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UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-QÂ â˜' QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Â For the quarterly period ended September 30, 2024â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934Commission File Number: 001-36449 TRUECAR, INC. (Exact name of registrant as specified in its charter)Delaware04-3807511(State or other jurisdiction ofincorporation or organization)Â (I.R.S. EmployerIdentification Number)225 Santa Monica Blvd, 12th Floor Santa Monica, California 90401 (800)Â 200-2000 (Address, including zip code, and telephone number, including area code, of registrantâ€™s principal executive offices)Â Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredCommon Stock, par value $0.0001 per shareTRUEThe Nasdaq Global Select MarketIndicate by check mark whether the registrant (1)Â has filed all reports required to be filed by SectionÂ 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)Â has been subject to such filing requirements for the past 90 days.Â Â Â Â YesÂ â˜' Â Â NoÂ Â â˜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 (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).Â Â Â Â Â YesÂ â˜' Â Â Â NoÂ Â â˜Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in RuleÂ 12b-2 of the Exchange Act. Large accelerated filerâ˜Accelerated filerâ˜'Non-accelerated filerâ˜Smaller reporting companyâ˜Emerging growth companyâ˜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. â˜Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Â Â Â YesÂ â˜Â NoÂ â˜'As of NovemberÂ 4, 2024, 86,958,087 shares of the registrantâ€™s common stock were outstanding.TRUECAR, INC.INDEXÂ Â PageÂ PART I - FINANCIAL INFORMATIONÂ ItemÂ 1.Â Condensed Consolidated Financial Statements (unaudited)5Â Condensed Consolidated Balance Sheets as of September 30, 2024 and December 31, 20235Â Condensed Consolidated Statements of Comprehensive Loss for the Three and Nine Months Ended September 30, 2024 and 20236Â Condensed Consolidated Statements of Stockholdersâ€™ Equity for the Three and Nine Months Ended September 30, 2024 and 20237Â Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2024 and 20239Â Notes to Condensed Consolidated Financial Statements11ItemÂ 2.Â Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations20ItemÂ 3.Â Quantitative and Qualitative Disclosures About Market Risk33ItemÂ 4.Â Controls and Procedures34Â PART II -Â OTHER INFORMATIONÂ ItemÂ 1.Â Legal Proceedings35ItemÂ 1A.Â Risk Factors35ItemÂ 2.Â Unregistered Sales of Equity Securities and Use of Proceeds74Item 5.Other Information75ItemÂ 6.Â Exhibits76Â SignaturesÂ 77SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), which statements involve substantial risks and uncertainties.Â Forward-looking statements generally relate to future events or our future financial or operating performance.Â Â In some cases, you can identify forward-looking statements because they contain words such as â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œmight,â€ â€œlikely,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œseeks,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€Â â€œwouldâ€ or similar expressions and the negatives of those terms.Â Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements about:â€¢our future financial performance and our expectations regarding our revenue, cost of revenue, gross profit or gross margin, operating expenses and ability to maintain or grow revenue, scale our business, generate cash flow, fulfill our mission and achieve and maintain future profitability;Â â€¢our ability to forecast our financial and operational performance;â€¢our relationship with key industry participants, including car dealers and automobile manufacturers;â€¢anticipated trends, demand rates and challenges in our business and in the markets in which we operate;â€¢our ability to successfully roll out our TrueCar+ offering and other new offerings, provide a compelling value proposition to consumers using such offerings and integrate our current and future offerings into such experiences;â€¢our ability to anticipate market needs and develop new and enhanced products and services to meet those needs and to successfully monetize those products and services;â€¢the success and long-term effects of the strategic restructuring that we committed to in June 2023;â€¢maintaining and expanding our customer base in key geographies, including our ability to maintain or increase the number of high-volume brand dealers in our network generally and in key geographies;â€¢the lingering effects of the coronavirus pandemic on our business;â€¢our ability to mitigate the financial effect of the termination of our partnership with USAA Federal Savings Bank in 2020;â€¢our ability to maintain and grow our existing additional affinity partner relationships, and to attract new affinity partners to offer our services to their members;â€¢our reliance on our third-party service providers;Â â€¢the impact of competition in our industry and innovation by our competitors;Â â€¢our anticipated growth and growth strategies, including our ability to maintain or increase close rates and the rate at which site visitors prospect with a TrueCar certified dealer;Â â€¢our ability to successfully maintain or increase dealer subscription rates and manage dealer churn;â€¢our ability to attract significant automobile manufacturers to participate, and remain participants, in our incentive programs;â€¢our ability to anticipate or adapt to future changes in our industry;Â Â â€¢the impact on our business of seasonality, cyclical trends affecting the overall economy and actual or threatened severe weather events or public health events;Â â€¢our ability to hire and retain necessary qualified employees;Â â€¢our continuing ability to provide customers with access to our products;Â â€¢our ability to maintain and scale our technical infrastructure and leverage our technology platform to enhance our customer experience and launch new product offerings;â€¢the evolution of technology affecting our products, services and markets;Â â€¢our ability to adequately protect our intellectual property;Â â€¢the outcome, and effect on our business, of litigation to which we are a party, including our ability to settle any such litigation;Â â€¢our ability to navigate changes in domestic or international economic, political or business conditions, including supply shortages, such as automotive semiconductors, changes in interest rates, consumer demand and import tariffs;â€¢our ability to stay abreast of, and in compliance with, new or modified laws and regulations that currently apply or may become applicable to our business, including newly-enacted and rapidly-changing privacy, data protection and net neutrality laws and regulations and changes in applicable tax laws and regulations;Â â€¢the continued expense and administrative workload associated with being a public company;Â â€¢our ability to maintain an effective system of internal controls necessary to accurately report our financial results and prevent fraud;Â â€¢our liquidity and working capital requirements;1â€¢the estimates and estimate methodologies used in preparing our consolidated financial statements;â€¢the future trading prices of our common stock and the impact of securities analystsâ€™ reports on these prices;â€¢our plans to pursue acquisitions, divestitures, investments and other similar transactions;â€¢our ability to use the proceeds of the ALG divestiture in a manner that maximizes shareholder value;â€¢the extent to which we repurchase our common stock under our share repurchase plan and the effect of these repurchases on long-term stockholder value, the volatility and trading price of our common stock and our cash reserves;â€¢our ability to effectively and timely integrate our operations with those of any business we acquire, including Digital Motors, and related factors, including the difficulties associated with such integration (such as the difficulties, challenges and costs associated with managing and integrating new facilities, assets and employees) and the achievement of the anticipated benefits of such integration;â€¢the preceding and other factors discussed in Part II, Item 1A, â€œRisk Factors,â€ and in other reports we may file with the Securities and Exchange Commission from time to time; andâ€¢the factors set forth in Part I, Item 2, â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.â€We caution you that the foregoing list may not contain all of the forward-looking statements made in this Quarterly Report on Form 10-Q. Forward-looking statements involve known and unknown risks, uncertainties

and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We discuss these risks in greater detail in the section entitled â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q.Â Given these uncertainties, you should not place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.2SUMMARY OF RISKS AFFECTING OUR BUSINESSOur business is subject to numerous risks and uncertainties, including those highlighted in the section titled â€œRisk Factorsâ€ later in this Quarterly Report on Form 10-Q. These risks include, but are not limited to, the following:â€¢Our business is subject to risks related to the larger automotive ecosystem, including recent low automobile inventory supply levels, which have adversely impacted our business, results of operations and prospects.â€¢If our lead quality or quantity declines, our unit volume could as well, and dealers could leave our network or insist on lower subscription rates, which could reduce our revenue and harm our business.â€¢If we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers using these offerings, integrating our current and future offerings into such experiences or monetizing them, our business and prospects could be adversely affected.â€¢Actions that we have taken in the past and may take in the future to restructure our business in alignment with our strategic priorities may not be as effective as anticipated.â€¢The growth of our business relies significantly on our ability to maintain and increase the revenues that we derive from dealers in our network of TrueCar Certified Dealers. Failure to do so would harm our financial performance.â€¢The loss of a critical mass of dealers, either nationally or in any given geographic area, could deprive us of the data we need to provide certain of our key features, our inventory supply and certain key elements of our functionality, any of which would negatively affect our business. â€¢We may not be able to provide a compelling car-buying experience to our users, which could cause the number of transactions between our users and dealers, and therefore our revenues, to decline.â€¢Economic and other conditions that impact consumer demand for automobiles, including interest rates, inflation, fuel prices and the impacts of public health events, may have a material adverse effect on our business, financial condition and results of operations.â€¢The failure to attract manufacturers to participate in our incentive programs, or to induce them to remain participants in those programs, could reduce our growth or adversely affect our operating results.â€¢Our cash and cash equivalents could be adversely affected if the financial institutions in which we hold our cash and cash equivalents fail.â€¢A significant reduction in units attributable to our affinity partners, such as the decrease in our unit volume following the termination of our partnership with USAA Federal Savings Bank in 2020, would reduce our revenue and harm our operating results.â€¢If key industry participants, including car dealers or automobile manufacturers perceive us in a negative light or our relationships with them suffer harm, our ability to grow and our financial performance may be damaged.â€¢Our business could be adversely affected by executive turnover and other transitions in our senior management team. An inability to navigate these transitions and attract, retain and integrate new management and other personnel could harm our business.â€¢We rely on relationships with data providers and may experience interruptions in the data feeds they provide, which could adversely affect our current and future product offerings, including TrueCar+, to users and dealers as well as the timeliness of the information we provide, and which may impair our ability to attract or retain consumers and dealers and to timely invoice dealers and otherwise negatively affect our business.â€¢We rely on internet search engines to drive traffic to our website, and if we fail to appear prominently in the search results, our traffic would decline, and our business would be adversely affected.â€¢The success of our business relies heavily on our marketing and branding efforts, especially with respect to the TrueCar website and our branded mobile applications, as well as those efforts of the affinity group marketing partners whose websites we power, and these efforts may not be successful.â€¢If consumers and dealers do not respond positively to our branding, our financial performance and our ability to grow unique visitor traffic and expand our dealer network could be negatively affected.3â€¢We are subject to a complex framework of regulations, many of which are unsettled, still developing and contradictory, which have in the past, and could in the future, subject us to claims, challenge our business model or otherwise harm our business.â€¢We collect, process, store, share, disclose and use personal information and other data, and our actual or perceived failure to protect this information and data could damage our reputation and brand and harm our business and operating results.â€¢We face litigation and are party to legal proceedings that could have a material adverse effect on our business, financial condition, results of operations and cash flows.â€¢Our number of unique visitors, revenue and operating results fluctuate due to seasonality.â€¢We may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which could cause our stock price to decline.4TRUECAR,Â INC.CONDENSED CONSOLIDATED BALANCE SHEETS(in thousands, except par value and share data)(Unaudited)Â September 30, 2024December 31, 2023AssetsÂ Â Current assetsÂ Cash and cash equivalents (includes restricted cash of $1,855 at December 31, 2023)$114,509Â $136,964Â Accounts receivable, net of allowances of $812 and $1,118 at September 30, 2024 and December 31, 2023, respectively16,522Â 18,264Â Prepaid expenses6,555Â 6,067Â Other current assets2,710Â 1,787Â Total current assets140,296Â 163,082Â Property and equipment, net16,385Â 18,880Â Operating lease right-of-use assets2,682Â 10,132Â Intangible assets, net3,568Â 8,375Â Other assets4,598Â 3,851Â Total assets$167,529Â $204,320Â Liabilities and Stockholdersâ€™ EquityÂ Â Current liabilitiesÂ Â Accounts payable$7,742Â $6,875Â Accrued employee expenses4,993Â 6,667Â Operating lease liabilities, current2,285Â 3,240Â Accrued expenses and other current liabilities14,912Â 12,196Â Total current liabilities29,932Â 28,978Â Operating lease liabilities, net of current portion9,262Â 11,169Â Other liabilities347Â 3,958Â Total liabilities39,541Â 44,105Â Commitments and contingencies (NoteÂ 5)Stockholdersâ€™ EquityÂ Â Preferred stockÂ â€” $0.0001 par value; 20,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; no shares issued and outstanding at September 30, 2024 and December 31, 2023â€”Â â€”Â Common stockÂ â€” $0.0001 par value; 1,000,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; 88,506,616 and 91,091,541 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively9Â 9Â Additional paid-in capital715,476Â 722,504Â Accumulated deficit(587,497) (562,298)Total stockholdersâ€™ equity127,988Â $160,215Â Total liabilities andÂ stockholdersâ€™ equity$167,529Â $204,320Â See accompanying notes to condensed consolidated financial statements.5TRUECAR,Â INC.Â CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS(in thousands except per share data)(Unaudited)Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420232023Revenues$46,544Â $41,146Â $129,391Â $117,419Â Costs and operating expenses:Cost of revenue (exclusive of depreciation and amortization presented separately below)7,736Â 3,813Â 17,481Â 11,590Â Sales and marketing 25,049Â 23,153Â 71,076Â 77,099Â Technology and development7,179Â 9,341Â 22,735Â 35,349Â General and administrative9,560Â 9,525Â 34,484Â 33,099Â Depreciation and amortization4,408Â 4,894Â 13,677Â 13,176Â Total costs and operating expenses53,932Â 50,726Â 159,453Â 170,313Â Loss from operations(7,388)(9,580)(30,062)(52,894)Interest income1,560Â 1,706Â 4,876Â 5,044Â Loss before income taxes(5,828) (7,874)(25,186)(47,850)Provision for income taxes3Â 1Â 13Â 14Â Net loss$(5,831)$(7,875)(25,199)(47,864)Net loss per share, basic and diluted(0.06)(0.09)(0.28)$(0.54)Weighted average common shares outstanding, basic and diluted90,323Â 90,176Â 91,133Â 89,407Â Other comprehensive loss:Â Â Comprehensive loss$(5,831)$(7,875)$(25,199)$(47,864)See accompanying notes to condensed consolidated financial statements.6TRUECAR,Â INC.Â CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY(in thousands except share data)(Unaudited)Â Nine Months Ended September 30, 2024Â CommonÂ StockÂ AccumulatedDeficitStockholdersâ€™EquityÂ SharesAmountAPICBalance at December 31, 202391,091,541Â $9Â $722,504Â $(562,298)$160,215Â Net lossâ€”Â â€”Â â€”Â (5,848)(5,848)Stock-based compensationâ€”Â â€”Â 2,822Â â€”Â 2,822Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes482,197Â â€”Â (1,156)â€”Â (1,156)Balance at March 31, 202491,573,738Â $9Â $724,170Â $(568,146)$156,033Â Net loss â€”Â â€”Â â€”Â (13,520)(13,520)Repurchase of common stock, including excise tax(425,009)â€”Â (1,222)â€”Â (1,222)Stock-based compensationâ€”Â â€”Â 3,366Â â€”Â 3,366Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes875,255Â â€”Â (773)â€”Â (773)Balance at June 30, 202492,023,984Â $9Â $725,541Â $(581,666)$143,884Â Net lossâ€”Â â€”Â â€”Â (5,831)(5,831)Repurchase of common stock, including excise tax(3,875,069)â€”Â (12,587)â€”Â (12,587)Stock-based compensationâ€”Â â€”Â 3,140Â â€”Â 3,140Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes357,701Â â€”Â (618)â€”Â (618)Balance at September 30, 202488,506,616Â $9Â $715,476Â $(587,497)$127,988Â 7Nine Months Ended September 30, 2023Â CommonÂ StockÂ AccumulatedDeficitStockholdersâ€™EquityÂ SharesAmountAPICBalance at December 31, 202288,439,088Â $9Â $709,790Â $(512,532)$197,267Â Net lossâ€”Â â€”Â â€”Â (19,565)(19,565)Stock-based compensationâ€”Â â€”Â 4,930Â â€”Â 4,930Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes622,680Â â€”Â (1,006)â€”Â (1,006)Balance at March 31, 202389,061,768Â $9Â $713,714Â $(532,097)$181,626Â Net lossâ€”Â â€”Â â€”Â (20,424)(20,424)Stock-based compensationâ€”Â â€”Â 4,116Â â€”Â 4,116Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes903,574Â â€”Â (1,009)â€”Â (1,009)Balance at June 30, 202389,965,342Â $9Â $716,821Â $(552,521)$164,309Â Net lossâ€”Â â€”Â â€”Â (7,875)(7,875)Stock-based compensationâ€”Â â€”Â 3,477Â â€”Â 3,477Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes577,274Â â€”Â (37)â€”Â (37)Balance at September 30, 202390,542,616Â $9Â $720,261Â $(560,396)$159,874Â See accompanying notes to condensed consolidated financial statements.8TRUECAR,Â INC.Â CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)(Unaudited)Â Nine Months Ended September 30,Â 20242023Cash flows from operating activitiesÂ Â Net loss$(25,199)$(47,864)Adjustments to reconcile net loss to net cash provided by (used in) operating activities:Â Â Depreciation and amortization13,677Â 13,176Â Bad debt expense and other reserves510Â 465Â Stock-based compensation8,774Â 11,872Â Increase in the fair value of contingent consideration liability281Â 771Â Amortization of lease right-of-use assets642Â 2,350Â Impairment of right-of-use assets 6,880Â 2,376Â Other noncash expense781Â 382Â Changes in operating assets and liabilities:Accounts receivable1,232Â (725)Prepaid expenses and other assets(2,245)1,471Â Accounts payable820Â 1,254Â Accrued employee expenses(1,566)742Â Operating lease liabilities(3,072)(3,173)Accrued expenses and other current liabilities331Â 245Â Other liabilitiesâ€”Â 43Â Net cash provided by (used in) operating activities1,846Â (16,615)Cash flows from investing activitiesÂ Â Purchase of property and equipment(6,151)(9,469)Net cash used in investing activities(6,151)(9,469)Cash flows from financing activitiesÂ Â Payment of contingent consideration liability(1,610)(1,908)Proceeds from exercise of common stock options61Â 502Â Taxes paid related to net share settlement of equity awards(2,608)(2,554)Payments for the repurchase of common stock(13,993)â€”Â Net cash used in financing activities(18,150)(3,960)Net decrease in cash, cash equivalents and restricted cash(22,455)(30,044)Cash, cash equivalents and restricted cash at beginning of period136,964Â 175,518Â Cash, cash equivalents and restricted cash at end of period$114,509Â $145,474Â See accompanying notes to condensed consolidated financial statements.9TRUECAR,Â INC.Â CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(in thousands)(Unaudited)(Continued)Nine Months Ended September 30,20242023Supplemental disclosures of non-cash activitiesStock-based compensation capitalized for software development$554Â $651Â Capitalized assets included in accounts payable, accrued employee expenses and other accrued expenses779Â 1,009Â See accompanying notes to condensed consolidated financial statements.10TRUECAR, INC.Â NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(Unaudited)1.Â Â Â Â Organization and Nature of BusinessTrueCar, Inc. is an internet-based information, technology, and communication services company. TrueCar, Inc. and its wholly owned subsidiaries, TrueCar Dealer Solutions, Inc., Digital Motors Corporation, and TrueCar Wholesale Solutions, Inc. are collectively referred to as â€œTrueCarâ€ or the â€œCompanyâ€; TrueCar Dealer Solutions, Inc. is referred to as â€œTCDS,â€ Digital Motors Corporation is referred to as â€œDigital Motors,â€ and TrueCar Wholesale Solutions, Inc. is referred to as â€œTCWS.â€ TrueCar was incorporated in the state of Delaware in February 2005 and began business operations in April 2005. Its principal corporate offices are located in Santa Monica, California.TrueCar is a digital automotive marketplace that (i) provides pricing transparency about what other people paid for their cars and enables consumers to engage with TrueCar Certified Dealers who are committed to providing a superior purchase experience; (ii) empowers TrueCar Certified Dealers to attract these informed, in-market consumers in a cost-effective, accountable manner; and (iii) allows automobile manufacturers (â€œOEMsâ€) to more effectively target their incentive spending at deep-in-market consumers during their purchase process. TrueCar has established a diverse software ecosystem on a common technology infrastructure, powered by proprietary data and analytics. Consumers access TrueCarâ€™s platform through the TrueCar.com website and TrueCar mobile applications or through the car buying websites and mobile applications that TrueCar operates for its affinity group marketing partners (â€œAuto Buying Programsâ€). An affinity group is comprised of a network of members or employees that provides discounts to its members.Through its subsidiary, TCDS, the Company provides its Trade and Payments solutions. TCDS also supports the Companyâ€™s Sell Your Car product. The Sell Your Car and Trade solutions give consumers information on the value of the vehicle they wish to sell or trade-in and enables them to obtain a guaranteed trade-in price before setting foot in the dealership. This valuation is, in turn, backed by a guarantee to dealers that the vehicles will be repurchased at the indicated price if the dealer does not want to keep them. The Companyâ€™s Payments solution helps consumers calculate accurate monthly payments.2.Â Â Â Â Summary of Significant Accounting PoliciesBasis of PresentationThe Companyâ€™s unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) for quarterly reports on Form 10-Q and ArticleÂ 10-01 of RegulationÂ S-X. Accordingly, some information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Companyâ€™s management, the accompanying unaudited condensed consolidated financial statements and notes have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2023, and include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the interim periods presented. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Form 10-K filed with the SEC on February 22, 2024.Â Principles of ConsolidationThe accompanying condensed consolidated financial statements include the accounts of TrueCar and its wholly owned subsidiaries. Business acquisitions are included in the Companyâ€™s condensed consolidated financial statements from the date of the acquisition. The Companyâ€™s purchase accounting results in all assets and liabilities of acquired businesses being recorded at their estimated fair values on the acquisition dates. All intercompany balances and transactions have been eliminated in consolidation.11Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Assets and liabilities that are subject to judgment and use of estimates include sales allowances and allowances for doubtful accounts, contract assets, the fair value of assets and liabilities assumed in business combinations, the recoverability and related impairment of long-lived assets, valuation allowances with respect to deferred tax assets, useful lives associated with property and equipment and intangible assets, measurement of right-of-use assets and operating lease liabilities, contingencies, and the valuation and assumptions underlying stock-based compensation awards. On an ongoing basis, the Company evaluates its estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities. In addition, the Company engaged valuation specialists to assist with managementâ€™s determination of the fair values related to right-of-use assets and lease liabilities, assets and liabilities assumed in business combinations, and performance-based stock units.SegmentsThe Company has one operating segment. From January 1, 2024 through September 30, 2024, the Companyâ€™s chief operating decision maker (the â€œCODMâ€) was comprised solely of the President and Chief Executive Officer (â€œCEOâ€) who managed the Companyâ€™s operations based on consolidated financial information for purposes of evaluating financial performance and allocating resources.The CODM reviews financial information on a consolidated basis, accompanied by information about dealer revenue, OEM incentive revenue, and other revenue (Note 9). All of the Companyâ€™s principal operations, decision-making functions and assets are located in the United States.Cash and Cash EquivalentsThe Company considers all highly liquid investments purchased with an original or remaining maturity at the date of purchase of three months or less to be cash equivalents. At September 30, 2024 and December 31, 2023, cash and cash equivalents were comprised primarily of cash held in money market funds and checking accounts. At December 31, 2023, cash and cash equivalents included restricted cash used to collateralize a letter of credit to secure certain of the Companyâ€™s obligations under one of its office leases, which has since been terminated (Note 5).Allowance for Doubtful AccountsThe Company determines its allowance for doubtful accounts based on historical write-off experience and specific circumstances that make it likely that recovery will not occur. The Company reviews the allowance for doubtful accounts periodically and assesses the aging of account balances, with an emphasis on those that are past due over ninety days. Account balances are charged off against the allowance when the

