-regulatory principles, industry standards or codes of conduct, regulatory guidance, orders to which we may be subject or other legal obligations relating to privacy or consumer protection could adversely affect our reputation, brand and business, and may result in claims, liabilities, proceedings or actions against us by governmental entities,customers, suppliers or others, or may require us to change our operations and/or cease using certain data. Any such claims, proceedings or actions could further harm our reputation and brand, force us to incur significant expenses in defense of such proceedings or actions, distract our management, increase our costs of doing business, result in a loss of customers and suppliers and result in the imposition of monetary penalties. We may also be contractually required to indemnify and hold harmless third parties from the costs or consequences of our non-

compliance non-compliance with any laws, regulations or other legal obligations relating to privacy or consumer protection or any inadvertent or unauthorized use or disclosure of data that we store or handle as part of operating our business. Any harm to our reputation or brand, being subject to regulatory action and incurring related fees, distraction of our management and loss of customers or suppliers could have a material adverse effect on our business, financial condition and results of operations.

We are subject to product safety, labor, or other laws.

The products we sell to our customers are subject to regulation by the Federal Consumer Product Safety Commission, the Federal Trade Commission, and similar state and international regulatory authorities. As such, our products could be subject to recalls and other remedial actions. Product safety, labeling, and licensing concerns may result in our voluntarily removing selected products from our inventory. Recalls or voluntary removal of products can result in, among other things, lost sales, diverted resources, potential harm to our reputation, increased customer service costs and legal expenses. In addition, some of the merchandise we sell may expose us to product liability claims, litigation or regulatory actions. Although we maintain liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms or at all. In addition, some of our agreements with our vendors may not indemnify us from product liability for a particular vendor’s merchandise or our vendors may not have sufficient resources or insurance to satisfy their indemnity and defense obligations. In addition, failure of our vendors to comply with applicable laws and regulations and contractual requirements could lead to litigation against us, resulting in increased legal expenses. Furthermore, the failure of any vendors to provide safe and humane factory conditions at their facilities could damage our reputation with our customers and result in legal claims against us. Our international relationships also require us to overcome logistical and other challenges based on differing languages, cultures, legal and regulatory schemes and time zones. Foreign labor laws, standards and customs may vary greatly from those in the U.S. The U.S. or foreign countries could enact legislation or impose regulations, including unfavorable labor regulations, tax policies or economic sanctions that could have an adverse impact on our ability to conduct our business in the countries in which we have relationships. The difficulties inherent in complying with labor, safety and other laws, or consequences resulting from any failure to comply with those laws could result in increased costs, disruptions in our relationships with our vendors, and harm to our brand and reputation, which could have a material adverse effect on our business, financial condition and results of operations.

We are subject to extensive governmental regulation.

We are subject to a broad range of federal, state, local, and foreign laws and regulations intended to protect public and worker health and safety, natural resources and the environment. Our operations, including our manufacturing partners, are subject to regulation by the Occupational Safety and Health Administration, the Food and Drug Administration, the Department of Agriculture and by various other federal, state, local and foreign authorities regarding the processing, packaging, storage, distribution, advertising, labeling and export of our products, including food safety standards. In addition, we and our manufacturing partners are subject to additional regulatory requirements, including environmental, health and safety laws and regulations administered by the U.S. Environmental Protection Agency, state, local and foreign environmental, health and safety legislative and regulatory authorities and the National Labor Relations Board, covering such areas as discharges and emissions to air and water, the use, management, disposal and remediation of, and human exposure to, hazardous materials and wastes, and public and worker health and safety. Violations of, or liability under, any of these laws and regulations may result in administrative, civil or criminal fines, penalties or sanctions against us, revocation or modification of applicable permits, licenses or authorizations, environmental, health and safety investigations or remedial activities, voluntary or involuntary product recalls, warning or untitled letters or cease and desist orders against operations that are not in compliance, among other things. Such laws and regulations generally have become more stringent over time and may become more so in the future, and we may incur (directly, or indirectly through our manufacturing partners) material costs to comply with current or future laws and regulations or in any required product recalls. Complying with the current laws and regulations, and potential future changes to these laws and regulations, or failing to comply with these laws and regulations, could impose significant limitations and/or require changes to our business, which may involve substantial expenses, make our business more costly and less efficient to conduct, and compromise our growth strategy, which could have a material adverse effect on our business, financial condition and results of operations.

We may be adversely affected by changes in tax laws, rules or regulations.