Company determines that it is probable the receivable will not be recovered.The Company considers the need to adjust historical information to reflect the extent to which the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The primary current and future economic indicators that the Company uses to develop its current estimate of expected credit losses include the current and forecast U.S. Gross Domestic Product.The Company calculates the expected credit losses on a pool basis for those trade receivables that have similar risk characteristics. For those trade receivables that do not share similar risk characteristics, the allowance for doubtful accounts is calculated on an individual basis. Risk characteristics relevant to the Companyâ€™s accounts receivable include revenue billing model and aging status.12The following table summarizes the changes in the allowance for doubtful accounts and sales allowances (in thousands): Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Allowances, at beginning of period$860Â $1,172Â $1,118Â $1,073Â Charged as a reduction of revenue621Â 585Â 1,598Â 2,081Â Charged to bad debt expense in general and administrative expenses141Â 125Â 510Â 465Â Write-offs, net of recoveries(810)(881)(2,414)(2,618)Allowances, at end of period$812Â $1,001Â $812Â $1,001Â The Companyâ€™s assessment considered business and market disruptions impacting its customers and estimates of expected emerging credit and collectability trends. The continued volatility in market conditions and interest rates are difficult to predict, causing variability and volatility that may have a material impact on the Companyâ€™s allowance for credit losses in future periods.Recent Accounting PronouncementsIn November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires public companies, including entities with a single reportable segment, to disclose information about their reportable segmentsâ€™ significant expenses and other items on an interim and annual basis to provide more transparency about the expenses they incur from revenue generating business units. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis, with early adoption permitted. The Company does not expect the adoption of the new standard to have a material effect on its consolidated financial statements, other than expanded segment disclosures.3.Â Â Â Â Fair Value MeasurementsFair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:â€¢Level 1 â€” Quoted prices in active markets for identical assets, liabilities, or funds.â€¢Level 2 â€” Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities.â€¢Level 3 â€” Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items.The Company recorded a contingent consideration liability upon the acquisition of Digital Motors in 2022. The contingent consideration is measured at fair value and is based on significant inputs not observable in the market which include the probability of achieving certain future targets. This represents a Level 3 measurement within the fair-value hierarchy. The valuation of contingent consideration uses assumptions the Company believes a market participant would make. The Company assesses these estimates on an ongoing basis as it obtains additional data impacting the assumptions. Changes in the fair value of contingent consideration related to updated assumptions and estimates are recognized within the condensed consolidated statements of comprehensive loss. During the second quarter of 2023 the Company amended the purchase agreement in connection with its Restructuring Plan (Note 5) such that the future targets were considered 100% achieved, and as a result, there were no significant unobservable inputs used to measure the contingent consideration liability as of September 30, 2024.13The following table summarizes the Companyâ€™s assets and liabilities measured at fair value on a recurring basis at September 30, 2024 and December 31, 2023 by level within the fair value hierarchy. The current and non-current portions of contingent consideration reside within â€œAccrued expenses and other current liabilitiesâ€ and â€œOther liabilitiesâ€, respectively, within the condensed consolidated balance sheet. These assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):Â At September 30, 2024At December 31, 2023Â Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueAssets:Cash equivalents$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â Total assets$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â At September 30, 2024At December 31, 2023Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueLiabilities:Contingent consideration, current$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $1,981Â $1,981Â Contingent consideration, non-currentâ€”Â â€”Â â€”Â â€”Â 3,611Â 3,611Â Total liabilities$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $5,592Â $5,592Â Contingent Consideration ObligationsThe following table summarizes the changes in the contingent consideration obligation related to the Companyâ€™s acquisition of Digital Motors (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Fair value, beginning of period$3,771Â $5,316Â $5,592Â $6,661Â Cash paymentsâ€”Â â€”Â (2,000)(2,000)Changes in fair value102Â 116Â 281Â 771Â Fair value, end of period$3,873Â $5,432Â $3,873Â $5,432Â 4.Â Â Â Â Property and Equipment, netProperty and equipment consisted of the following at September 30, 2024 and December 31, 2023 (in thousands):Â September 30, 2024December 31, 2023Computer equipment and internally developed software$84,154Â $87,830Â Furniture and fixtures962Â 1,527Â Leasehold improvements4,918Â 8,694Â Â 90,034Â 98,051Â Less: Accumulated depreciation(73,649)(79,171)Total property and equipment, net$16,385Â $18,880Â Included in the table above are property and equipment of $0.8Â million and $1.0Â million at September 30, 2024 and December 31, 2023, respectively, which are capitalizable but had not yet been placed in service. These balances were comprised primarily of capitalized software not ready for its intended use.14Total depreciation and amortization expense of property and equipment was $2.8Â million and $3.3Â million for the three months ended September 30, 2024 and 2023, respectively. Total depreciation and amortization expense of property and equipment was $8.9Â million and $9.2Â million for the nine months ended September 30, 2024 and 2023, respectively.Amortization of internal use capitalized software development costs was $2.7Â million and $2.8Â million for the three months ended September 30, 2024 and 2023, respectively. Amortization of internal use capitalized software development costs was $8.5Â million and $8.4Â million for the nine months ended September 30, 2024 and 2023, respectively.5.Â Â Â Â Commitments and ContingenciesReorganizationIn June 2023, the Company committed to a restructuring plan (the â€œRestructuring Planâ€) in furtherance of its efforts to enhance productivity and efficiency, preserve profitability and streamline its organizational structure to better align operations with its long-term commitment to providing an enhanced consumer experience. The Company recorded restructuring costs of approximately $7.2Â million during the year ended December 31, 2023 in connection with the Restructuring Plan. The Company did not record any restructuring costs during the nine months ended September 30, 2024 related to the Restructuring Plan and does not expect to incur significant additional charges in future periods related to the Restructuring Plan.The following table presents a roll forward of the Restructuring Plan costs liability for the nine months ended September 30, 2024 (in thousands):Restructuring Costs LiabilityAccrual at December 31, 2023$951Â Expenseâ€”Â Cash Payments(951)Accrual at September 30, 2024$â€”Â Legal ProceedingsFrom time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. When the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. The Company continuously assesses the potential liability related to the Companyâ€™s pending litigation and revises its estimates when additional information becomes available.On April 10, 2024, the Company notified Mani Brothers Portofino Plaza (DE), LLC, a Delaware limited liability company (the â€œLandlordâ€) that the Company was exercising its right to terminate a lease for office space (the "Lease") located at 1401 Ocean Avenue, Santa Monica, California (the â€œPremisesâ€) effective immediately, following the Landlord's breach of the Lease and related conduct by the Landlord. Also on April 10, 2024, the Company filed a lawsuit in Los Angeles Superior Court, seeking a declaratory judgment that its termination of the Lease was justified under applicable California law, along with certain other relief. A letter of credit with a principal amount of $1,750,000 (the â€œLetter of Creditâ€) secured the Companyâ€™s obligations under the Lease. As described in Note 2, the full principal amount of the Letter of Credit was collateralized by restricted cash. On April 18, 2024, the Landlord notified both the Company and the bank that issued the Letter of Credit that the Landlord was drawing down the full amount available under the Letter of Credit. The drawdown on the Letter of Credit was completed on April 25, 2024 and the Company has applied the payment as a reduction to the lease liability. The Company vacated and returned possession of the Premises on April 30, 2024. On May 8, 2024, the Landlord filed a cross-complaint against the Company alleging breach of contract as a result of the Companyâ€™s termination of the Lease and seeking an unspecified amount of damages. As of September 30, 2024, the Company has fully impaired the right-of-use asset associated with the lease of $6.8Â million in accordance with FASB ASC 360 â€” Property, Plant, and Equipment. At September 30, 2024, the lease liability of $7.1Â million remains on the condensed consolidated balance sheet and will remain until the matter is legally resolved in accordance with FASB ASC 405 â€” Liabilities. The Company will continue to recognize lease cost for the accretion of interest on the lease liability until the matter is resolved.The Company intends to vigorously defend its position that the lease was appropriately terminated.15Employment ContractsThe Company has entered into employment contracts with certain executives of the Company. Employment under these contracts is at-will employment. However, under the provisions of the contracts, the Company would incur severance obligations of up to twelve months of the executiveâ€™s annual base salary for certain events such as involuntary terminations. IndemnificationsIn the ordinary course of business, the Company may provide indemnities of varying scope and terms to customers, vendors, lessors, investors, directors, officers, employees and other parties with respect to certain matters, including, but not limited to, losses arising out of the Companyâ€™s breach of such agreements, services to be provided by the Company, or intellectual property infringement claims made by third parties. While the Companyâ€™s future obligations under certainÂ of theseÂ agreementsÂ may contain limitations on liability for indemnification, other agreements do not contain such limitations and under such agreements it is not possible to predict the maximum potential amount of future payments due to the conditional nature of the Companyâ€™s obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under such indemnities have not had a material effect on the Companyâ€™s business, financial condition, results of operations or cash flows. Additionally, the Company does not believe that any amounts that it may be required to pay under these indemnities in the future will be material to the Companyâ€™s business, financial position, results of operations, or cash flows.Â 6.Â Â Â Â Stock-based AwardsStock OptionsA summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024 is as follows:Â NumberÂ ofOptionsWeighted-Average Exercise PriceWeighted-AverageRemainingContractual LifeÂ Â Â (in years)Outstanding â€” December 31, 20232,240,898Â $10.65Â 3.1Grantedâ€”Â â€”Â Â Exercised(22,727)2.68Â Â Forfeited/expired(873,422)12.37Â Â Outstanding â€” September 30, 20241,344,749Â $9.67Â 3.7At September 30, 2024, total remaining stock-based compensation expense for unvested stock option awards was $0.1Â million, which is expected to be recognized over a weighted-average period of 0.5 years. For the three months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of less than $0.1Â million and $0.2Â million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of $0.2Â million and $0.9Â million, respectively.16Restricted Stock UnitsActivity in connection with restricted stock units is as follows for the nine months ended September 30, 2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20235,763,510Â $2.94Â Granted3,480,100Â 3.45Â Vested(2,153,845)3.13Â Forfeited(1,103,038)3.23Â Non-vested â€” September 30, 20245,986,727Â $3.12Â At September 30, 2024, total remaining stock-based compensation expense for non-vested restricted stock units was $17.3Â million, which is expected to be recognized over a weighted-average period of 2.7 years. For the three months ended September 30, 2024 and 2023, the Company recorded $2.0Â million and $2.4Â million in stock-based compensation expense for restricted stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $6.1Â million and $8.9Â million in stock-based compensation expense for restricted stock units, respectively.Performance Stock UnitsActivity in connection with performance stock units is as follows for the nine months ended September 30, 2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20232,518,556Â $4.18Â Granted1,231,577Â 4.39Â Vested(364,837)5.99Â Forfeited(131,555)5.25Â Non-vested â€” September 30, 20243,253,741Â $4.01Â At September 30, 2024, total remaining stock-based compensation expense for non-vested performance stock units was $6.1Â million, which is expected to be recognized over a weighted-average period of 2.1 years. For the three months ended September 30, 2024 and 2023, the Company recorded $0.9Â million and $0.7Â million in stock-based compensation expense for performance stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $2.5Â million and $2.1Â million in stock-based compensation expense for performance stock units, respectively.Stock-based Compensation CostThe Company recorded stock-based compensation cost relating to stock options, restricted stock units, and performance stock units in the following categories on the accompanying condensed consolidated statements of comprehensive loss (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320Cost of revenue$66Â $44Â $180Â $148Â Sales and marketing434Â 493Â 1,349Â 3,215Â Technology and development496Â 1,031Â 1,524Â 3,028Â General and administrative1,957Â 1,705Â 5,721Â 5,481Â Total stock-based compensation expense2,953Â 3,273Â 8,774Â 11,872Â Amount capitalized to internal software use187Â 204Â 554Â 651Â Total stock-based compensation cost$3,140Â $3,477Â $9,328Â $12,523Â 177.Â Â Â Â Income TaxesIn determining quarterly provisions for income taxes, the Company uses the annual estimated effective tax rate applied to the actual year-to-date loss, adjusted for discrete items, if any, that are taken into account in the relevant period. The Companyâ€™s annual estimated effective tax rate differs from the statutory rate primarily as a result of state taxes and changes in the Companyâ€™s valuation allowance.The Company recorded income tax expense of less than $0.1Â million for the three and nine months ended September 30, 2024 and 2023. The Companyâ€™s provision for income taxes for the three and nine months ended September 30, 2024 and 2023 reflects state income tax expense. The Company continues to maintain a full valuation allowance as it is more likely than not that the Companyâ€™s net deferred tax assets will not be realized.There were no material changes to the Companyâ€™s unrecognized tax benefits in the nine months ended September 30, 2024, and the Company does not expect to have significant changes to unrecognized tax benefits through the end of the fiscal year. The Company is subject to United States federal and state taxation. Due to the presence of net operating loss carryforwards, all income tax years remain open for examination by the Internal Revenue Service (the â€œIRSâ€) and various state taxing authorities. The Company is not currently under IRS or state tax examination.8.Â Â Â Â Net Loss Per ShareThe following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320Net loss$(5,831)$(7,875)$(25,199)$(47,864)Weighted average common shares outstanding, basic and diluted90,323Â 90,176Â 91,133Â 89,407Â Net loss per share, basic and diluted(0.06)(0.09)(0.28)(0.54)The following table presents the number of anti-dilutive shares excluded from the calculation of diluted loss per share at September 30, 2024 and 2023 (in thousands):Â September 30,Â 20242023Options to purchase common stock1,345Â 2,394Â Unvested restricted stock units5,987Â 6,790Â Unvested performance stock units3,254Â 2,647Â Total shares excluded from net loss per share10,586Â 11,831Â 18Share Repurchase ProgramIn July 2020, the Companyâ€™s board of directors authorized an open market stock repurchase program (the â€œProgramâ€) of up to $75Â million to allow for the repurchase of shares of the Companyâ€™s common stock through September 30, 2022. In MayÂ 2021, the Companyâ€™s board of directors increased the authorization of the Program by an additional $75Â million, bringing the total authorization to $150Â million. In July 2022, the Companyâ€™s board of directors extended the expiration of the Program until September 30, 2024. In February 2024, the Program had a remaining authorization of $45.8Â million and the Companyâ€™s board of directors increased the authorization of the Program by $54.2Â million, bringing the total remaining authorization to $100Â million, as well as extended the expiration of the program until December 31, 2026. The timing and amount of any repurchases will be determined by Company management based on its evaluation of market conditions and other factors. Repurchases of the Companyâ€™s common stock may be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws, open market purchases, privately-negotiated transactions, block purchases, or otherwise in accordance with applicable federal securities laws. The Program may be suspended or discontinued at any time and does not obligate the Company to purchase any minimum

number of shares. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 3,875,069 and 4,300,078 shares under the Program for $12.4Â million and $13.7Â million, respectively, which excludes excise tax imposed under the Inflation Reduction Act of $0.1Â million for the three and nine months ended September 30, 2024. During the three and nine months ended September 30, 2023, the Company had no share repurchases. As of September 30, 2024, the Company had a remaining authorization of $86.3Â million for future share repurchases.9.Â Â Â Â Revenue InformationDisaggregation of RevenueThe Company disaggregates revenue into three revenue streams: dealer revenue, OEM incentives revenue, and other revenue. The following table presents the Companyâ€™s revenue categories during the periods presented (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420230Dealer revenue$41,957Â $36,068Â $116,559Â $107,553Â OEM incentives revenue4,376Â 4,944Â 12,248Â 9,490Â Other revenue211Â 134Â 584Â 376Â Total revenues$46,544Â $41,146Â $129,391Â $117,419Â Contract BalancesThe Companyâ€™s contract asset balance for estimated variable consideration to be received upon the occurrence of subsequent vehicle sales is included within other current assets and is distinguished from accounts receivable in that these amounts are conditional upon subsequent sales and not only upon the passage of time. Substantially all of the contract asset balances of $0.9Â million at December 31, 2023 were transferred to accounts receivable during the nine months ended September 30, 2024 as vehicle sales occurred, with no significant changes in the estimate. A contract asset of $1.0Â million and $0.9Â million was recorded as of September 30, 2024 and December 31, 2023, respectively, for leads delivered where consideration to be received was still conditional upon subsequent vehicle sales.10.Â Â Â Â Subsequent EventsFrom October 1, 2024 through November 4, 2024, the Company repurchased and retired 1,706,749 shares under the open market stock repurchase program for $6.2Â million. Following these repurchases, the Company had a remaining authorization of $80.2Â million for future share repurchases.19ItemÂ 2.Â Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and related notes thereto included in Item 1 â€œFinancial Statementsâ€ in this Quarterly Report on Form 10-Q. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties, and assumptions. Our actual results and timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those discussed in the section titled â€œRisk Factorsâ€ included elsewhere in this Quarterly Report on Form 10-Q. Â See â€œSpecial Note Regarding Forward-Looking Statements.â€OverviewTrueCar is a leading automotive digital marketplace that enables car buyers to connect to our network of Certified Dealers. We are building the industryâ€™s most personalized and efficient car buying experience as we seek to bring more of the purchasing process online.We have established a diverse software ecosystem on a common technology infrastructure, powered by proprietary data and analytics. Our company-branded platform is available on our TrueCar website and mobile applications. In addition, we customize and operate our platform on a co-branded basis for our many affinity group marketing partners, including financial institutions such as Navy Federal and PenFed; membership-based organizations such as Consumer Reports, Samâ€™s Club, and AAA; and employee buying programs for large enterprises such as IBM and Walmart. We enable users to obtain market-based pricing data on new and used cars, and to connect with our network of TrueCar Certified Dealers. We also allow automobile manufacturers, known in the industry as OEMs, to connect with TrueCar users during the purchase process and efficiently deliver targeted incentives to consumers.We benefit consumers by providing information related to what others have paid for a make, model, and trim of car in their area and price offers on actual vehicle inventory, which we refer to as VIN-based offers, from our network of TrueCar Certified Dealers. VIN-based offers provide consumers with price offers for specific vehicles from specific dealers. We benefit our network of TrueCar Certified Dealers by enabling them to attract these informed, in-market consumers in a cost-effective, accountable manner, which we believe helps them to sell more cars profitably. We benefit OEMs by allowing them to more effectively target their incentive spending at deep-in-market consumers during their purchase process.Our network of TrueCar Certified Dealers consists primarily of new car franchises, representing all major makes of cars, as well as independent dealers selling used vehicles. TrueCar Certified Dealers operate in all 50 states and the District of Columbia. Our subsidiary, TCDS, provides our Trade and Payments solutions. TCDS also supports our Sell Your Car product. Our Sell Your Car and Trade solutions give consumers information on the value of the vehicle they wish to sell or trade-in. Consumers using our Sell Your Car or TrueCar+ Trade products are provided with a conditional offer, which we refer to as a True Cash Offer, for their vehicle, all through our online platform. True Cash Offers are determined by TCWS, and, where applicable, are backed by a guarantee from TCWS to the dealer that the vehicle will be repurchased at the indicated price if the dealer does not wish to keep it. Our Payments solution helps consumers calculate accurate monthly payments to streamline the consumerâ€™s experience from shopping to showroom.During the three months ended September 30, 2024, we generated revenues of $46.5Â million and recorded a loss of $5.8Â million. During the three months ended September 30, 2023, we generated revenues of $41.1Â million and recorded a loss of $7.9Â million, including approximately $1.8 million in charges in connection with the realignment of the Companyâ€™s leadership structure beginning in September 2023. During the nine months ended September 30, 2024, we generated revenues of $129.4Â million and recorded a loss ofÂ $25.2Â million. During the nine months ended September 30, 2023, we generated revenues of $117.4Â million and recorded a loss of $47.9Â million, including approximately $8.9 million in charges in connection with the realignment of the Companyâ€™s leadership structure beginning in the third quarter of 2023 as well as charges associated with the Restructuring Plan undertaken in June 2023.20Market EnvironmentThe macroeconomic environment has caused and will likely continue to cause significant economic disruptions to the Companyâ€™s business. Economic uncertainty, resulting in part from the coronavirus pandemic, limited new vehicle inventories, rising vehicle costs and the automotive chip shortage, has affected our business, operations and financial results as reflected in the decline in revenues in previous years. While our revenues increased during the nine months ended September 30, 2024, numerous uncertainties remain and we may not sustain such increases or may experience negative effects on our results of operations, financial condition and cash flows in the future. In late June 2024, CDK Global (â€œCDKâ€) experienced a cybersecurity incident and suspended several key systems, which negatively impacted the operations and profitability of many of our dealer customers. Before that, OEMs had been forced to cut production because of supply-chain disruption and the global automotive semiconductor chip shortage. The ensuing automobile inventory shortage resulted in significant unmet demand, with automotive dealers seeing some incoming new car shipments presold. At the same time, wider economic inflation led to the Federal Reserve raising interest rates. The expectation that interest rates will remain relatively high for the foreseeable future, will likely continue to impact the U.S. economy. While the Federal Reserve cut interest rates in September 2024 for the first time since 2020 and has signaled potential additional cuts in the near future, the timing and magnitude of these cuts as well as how much this will impact the broader economy and consumer sentiment is uncertain. Domestically, consumers remain concerned about inflation. Despite strong employment, higher prices and concerns about the economy are negatively weighing on consumer sentiment and spending. The resumption of student loan payments in the second half of 2023 and high interest rates could also reduce consumer demand. Dealers may reduce inventory in response to prolonged high interest rates due to higher financing costs. Lower inventory, along with pressure on consumer demand, may impact the decision of our current network of Certified Dealers and OEMs to cancel or pause our services and product offerings and could discourage new dealers and OEMs from joining our network. Refer to Part II, Item 1A, Risk Factors, for additional disclosures of risks related to the macroeconomic climate, the lingering effects of the coronavirus pandemic, the global automotive semiconductor chip shortage, inflation and interest rates.21Key MetricsWe regularly review a number of key metrics to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make operating and strategic decisions.Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420230Average Monthly Unique Visitors6,862,059Â 8,058,367Â 7,436,985Â 8,349,586Â Units (1)94,619Â 82,851Â 262,426Â 241,965Â Monetization$490Â $495Â $491Â $484Â Franchise Dealer Count8,303Â 8,097Â 8,303Â 8,097Â Independent Dealer Count3,106Â 3,406Â 3,106Â 3,406Â (1)We issued full credits of the amount originally invoiced with respect to 920 units and 1,044 units during the three months ended September 30, 2024 and 2023, respectively. We issued full credits of the amount originally invoiced with respect to 2,759 units and 3,480 units during the nine months ended September 30, 2024 and 2023, respectively. The number of units has not been adjusted downwards related to units credited as discussed in the description of the unit metric below.Average Monthly Unique VisitorsWe define a monthly unique visitor as an individual who has visited our website, our landing page on our affinity group marketing partner sites, or our mobile applications within a calendar month. We identify unique visitors through cookies for browser-based visits on either a desktop computer or mobile device and through device IDs for mobile application visits. In addition, if a TrueCar.com user logs in, we supplement their identification with their log-in credentials to attempt to avoid double counting on TrueCar.com across devices, browsers and mobile applications. If an individual accesses our service using different devices or different browsers on the same device within a given month, the first access through each such device or browser is counted as a separate monthly unique visitor, except where adjusted based upon TrueCar.com log-in information. We calculate average monthly unique visitors as the sum of the monthly unique visitors in a given period, divided by the number of months in the period. We view our average monthly unique visitors as a key indicator of the growth in our business and audience reach, the strength of our brand, and the visibility of car-buying services to the member base of our affinity group marketing partners.The number of average monthly unique visitors decreased 14.8% to approximately 6.9 million in the three months ended September 30, 2024 from approximately 8.1 million in the same period of 2023. The number of average monthly unique visitors decreased 10.9% to approximately 7.4 million in the nine months ended September 30, 2024 from approximately 8.3 million in the same period of 2023 primarily due to leaning into affinity partners with efficient sales channels and by using a more targeted approach to customer-acquisition spend.UnitsWe define units as the number of automobiles purchased from TrueCar Certified Dealers that are matched to users of TrueCar.com, our TrueCar-branded mobile applications or the car-buying sites and mobile applications we maintain for our affinity group marketing partners. A unit is counted after we have matched the sale to a TrueCar user with a TrueCar Certified Dealer. We view units as a key indicator of the health of our business, the effectiveness of our product and the size and geographic coverage of our network of TrueCar Certified Dealers.On occasion, we issue credits to our TrueCar Certified Dealers with respect to units sold. However, we do not adjust our unit metric for these credits as we believe that in most cases a vehicle has in fact been purchased through our platform given the high degree of accuracy of our sales matching process. Credits are most frequently issued to a dealer that claims that it had a pre-existing relationship with a purchaser of a vehicle, and we determine whether we will issue a credit based on a number of factors, including the facts and circumstances related to the dealer claim and the level of claim activity at the dealership. In most cases, we issue credits in order to maintain strong business relations with the dealer and not because we have made an erroneous sales match or billing error. The decrease in the number of full credits issued during the period is primarily due to a shift toward subscription-based billing, which resulted in a decrease in dealers billed on a pay-per-sale model.22The number of units increased 14.2% to 94,619 units in the three months ended September 30, 2024 from 82,851 units in the three months ended September 30, 2023. The number of units increased 8.5% to 262,426 units in the nine months ended September 30, 2024 from 241,965 units in the nine months ended September 30, 2023. The unit increase is primarily related to affinity partners. MonetizationWe define monetization as the average transaction revenue per unit, which we calculate by dividing all of our transaction revenue (dealer revenue and OEM incentives revenue) in a given period by the number of units in that period. Our monetization decreased slightly to $490 for the three months ended September 30, 2024 as compared to $495 for the three months ended September 30, 2023. Our monetization increased slightly to $491 for the nine months ended September 30, 2024 as compared to $484 for the nine months ended September 30, 2023. The changes in monetization are primarily due to fluctuations in units and OEM incentives revenue.Franchise Dealer CountWe define franchise dealer count as the number of franchise dealers in the network of TrueCar Certified Dealers at the end of a given period. This number is calculated by counting the number of brands of new cars sold at each individual location, or rooftop, regardless of the size of the dealership that owns the rooftop. The network is comprised of dealers with a range of unit sales volume per dealer, with dealers representing certain brands consistently achieving higher than average unit sales volume. We view our ability to increase our franchise dealer count, particularly dealers representing high volume brands, as an indicator of our market penetration and the likelihood of converting users of our platform into unit sales. Our TrueCar Certified Dealer network includes independent non-franchised dealers that primarily sell used cars and are not included in franchise dealer count.Our franchise dealer count was 8,303 at September 30, 2024, an increase from 8,097 at September 30, 2023 and 8,232 at December 31, 2023. The increase in franchise dealer count year over year is primarily due to the increase in new vehicle inventory, resulting in franchise dealers increasing their spending on marketing.Independent Dealer CountWe define independent dealer count as the number of dealers in the network of TrueCar Certified Dealers at the end of a given period that exclusively sell used vehicles. This number is calculated by counting each location, or rooftop, individually, regardless of the size of the dealership that owns the rooftop. Our independent dealer count was 3,106 at September 30, 2024, a decrease from 3,406 at September 30, 2023, and a decrease from 3,268 at December 31, 2023. The decrease in independent dealer count is primarily due to ongoing industry consolidations, with some of our independent dealers being acquired, along with prioritizing franchise activations during the three months ended September 30, 2024.23Non-GAAP Financial MeasuresAdjusted EBITDA is a financial measure that is not calculated in accordance with generally accepted accounting principles in the United States, or GAAP. We define Adjusted EBITDA as net loss adjusted to exclude interest income, depreciation and amortization, stock-based compensation, changes in the fair value of contingent consideration liability, impairment of right-of-use (â€œROUâ€) assets, interest accretion for terminated leases, restructuring charges, and income taxes. We have provided below a reconciliation of Adjusted EBITDA to net loss, the most directly comparable GAAP financial measure. Adjusted EBITDA should not be considered as an alternative to net loss or any other measure of financial performance calculated and presented in accordance with GAAP. In addition, our Adjusted EBITDA measure may not be comparable to similarly titled measures of other organizations as they may not calculate Adjusted EBITDA in the same manner as we calculate this measure.Â We use Adjusted EBITDA as an operating performance measure as it is (i) an integral part of our reporting and planning processes; (ii) used by our management and board of directors to assess our operational performance, and together with operational objectives, as a measure in evaluating employee compensation and bonuses; and (iii) used by our management to make financial and strategic planning decisions regarding future operating investments. We believe that using Adjusted EBITDA facilitates operating performance comparisons on a period-to-period basis because it excludes variations primarily caused by changes in the excluded items noted above. In addition, we believe that Adjusted EBITDA and similar measures are widely used by investors, securities analysts, rating agencies and other parties in evaluating companies as measures of financial performance and debt service capabilities.Our use of Adjusted EBITDA has limitations as anÂ analytical tool, and you should not consider it in isolation or as a substitute for analysis of ourÂ results as reported under GAAP. Some of these limitations are:â€¢Adjusted EBITDA does not reflect the receipt of interest or the payment of income taxes;Â â€¢Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;Â â€¢although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditures or any other contractual commitments;â€¢Adjusted EBITDA does not consider the potentially dilutive impact of shares issued or to be issued in connection with stock-based compensation;â€¢Adjusted EBITDA does not reflect changes in the fair value of our contingent consideration liability;â€¢Adjusted EBITDA does not reflect impairment charges on our ROU assets associated with subleasing;â€¢Adjusted EBITDA does not reflect interest accretion for the terminated office lease at 1401 Ocean Avenue, Santa Monica, California;â€¢Adjusted EBITDA does not reflect the charges associated with the Restructuring Plan initiated and completed in the second quarter of 2023 to improve efficiency and reduce expenses or a realignment of the Companyâ€™s leadership structure initiated in the third quarter of 2023; andâ€¢other companies, including companies in our own industry, may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including our net loss, our other GAAP results, and various cash flow metrics. In addition, in evaluating Adjusted EBITDA, you should be aware that in the future we will incur expenses such as those that are the subject of adjustments in deriving Adjusted EBITDA, and you should not infer from our presentation of Adjusted EBITDA that our future results will not be affected by these expenses or any unusual or non-recurring items.24The following table presents a reconciliation of net loss to Adjusted EBITDA for each of the periods presented:Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420230Â (in thousands)Reconciliation of Net Loss to Adjusted EBITDA:Â Â Net loss$(5,831)$(7,875)$(25,199)$(47,864)Non-GAAP adjustments:Â Interest income(1,560)(1,706)(4,876)(5,044)Depreciation and amortization4,408Â 4,894Â 13,677Â 13,176Â Stock-based compensation2,953Â 3,273Â 8,774Â 11,872Â Change in fair value of contingent consideration liability102Â 116Â 281Â 771Â Impairment of right-of-use (â€œROUâ€) assets (1)â€”Â 323Â 6,880Â 2,376Â Interest accretion for terminated lease (2)125Â â€”Â 210Â â€”Â Restructuring charges (3)â€”Â 1,806Â 1,474Â 8,947Â Provision for income taxes3Â 1Â 13Â 14Â Adjusted EBITDA$200Â $832Â $1,234Â $(15,752)(1)The excluded amount represents impairment charges on our ROU assets associated with certain of our existing office

locations. We consider these charges to be unrelated to our underlying results of operations and believe that their exclusion is appropriate to facilitate period-to-period operating performance comparisons.(2)The excluded amounts represent the accretion of interest on the lease liability associated with the terminated office lease at 1401 Ocean Avenue, Santa Monica, California. We consider these charges to be unrelated to our underlying results of operations and believe that their exclusion is appropriate to facilitate period-to-period operating performance comparisons.(3)The excluded amounts represent charges associated with the realignment of the Companyâ€™s leadership structure beginning in the third quarter of 2023 as well as charges associated with the Restructuring Plan undertaken in the second quarter of 2023 to improve efficiency and reduce expenses. We consider these charges to be unrelated to our underlying results of operations and believe that their exclusion is appropriate to facilitate period-to-period operating performance comparisons.25Components of Operating ResultsÂ RevenuesOur revenues are comprised primarily of dealer revenue and OEM incentives revenue. We recognize transaction revenue for certain of our Auto Buying Program and OEM incentives arrangements at the time introductions and incentives are delivered based upon expected subsequent vehicle sales between the Auto Buying Program user and the dealer. Costs and Operating ExpensesCost of Revenue (exclusive of depreciation and amortization). Cost of revenue includes expenses related to the fulfillment of our services, consisting primarily of data costs and licensing fees paid to third-party service providers and expenses related to operating our website and mobile applications, including those associated with hosting fees, data processing costs required to deliver introductions to our network of TrueCar Certified Dealers, employee costs related to certain dealer operations, wholesale vehicle acquisition costs, marketing spend on behalf of TrueCar Marketing Solutions (â€œTCMSâ€) customers, and facilities costs. Cost of revenue excludes depreciation and amortization of software costs and other hosting and data infrastructure equipment used to operate our platforms, which are included in the depreciation and amortization line item on our condensed consolidated statements of comprehensive loss.Sales and Marketing. Sales and marketing expenses consist primarily of digital customer acquisition and digital advertising; media production costs; affinity group partner marketing fees, which also include loan subvention costs where we pay certain affinity group marketing partners a portion of consumersâ€™ borrowing costs for car loan products offered by these affinity group marketing partners; and marketing sponsorship programs. In addition, sales and marketing expenses include employee-related expenses for sales, customer support, marketing and public relations employees, including salaries, bonuses, benefits, severance, and stock-based compensation expenses; third-party contractor fees; and facilities costs. Marketing and advertising costs promote our services and are expensed as incurred, except for media production costs, which are expensed the first time the advertisement is aired.Technology and Development. Technology and development expenses consist primarily of employee-related expenses, including salaries, bonuses, benefits, severance, and stock-based compensation expenses; third-party contractor fees; facilities costs; software costs; and costs associated with our product development, product management, research and analytics, and internal IT functions.General and Administrative. General and administrative expenses consist primarily of employee-related expenses, including salaries, bonuses, benefits, severance, and stock-based compensation expenses for executive, finance, accounting, legal, and human resources functions. General and administrative expenses also include legal, accounting, and other third-party professional service fees, bad debt, impairment of ROU assets, and facilities costs.Depreciation and Amortization. Depreciation consists primarily of depreciation expense recorded on property and equipment. Amortization expense consists primarily of amortization recorded on intangible assets, capitalized software costs and leasehold improvements.Interest Income. Interest income consists of interest earned on our cash, cash equivalents and restricted cash.Provision for Income Taxes. We are subject to federal and state income taxes in the United States. We provided a full valuation allowance against our net deferred tax assets at September 30, 2024 and December 31, 2023, as it is more likely than not that some or all of our deferred tax assets will not be realized. As a result of the valuation allowance, our income tax expense is significantly less than the federal statutory rate of 21%. For the nine months ended September 30, 2024 and 2023, our provision for income taxes reflects state income tax expense.26Results of OperationsThe following table sets forth our selected consolidated statements of operations data for each of the periods indicated:Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023(in thousands)Consolidated Statements of Operations Data:Â Â Revenues$46,544Â $41,146Â $129,391Â $117,419Â Costs and operating expenses:Â Cost of revenue (exclusive of depreciation and amortization presented separately below)7,736Â 3,813Â 17,481Â 11,590Â Sales and marketing 25,049Â 23,153Â 71,076Â 77,099Â Technology and development7,179Â 9,341Â 22,735Â 35,349Â General and administrative9,560Â 9,525Â 34,484Â 33,099Â Depreciation and amortization4,408Â 4,894Â 13,677Â 13,176Â Total costs and operating expenses53,932Â 50,726Â 159,453Â 170,313Â Loss from operations(7,388)(9,580)(30,062)(52,894)Interest income1,560Â 1,706Â 4,876Â 5,044Â Loss before income taxes(5,828)(7,874)(25,186)(47,850)Provision for income taxes3Â 1Â 13Â 14Â Net loss$(5,831)$(7,875)$(25,199)$(47,864)Other Non-GAAP Financial Information:Â Â Adjusted EBITDA$200Â $832Â $1,234Â $(15,752)27Comparison of the Three and Nine Months Ended September 30, 2024 and 2023RevenuesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (in thousands)Dealer revenue$41,957Â $36,068Â $116,559Â $107,553Â OEM incentives revenue4,376Â 4,944Â 12,248Â 9,490Â Other revenue211Â 134Â 584Â 376Â Total revenues$46,544Â $41,146Â $129,391Â $117,419Â Three months ended September 30, 2024 compared to three months ended September 30, 2023. Total revenues increased $5.4 million, or 13.1%, for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. The increase was primarily due to an increase in dealer revenue driven by a $3.3 million increase in franchise dealer revenue, $2.3 million from the expansion of TCWS, net the corresponding decrease in Sell Your Car revenue, and $1.0 million due to the introduction of TCMS products. The increase in dealer revenue was partially offset by a $0.6 million decrease in independent dealer revenue. OEM incentives revenue decreased $0.6 million due to a particularly heavy marketing and generous incentive offers for one program during the third quarter of 2023, which didnâ€™t recur in the third quarter of 2024. Dealer revenue, OEM incentives revenue, and Other revenue represented 90.1%, 9.4%, and 0.5%, respectively, of revenues for the three months ended September 30, 2024 as compared to 87.7%, 12.0%, and 0.3%, respectively, for the same period in 2023.Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. Total revenues increased $12.0 million, or 10.2%, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. The increase was primarily due to an increase in dealer revenue, driven by a $7.5 million increase in franchise dealer revenue, $3.0 million from the expansion of TCWS, net the corresponding decrease in Sell Your Car revenue, and $1.6 million from the introduction of TCMS products. The increase in dealer revenue was partially offset by a $1.8 million decrease in independent dealer revenue. OEM incentives revenue increased $2.5 million, driven by the activation of new incentive programs. Dealer revenue, OEM incentives revenue, and Other revenue represented 90.1%, 9.5%, and 0.4%, respectively, of revenues for the nine months ended September 30, 2024 as compared to 91.6%, 8.1%, and 0.3%, respectively, for the same period in 2023.Costs and Operating ExpensesCost of Revenue (exclusive of depreciation and amortization)Â Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (dollars in thousands)Cost of revenue (exclusive of depreciation and amortization)$7,736Â $3,813Â $17,481Â $11,590Â Cost of revenue (exclusive of depreciation and amortization) as a percentage ofÂ revenues16.6Â %9.3Â %13.5Â %9.9Â %Three months ended September 30, 2024 compared to three months ended September 30, 2023. Cost of revenue increased $3.9 million, or 102.9%, for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. The increase was primarily due to the cost of acquiring wholesale vehicles as we expand TCWS, in addition to marketing costs associated with the introduction of TCMS products. We expect cost of revenue to increase along with the growth of TCWS and TCMS products.Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. Cost of revenue increased $5.9 million, or 50.8%, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. The increase was primarily due to the cost of acquiring wholesale vehicles as we expand TCWS in addition to costs associated with the introduction of TCMS products.28Sales and Marketing ExpensesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (dollars in thousands)Sales and marketing expenses$25,049Â $23,153Â $71,076Â $77,099Â Sales and marketing expenses as a percentage of revenues53.8Â %56.3Â %54.9Â %65.7Â %Three months ended September 30, 2024 compared to three months ended September 30, 2023. Sales and marketing expenses increased $1.9 million, or 8.2%, for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. The increase primarily reflects a $1.7Â million increase in revenue share paid to our affinity marketing partners, a $0.4 million increase in recurring employee-related expenses and a $0.4 million increase in branded media spend. The increase is partially offset by a decrease of $0.4 million in expenses associated with the realignment of the Companyâ€™s leadership structure beginning in September 2023. Revenue share that we pay to our affinity marketing partners is tied to revenue and units and will fluctuate along with those results. We expect branded media spend to continue to fluctuate as changes in the overall market environment impacts conversion rates and the efficiency of branded media spend. We expect to incur incremental branded media expenses to support TrueCar+ and other initiatives. Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. Sales and marketing expenses decreased $6.0 million, or 7.8%, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. The decrease primarily reflects a $5.2Â million decrease in recurring employee-related expenses, a $2.2Â million decrease in expenses associated with the Restructuring Plan, a $0.7 million decrease in software costs, and a $0.4 million decrease in other marketing costs. The decrease is partially offset by an increase of $2.7 million in revenue share paid to our affinity marketing partners. Revenue share that we pay to our affinity marketing partners is tied to revenue and units and will fluctuate along with those results.Technology and Development ExpensesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (dollars in thousands)Technology and development expenses$7,179Â $9,341Â $22,735Â $35,349Â Technology and development expenses as a percentage of revenues15.4Â %22.7Â %17.6Â %30.1Â %Capitalized software costs$2,084Â $2,396Â $6,268Â $9,582Â Three months ended September 30, 2024 compared to three months ended September 30, 2023. Technology and development expenses decreased $2.2 million, or 23.1%, for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. The decrease was primarily due to a $0.8Â million decrease in expenses associated with the September 2023 realignment of the Companyâ€™s leadership structure, a $0.8Â million decrease in recurring employee-related expenses, and a $0.3Â million decrease in hosting costs and software expense. Capitalized software costs decreased by $0.3 million, primarily due to a $0.4 million decrease in internal capitalized software costs partially offset by a $0.1 million increase in third-party software costs.Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. Technology and development expenses decreased $12.6 million, or 35.7% for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. The decrease primarily reflects a $7.9Â million decrease in recurring employee-related expenses, a $2.7Â million decrease in expenses associated with the Restructuring Plan and realignment of the Companyâ€™s leadership structure, a $0.9Â million decrease in hosting costs and software expense, and a $0.4Â million decrease in professional service fees.Capitalized software costs decreased by $3.4 million, primarily due to a $2.6 million decrease in internal capitalized software costs and a $0.8 million decrease in third-party software costs.29General and Administrative ExpensesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (dollars in thousands)General and administrative expenses$9,560Â $9,525Â $34,484Â $33,099Â General and administrative expenses as a percentage of revenues20.5Â %23.1Â %26.7Â %28.2Â %Three months ended September 30, 2024 compared to three months ended September 30, 2023. General and administrative expenses remained flat for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023. Within general and administrative expenses was a $0.7 million increase in professional service fees offset by a $0.5 million decrease in expenses associated with the Restructuring plan.Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. General and administrative expenses increased $1.4 million, or 4.2%, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. The increase primarily reflects a $4.6Â million net increase in impairment charges on right-of-use assets associated with our office leases and a $0.8 million increase in professional service fees. The increase is partially offset by a $2.2Â million decrease in expenses associated with the Restructuring Plan and realignment of the Companyâ€™s leadership structure, a $0.6 million decrease in legal expenses, and a $0.5Â million decrease in the fair value adjustment of the contingent consideration liability related to the Digital Motors acquisition.Depreciation and Amortization ExpensesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (in thousands)Depreciation and amortization expenses$4,408Â $4,894Â $13,677Â $13,176Â Three months ended September 30, 2024 compared to three months ended September 30, 2023. Depreciation and amortization expenses decreased $0.5 million, or 9.9%, for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023.Nine months ended September 30, 2024 compared to nine months ended September 30, 2023. Depreciation and amortization expenses increased $0.5 million, or 3.8%, for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023. We expect our depreciation and amortization expenses to continue to be affected by the amount of capitalized internally developed software costs and the timing of placing projects in service.Provision for Income TaxesÂ Three Months Ended September 30,Nine Months Ended September 30,Â Â 2024202320242023Â (in thousands)Provision for income taxes$3Â $1Â $13Â $14Â For the three and nine months ended September 30, 2024 and 2023, our provision for income taxes reflects state income tax expense.30Liquidity and Capital ResourcesAt September 30, 2024, our principal sources of liquidity were cash and cash equivalents totaling $114.5Â million.We have incurred cumulative losses of $587.5 million from our operations through September 30, 2024, and expect to incur additional losses in the future. We generate cash inflows from operations primarily from selling services to dealers participating in our network of TrueCar Certified Dealers, and cash outflows to enable our business operations, develop new services and core technologies that further enhance our online automotive marketplace, and fund repurchases of our common stock based on our evaluation of market conditions and other factors. We believe that our existing sources of liquidity and cash expected to be generated from operations will be sufficient to fund our operations for at least the next 12 months. However, our future capital requirements will depend on many factors, including our revenue levels, the timing and extent of our spending to support our technology and development efforts, costs related to potential acquisitions to further expand our business and product offerings, collection of accounts receivable, macroeconomic activity, and the length and severity of business disruptions resulting from the inventory constraints caused by the global automobile semiconductor chip shortage. To the extent that existing cash and cash equivalents, and cash from operations, are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing. Additional funds may not be available on terms favorable to us or at all.Share Repurchase ProgramIn the third quarter of 2020, our board of directors authorized an open market stock repurchase program (the â€œProgramâ€) of up to $75Â million to allow for the repurchase of shares of our common stock through September 30, 2022. In the second quarter of 2021, our board of directors increased the authorization of the Program by an additional $75Â million, bringing the total authorization to $150Â million. In the third quarter of 2022, our board of directors extended the expiration of the Program until September 30, 2024. In the first quarter of 2024, the Program had a remaining authorization of $45.8Â million and our board of directors increased the authorization of the Program by approximately $54.2Â million, bringing the remaining authorization to $100Â million. At such time, our board of directors also extended the expiration of the Program until December 31, 2026. The timing and amount of any repurchases is determined by us based on our evaluation of market conditions and other factors. Repurchases of our common stock may be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when we might otherwise be precluded from doing so under insider trading laws, open market purchases, privately-negotiated transactions, block purchases or otherwise in accordance with applicable federal securities laws. The Program may be suspended or discontinued at any time and does not obligate us to purchase any minimum number of shares. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 3,875,069 and 4,300,078 shares under the Program for $12.4Â million and $13.7Â million, respectively, which excludes excise tax imposed under the Inflation Reduction Act of $0.1 million for the three and nine months ended September 30, 2024. As of September 30, 2024, the Company had a remaining authorization of $86.3Â million for future share repurchases.Cash FlowsThe following table summarizes net cash derived from operating, investing, and financing activities:Â Nine Months Ended September 30,Â 20242023Consolidated Cash Flow Data:(in thousands)Net cash provided by (used in) operating activities$1,846Â $(16,615)Net cash used in investing activities(6,151)(9,469)Net cash used in financing activities(18,150)(3,960)Net decrease in cash, cash equivalents and restricted cash$(22,455)$(30,044)Operating Activities Our net loss and cash flows provided by operating activities are significantly influenced by our investments in headcount and infrastructure to support our growth and marketing and advertising expenses. Our net loss has been significantly different than cash provided by operating activities due to the inclusion of non-cash expenses and charges.31Cash provided by operating activities for the nine months ended September 30, 2024 was $1.9 million. This was primarily due to our net loss of $25.2 million, adjusted for non-cash items such as depreciation and amortization expense of $13.7 million, stock-based compensation expense of $8.8 million, impairment of right-of-use assets of $6.9 million, other noncash expenses of $0.8 million, amortization of lease right-of-use assets of $0.6 million, and bad debt expense of $0.5 million. Net cash provided by operations also reflected a decrease of $4.5 million from changes in operating assets and liabilities, which primarily reflected a decrease in operating lease liabilities of $3.1 million, an increase in prepaid expenses and other assets of $2.2 million, and a decrease in accrued employee expenses of $1.6 million. These decreases were offset by a decrease in accounts receivable of $1.2 million, an increase in accounts payable of $0.8

million, and an increase in accrued expenses of $0.3 million.Cash used in operating activities for the nine months ended September 30, 2023 was $16.6 million. This was primarily due to our net loss of $47.9 million, adjusted for non-cash items such as, depreciation and amortization expense of $13.2 million, stock-based compensation expense of $11.9 million, amortization of lease right-of-use assets of $2.4 million, and impairment of right-of-use asset of $2.4 million. Net cash used in operations also reflected a decrease of $0.1 million from changes in operating assets and liabilities, which primarily reflected a decrease in operating lease liabilities of $3.2 million and an increase in accounts receivable of $0.7 million. These decreases were offset by a decrease in prepaid expenses and other assets of $1.5 million, an increase in accounts payable of $1.3 million, an increase in accrued employee expenses of $0.7 million, and an increase in accrued expenses of $0.2 million.Investing Activities Cash used in investing activities of $6.2 million for the nine months ended September 30, 2024 consists primarily of investments in software and computer hardware.Cash used in investing activities of $9.5 million for the nine months ended September 30, 2023 consisted primarily of capitalized software development costs.Financing Activities Cash used in financing activities of $18.2 million for the nine months ended September 30, 2024 represented payments of $14.0 million for the repurchase of shares of our common stock under our open market stock repurchase program, taxes paid of $2.6 million for the net share settlement of certain equity awards, and a payment of $1.6 million for the second tranche of contingent cash consideration associated with our acquisition of Digital Motors. These decreases were offset by proceeds received of $0.1 million from the exercise of employee stock options.Cash used in financing activities of $4.0 million for the nine months ended September 30, 2023 represented a payment of $1.9 million for the first tranche of contingent cash consideration associated with our acquisition of Digital Motors and taxes paid of $2.6 million for the net share settlement of certain equity awards. These decreases were partially offset by proceeds received of $0.5 million from the exercise of employee stock options.Contractual Obligations and Known Future Cash RequirementsInformation related to the Companyâ€™s contractual obligations, commercial commitments and expected cash requirements can be found in Note 4 and Note 10 in our Annual Report on Form 10-K, filed with the SEC on February 22, 2024. There have been no material changes in our contractual obligations and known future cash requirements since December 31, 2023.32Critical Accounting EstimatesThe preparation of financial statements and related disclosures in accordance with accounting principles generally accepted in the United States of America requires management to make judgements, assumptions and estimates that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Note 2 and Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operation in our Annual Report on Form 10-K describes the critical accounting policies and estimates used in the preparation of the condensed consolidated financial statements. Since December 31, 2023, there have been no material changes in our accounting policies that are impacted by judgements, assumptions and estimates.Recent Accounting PronouncementsSee Note 2 to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for new accounting pronouncements not yet effective as of the date of this Quarterly Report on Form 10-Q.ItemÂ 3.Â Â Quantitative and Qualitative Disclosures About Market RiskWe are exposed to market risk from changes in interest rates, inflation and currency exchange rates. Our exposure to market risk has not changed materially from what we previously disclosed in Item 7A, â€œQuantitative and Qualitative Disclosures About Market Riskâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023.33ItemÂ 4.Â Â Controls and ProceduresEvaluation of Disclosure Controls and ProceduresOur management, with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. The term â€œdisclosure controls and procedures,â€ as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2024, our principal executive officer and principal financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.Â Changes in Internal Control over Financial ReportingThere was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.34PART IIâ€”OTHER INFORMATIONItemÂ 1. Legal ProceedingsRefer to the disclosure under the heading â€œLegal Proceedingsâ€ in Note 5 â€œCommitments and Contingenciesâ€ to our condensed consolidated financial statements included in this report for legal proceedings. From time to time, we may be involved in various legal proceedings arising from the normal course of our business activities.ItemÂ 1A. Risk FactorsInvesting in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, together with all of the other information in this report, including our consolidated financial statements and related notes, and Part I, Item 2, â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations,â€ before making an investment in our common stock. If any of the following risks is realized, our business, financial condition, operating results and prospects could be materially and adversely affected. In that event, the trading price of our common stock could decline and you could lose part or all of your investment. Additional risks and uncertainties not presently known to us or not believed by us to be material could also impact us.35Risks Related to Our Business and IndustryOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other factors.Our business is sensitive to adverse conditions affecting automobile dealers, manufacturers, their suppliers and the market for automobiles in the United States. For example, in 2020, the automotive industry experienced a decline in inventory supply due to disruptions related to the coronavirus pandemic. Despite improvements in inventory levels beginning in the latter half of 2022 that resulted in inventory supply in the third quarter of 2024 at the highest levels since June 2020, industry-wide levels still have not reached pre-pandemic levels and certain manufacturers have experienced slower recoveries in inventory levels than others. We cannot guarantee that inventory supply will ever fully return to historic levels. Historically low inventory levels were attributable to a number of factors, including supply chain disruptions and shortages of critical parts, such as automotive semiconductor chips. The limited supply of inventory also led to an increase in wholesale auction prices and the prices that dealers charge consumers for automobiles.The reduced inventory and increased prices have had negative effects on our business, which may persist even as inventory shortages subside. These effects include, but are not limited to: a reduction in dealersâ€™ willingness to participate in our network and corresponding pressure on our dealer count and revenue; an increase in competition for dealersâ€™ marketing spending; a reduction in automobile manufacturersâ€™ incentive spending and willingness to partner with us on incentives; an adverse effect on consumer satisfaction with our services due to high vehicle prices; and an adverse impact on the amount of inventory available on our sites, which could contribute to a decline in the number of consumer visits to our sites and the number of connections between consumers and dealers through our platform and disrupt our search-engine optimization efforts. We cannot predict when, if ever, these automobile inventory-related issues will be fully resolved or the impacts of such issues on our business will subside. Unless such issues are resolved and our business is able to recover from the ensuing adverse effects, there will likely be continued adverse impacts on our business, results of operations and prospects.Further, in June 2024, CDK Global, a major provider of automotive information systems, including dealer management systems, or DMS, products that are widely used by our network of TrueCar Certified Dealers, announced that it had suspended certain key systems and operations as a result of a cybersecurity incident. CDKâ€™s DMS products are generally used by dealers to manage customer relationships, automotive sales and financing, track inventory and perform other administrative tasks. The CDK cybersecurity incident left a large portion of our TrueCar Certified Dealers without access to certain of these systems for extended periods of time. While the impact of the suspension of CDKâ€™s services was not material to our business, future disruptions of a similar nature, including disruptions to CDKâ€™s systems or other systems used in our business or by our customers, could negatively impact our own business. For example, if business disruptions resulted in a decrease in vehicle sales by either the subset of TrueCar Certified Dealers who pay us a fee per vehicle sold to consumers introduced to them through the TrueCar platform or by dealers that sell vehicles produced by OEMs that pay us per-vehicle fees to promote certain consumer incentives, such sales decreases would result in a corresponding decrease in revenue collected by us from such dealers and OEMs. Further, if dealers experience a decline in revenue as a result of operational disruptions, their ability to allocate marketing spend to products such as ours may be adversely impacted. Finally, as discussed in the risk factor entitled â€œWe rely on relationships with data providers and may experience interruptions in the data feeds or API services they provide, which could adversely affect our current and future product offerings, including TrueCar+, and could limit our ability to provide our complete platform to consumers and dealer customers as well as the timeliness of the information we provide, and which may impair our ability to attract or retain consumers and TrueCar Certified Dealers and to timely invoice our dealers, and otherwise negatively affect our business,â€ disruptions to technical integrations and related issues can negatively impact our ability to provide dealers with our services and match sales revenue. Further, in the immediate wake of the CDK cybersecurity incident, certain dealers have expressed hesitation with allowing us to access data through their DMS data feeds due to an increased sensitivity to risks associated with security vulnerabilities.Labor disputes, strikes or similar activities, whether impacting automobile manufacturers, their suppliers, or the supply chains through which automobiles and their components are delivered, may have an adverse impact on our business if such disruptions result in reduced automobile inventory supply, an increase in the prices of automobiles or otherwise reduce the demand for new automobiles. We cannot predict the impacts of any future labor activity on inventory levels, consumer sentiment or the larger automotive ecosystem, and any such impacts may negatively affect our business and results.In addition, our business may be negatively affected by challenges faced by the larger automotive ecosystem, including challenges arising from growth in car manufacturer subscription service offerings and other alternative business models that may reduce the value proposition or competitiveness of our services, automotive tariffs, natural disasters, pandemics and other macroeconomic issues. Any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.36Decreases in the quality or quantity of the leads we provide to dealers adversely affect our business and revenue by, among other things, decreasing our unit volume and causing some dealers on our network to lose faith in our value proposition and choose to leave our network or insist on lower subscription rates.Our Auto Buying Program introduces consumers to TrueCar Certified Dealers, who either pay us a subscription fee or a fee per vehicle sold to our users introduced to them through our platform. The quality and quantity of these leads are important variables in the success of our business and depend on many factors, including the attractiveness of our car-buying experience, the efficiency of the algorithm that matches our users with TrueCar Certified Dealers and consumersâ€™ loyalty to our brand or to that of the partner through which they were introduced to the Auto Buying Program, among others. When our lead quality or quantity declines, for example, in response to macroeconomic factors such as interest rates, inventory shortages or inflation, our unit volume declines, which results in both lower revenues from dealers and OEMs with pay-per-sale billing arrangements, as well as a greater difficulty in justifying our value proposition to dealers, including dealers on subscription billing arrangements. Additionally, diminished lead quality or quantity often causes TrueCar Certified Dealers to be dissatisfied with our program, which makes it more likely that they choose to leave our network or insist on lower subscription rates. Historically, some of our TrueCar Certified Dealers have expressed concern about our lead quality, as measured by the rate at which our leads convert into buyers, and we observed an increase in this concern in the first half of 2019. Further, in 2020, the wind-down and subsequent termination of our affinity partnership with USAA Federal Savings Bank, or USAA, adversely affected our overall lead quantity and lead quality. Additionally, during the first several months of the coronavirus pandemic, we noticed a substantial but temporary decrease in lead quantity, and since 2021, we have continued to experience a relative material decline in lead quality compared to the years prior to the pandemic. We believe that the lead quantity and quality challenges that we have experienced since 2021 are substantially related to the contemporaneous industry-wide automobile inventory shortages, which we discuss in greater detail in the risk factor entitled â€œOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other issuesâ€ and other macroeconomic factors that impact automobile purchases such as inflation and interest rates. We cannot predict how further developments will affect our lead quantity and quality, and negative developments in these metrics, like many others in the total value proposition that we provide to our TrueCar Certified Dealers, have adversely affected our revenues, results of operations and business and may continue to do so in the future.If we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers and dealers using those offerings, integrating our current and future offerings into such experiences or appropriately monetizing them, our business and prospects would be adversely affected.We believe that our effort to build out our end-to-end consumer car-buying experience, TrueCar+, is critical to the success of our business. Through this initiative, we have integrated certain of our historic product offerings along with newly developed offerings designed to provide an end-to-end car-buying experience in a single, seamless experience.While we envision providing an end-to-end consumer car-buying experience through our TrueCar+ offering that allows consumers to complete all steps of the car buying process, including: shopping for and selecting a car; applying for and receiving financing; exchanging a trade in vehicle; viewing all costs, taxes and fees associated with a new vehicle; and executing a retail installment contract for the vehicle, all from the TrueCar+ platform, there are a number of technical factors that may make this offering difficult or impossible to develop at scale. For example, such an offering would likely only be effective if integrated into the software platforms already commonly used by a sufficient number of dealers, a process which would require the third-party developers of such software platforms to cooperate with our own product development efforts, and some such developers may view our offerings as competitive with their own or may not otherwise be incentivized to provide such cooperation. Further, providing consumers with accurate and detailed pricing about a potential vehicle purchase requires developing sophisticated systems that properly account for factors such as rebates, financing terms and state and local taxes, which may all differ depending on the relevant jurisdictions and parties involved. Allowing for purchase documentation to be executed remotely or online also requires additional integration into existing dealer software and may be subject to differing legal requirements or restrictions depending on the applicable jurisdiction. Creating an online car buying offering that is effective and attractive to both dealers and consumers requires overcoming these and other challenges. If we are unable to do so, the viability of our TrueCar+ product may be substantially impacted and our business, results of operations and prospects may suffer as a consequence. In July 2024, we announced a pilot program of TrueCar+ in the San Francisco Bay Area, however, for the reasons described in this risk factor, we cannot guarantee that we will be able to expand the scale of this offering to the extent necessary to positively impact our business, revenue and operations. If we are unsuccessful in rolling out a scalable TrueCar+ offering, providing a compelling value proposition to the consumers and dealers using it, integrating our current and future offerings into that experience or appropriately monetizing it, our business, revenue, operating results and prospects would be adversely affected. 37Actions that we have taken and may take in the future to restructure our business in alignment with our strategic priorities may not be as effective as anticipated.In June 2023, we announced a strategic restructuring, which we refer to as the Restructuring Plan. In connection with the Restructuring Plan, we reduced our workforce by approximately 24%. While the Restructuring Plan was designed to further our efforts to enhance productivity and efficiency, preserve profitability and streamline our organizational structure, we may encounter challenges in the execution of these efforts that could prevent us from recognizing the intended benefits of such efforts or otherwise adversely affect our business, results of operations and financial condition.As a result of this reduction in force, we have incurred additional charges, including cash expenditures for severance costs, as well as non-cash expenditures related to the vesting of stock-based compensation. This reduction in our workforce may result in unintended long-term consequences, including employee attrition beyond our intended reduction in force; damage to our reputation as an employer, which could make it more difficult for us to hire new employees in the future; and the loss of institutional knowledge and expertise of departing employees. If we experience any of these or other adverse consequences, the Restructuring Plan may not sustain its intended benefits, and any benefits, if achieved, may not be adequate to meet our long-term profitability and operational expectations, which could adversely affect our business, results of operations and financial condition.Further, a number of our executives departed in connection with the Restructuring Plan and in the following months. As described in greater detail in the risk factor entitled â€œOur business could be adversely affected by executive and other transitions in our senior management team or if any vacancies cannot be filled with qualified replacements in a timely manner,â€ executive leadership transition periods are often difficult as the new executives gain detailed knowledge of our operations, and friction can result from changes in strategy and management style. As we continue to identify areas of cost savings and operating efficiencies, we may consider implementing further measures to reduce operating costs and improve operating margins. We may not be successful in implementing such initiatives, including as a result of factors beyond our control. If we are