Existing tax laws, rules or regulations are subject to interpretation by tax authorities or amendment, repeal, or new enactments. For example, the 2018 U.S. Supreme Court decision in South Dakota v. Wayfair, Inc. required us to collect sales tax in many jurisdictions despite our lack of a physical presence in such jurisdictions. Also, the 2017 Tax Cuts and Jobs Act may limit our ability to use our substantial net operating losses to offset potential future taxable income, which is further dependent upon by our ability to generate taxable income before the expiration dates of the net operating losses, and we cannot predict with certainty when, or whether, we will generate sufficient taxable income to use all of our net operating losses. We are currently monitoring changes in the tax landscape, however, it is difficult to predict whether such changes could materially adversely affect our financial condition and results of operations.

Future Current and future litigation could have a material adverse effect on our business.

Lawsuits and other administrative, regulatory, or legal proceedings that may arise in the course of our operations can involve substantial costs, including the costs associated with investigation, litigation and possible settlement, judgment, penalty or fine. In addition, the stock market has recently experienced extreme price and volume fluctuations and companies have experienced fluctuations in their stock prices that have often been unrelated or disproportionate to their operating results. Under these circumstances, stockholders may sometimes institute securities class action litigation against such companies. Any litigation or other administrative, regulatory, or legal proceedings against us could result in substantial costs, and divert management’s attention and resources. Although we generally maintain insurance to mitigate certain costs, there can be no assurance that costs associated with lawsuits or other legal proceedings will not exceed the limits of our insurance policies. Moreover, we may be unable to continue to maintain our existing insurance at a reasonable cost, if at all, or to secure additional coverage, which may result in costs associated with lawsuits and other legal proceedings being uninsured. Our business, financial condition and results of operations could be materially adversely affected if fees associated with lawsuits or other legal proceedings or a judgment, penalty or fine is not fully or is only partially covered by insurance.

General Risk Related to Our Business

Our estimates or judgments relating to our critical accounting policies could prove to be incorrect.

We prepare our financial statements in accordance with U.S. GAAP, which requires our management to make estimates, judgments, and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities, and equity as of the date of the financial statements, and the amount of revenue and expenses, during the periods presented, that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our condensed consolidated financial statements include those related to determination of fair value of the Company's allowance for uncollectible accounts receivable, excess and obsolete inventory reserve, stock-based compensation, stand-alone selling price of Direct to Consumer offerings, and the fair value of right-of-use assets. If our assumptions change or if actual circumstances differ from those in our assumptions, our operating results could fall below the expectations of industry or financial analysts and investors, resulting in a decline in the trading price of our common stock.

We may be unable to accurately forecast our revenue and appropriately plan for our expenses in the future.

Revenue is difficult to forecast with certainty because it depends on a number of factors, some of which are outside of our control, including the volume, timing, and type of orders we receive and increased third party costs or transportation and freight costs. Many of these factors are uncertain and are likely to fluctuate significantly from period to period. We base our expense levels and investment plans on our estimates of revenues and gross margins, and many of our expenses, such as office leases, manufacturing costs and personnel costs, will be relatively fixed in the short term and will increase as we continue to make investments in our business and hire additional personnel. If our revenue forecasts do not cover our planned operating expenses, our business and future operating results will be materially adversely affected.

We have in the past and may in the future identify material weaknesses in our internal control over financial reporting.

In order to maintain effective internal control over financial reporting, we must perform system and process evaluations, document our controls and perform testing of our key controls over financial reporting to allow for management and our independent public accounting firm to report on the effectiveness of our internal control over financial reporting. In the past, we have identified material weaknesses in our internal control over financial reporting which we have remedied. If we, or our independent registered public accounting firm, identify deficiencies in our internal control over financial reporting in the future that are deemed to be material weaknesses, our investors could lose confidence in our reported financial information, we may be required to restate those financial statements, the market price of our stock may decline and we could be subject to lawsuits, sanctions or investigations by regulatory authorities, which would require additional financial and management resources and otherwise could have a material adverse effect on our business, financial condition or results of operations.

Certain of our key performance indicators are subject to inherent challenges in measurement, and real or perceived inaccuracies.