unable to realize the anticipated savings and efficiencies from our reductions in force, other potential restructuring efforts and future strategic initiatives, our business, results of operations and financial condition could be harmed.The growth of our business relies significantly on our ability to maintain and increase the revenues that we derive from dealers in our network of TrueCar Certified Dealers. Failure to do so would harm our financial performance.We derive most of our revenues from dealers in our network of TrueCar Certified Dealers. If we are unable to maintain and increase these revenues, our financial performance will be harmed. We seek to increase these revenues in a number of ways.First, we work to develop, introduce and improve, new products for dealers, including our TrueCar+ offering, to increase revenue and drive dealer adoption of our offerings. As discussed further above under, â€œIf we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers and dealers using those offerings, integrating our current and future offerings into such experiences or appropriately monetizing them, our business and prospects would be adversely affected,â€ if we fail to provide enticing new products, we may not be able to attract new dealers or maintain the current dealers in our network.Second, we endeavor to support and maintain our currently active TrueCar Certified Dealers. As described in greater detail elsewhere in this â€œRisk Factorsâ€ section, macroeconomic challenges such as coronavirus pandemic and related inventory shortages imposed financial hardships on dealers, and the termination of our partnership with USAA in 2020 diminished the number of users that we refer to our dealers and decreased the average quality of the leads that we provide our dealers, and while we have taken actions intended to mitigate these effects on our dealers, there can be no assurance that our efforts will be successful.Third, because an increasing majority of our unit volume from our dealers is subject to subscription billing arrangements, with the remainder being subject to pay-per-sale billing arrangements, our ability to properly manage dealer subscription rates is critical to maintaining and increasing our dealer revenues. As we expect the number of TrueCar Certified Dealers on subscription billing arrangements to continue to increase relative to those on a pay-per-sale billing model, the growth of our business will be even more dependent on our ability to manage dealer subscription rates.If we are unable to convince subscription-based dealers of our value proposition, we could be unable to maintain or increase dealer subscription rates even if our unit volume increases. Similarly, if our unit volume declines and we are not able to appropriately manage the subscription rates of affected dealers, those dealers could insist on lower subscription rates or terminate their participation in our dealer network. Any of these and other similar subscription-related eventualities could have a material adverse effect on our business, growth, financial condition, results of operations and cash flows. In addition, in the past we have opted to provide subscription dealers with discounts in response to volatility in our monetization rates, including during the coronavirus pandemic. In the future, we expect to continue to adjust individual dealersâ€™ subscription rates in an effort 38to bring their monetization rates in line with historical levels. If we do not successfully balance the need to maintain dealer relationships with appropriate subscription adjustments with the need to maintain our revenues, our business, operating results and financial condition could be negatively affected.Finally, we strive to grow and optimize the geographic coverage of dealers in our network of TrueCar Certified Dealers and to improve the representation of high-volume brands in our network to increase the number of transactions between our users and dealers. Some automotive brands consistently achieve higher than average sales volume per dealer. As a consequence, dealers representing those brands make a disproportionately greater contribution to our unit volume. Our ability to grow and to optimize the geographic coverage of dealers in our network of TrueCar Certified Dealers, increase the number of dealers representing high-volume brands and grow the overall number of dealers in our network is an important factor in growing our business. As described elsewhere in this â€œRisk Factorsâ€ section, car dealerships have sometimes viewed our business in a negative light. Although we have taken steps intended to improve our relationships with dealerships, there can be no assurance that our efforts will be successful. Beginning in early 2020, we experienced the loss of a significant number of both franchise and independent car dealers in our network, including as a result of the coronavirus pandemic, inventory shortages and the termination of our affinity partnership with USAA. Although the number of franchise dealers in our network increased in 2023, we continued to lose franchise dealers due to certain independent dealers being acquired in industry consolidations or going out of business as higher interest rates on dealer floor plans put pressure on dealers along with price volatility. As a result, we may be unable to maintain or grow the number of car dealers in our network, in a geographically optimized manner or at all, or increase the proportion of dealers in our network representing high volume brands. If we continue to experience a protracted decline, or experience a similar decline in the future, it would have a material adverse effect on our business, growth, financial condition, results of operations and cash flows.In addition, our ability to increase the number of TrueCar Certified Dealers in an optimized manner depends on strong relationships with other constituents, including car manufacturers and state dealership associations. From time to time, car manufacturers have communicated concerns about our business to dealers in our network. For example, many car manufacturers maintain guidelines that prohibit dealers from advertising a car at a price that is below an established floor, referred to as minimum allowable advertised price, or MAAP, guidelines. In the past, manufacturers have taken the position that prices submitted by TrueCar Certified Dealers were in violation of their MAAP guidelines and discouraged franchise dealers from remaining in or joining the network, and any similar discord in the future with specific car manufacturers could impede our ability to grow our dealer network. Although we have implemented certain changes designed to accommodate existing MAAP guidelines, it is unclear whether we will be able to accommodate new, and continue to accommodate existing, guidelines without making material, unfavorable adjustments to our business practices or user experience and, if we are not, it could have a material adverse effect on our business, growth, financial condition, results of operations and cash flows.State dealership associations maintain significant influence over the dealerships in their states as lobbying groups and as thought leaders. To the extent that these associations view us in a negative light, our reputation with car dealers in the corresponding states may be negatively affected. If our relationships with car manufacturers or state dealership associations suffer, our ability to maintain and grow the number of car dealers in our network would be harmed.We cannot assure you that we will be able to maintain or increase the revenues that we derive from dealers in our network of TrueCar Certified Dealers in any of the ways described above, or otherwise, and failure to do so would harm our financial performance.The loss of a critical mass of dealers, either nationally or in any given geographic area, could deprive us of the data we need to provide certain of our key features, our inventory supply and certain key elements of our platformâ€™s consumer-facing functionality, any of which would negatively affect our business.We depend on data provided by our dealers to provide our users with information about what others paid for the same make and model of car, among other aspects of our user experience. If a critical mass of dealers nationally, or in any given geographic area, goes out of business, or cancels or suspends their participation in our network, we may be unable to provide comparable sales data, our used-car inventory count and certain key elements of our platform to users in the affected areas, or the quality of the information or user experience could deteriorate in those areas. Although we introduced distance retailing in 2022 to allow consumers to choose from an expanded selection of inventory beyond their immediate geographic location, a majority of TrueCar consumers who ultimately purchase vehicles after being introduced to dealers through our platform do so from dealers in their immediate geographic region. Furthermore, although our TrueCar+ pilot program allows consumers to purchase new and used cars online without visiting a dealership, new cars are available through this pilot only to California residents and we are unable to offer used cars in all U.S. states as part of the current TrueCar+ pilot program. 39Additionally, because much of our organic traffic from search engines originates from used-car-related search terms, and our ranking for those terms is heavily influenced by our inventory levels, the loss of a critical mass of dealers in any given geographic area could also cause a loss of used-car inventory on our sites that would diminish our organic search traffic and therefore our number of monthly unique visitors. For example, a decrease in our relevant inventory would result in a decrease in pages that are available for search-engine indexation and a greater probability that a user leaves our pages early, which is generally a negative signal for ranking algorithms. For more information on the reliance of our business on search-engine results, refer to the risk factor entitled â€œWe rely, in part, on internet search engines to drive traffic to our website, and if we fail to appear prominently in the search results, our traffic would decline, and our business would be adversely affected.â€Starting in 2023, we began to observe decreases in the number of independent dealers on our platform, primarily due to independent dealers being acquired in recent industry consolidations or going out of business. Manufacturers that offer multiple automotive brands may also incentivize franchise dealers to move away from certain brands in order to prioritize others, such as Jaguar Land Roverâ€™s announcement in 2023 that it would incentivize franchise dealers to close Jaguar dealerships in order to promote Land Rover dealerships. While we do not believe that we have to date lost a critical mass of dealers in any particular geographic area, recent decreases in our dealer count have affected our ability to present a wide array of dealers and inventory to some of our users, which could harm our business. Further, if we do lose a critical mass of dealers nationally, in any geographic area or for any particular manufacturer, our business, reputation and results of operations would be negatively affected.Changes we make to our products, including as they relate to TrueCar+, may impact how such products are viewed by our dealers and consumers.We have made recent changes to our products, including in anticipation of the rollout of TrueCar+, that may impact how such products are viewed by our dealers and consumers. For example, we historically offered our Trade solution to our dealers through a commercial partnership with Accu-Trade, but this relationship ceased in May 2023. Although we have continued offering valuation data for our Trade and â€œSell Your Carâ€ products with the support of our affiliate, TCWS, instead of Accu-Trade, we cannot guarantee that consumers or dealers will consider our replacement product comparable to what we have historically provided through our partnership with Accu-Trade. If dealers conclude that this change decreased the value of our product offerings, our business may be adversely affected. We also cannot assure you that we will be able to operationalize and implement the replacement support of TCWS at the same scale as the Accu-Trade product. If we are unable to do so, the TrueCar+ offering and our business and prospects will be adversely affected. The business model of TCWS also introduces additional risk to our business, including risks arising from the requirement that TCWS comply with certain laws and regulations governing the operations of automobile dealers, as further described in the risk factor entitled â€œWe are subject to a complex framework of laws and regulations, including, among others, those concerning vehicle sales, advertising and brokering, many of which are unsettled, still developing and contradictory, which have in the past, and could in the future, subject us to claims, challenge our business model or otherwise harm our business.â€ Further, certain aspects of TCWSâ€™ business model involve TCWS acquiring used cars from consumers and holding such cars in inventory. If TCWS is unable to efficiently liquidate such inventory or recognize gains from the sale thereof, our revenue, results and business may be adversely affected.We have introduced, and intend to continue to introduce, additional other products in connection with the rollout of our TrueCar+ offering. However, because these products are new and may be relatively untested, we may be unable to anticipate issues that arise following their introduction. This has resulted in our product development and rollout being an iterative process in which we may modify, pause or cease certain features or products, and we expect to continue this approach with future offerings. Consumers and dealers may view past or future alterations or removals of TrueCar+ features or products in a negative light, which could adversely affect the prospects of our TrueCar+ offering. For more information on potential risks to our reputation with dealers arising from these new products, refer to the risk factor entitled â€œIf key industry participants, including car dealers, affinity partners and automobile manufacturers, perceive us in a negative light or our relationships with them suffer harm, our ability to grow and our financial performance may be damaged.â€Additionally in 2023, we announced our plans to develop more personalized and dynamic product experiences tailored to different consumer and dealer profiles, which we refer to as cohorts. We cannot guarantee that any cohort of dealers or consumers will positively respond to these offerings, that these offerings will be appropriately tailored to any cohort or that they will increase our traffic or close rates, in which case our business may be adversely affected. In addition, in 2024, we announced TrueCar Marketing Solutions, a suite of products designed to improve the efficiency of our dealer customersâ€™ marketing efforts, but we cannot guarantee that our dealers will find the value proposition of these products to be compelling. Further, the resources dedicated to developing these offerings may detract from resources that would be otherwise dedicated to other product offerings.40If we are unable to provide a compelling car-buying experience to our users, the number of transactions between our users and TrueCar Certified Dealers, and the number of TrueCar Certified Dealers, could decline, and our revenue and results of operations would suffer harm.The primary user experience on our TrueCar-branded website platform has evolved since its launch in 2010 but has not changed dramatically. While we continue to devote substantial resources to the development of our platform and enhancement of our user experience, including the rollout of our TrueCar+ end-to-end car-buying solution, we cannot assure you that we will be able to successfully scale such an end-to-end car-buying solution, or provide a compelling car-buying experience to our users. Our failure to do so could cause the number of transactions between our users and TrueCar Certified Dealers to decline, prevent us from effectively monetizing our user traffic and cause us to lose consumers to competitorsâ€™ platforms. In addition, if we are unable to provide a compelling car-buying experience to our users, the quality of the leads we provide to dealers could decline, which could result in dealers leaving our network.We believe that our ability to provide a compelling car-buying experience is subject to a number of factors, including:â€¢the actions taken by other participants in the car-buying process, including dealers and automobile manufacturers;â€¢our ability to provide our TrueCar+ offering in a manner that is user-friendly, accepted by dealers and differentiated from the offerings of our competitors;â€¢our ability to provide users personalized experiences tailored to differing consumer and dealer profiles;â€¢our ability to launch other new products that are effective and have a high degree of consumer engagement;â€¢our ability to constantly innovate and improve our existing products, including in response to changes in consumer and dealer behavior and preferences, whether in response to the macroeconomic environment, such as inflation or increased interest rates or otherwise;â€¢the compliance of the dealers within our network of TrueCar Certified Dealers with applicable laws, regulations and the rules of our platform, including the requirement that they honor the prices they quote to our users;â€¢our access to a sufficient amount of data to enable us to provide relevant vehicle and pricing information to consumers, including data provided by TrueCar Certified Dealers through our systems; andâ€¢our ability to constantly innovate and improve our mobile application and platform to enable us to provide products and services that users want to use on the devices they prefer.Economic and other conditions that impact consumer demand for automobiles, including interest rates, inflation and fuel prices, may have a material adverse effect on our business, financial condition and results of operations.Decreases in consumer demand could adversely affect the market for automobile purchases and, as a result, reduce the number of consumers using our platform. Consumer purchases of new and used automobiles generally decline during recessionary periods and other periods in which disposable income is adversely affected. For example, the number of new vehicle sales in the United States decreased from approximately 16.1 million in 2007 to approximately 10.4 million in 2009 in connection with the Great Recession, and, in connection with the coronavirus pandemic and the subsequent shortage of automobile semiconductor chips, dropped consistently for three years from 17.0 million in 2019 to 13.8 million in 2022 before increasing to 15.5 million in 2023 according, in each case, to the Bureau of Economic Analysis.Various economic uncertainties, including stock market and commodity pricing volatility, could lead to a downturn that may impact our business. Purchases of new and used automobiles are typically discretionary for consumers and have been, and may continue to be, affected by negative trends in the economy, including the rising costs of energy and gasoline, the availability and cost of credit, reductions in business and consumer confidence, inflation, stock market volatility, new tariffs or border adjustment taxes, increased unemployment and changes in environmental regulations and fuel economy standards. Similarly, a change in gasoline prices, such as the increases in gasoline prices following Russiaâ€™s invasion of Ukraine in February 2022 and the implementation of sanctions against Russia by Western and other governments, governmental policy or other macroeconomic factors could increase the relative demand for electric vehicles, many of which are currently sold directly to consumers by manufacturers such as Tesla without the involvement of franchised dealers such as the TrueCar Certified Dealers on our network, and which is a transaction structure we are not currently able to monetize.41Interest rates in particular can have a significant impact on automobile purchases and affordability due to the direct relationship between interest rates and monthly loan payments. Interest rate increases by the U.S. Federal Reserve, such as those implemented in 2022 and 2023 as well as any additional increases that could occur in the future, could negatively affect the number of vehicles purchased by consumers, and any reduction in purchases could adversely affect automobile dealers and car manufacturers and lead to a reduction in other spending by these constituents, including targeted incentive programs. Higher interest rates combined with increased vehicle prices resulting from low inventory, as discussed in the risk factor entitled â€œOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other issues,â€ or other factors may also increase the amount of time that consumers wait between purchasing vehicles as the ability for a consumer to trade in or sell an existing vehicle to finance a new purchase may be diminished if the value of any loans associated with such existing vehicle are high relative to the underlying value of the vehicle itself. Increases in interest rates may also result in dealers purchasing lower amounts of inventory from manufacturers due to increases in dealersâ€™ own financing costs.Similarly, inflation may negatively affect consumer behavior and purchasing power, reducing the number of cars purchased by consumers during periods of heightened inflation. For example, during the twelve months ended June 30, 2022, consumer prices increased 9.1% according to the Department of Labor, and while increases in the rate of inflation have slowed since the summer of 2022, rates of inflation have remained consistently elevated compared to the years leading up to the coronavirus pandemic, and we cannot predict the extent prices will continue to rise, or the long-term effects these conditions may have on consumer behavior.Further, economic impacts and the impacts on consumer behavior resulting from responses to the coronavirus pandemic negatively affected our