We track certain key performance indicators, including metrics such as total orders and average order value, and customer acquisition costs, with internal systems and tools. Estimates or similar metrics published by third parties may differ from our reported key performance indications, due to differences in sources, methodologies, or assumptions. For example, we rely on third-party marketing analytics systems to identify marketing spend by channel, which we then reconcile across a number of systems. In addition, we rely on third-party warehouse and fulfillment providers to communicate the receiving and shipping information that drives active customer count and related data. Our internal systems and tools have a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our key performance indicators, including the metrics or estimates that we publicly disclose. While these metrics or estimates are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring our key performance indicators. Some of these challenges include manual reconciliation of information provided by different input systems, resulting in undetected errors. If our key performance indicators are not accurate representations of our business, or if investors do not perceive our key performance indicators to be accurate, or if we discover material inaccuracies with respect to these numbers, our reputation may be significantly harmed, which could have a material adverse effect on our business, financial condition and results of operations.

We have a history of losses and we may be unable to achieve or sustain profitability.

We expect our operating expenses to increase over the next several years as we increase our advertising, expand into new markets, expand our offerings, hire additional personnel, incur additional expenses related to being a public company and continue to develop features on our websites and mobile applications. In particular, we intend to continue to invest substantial resources to grow and diversify our product offerings and in marketing to acquire new customers. Our operating expenses may also be adversely impacted by increased costs and delays in launching in new markets and expanding fulfillment center capacity, in particular as a result of the COVID-19 pandemic and other macro-economic conditions. capacity. Our future growth and operating performance must eventually offset our operating losses or we may not be able to achieve or sustain profitability.

We may fail to manage or integrate acquisitions of, or investments in, new or complementary businesses, facilities, technologies or products, or through strategic alliances.

From time to time, we may consider opportunities to acquire or make investments in complementary businesses, facilities, technologies, offerings, or products, or enter into strategic alliances, in order to enhance our capabilities, expand our outsourcing and supplier network, complement our current products or expand the breadth of our offerings. Acquisitions, investments and other strategic alliances involve numerous risks, including: problems integrating the acquired business, facilities, technologies, customers, partners or products, issues maintaining uniform standards, procedures, controls and policies; unanticipated costs; diversion of management's attention from our existing business; adverse effects on existing business relationships with suppliers, manufacturing partners, and retail partners; challenges with entering new markets in which we may have limited or no experience; potential loss of key employees of acquired businesses; and increased legal, accounting and compliance costs. Failure to integrate acquired businesses, facilities, technologies and products effectively could materially and adversely affect our business, financial condition, and results of operations.

Our operating flexibility may be limited by our credit facilities and debt instruments.

Our revolving credit facility and the indenture governing our 2025 Convertible Notes both limit our ability to, among other things: incur or guarantee additional debt; make certain investments and acquisitions; incur certain liens or permit them to exist; enter into certain types of transactions with affiliates; merge or consolidate with another company; and transfer, sell or otherwise dispose of assets, including our cash. In addition, if our stock price does not meet the conversion price of the 2025 Convertible Notes, then we will have to repay the principal of the 2025 Convertible Notes in cash, which we may not have available. Our revolving credit facility also contains covenants requiring us to satisfy certain financial covenants. These limitations, requirements and costs may affect our ability to obtain future financing, pursue attractive business opportunities, maintain flexibility in planning for, and reacting to, changes in business conditions, which could have a material adverse effect on our business, financial condition, and results of operations.

We may not be able to raise the capital we need to grow our business.

In the future, we could be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. We may sell common stock, convertible securities and other equity securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, investors in our common stock may be materially diluted. New investors in such subsequent transactions could gain rights, preferences and privileges senior to those of holders of our common stock. Debt financing, if available, may involve restrictive covenants and could reduce our operational flexibility or profitability. If we cannot raise funds on acceptable terms, we may be forced to raise funds on undesirable terms, or our business may contract or we may be unable to grow our business or respond to competitive pressures, any of which could have a material adverse effect on our business, financial condition, and results of operations.

Risks Relating to Ownership of Our Common Stock

Our stock price may be volatile or decline regardless of our operating performance.

The market price of our common stock may fluctuate significantly or decline in response to numerous factors, many of which are beyond our control, including: actual or anticipated fluctuations in our revenue and results of operations; financial projections we may provide to the public, any changes in these projections or our failure to meet these projections; failure of securities analysts to maintain coverage of BARK, changes in financial estimates or ratings by any securities analysts who follow BARK or our failure to meet the estimates or the expectations of investors; announcements by us or our competitors of significant acquisitions, strategic partnerships, joint ventures, or capital commitments; changes in operating performance and stock market valuations of other retail or technology companies generally, or those in our industry in particular; price and volume fluctuations in the overall stock market, including as a result of trends in the economy as a whole; trading volume of our common stock; the inclusion, exclusion or removal of our common stock from any indices; changes in members of our Board of Directors or management; transactions in our common stock by directors, officers, affiliates and other major investors; lawsuits threatened or filed against us; changes in laws or regulations applicable to our business; changes in our capital structure, such as future issuances of debt or equity securities; short sales, hedging and other derivative transactions involving our capital stock; general economic conditions in the U.S. or global markets; other events or factors, such as the COVID-19 a global pandemic, the war in the Ukraine, increased wars or other armed conflicts, inflation, bank failures, incidents of terrorism or responses to these events; and the other events or factors described in this “Risk Factors” section.