business, growth, financial condition, results of operations and cash flows in a number of ways. Most directly, in the first and second quarters of 2020, a number of state and local governments took steps that prohibited or curtailed the sale of automobiles. On top of these legal restrictions, economic uncertainty, as well as a decrease in consumersâ€™ need and willingness to make discretionary trips outside of the home, decreased the demand for cars. Cumulatively, these factors resulted in a drastic reduction in the number of cars bought by our users from our dealers. In the second and third quarters of 2020, our units declined by approximately 22% over the same two-quarter period in 2019. Although we have experienced a marked improvement in our financial and operational metrics since the height of the pandemic, our business could suffer due to certain potential long-term effects of the pandemic. For example, if consumer demand for cars is permanently decreased because remote working continues to be prevalent in the long term and the need for commuting is reduced or if consumers become accustomed to contactless purchases and we are not able to successfully roll out our TrueCar+ experience, our business may be harmed. Further, many dealers were able to increase profits as a result of certain conditions caused by the pandemic, such as low inventory levels and marketing costs, and if dealers continue this operational approach, our business could be adversely affected. Additionally, the resumption of student loan payments, which were temporarily paused with respect to most publicly-held student loans during the coronavirus pandemic, may have a negative impact on consumer spending, which could adversely affect demand for automobiles and our business.The failure to attract manufacturers to participate in our car manufacturer incentive programs, or to induce manufacturers to remain participants in those programs, could reduce our growth or have an adverse effect on our operating results.For the nine months ended September 30, 2024, we derived approximately 9.5% of our revenue from our arrangements with car manufacturers to promote the sale of their vehicles through additional consumer incentives (for the year ended December 31, 2023, the corresponding figure was approximately 9.4%), and, while more volatile than other of our revenue sources, we believe that this revenue stream represents a potential continued growth opportunity for our business following the recent increase in manufacturer incentive spending as automobile inventory shortages subside. As a result of low vehicle inventories in 2021 and 2022, manufacturers reduced incentive spending. Certain manufacturers who participated in our programs in the past suspended their participation due to the low inventory levels during this time, and we cannot guarantee that all such manufactures will return to our program even as inventory issues subside. Attracting manufacturers to our program also requires us to present a compelling value proposition so that such manufacturers rationalize allocating marketing spend to our platform compared to other channels. Failure to attract additional manufacturers to participate in these programs could reduce our growth and harm our operating results. Additionally, our relationships with manufacturers typically begin with a short-term pilot arrangement and, even if a relationship progresses beyond the pilot stage, it may only be for a short term and may not be renewed by the manufacturer, which could cause fluctuations in our operating results. If we are unable to induce the manufacturers with which we currently have relationships to continue or expand their incentive programs on our platform, or to enter into longer-term arrangements, or if we are unable to attract new manufacturers to our platform, that would have an adverse effect on our business, revenue, operating results and prospects.42Further, some of our arrangements with manufacturers are intended to specifically target members of our affinity group marketing partners. If our relationships with such affinity group marketing partners are terminated, harmed or otherwise unfavorably modified, our ability to offer such programs with manufacturers may be negatively impacted, which could adversely affect our business and financial performance. For example, in October 2024, American Express, one of our longstanding affinity group marketing partners, notified us of its termination of our affinity partnership, with such termination to be effective in April 2025. Beginning in the second quarter of 2023, one of the car manufacturers for which we from time-to-time host incentives participated in an arrangement in which promotional incentives were offered to American Express card members who purchased certain of such manufacturerâ€™s vehicles through the auto purchasing program we host for American Express members. As a part of such arrangement, we received a fee from the manufacturer for each vehicle sold in connection with the program. At the time we received American Expressâ€™ termination notice, the revenue generated by this arrangement accounted for a significant majority of the revenue generated by all of our promotional arrangements with manufacturers. Since April 2024, the month in which the most recent iteration of our partnership with American Express became effective, the average monthly revenue earned from this arrangement was approximately $840,000, representing an annual run-rate of approximately $10 million. If we are unable to identify additional avenues through which to offer manufacturer incentives as alternatives to the American Express member network, our revenue from arrangements with manufacturers will be adversely impacted.A significant reduction in the number of cars purchased from our TrueCar Certified Dealers by members of our affinity group marketing partners, such as the decrease in our unit volume following our termination of our partnership with USAA in 2020, would reduce our revenue and harm our operating results.Our financial performance is substantially dependent upon the number of cars purchased from TrueCar Certified Dealers by users of the TrueCar website, our branded mobile applications and the car-buying sites we maintain for our affinity group marketing partners. A majority of the cars purchased by our users have historically been matched to the car-buying sites we maintain for our affinity group marketing partners and our relationships with our affinity group marketing partners will remain critical to our business and financial performance. However, several aspects of our relationships with affinity groups might change in a manner that harms our business and financial performance, including:â€¢affinity group marketing partners might terminate their relationship with us or make the relationship non-exclusive, resulting in a reduction in the number of transactions between users of our platform and TrueCar Certified Dealers;Â â€¢affinity group marketing partners might de-emphasize the car-buying programs within their offerings or alter the user experience for members in a way that results in a decrease in the number of transactions between their members and our TrueCar Certified Dealers; orÂ â€¢the economic structure of our agreements with affinity group marketing partners might change, resulting in a decrease in our operating margins on transactions by their members or otherwise require us to incur additional costs associated with maintaining the partnership.For example, in 2020, USAA terminated its affinity marketing partnership with us. Prior to the termination of that relationship, USAA accounted for a substantial share of our units and revenues, for example, in 2019, 29% of all of our units during that year, were matched to users of the car-buying site we maintained for USAA. Even as the partnership wound down during 2020, 20.1% of all of our units that year were attributable to the program. The termination of our affinity partnership with USAA had a material adverse effect on our business, revenue, operating results and prospects, and may have led to the loss of some dealers from our network. To the extent that we are not able to mitigate the adverse effects of the termination of our relationship with USAA, including by increasing our unit volume through other sources, our business, revenues, results of operations and cash flows will continue to be materially negatively affected. Further, as discussed in the risk factor entitled â€œThe failure to attract manufacturers to participate in our car manufacturer incentive programs, or to induce manufacturers to remain participants in those programs, could reduce our growth or have an adverse effect on our operating results,â€ our affinity partner American Express provided us with a notice of termination in October 2024. Pursuant to this notice, the auto purchasing program we host on behalf of American Express for its card members will terminate in April 2025. In the twelve months prior to our receipt of American Expressâ€™ termination notice, approximately 5% of our units resulted from the American Express auto purchasing program. If we are unable to identify alternative sources through which to sell units following the loss of American Expressâ€™ auto purchasing program, our units, revenue and business will be negatively impacted.Additional changes like these to our relationships with our affinity group marketing partners could happen for a number of reasons both within and outside of our control. For example, we share certain information of our users with our affinity partners, and those partners may in turn use that information to offer enhanced value propositions to our users, such as manufacturer incentives or other benefits provided by third parties that we refer to as buyerâ€™s bonuses, or for analytical or other business purposes. Affinity partners that derive value from that information may terminate their relationship with us, or change 43the relationship in a manner adverse to our business, if we cease or limit our sharing of the information, and we cannot assure you that we will not be required to do so due to market conditions or contractual counterparties, or by law or regulators given the rapidly evolving environment surrounding privacy matters in the United States. For more information on these matters, refer to the risk factor entitled â€œWe collect, process, store, share, disclose and use personal information and other data, and our actual or perceived failure to protect this information and data could damage our reputation and brand and harm our business and operating results.â€ Our relationships with our affinity group marketing partners could also be harmed by any number of macroeconomic, social, political, legal or regulatory changes or other factors and our and our partnersâ€™ respective responses to them or changes in our partnersâ€™ interpretations or existing regulations and other legal requirements.Further, the disruption occasioned by the coronavirus pandemic caused our average net monetization per unit to fall materially in the second quarter of 2020 because the proportional discounts we provided to dealers on subscription-based billing arrangements on average exceeded the proportional decrease in their units. Because our revenue sharing arrangements with our affinity partners are typically tied to our average net monetization, a decrease in this metric negatively affects the per-unit revenues that those partners receive from their partnership with us, and the decrease in our average net monetization could result in any of the adverse actions by affinity partners referred to above. In addition, when the quality of leads we provide declines, such as the declines in quality following the coronavirus pandemic and subsequent inventory shortages, the negative impact on the revenue of our affinity partners could harm our relationships with such affinity partners and our business and financial performance could be adversely affected.A significant change to our relationships with affinity group marketing partners may have a negative effect on our business in other ways. For example, the termination by an affinity group marketing partner of our relationship may create the perception that our products and services are no longer beneficial to the members of affinity groups or a more general negative association with our business. In addition, a termination by an affinity group marketing partner may result in the loss of the data it provided to us about automobile transactions. This loss of data may decrease the quantity and quality of the information that we provide to consumers and may also reduce our ability to identify transactions for which we can invoice dealers. Further, certain of our marketing partners are affiliated with well-established brands that consumers may perceive as trustworthy and reputable. To the extent we lose our affiliation with such brands or consumer views of such brands decline, consumer perceptions of our own brand may be negatively impacted. If our relationships with affinity group marketing partners change, our business, revenue, operating results and prospects may be harmed.If key industry participants, including car dealers, affinity partners and automobile manufacturers, perceive us in a negative light or our relationships with them suffer harm, our ability to grow and our financial performance may be damaged.Our primary source of revenue consists of fees paid by TrueCar Certified Dealers to us in connection with the opportunity to sell automobiles to our users. In addition, our value proposition to consumers depends on our ability to provide pricing information on automobiles from a sufficient number of automobile dealers by brand and in a given consumerâ€™s geographic area. If our relationships with our network of TrueCar Certified Dealers suffer harm in a manner that leads to the departure of these dealers from our network, then our revenue and ability to maintain and grow unique visitor traffic would be adversely affected.For example, at the end of 2011 and the beginning of 2012, due to regulatory and publicity-related challenges, many dealers canceled their agreements with us, and our franchise dealer count fell from 5,571 at November 30, 2011 to 3,599 at February 28, 2012. In 2015, 279 franchise dealers became inactive as the result of a contractual dispute with a large dealer group, and our franchise dealer count decreased from 9,300 at June 30, 2015 to 8,702 at SeptemberÂ 30, 2015. At September 30, 2024, our franchise dealer count was 8,303.TrueCar Certified Dealers have no contractual obligation to maintain their relationship with us. Accordingly, these dealers may leave our network at any time or may develop or use other products or services in lieu of ours. Further, while we believe that our service provides a lower cost, accountable customer acquisition channel, dealers may have difficulty rationalizing their marketing spend across TrueCar and other channels, which may dilute our dealer value proposition. If we are unable to create and maintain a compelling value proposition for dealers to become and remain TrueCar Certified Dealers, our dealer network may fail to grow and the number of dealers in our network could decline.Similarly, if dealers come to view our products and services in a negative light, in particular the products and services associated with TrueCar+, which we are currently rolling out to dealers, our dealer network could be adversely affected.In addition, although the automobile dealership industry is fragmented, a small number of groups have significant influence over the industry, including state and national dealership associations, state regulators, car manufacturers, consumer groups, individual dealers and consolidated dealer groups. If any of these groups believe that automobile dealerships should not do business with us, this belief could become quickly and widely shared by automobile dealerships, and we could lose a significant number of dealers in our network. For example, in 2015, the California New Car Dealers Association, or CNCDA, 44filed a lawsuit alleging that we were operating in the State of California as an unlicensed automobile dealer and auto broker. Although this litigation was ultimately settled, we cannot assure you that similar litigation will not be brought against us in the future. A significant number of automobile dealerships are also members of larger dealer groups, and if a group decides to leave our network, that decision would typically apply to all dealerships within the group.Furthermore, automobile manufacturers may provide their franchise dealers with financial or other marketing support on the condition that they adhere to certain marketing guidelines, and these manufacturers may determine that the manner in which certain dealers use our platform is inconsistent with the terms of those guidelines. That determination could result in potential or actual loss of the manufacturersâ€™ financial or other marketing support to the dealers whose use of the TrueCar platform is deemed objectionable. The potential or actual loss of marketing support could cause those dealers to cease being members of our TrueCar Certified Dealer network, which would adversely affect our ability to maintain or grow the number and productivity of dealers in our network or the revenue derived from those dealers. As discussed in greater detail in the risk factor entitled â€œA significant reduction in the number of cars purchased from our TrueCar Certified Dealers by members of our affinity group marketing partners, such as the decrease in our unit volume following our termination of our partnership with USAA in 2020, would reduce our revenue and harm our operating results,â€ a majority of our units have historically been matched to the car-buying sites we maintain for our affinity group marketing partners, and any deterioration in our reputation or relationships with those partners could result in a number of adverse effects on our business.We cannot assure you that we will maintain strong relationships with the dealers in our network of TrueCar Certified Dealers or that we will not suffer dealer attrition in the future. We may also have disputes with dealers from time to time, including relating to the collection of fees from them and other matters. We may need to modify our products, change pricing or take other actions to address dealer concerns in the future. If a significant number of these automobile dealerships decide to leave our network or change their financial or business relationship with us, our business, growth, operating results, financial condition and prospects would suffer. Our business could be adversely affected by executive and other transitions in our senior management team or if any vacancies cannot be filled with qualified replacements in a timely manner.We have experienced management turnover in the past and could face additional management turnover in the future, which could divert our remaining management teamâ€™s attention from key business areas and negatively affect our business in other ways. Although we generally enter into employment agreements with our executives, the agreements have no specific duration, and our executive officers are at-will employees. As a result, they may terminate their employment relationship with us at any time, and we cannot ensure that we will be able to retain the services of any of them. Our senior managementâ€™s knowledge of our business and industry would be difficult to replace, and any further turnover could negatively affect our business, growth, financial conditions, results of operations and cash flows. Recently, we have experienced significant changes in our management team. In February 2023, we appointed a new chief financial officer, transitioned our prior chief financial officer to the role of chief operating officer and appointed a chief commerce officer, a newly created executive position that was later transitioned to the position of chief revenue officer. As described in the risk factor entitled â€œActions that we have taken and may take in the future to restructure our business in alignment with our strategic priorities may not be as effective as anticipated,â€ in June 2023, in connection with the Restructuring Plan, our former president and chief executive officer was terminated and resigned from our board of directors, and our chief operating officer was appointed as president and chief executive officer. In addition, in September 2023, we announced the replacement of both our chief financial officer and head of sales and the creation of a new position, chief revenue officer. Other executives that departed in 2023, whether in connection with the Restructuring Plan or otherwise, include our chief technology officer, chief communications officer, head of product, senior vice president of partnerships, senior vice president of business development and senior vice president of Digital Motors. Our senior vice president of data engineering departed in the first quarter of 2024. In August 2024, we transitioned our prior chief people officer to the role of chief operating officer. As a result of turnover and open positions, our management team has been required to take on increased responsibilities in the past and may be required to do so again in the future.Management transitions are often difficult and inherently cause some loss of institutional knowledge and a learning curve for new executives, which could negatively affect our results of operations and financial condition. Our ability to execute our business strategies may be adversely affected by the uncertainty associated with any such transition, and the time and attention from the board and management needed to fill any vacant roles and train any new hires could disrupt our business. If we are unable to successfully identify and attract adequate candidates for any vacancies in our management roles in a timely manner, we could experience increased employee turnover and harm to our business, growth, financial conditions, results of operations and cash flows. We face significant competition for executives with the qualifications and experience we seek. The search for candidates for these positions has resulted, and may in the future result, in significant recruiting and relocation costs.45An inability to retain, attract and integrate qualified personnel could harm our ability to develop and successfully grow our business.We

believe our success has depended, and continues to depend, on the efforts and talents of our executives and employees. The loss of key personnel, including members of management as well as key engineering, product and technology employees who understand our business and can innovate our products, could have an adverse effect on our business. Additionally, our future success depends on our continuing ability to attract, develop, motivate and retain highly qualified and skilled employees, including our dealer, marketing, finance, accounting, legal and other personnel. Competition for qualified employees in our industry, particularly for software engineers, data scientists and other technical staff, is often intense, and we have historically faced significant competition in hiring and retaining them during competitive labor markets. Moreover, we have conducted reductions in force and may undergo further reductions as a result of our continued review of business needs, employee performance and other factors specific to our business as well as broader economic factors such as market demand for automotive products and services or advancements in technology. Reductions in our workforce could adversely affect employee morale, retention, recruiting efforts and result in the incurrence of severance-related costs, as described in the risk factor entitled â€œActions that we have taken and may take in the future to restructure our business in alignment with our strategic priorities may not be as effective as anticipated.