An active trading market for our common stock may not be sustained.

Our common stock is listed on the NYSE under the symbol “BARK.” An active trading market for our common stock may not be sustained. Accordingly, there may not be a liquid trading market in which to sell your shares of our common stock when desired or at acceptable prices.

Sales of shares by existing stockholders may cause our stock price to decline.

If our existing stockholders sell or indicate an intention to sell substantial amounts of our common stock in the public market, the trading price of our common stock could decline. In addition, shares underlying any outstanding options and restricted stock units will become eligible for sale if exercised or settled, as applicable, and to the extent permitted by the provisions of various vesting agreements and Rule 144 of the Securities Act. All the shares of common stock subject to stock options outstanding and reserved for issuance under our equity incentive plans have been registered on Form S-8 under the Securities Act and such shares are eligible for sale in the public markets, subject to Rule 144 limitations applicable to affiliates. If these additional shares are sold, or if it is perceived that they will be sold in the public market, the trading price of our common stock could decline.

Securities or industry analysts may not publish accurate or favorable research about BARK.

The trading market for our common stock is influenced in part by the research and reports that securities or industry analysts may publish about us, our business, our market, or our competitors. If one or more of the analysts initiate research with an unfavorable rating or downgrade our common stock, provide a more favorable recommendation about our competitors, or publish inaccurate or unfavorable research about our business, the price of our common stock could decline.

Our certificate of incorporation may prevent us from receiving the benefit of certain corporate opportunities.

The “corporate opportunity” doctrine provides that corporate fiduciaries, as part of their duty of loyalty to the corporation and its stockholders, may not take for themselves an opportunity that in fairness should belong to the corporation. Section 122(17) of the DGCL, however, expressly permits a Delaware corporation to renounce in its certificate of incorporation any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, specified business opportunities or specified classes or categories of business opportunities that are presented to the corporation or its officers, directors or stockholders. Article THIRTEENTH of our certificate of incorporation provides that doctrine of corporate opportunity shall not apply with respect to us or any of our officers or directors, or any of their respective affiliates. As a result, we may be not be offered certain corporate opportunities which could be beneficial to our company and our stockholders. While it is difficult at this time to predict how this provision may adversely impact our stockholders, it is possible that we could not be offered the opportunity to participate in a future transaction that might have resulted in a financial benefit to us, which could, in turn, result in a material adverse effect on our business, financial condition, results of operations, or prospects.

The Board has approved an amendment to our certificate of incorporation to remove the waiver and renunciation of corporate opportunities related to BARK, which will be submitted to our stockholders for adoption and approval at the 2024 annual meeting of stockholders.

Delaware law, our certificate of incorporation and bylaws may impede a merger, tender offer, or proxy contest.

Our certificate of incorporation and amended and restated bylaws contain provisions that could depress the trading price of our common stock by impeding a change in control of BARK or changes in our management that our stockholders may deem advantageous. These provisions include: a classified board; removal of directors only for cause or a super majority vote; super majority vote required to amend of certain provisions of our certificate of incorporation and any provisions of our bylaws; issuance of “blank check” preferred stock authorized; stockholders may not call special stockholder meetings; stockholder action by written consent prohibited; indemnification of our director and officers; Board of Directors is expressly authorized to make, alter, or repeal our bylaws; and advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

Substantially all disputes between BARK and our stockholders are subject to exclusive forum provisions.

Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our certificate of incorporation or our bylaws or any action asserting a claim against us that is governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in any of our securities shall be deemed to have notice of and consented to these provisions. These exclusive-forum provisions may limit a stockholder’s ability to bring a claim in a judicial forum of its choosing for disputes with us or our directors, officers or other employees, which may discourage lawsuits against us and our directors, officers and other employees. This choice of forum provision does not preclude or contract the scope of exclusive federal or concurrent jurisdiction for any actions brought under the Securities Act or the Exchange Act. Accordingly, our exclusive forum provision will not relieve us of our duties to comply with the federal securities laws and the rules and regulations thereunder, and our stockholders will not be deemed to have waived our compliance with these laws, rules and regulations.