â€ We are also limited in our ability to recruit internationally by immigration and other laws.To attract and retain executives and other key employees in this competitive marketplace, we must provide competitive compensation packages, including cash and stock-based compensation. Our primary forms of stock-based incentive awards are time-based restricted stock units and performance-based restricted stock units. Our stock price has long experienced substantial volatility, which may negatively impact the extent to which our stock-based compensation is viewed as a valuable benefit. Further, in response to the financial disruption caused by the coronavirus pandemic, we temporarily reduced executive base salaries and deferred employee bonuses, raises and promotions. Although these measures were temporary, executivesâ€™ and other employeesâ€™ bonuses have also been negatively affected by the disruptions we have faced in recent years. The fact that we have taken these actions, and if we take any similar measures in the future, could hamper our recruiting and retention.Further, the equity incentive plan under which we grant our employees stock-based compensation as well as the number of shares issuable thereunder is subject to periodic stockholder approval, which may restrict our ability to authorize the number of stock-based incentive awards to the extent we believe necessary to compensate our employees. If our total compensation packages are not considered competitive, our ability to attract, retain and motivate executives and key employees could be weakened. If we do not succeed in attracting well-qualified employees, retaining and motivating existing employees or integrating new employees, our business could be materially and adversely affected.Further, since the first quarter of 2020, all of our employees have been on work-from-home status, a transition that was initially implemented as a result of the coronavirus in accordance with orders of relevant governmental authorities. In the future, we may permit or require certain employees to return to our offices, which could create a transition period in which business is disrupted or employee attrition, morale and productivity is negatively affected.We may fail to respond adequately to changes in technology and consumer demands that could lead to decreased demand for automobiles on our platform.In recent years, the market for motor vehicles has been characterized by rapid changes in technology and consumer demands. Self-driving technology, ride sharing, transportation networks and other fundamental changes in the automotive industry and transportation technology and infrastructure could have a substantial impact on consumer demand for the purchase or lease of automobiles. Moreover, if a broader nationwide shift toward work-from-home arrangements persists in the long term, consumer demand for cars could decrease. If we fail to respond adequately to a decline in the demand for automobile purchases, it could have a material adverse effect on our business, growth, operating results, financial condition and prospects.Additionally, we are not currently able to monetize transactions in which a manufacturer sells a new automobile directly to a consumer without the involvement of a TrueCar Certified Dealer, as Tesla and some other electric car manufacturers do in certain states. Some more traditional manufacturers, such as Ford, have indicated an intent to adopt certain operating standards pioneered by the electric car industry with respect to their own electric vehicles, such as offering their electric models at fixed prices and supplying dealers with lower inventory. Some manufacturers have also established â€œbuild-to-orderâ€ models in which consumers can order a car with preselected options and features from a manufacturer via a dealership. If these practices become widespread, there may be a decrease in dealersâ€™ and consumersâ€™ dependence on third party services such as ours that incorporate the inventory selection that a dealer has at a given time and rely on the ability of dealers to negotiate price with consumers. If we are not able to adjust our business model in response to these and other developments in the industry, including in response to changing consumer demands, our business, growth, operating results, financial condition and prospects could be adversely affected.46Our ability to enhance our current product offerings, or grow complementary product offerings, may be limited, which could negatively impact our growth rate, revenues and financial performance.As we introduce new offerings or enhance existing products and services on our platform, for example, in connection with our rollout of TrueCar+ or our efforts to create product experiences that are tailored to different consumer and dealer cohorts, we may incur losses or otherwise fail to introduce these products or product enhancements successfully. Our attempts to do so may also place us in competitive and regulatory environments with which we are unfamiliar and involve various risks, including the need to invest significant resources and the possibility that returns on these investments are not achieved for several years, if at all.In addition, we may not successfully demonstrate the value of these enhanced or complementary products to dealers or consumers, and failure to do so would compromise our ability to successfully expand our user experience and could harm our growth rate, revenue and operating performance.Further, key contractual counterparties, including our affinity group marketing partners and automobile manufacturers who participate in our incentive programs, are increasingly requiring that our products adhere to certain technical standards, including accessibility and security standards, more stringent than those that we believe are currently required by applicable law. Ensuring that our products adhere to these requirements could divert our attention from key initiatives and require the investment of a significant amount of resources and, if we are unsuccessful in implementing these standards, could negatively affect our reputation and contractual relationships, which could adversely affect our growth rate, revenue and financial and operating performance. As discussed in the risk factor entitled â€œIf we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers and dealers using those offerings, integrating our current and future offerings into such experiences or appropriately monetizing them, our business and prospects would be adversely affected,â€ our TrueCar+ offering requires a technological infrastructure that integrates the software and processes used by dealers, lenders and other third parties in order to create a fully-integrated online commerce flow for the car buying process. If either such third parties do not cooperate as anticipated or if their software or processes do not perform as anticipated, our products may be adversely affected. Finally, as discussed elsewhere in this â€œRisk Factorsâ€ section, the success of our platform depends in part on the utility it provides to consumers relative to the platforms of our competitors. If we are unable to incorporate features or technological advancements that become commonplace in other consumer-facing products, including those of our competitors, such as the integration of artificial intelligence, machine learning and other emerging technologies, our products may be viewed less favorably by consumers, and our business, growth rate and performance may suffer. We may make product and investment decisions that do not prioritize short-term financial results and may not produce the long-term benefits that we expect.We may make product and investment decisions that do not prioritize short-term financial results if we believe that those decisions are consistent with our mission or will otherwise improve our financial performance over the long term. For example, we completed a long-term replatforming of our technology platform in 2018 that required a substantial dedication of resources over a sustained period of time and therefore caused a delay in pursuing other projects that may have had a more immediate financial impact. As discussed elsewhere in this â€œRisk Factorsâ€ section, our current focus on TrueCar+ has required time and resources that could have been allocated to other aspects of our business. We also may introduce new features or other changes to existing products, or introduce new stand-alone products, that attract users away from products or use cases where we have more proven means of monetization. For example, in 2020, we introduced new consumer experiences that allow our users more control over the dealers to which their contact information is provided, the specific information so provided and the methods by which they are contacted. Although we believe that these experiences improved our product and will yield long-term financial benefits, in the short term, certain aspects of those new experiences had an incrementally negative impact on our monetization rates. Similarly, as discussed elsewhere in this â€œRisk Factorsâ€ section, we believe that the rollout of our TrueCar+ offering is critical to the long-term success of our business. However, we cannot assure you that we will do so successfully, or, if we do, that it will improve our business.These and other similar decisions may adversely affect our business and results of operations and may not produce the long-term benefits that we expect.Failure to maintain or increase our revenue, or to reduce our expenses as a percentage of revenue, would adversely affect our financial condition and profitability.We expect to make significant future investments to support the further development and expansion of our business and these investments may not result in increased revenue or growth on a timely basis or at all, and may not be sufficient to replace the revenue that we historically derived from our partnership with USAA or that we generated prior to the coronavirus pandemic and recent automobile inventory shortages, each as discussed elsewhere in this â€œRisk Factorsâ€ section. Furthermore, 47these investments may not decrease as a percentage of revenue if our business grows. In particular, we may continue to make substantial expenditures to acquire or develop and launch new products and enhance our existing products and services, continue to grow and train our network of TrueCar Certified Dealers and continue to upgrade and enhance our technology infrastructure. We also intend to continue investing to increase both dealer and consumer awareness of our brand, including channels such as television, video, digital, social, email, out-of-home, experiential and radio advertisements. There can be no assurance that these investments will have the effect of maintaining or increasing revenue or that we will eventually be able to decrease our expenses as a percentage of revenue, and failure to do so would adversely affect our financial condition and profitability.Further, as a result of our transition to a remote workforce as described in the risk factor entitled â€œAn inability to retain, attract and integrate qualified personnel could harm our ability to develop and successfully grow our business,â€ we also no longer require the amount of office space we did prior to the pandemic yet we continue to incur costs related to leases that were in place prior to our transition to a remote workforce. We have not yet successfully sublet or terminated all of our leases with respect to all such unused property, and, as discussed in the risk factor entitled â€œWe face litigation and are party to legal proceedings that could have a material adverse effect on our business, financial condition, results of operations and cash flows,â€ we remain in active litigation with the landlord respect to the lease for our former headquarters. We cannot guarantee that we will be able to offset all costs associated with these leases in the future.We cannot predict whether we will be able to maintain or grow our business. If we are unable to successfully respond to changes in the market, our business could be harmed.Our business has grown when consumers and automobile dealers have increasingly used our products and services. However, we cannot guarantee that we will be able to maintain or grow our business. We expect that our business will evolve in ways that may be difficult to predict. For example, marketing expenditures in certain situations become inefficient, particularly with respect to the TrueCar website and our branded mobile applications. Revenue growth may be dependent on a number of factors, including the success of our TrueCar+ offering or our ability to focus on increasing the number of transactions, subscriptions and other sources from which we derive revenue by growing our network of TrueCar Certified Dealers, including dealers representing high-volume brands, both on an overall basis and in important geographies, as well as growth in the revenue we derive from car manufacturer incentive programs. It is also possible that dealers could broadly determine that they no longer believe in the value of our services. For example, as described in greater detail in the risk factor entitled â€œOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other issues,â€ the automobile inventory shortage in recent periods reduced the attractiveness of our value proposition to many dealers.In the event of these or any other developments, our continued success will depend on our ability to successfully adjust our strategy to meet the changing market dynamics. If we are unable to do so, our business could be harmed, and our results of operations and financial condition could be materially and adversely affected.We rely on relationships with data providers and may experience interruptions in the data feeds or API services they provide, which could adversely affect our current and future product offerings, including TrueCar+, and could limit our ability to provide our complete platform to consumers and dealer customers as well as the timeliness of the information we provide, and which may impair our ability to attract or retain consumers and TrueCar Certified Dealers and to timely invoice our dealers, and otherwise negatively affect our business.We receive data that is important for our business, such as automobile purchase data, from many third-party data providers, including our network of TrueCar Certified Dealers; DMS data feed providers; data aggregators and integrators; survey companies; purveyors of registration data; our affinity group marketing partners; and other companies with which we partner from time to time. An interruption in our receipt of data from any of the data sources on which we rely could negatively affect our business.For example, in the circumstances in which we employ a pay-per-sale billing model, we use automobile purchase data to match purchases from TrueCar Certified Dealers so that we may collect transaction fees from those dealers and recognize revenue from the related transactions. We also use that data to demonstrate to TrueCar Certified Dealers on a subscription billing model the value we provide to support maintaining or increasing our subscription rates and for otherwise tracking our units and collecting other relevant business information.From time to time, we experience interruptions in one or more data feeds that we receive from third-party data providers, particularly DMS data feed providers. These interruptions sometimes negatively affect our business, for example, by impacting our ability to timely invoice the dealers in our network. These interruptions may occur for a number of reasons, including changes to the software used by these data feed providers and difficulties in renewing our agreements with third-party data feed providers or as a result of cybersecurity incidents that impact such data feed providers. If the circumstances which result in an interruption do not resolve or we are unable to use alternative data sources, and we experience a material disruption 48in the data provided to us, the information that we provide to our users and TrueCar Certified Dealers may be limited, the quality of this information may suffer, the user experience may be negatively affected and certain functionality on our platform may be disabled, and our business, financial condition, results of operations and cash flows would be materially and adversely affected.In the circumstances in which we employ a pay-per-sale billing model, an interruption in the automobile purchase data feeds that we receive may affect our ability to match automobile purchases made by our users from TrueCar Certified Dealers, thereby delaying our submission of an invoice to a dealer in our network for a given transaction and delaying the timing of cash receipts from the dealer, and in circumstances in which we employ a subscription billing model, an interruption in those data feeds may affect our ability to justify maintaining or increasing our subscription rates. The redundancies of automobile purchase data feeds received from multiple providers may not result in sufficient data to match automobile purchases made by our users from TrueCar Certified Dealers. In the case of an interruption in these data feeds, our billing structure may transition to a subscription model for affected automobile dealers in our network until the interruption ceases. However, our subscription billing model may result in lower revenues during an interruption and, when an interruption ceases, we may not be able to retroactively match a transaction and collect a fee. In addition, our likelihood of collecting the fee owed to us for a given transaction decreases for those periods during which we are unable to submit an invoice to automobile dealers. Interruptions that occur in close proximity to the end of a given reporting period could result in delays in our ability to recognize those transaction revenues in that reporting period and these shortfalls in transaction revenue could be material to our operating results.As discussed in the risk factor entitled â€œOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other factors,â€ in June 2024, CDK Global, a major provider of DMS products which are used by many of our TrueCar Certified Dealers, announced that it had suspended certain key systems and operations as a result of a cybersecurity incident. Our platform is designed to integrate with certain tools and software used by our TrueCar Certified Dealers, including CDKâ€™s DMS products. If any third-party products widely used by our network of Certified Dealers become unable to integrate with our products, certain aspects of our services could be interrupted, some dealers on our network may lose faith in our value proposition and our business, operations and results may be adversely impacted. Further, we rely on automobile purchase data to match purchases from TrueCar Certified Dealers. This allows us to track units sold, demonstrate the value we provide our TrueCar Certified Dealers and to calculate revenue from the TrueCar Certified Dealers that we bill on our pay-per-sale billing model. If we are unable to match sales to leads due to technological or other disruptions, our revenue and business may be adversely affected.Finally, as described in greater detail in the risk factor entitled â€œIf we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers and dealers using those offerings, integrating our current and future offerings into such experiences or appropriately monetizing them, our business and prospects would be adversely affected,â€ we depend on certain third-party providers of data and other services in providing our Access package of Trade and Payments solutions, and our TrueCar+ offering and our ability to provide users with certain information about others pay for the same make and model of a car, all rely on a number of other third-party providers. If our access to any of these providers is interrupted, or if any of them ends or adversely alters its relationship with us or the data they provide, we may be required to modify or curtail features of our TrueCar+ and other existing offerings.We rely, in part, on internet search engines to drive traffic to our website, and if we fail to appear prominently in the search results, our traffic would decline, and our business would be adversely affected.We depend in part on internet search engines such as Google and Bing to drive traffic to our website, both through organic search results and the purchase of automotive and shopping-related keywords and phrases. For example, when a user types an automotive-related term into an internet search engine,

we rely on a high organic search ranking of our webpages in these search results to refer the user to our website. However, our ability to maintain high, non-paid search result rankings is not within our control. Our competitorsâ€™ internet search engine optimization efforts may result in their websites receiving a higher search result page ranking than ours, or internet search engines could revise their methodologies in a way that adversely affects our search result rankings. If internet search engines modify their search algorithms in ways that are detrimental to us, as Google and other search engine operators have done from time to time, or if our competitorsâ€™ search engine optimization efforts are more successful than ours, overall growth in our user base could slow, our user base could decline or we could attract a less in-market user base. Internet search engine providers could provide automobile dealer and pricing information directly in search results, align with our competitors or choose to develop competing services. Our website has experienced fluctuations in search result rankings in the past, and we anticipate similar fluctuations in the future. We also purchase automotive-related keywords by anticipating what words, terms and phrases consumers will use to search for car purchases on search engines and then bid on those words and terms in the search enginesâ€™ auction systems. Search engines frequently update and change the logic that determines the placement and ordering of results on a userâ€™s search, which may reduce the effectiveness of the keywords we have purchased. Search engines also frequently change and optimize 49the amount and placements of advertisements on a search results page which may impact the quantity and quality of traffic to our website. Further, we bid against our competitors and other advertisers for preferred placement on the search enginesâ€™ results pages. Many of our competitors have greater resources with which to bid and better brand recognition and consumer visibility than we do. We experience competition for paid advertisements, which increases the cost of paid internet search advertising and as a result, our marketing and advertising expenses. Search engines may also adopt a more aggressive auction-pricing system for keywords that causes us to incur higher advertising costs or reduces our market visibility to prospective users. If paid search advertising costs increase or become cost-prohibitive, whether because of increased competition, pricing system changes, algorithm changes or otherwise, our advertising expenses could rise significantly, or we could reduce or discontinue our paid search advertisements. Moreover, the use of voice recognition technology such as Alexa, Google Assistant and Siri or the implementation of artificial intelligence into existing search engines such as Bing and Google may drive traffic away from traditional search engines, which could reduce traffic to our website. Any reduction in the number of users directed to our website through internet search engines could harm our business and operating results.Our users may in some cases require dealers who wish to communicate with them other than by email to communicate by text message rather than by phone call. If consumers or dealers do not see value in this functionality, or if it results in privacy concerns, our business could be negatively affected. We allow some of our users to choose how dealers contact them other than by email, whether both by telephone and by text message or only by text message. We believe that allowing users to select their methods of communication is beneficial to both consumers and dealers, but we cannot assure you that they will agree. To the extent that dealers perceive text-message connections to be less valuable, for example because dealers believe that they are able to sell fewer cars to our users when using it, our business and results of operations could be negatively affected.Additionally, we use a third-party vendor to facilitate text message communications between our users and dealers, and we have access to those communications. If either we, or our third-party vendor, are perceived to violate our dealersâ€™ or usersâ€™ privacy in connection with those communications, or any law or regulation that applies to those communications, our reputation and business could be harmed. For more information on this type of risk, refer to the risk factor entitled â€œWe collect, process, store, share, disclose and use personal information and other data, and our actual or perceived failure to protect this information and data could damage our reputation and brand and harm our business and operating results.â€The success of our business relies heavily on our marketing and branding efforts, especially with respect to the TrueCar website and our branded mobile applications, as well as those efforts of the affinity group marketing partners whose websites we power, and these efforts may not be successful. We believe that the TrueCar website and our TrueCar-branded mobile applications are important components of the growth of our business. Because TrueCar.com is a consumer brand, we rely heavily on marketing, communications and advertising to increase the visibility of this brand with potential users of our products and services. We have historically advertised and intend to continue advertising in the future through a combination of digital and online media, sponsorship programs, television marketing campaigns and other means, the goals of which are to increase the strength and recognition of, and trust in, the TrueCar brand and to drive more unique visitors to our website and mobile applications, and we expect to continue to advertise in support of our branding initiatives and future product launches. For more information on this initiative, see the risk factor entitled â€œIf consumers and dealers do not respond positively to our branding, our financial performance and our ability to grow unique visitor traffic and expand our dealer network could be negatively affected.â€ We incurred expenses of $99.1Â million and $104.5Â million on sales and marketing during the years ended 2023 and 2022, respectively.We strive to decrease incremental user acquisition costs by optimizing our marketing spend across various channels and scaling our business and revenues. In the past, our revenue growth has been highly influenced by marketing expenditures. In part because of our reliance on a subscription-based billing model, incremental marketing expenditures may not result in sufficient revenue to permit the recovery of incremental user acquisition costs through revenue growth. This limits the growth in revenue that can be achieved through marketing expenditures. If we are unable to recover our marketing costs through increases in user traffic and in the number of transactions by users of our platform, our growth, results of operations and financial condition could be materially adversely affected.Additionally, if we discontinue our broad marketing campaigns or elect to reduce our sales and marketing costs to decrease our losses, as we did at the beginning of the coronavirus pandemic, our ability to acquire consumers and dealers and grow our revenues would be adversely affected. Further, the industry-wide vehicle inventory shortages that began in 2021 resulted in increased vehicle prices that required us to discontinue long-running, high-performing advertising messages about the amount of savings that our users typically save off of the manufacturersâ€™ suggested retail price, which we believe reduces the effectiveness of our advertising. For more information on these inventory shortages, see the risk factor entitled â€œOur business is subject to risks related to the larger automotive ecosystem, including inventory and global supply chain challenges, labor and other issues.