We do not intend to pay dividends for the foreseeable future.

We currently intend to retain any future earnings to finance the operation and expansion of our business and we do not expect to declare or pay any dividends in the foreseeable future. Moreover, the terms of our revolving credit facility may restrict our ability to pay dividends, and any additional debt we may incur in the future may include similar restrictions. As a result, stockholders must rely on sales of their common stock after price appreciation as the only way to realize any future gains on their investment.

Ownership of our stock is concentrated among our current officers, directors and their respective affiliates.

Our existing executive officers, directors and their respective affiliates, together as a group, beneficially own a significant amount of the outstanding shares of our common stock. This group, if it acts together, could have the ability to influence matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions. As a result, this group could, for example, delay or prevent a change in control of BARK and the approval of certain transactions.

We may issue additional shares of common stock or other equity securities, which would dilute your ownership interests and could depress the market price of our common stock.

We currently have options, RSUs and warrants outstanding that are convertible into shares of our common stock. In addition, our 2025 Convertible Notes are convertible based on outstanding principal balance and accrued interest. We also have the ability to issue equity awards that are convertible into shares of our common stock under our 2021 Equity Incentive Plan and under our Employee Stock Purchase Plan, see Note 4 — Debt, and Note 5 6 — Stock-Based Compensation Plans, to our condensed consolidated financial statements set forth in this quarterly report on Form 10-Q. We may issue additional shares of common stock or other equity securities of equal or senior rank in the future in connection with, among other things, future acquisitions or repayment of outstanding indebtedness, without stockholder approval, in a number of circumstances. Our issuance of additional shares of common stock or other equity securities of equal or senior rank would dilute our existing shareholders and may cause the market price of our common stock to decline.

Risks Related to the 2025 Convertible Notes

Our obligation to redeem the 2025 Convertible Notes may not protect holders.

Our obligation to offer to redeem the 2025 Convertible Notes upon the occurrence of a fundamental change will be triggered only by certain specified transactions. The term “fundamental change” is limited to certain specified transactions and may not include other events that might adversely affect our financial condition or the market value of the 2025 Convertible Notes or our common stock. Our obligation to offer to redeem the new notes upon a fundamental change would not necessarily afford holders of the 2025 Convertible Notes protection in the event of a highly leveraged transaction, reorganization, merger or similar transaction involving us.

There is no existing public trading market for the 2025 Convertible Notes.

No market for the 2025 Convertible Notes exists and may not develop. Even if a market develops, it may not persist. We do not intend to apply for listing of the 2025 Convertible Notes on any securities exchange or other market. The liquidity of any trading market and the trading price of the 2025 Convertible Notes may be adversely affected by changes in our financial performance or prospects and by changes in the financial performance of or prospects for companies in our industry generally.

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

Not applicable. Recent Sales of Unregistered Securities and Use of Proceeds

None.

Issuer Purchases of Equity Securities

During the three months ended June 30, 2024, we repurchased $4.3 million of common stock, or approximately 3.0 million shares, under our repurchase program. As a result, $12.0 million remained available under the current authorization. A summary of our repurchases of common stock is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)	Approximate Dollar Value that May Yet be Purchased Under the Plans or Programs (in thousands)
April 1-30, 2024	—	$—	—	$—
May 1-31, 2024	—	—	—	—
June 1-30, 2024	3,002,432	1.43	3,002,432	4,286
Total	3,002,432	$1.43	3,002,432	$4,286

(1) On August 17, 2023 and June 3, 2024, the Company respectively announced that its Board had authorized a stock repurchase program, pursuant to which the Company may repurchase, from time to time, up to an aggregate of $7.5 million and $15.0 million, or $22.5 million in total, of BARK’s outstanding shares of common stock, exclusive of any fees, commissions or other expenses related to such repurchases, in open market transactions made in accordance with the provisions of Rule 10b-18 and/or Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, privately negotiated transactions or by other means in accordance with applicable securities laws. The Company’s stock repurchase programs may be limited or terminated at any time without prior notice.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Securities Trading Plans of Directors and Executive Officers

During the period covered by this report, none of the Company’s directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) has adopted or terminated a any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement or a non-Rule 10b5–1 trading arrangement (each arrangement” as defined in Item 408 of Regulation S-K under the 1934 Act).

Repurchase of $45.0 Million of 2025 Convertible Notes

On November 2, 2023, the Company repurchased $45.0 million of the $83.5 million of outstanding aggregate principal amount of 5.50% Convertible Secured Notes due 2025 (the "2025 Convertible Notes") from entities affiliated with Magnetar Financial, LLC (collectively, the "Holders"), pursuant to the terms and conditions of a negotiated notes purchase agreement (the "Agreement") among the Company and the Holders. See Note 4, "Debt," for additional details.

Pursuant to the Agreement, on November 2, 2023, the Company repurchased $45.0 million in aggregate principal amount of the 2025 Convertible Notes plus accrued and unpaid interest thereon to, but excluding, the repurchase date, from the Holders for a total cash purchase price of $44.4 million. If a Change of Control (as defined in the Indenture) of the Company occurs at any time after the date of the Agreement and prior to the December 1, 2025 maturity date of the Notes, the Holders are also entitled to receive an additional cash "true-up" payment from the Company, totaling, in the aggregate for all Holders, either (i) $11.3 million in the case that the Company elects to redeem all of the Notes outstanding at the time of such Change of Control or (ii) $4.5 million in the case that the Holders elect to require the Company to repurchase all of the 2025 Convertible Notes outstanding at the time of such Change of Control any other case, in each case, in accordance with the terms and conditions specified in the Agreement.

The foregoing description of the Agreement and the transactions contemplated thereby is not complete and is subject to, and qualified in its entirety by reference to, the executed Agreement, a copy of which is filed with this Form 10-Q as Exhibit 10.1 and the terms of which are incorporated herein by reference. Exchange Act.

ITEM 6. EXHIBITS

The following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report on Form 10-Q.

			Incorporated by Reference		
No.	**Description of Exhibit**	**Filed or Furnished Herewith**	**Form**	**File No.**	**Date Filed**
31.1	Certification of Principal Executive Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification of Principal Financial Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.3	Certification of Principal Accounting Officer Pursuant to Securities Exchange Act Rules 13a-14(a) and 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
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	X			
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	X			
32.3*	Certification of Principal Accounting Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101.INS	XBRL Instance Document	X			
101.SCH	XBRL Taxonomy Extension Schema Document				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	X			
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	X			
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	X			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X			
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				
*	The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of BARK, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.				

SIGNATURES

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

BARK, Inc.

February August 07, 2024 /s/ Matt Meeker

Matt Meeker

Chief Executive Officer

(Principal Executive Officer)

BARK, Inc.

February August 07, 2024 /s/ Zahir Ibrahim

Zahir Ibrahim

Chief Financial Officer

(Principal Financial Officer)

BARK, Inc.

February August 07, 2024 /s/ Brian Dostie

Brian Dostie

Vice President of Accounting, Controller

(Principal Accounting Officer)

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EXHIBIT 31.1

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

I, Matt Meeker, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2023 June 30, 2024 of BARK, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officers 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.

February August 07, 2024

/s/ Matt Meeker
Matt Meeker
Chief Executive Officer
(Principal Executive Officer)

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EXHIBIT 31.2

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

I, Zahir Ibrahim, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2023 June 30, 2024 of BARK, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officers 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.

February August 07, 2024

/s/ Zahir Ibrahim

Zahir Ibrahim

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 31.3

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

I, Brian Dostie, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended December 31, 2023 June 30, 2024 of BARK, Inc.;

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

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

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

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

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

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

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

5. The registrant's other certifying officers 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.

February August 07, 2024

/s/ Brian Dostie

Brian Dostie

Vice President of Accounting, Controller

(Principal Accounting Officer)

EXHIBIT 32.1

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

In connection with this quarterly report on Form 10-Q of BARK, Inc. (the "Company") for the quarter ended December 31, 2023 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Matt Meeker, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

February August 07, 2024

/s/ Matt Meeker

Matt Meeker

Chief Executive Officer

(Principal Executive Officer)

EXHIBIT 32.2

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

In connection with this quarterly report on Form 10-Q of BARK, Inc. (the "Company") for the quarter ended December 31, 2023 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Zahir Ibrahim, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

February August 07, 2024

/s/ Zahir Ibrahim

Zahir Ibrahim

Chief Financial Officer

(Principal Financial Officer)

EXHIBIT 32.3

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

In connection with this quarterly report on Form 10-Q of BARK, Inc. (the “Company”) for the quarter ended December 31, 2023 June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Brian Dostie, Principal Accounting Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

February August 07, 2024	/s/ Brian Dostie
	Brian Dostie
	Vice President of Accounting, Controller
	(Principal Accounting Officer)

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