â€50Our current and potential competitors may also have significantly more financial, marketing, and other resources than we have and the ability to devote greater resources to the promotion and support of their products and services. The realities of competing for users and brand visibility, as well as ensuring the satisfaction of our dealers, may limit our ability to reduce our own marketing expenditures, potentially negatively impacting our operating margins and financial results.Moreover, the number of transactions generated by the members of our affinity group marketing partners depends in part on the emphasis that these affinity group marketing partners place on marketing the purchase of cars within their platforms as well as third-party advertising platforms. Should one or more of our affinity group marketing partners decide to deemphasize the marketing of our platform, or if their marketing efforts are otherwise unsuccessful, our revenue, business and financial results would be harmed.Finally, as noted above, we rely in part on digital and online media for our marketing efforts. Historically, this has involved, among other things, collecting, tracking, using, and sharing certain personal data of consumers who interact with our webpages or application. The protection of the privacy of consumersâ€™ data is a topic of heightened national political and commercial attention in a rapidly-changing landscape. The developments resulting from this heightened attention include, in addition to the legal and regulatory changes discussed in greater detail elsewhere in this â€œRisk Factorsâ€ section, numerous actual and potential actions by private entities to protect consumersâ€™ data privacy. For example, Appleâ€™s iOS software requires all applications on iPhones to request permission from users before using their personal data. Because of this, Meta and other companies have restricted our ability to use the data of users of their platforms who are directed to our webpages or application. These restrictions have negatively impacted the effectiveness of our digital marketing, and we expect that similar future restrictions imposed on us by other third parties similar to Apple and Meta could have similar impacts, which may lead us to redirect resources to other marketing channels. We cannot guarantee that we will be able to mitigate the negative effects of these and other similar changes, and failure to do so could harm our revenue, business, operating margins, and financial results.If consumers and dealers do not respond positively to our branding, our financial performance, and our ability to grow unique visitor traffic and expand our dealer network could be negatively affected.We regularly expend resources on the preservation and refreshment of our branding. For example, in 2020, shortly before the onset of the coronavirus pandemic, we launched a rebranding campaign that included a change in our logo and extensive advertising and promotional activity, and we plan to engage in additional branding campaigns in connection with the rollout of our TrueCar+ offering. We cannot guarantee that any given investment in our branding will improve our brand recognition or otherwise result in benefits that outweigh its costs. If consumers and dealers do not respond positively to our branding, our sales, performance and consumer and dealer relationships could be adversely affected.Moreover, maintaining and enhancing our brand largely depends on the success of our efforts to maintain the trust of our users and TrueCar Certified Dealers and to deliver value to each of our users and TrueCar Certified Dealers. If our existing or potential users come to perceive that we are not focused primarily on providing them with a better car-buying experience, or if dealers do not perceive us as offering a compelling value proposition, our reputation and the strength of our brand would be adversely affected.Complaints or negative publicity about our business practices, our marketing and advertising campaigns, our compliance with applicable laws and regulations, the integrity of the data that we provide to users, our approach to data privacy and security issues and other aspects of our business, irrespective of their validity, could diminish usersâ€™ and dealersâ€™ confidence in and use of our products and services and adversely affect our brand. These concerns could also diminish the trust of existing and potential affinity group marketing partners. There can be no assurance that we will be able to maintain or enhance our brand, and failure to do so could harm our business growth prospects and operating results.We participate in a highly competitive market, and pressure from existing and new companies may adversely affect our business and operating results.We face significant competition from companies that provide vehicle inventory listings, vehicle information, lead generation and car-buying services designed to reach consumers and enable dealers to reach these consumers.Our competitors offer various products and services that compete with us. Some of these competitors include:â€¢internet search engines and online automotive sites such as Google, Amazon, Autotrader.com, eBay Motors, AutoWeb.com (formerly Autobytel.com), KBB.com, CarSaver.com, CarGurus.com and Cars Commerce (also known as Cars.com);Â â€¢sites operated by OEMs such as General Motors and Ford;â€¢online automobile retailers such as Carvana, CarMax (and its subsidiary Edmunds), DriveTime and other local and national dealerships with strong online presences;51â€¢providers of offline, membership-based car-buying services such as the Costco Auto Program; andÂ â€¢offline automotive classified listings, such as trade periodicals and local newspapers.Â We compete with many of the companies that provide the above-mentioned products and services, among other companies, for a share of car dealersâ€™ overall marketing budget for online and offline media marketing spend. If car dealers come to view alternative marketing and media strategies to be superior to us, we may not be able to maintain or grow the number of TrueCar Certified Dealers and our TrueCar Certified Dealers may sell fewer cars to users of our platform, and our business, operating results and financial condition will be harmed.We also expect that new competitors will continue to enter the automotive retail industry with competing products and services, which could have an adverse effect on our revenue,Â business and financial results.Our competitors could significantly impede our ability to expand and optimize our network of TrueCar Certified Dealers and to reach consumers. Our competitors may also develop and market new technologies, including end-to-end consumer car-buying experiences that may compete with our TrueCar+ offering, that render our existing or future products and services less competitive, unmarketable or obsolete. Moreover, if our competitors develop products or services with similar or superior functionality to our solutions, we may need to decrease the prices for our solutions in order to remain competitive. If we are unable to maintain our current pricing structure due to competitive pressures, our revenue will be reduced, and our operating results will be negatively affected.Our current and potential competitors may have significantly more financial, technical, marketing and other resources than we have, and the ability to devote greater resources to the development, promotion and support of their products and services. Additionally, they may have more extensive automotive industry relationships, longer operating histories and greater name recognition than we have. As a result, these competitors may be better able to respond more quickly with new technologies, such as artificial intelligence, machine learning and other emerging technologies. Our competitors may also be able to leverage their resources and relationships to undertake more extensive marketing or promotional campaigns. Further, if any of our competitors have existing relationships with dealers or automobile manufacturers for marketing or data analytics solutions, those dealers and automobile manufacturers may be unwilling to continue to partner with us. If we are unable to compete with these companies, the demand for our products and services could substantially decline.In addition, if one or more of our competitors were to merge or partner with another of our competitors, the change in the competitive landscape could adversely affect our ability to compete effectively. Our competitors may also establish or strengthen cooperative relationships with our current or future third-party data providers, technology partners or other parties with whom we have relationships, thereby limiting our ability to develop, improve and promote our solutions. We may not be able to compete successfully against current or future competitors, and competitive pressures may harm our revenue, business and financial results.Further, our competitors may face challenges to their businesses distinct from the challenges we face, because of, among other things, the differences in the products and services offered by our competitors compared to those we offer, or because of the differences in the business and financial strategies of our competitors compared to our own. In some cases, particularly with respect to competitors whose business or financial challenges garner significant publicity, this could result in increased skepticism from consumers, dealers and investors of our own business and products, including our TrueCar+ service, as our product and services, or our industry generally may come to be viewed in a negative light. Further, to the extent we generate revenue from doing business with certain of our competitors, such as our competitors that list their own vehicles on our platform, our own revenue may decline as a result of challenges to the business of our competitors. We are subject to a complex framework of laws and regulations, including, among others, those concerning vehicle sales, advertising and brokering, many of which are unsettled, still developing and contradictory, which have in the past, and could in the future, subject us to claims, challenge our business model or otherwise harm our business.Various aspects of our business are or may be subject, directly or indirectly, to U.S. laws and regulations. Failure to comply with those laws or regulations may result in the suspension or termination of our ability to do business in affected jurisdictions or the imposition of significant civil and criminal penalties, including fines or the award of significant damages against us and our TrueCar Certified Dealers in class action or other civil litigation.52Motor Vehicle Sales, Advertising and Brokering LawsThe advertising and sale of new or used motor vehicles is highly regulated by the jurisdictions in which we do business. Although we do not sell motor vehicles to consumers, regulatory authorities or third parties could take the position that certain regulations applicable to dealers who sell motor vehicles to consumers or the manner in which motor vehicles are advertised and sold generally are directly applicable to our business. If our products or services are determined not to comply with relevant regulatory requirements, we or our TrueCar Certified Dealers could be subject to significant civil and criminal penalties, including fines, or the award of significant damages in class action or other civil litigation, as well as orders interfering with our ability to continue providing our products and services in certain jurisdictions. In addition, even without a determination that our products or services do not comply with relevant regulatory requirements, if dealers are uncertain about the applicability of those laws and regulations to our business, we may lose, or have difficulty increasing the number of, TrueCar Certified Dealers in our network, which would adversely affect our future growth.Several jurisdictions in which we do business have laws and regulations that strictly regulate or prohibit the brokering of motor vehicles or the making of so-called â€œbird-dogâ€ payments by dealers to third parties in connection with the sale of motor vehicles through persons other than licensed salespersons. If our products or services are determined to fall within the scope of those laws or regulations, we may be forced to implement new measures, which could be costly, to reduce our exposure to those obligations, including the discontinuation of certain products or services in affected jurisdictions. Additionally, if regulators conclude that our products or services fall within the scope of those laws and regulations, we or our TrueCar Certified Dealers could be subject to significant civil or criminal penalties, including fines, or the award of significant damages in class action or other civil litigation.In addition to generally applicable consumer protection laws, many jurisdictions in which we do business have laws and regulations that specifically regulate the advertising for sale of new or used motor vehicles. These advertising laws and regulations are frequently subject to multiple interpretations and are not uniform from jurisdiction to jurisdiction, sometimes imposing inconsistent requirements on the advertiser of a new or used motor vehicle. If the content displayed on the websites we operate is determined or alleged to be inaccurate or misleading, under motor vehicle advertising laws, generally applicable consumer protection laws or otherwise, we could be subject to significant civil and criminal penalties, including fines, or the award of significant damages in class action or other civil litigation. Moreover, allegations like these, even if unfounded or decided in our favor, could be extremely costly to defend, could require us to pay significant sums in settlements and could interfere with our ability to continue providing our products and services in certain jurisdictions.From time to time, certain authorities, dealer associations and others have taken the position that aspects of our products and services violate brokering, â€œbird-dogâ€ or advertising laws. When these allegations have arisen, we have endeavored to resolve the identified concerns on a consensual and expeditious basis, through negotiation and education efforts, without resorting to the judicial process. In some instances, we have nevertheless been required to suspend all or certain aspects of our business operations in a jurisdiction pending the resolution of these issues, the resolution of which included the payment of fines in 2011 and 2012 in an

aggregate amount of approximately $26,000. For example, in the beginning of 2012, following implementation of our first nationwide television advertising campaign, regulatory inquiries into the compliance of our products and services with brokering, â€œbird-dogâ€ and advertising laws intensified to a degree we had not previously experienced. Responding to and resolving these inquiries, as well as our efforts to ameliorate the related adverse publicity and loss of TrueCar Certified Dealers from our network, resulted in decreased revenues and increased expenses and, accordingly, increased our losses during much of 2012.Further, as we expand our business model to offer new products or services, we may become subject to motor vehicle sales, advertising and brokering laws that have not historically applied to our business and with which we are not operationally experienced. For example, following the wind down of our commercial relationship with Accu-Trade as discussed in the risk factor entitled â€œIf we are not successful in rolling out new offerings, including our TrueCar+ offering, providing a compelling value proposition to consumers and dealers using those offerings, integrating our current and future offerings into such experiences or appropriately monetizing them, our business and prospects would be adversely affected,â€ we now provide certain services to our dealers and users with the support of our affiliate, TCWS, instead of Accu-Trade. This has resulted in TCWS being subject to laws and regulatory schemes with which we have no previous operational experience. It may also result in TrueCar, Inc. being subject to laws and regulatory schemes that were not previously applicable to our business.53Actions Brought by Regulators and Other Governmental AuthoritiesIn the past, we have received notices and been subject to investigations from regulators in Texas, Mississippi, California and Ohio. In each case, we responded to the notices and/or investigations and no further action has been taken. As a result, we consider the issues raised to be informally resolved, but we cannot assure you that these matters or similar matters will not reemerge in the future. Further detail with respect to each such action is described below.â€¢Texas: In 2015, we received a letter from the Texas Department of Motor Vehicles, which we refer to as the Texas DMV Notice, asserting that certain aspects of our advertising in Texas constituted false, deceptive, unfair or misleading advertising within the meaning of applicable Texas law. We then responded to the Texas DMV Notice in an effort to resolve the concerns raised by the Texas DMV Notice without making material, unfavorable adjustments to our business practices or user experience in Texas. In light of the fact that no further action has been taken with respect to this matter following our response to the Texas DMV Notice, we consider the issues raised by the Texas DMV Notice to be informally resolved, but we cannot assure you that this matter or similar matters will not reemerge in the future.â€¢Mississippi: In 2016, we received a letter from the Mississippi Motor Vehicle Commission, which we refer to as the Mississippi MVC Letter, asserting that an aspect of our advertising in Mississippi was not in compliance with a regulation adopted by the Mississippi Motor Vehicle Commission. We responded to the Mississippi MVC Letter in an effort to resolve the concerns raised by the Mississippi MVC Letter without making material unfavorable adjustments to our business practices or user experience in Mississippi. In light of the fact that no further action has been taken with respect to this matter following our response to the Mississippi MVC Letter, we consider the issues raised by the Mississippi MVC Letter to be informally resolved, but we cannot assure you that this matter or similar matters will not reemerge in the future.â€¢California: Also in 2016, we met with investigators from the California Department of Motor Vehicles, or the California DMV, regarding an allegation made by a dealer that we were operating as an unlicensed automobile auction in California, which we refer to as the Unlicensed Auction Allegation. We provided the investigators with information about our business in an effort to resolve the concerns raised by the Unlicensed Auction Allegation. Later that year, we were informally advised by an investigator for the California DMV that the concerns raised by the Unlicensed Auction Allegation had been resolved, but that the investigators will continue to evaluate our responses regarding certain matters related to the advertising of new motor vehicles. In light of the fact that no further action has been taken with respect to this matter, we consider the issues raised by the Unlicensed Auction Allegation to be informally resolved, but we cannot assure you that this matter or similar matters will not reemerge in the future.â€¢Ohio: In 2017, we received an investigatory subpoena from the Consumer Protection Section of the Office of the Attorney General of the State of Ohio issued pursuant to the Ohio Consumer Sales Practices Act. The investigatory subpoena requested certain information about online content we displayed related to vehicles listed for sale by TrueCar Certified Dealers in Ohio. We responded to the investigatory subpoena and supplied the information it sought. In light of the fact that no further action has been taken with respect to this matter subsequent to our response to the investigatory subpoena, we consider this matter to be resolved, but we cannot assure you that this matter or similar matters will not reemerge in the future.Actions Brought by Dealers, Consumers and Other Third Partiesâ€¢CNCDA Litigation: In 2015, we were named as a defendant in a lawsuit filed by the CNCDA in the California Superior Court for the County of Los Angeles. The complaint sought declaratory and injunctive relief based on allegations that we were operating in the State of California as an unlicensed automobile dealer and autobroker. In 2017, the parties entered into a binding settlement agreement to fully resolve the lawsuit, and the litigation was dismissed.â€¢California Dealer Litigation: In 2015, we were named as a defendant in a lawsuit filed in the California Superior Court for the County of Los Angeles by numerous dealers participating on the TrueCar platform. The complaint, as subsequently amended, sought declaratory and injunctive relief based on allegations that we were engaging in unfairly competitive practices and were operating as an unlicensed automobile dealer and autobroker in contravention of various state laws. Later that year, the plaintiffs voluntarily dismissed this lawsuit â€œwithout prejudice,â€ which means that while this litigation is currently resolved, it could be re-commenced at a later date.54â€¢California Consumer Class Action: In 2015, we were named as a defendant in a putative class action lawsuit filed by Gordon Rose in the California Superior Court for the County of Los Angeles, which we refer to as the California Consumer Class Action. The complaint asserted claims for unjust enrichment, violation of the California Consumer Legal Remedies Act and violation of the California Business and Professions Code, based in part on allegations that we are operating in the State of California as an unlicensed automobile dealer and autobroker. After the trial and appellate courts rejected the plaintiffâ€™s motion for class certification, he voluntarily dismissed the remainder of his case, meaning that the California Consumer Class Action is currently resolved.â€¢Haas Class Action: In 2017, we were named as a defendant in a putative class action filed by Kip Haas in the U.S. District Court for the Central District of California. The complaint asserted claims for violation of the California Business and Professions Code, based principally on allegations of false and misleading advertising and unfair business practices. The complaint sought an award of unspecified damages, interest, injunctive relief and attorneyâ€™s fees. Later that year, the parties entered into a binding settlement agreement, and the litigation was dismissed.***If regulators or other third parties take the position in the future that our products or services violate applicable brokering, â€œbird-dogâ€ or advertising laws or regulations, responding to those allegations could be costly, require us to pay significant sums in settlements, require us to pay civil and criminal penalties, including fines, interfere with our ability to continue providing our products and services in certain jurisdictions or require us to make adjustments to our products and services or the manner in which we derive revenue from our participating dealers, any or all of which could result in substantial adverse publicity, loss of TrueCar Certified Dealers from our network, decreased revenues, increased expenses and decreased profitability.Insurance Regulatory LawsThe advertising and sale of automobile insurance is highly regulated by the jurisdictions in which we do business. Although we do not sell insurance, certain of our partners sell insurance to the public in general and may sell insurance to our users in particular. Further, we enter into arrangements with certain such partners from time to time pursuant to which we receive fees based in whole or in part on the volume of our users who choose to interact with those partners. We cannot guarantee you that regulatory authorities or third parties will not take the position that some of the regulations applicable to insurance brokers or to the manner in which insurance products are advertised or sold generally apply to our platforms or business. If our products or services are determined to fall within the scope of those laws or regulations, we or our partners may be required to implement new measures, which could be costly, to reduce our or their exposure to those obligations, including the discontinuation of certain products or services in affected jurisdictions. Additionally, if our products or services are determined not to comply with relevant regulatory requirements, we or our partners could be subject to significant civil and criminal penalties, including fines, or the award of significant damages in class action or other civil litigation, as well as orders interfering with our ability to continue providing our products and services in certain jurisdictions. Even without a determination that our products or services fall within the scope of those laws or regulations or do not comply their requirements, if any of our current or prospective affinity or other partners is uncertain about the applicability of those laws and regulations to our business, those partners may terminate or curtail their business with us, or we could have difficulty attracting new partners, which would adversely affect our future growth. Any or all of these adverse effects could result in substantial negative publicity, decreased revenues, increased expenses and decreased profitability.Laws Relating to Financial ProductsThe provision of financial products, including related to the purchase, financing or lease of automobiles, is highly regulated by the jurisdictions in which we do business. Although we do not provide financing, extend credit to consumers or make decisions regarding whether a consumer qualifies for financing, certain of our partners provide automobile financing or other financial products to the public in general, and may provide automobile financing products to our users in particular. In connection with certain of the products provided by these commercial partners, our platform collects and transmits certain information related to consumer credit applications. Further, we enter into arrangements with certain such partners from time to time pursuant to which we receive fees based in whole or in part on the volume of our users who choose to interact with those partners, including arrangements based upon the volume of our users who complete transactions with those partners. We cannot assure you that relevant regulatory authorities or third parties will not take the position that some of the regulations applicable to financial product providers, or to the manner in which such products are advertised or sold, apply to our platforms or business. If our products or services, including products or services that we may offer in the future, are determined to fall within the scope of those laws or regulations in a manner that would require us or our partners to implement additional measures to comply with these laws and regulations, we may be forced to incur additional compliance costs or be required to discontinue or limit the offering of certain products or services in affected jurisdictions. Additionally, if our products or services are determined not to comply with relevant regulatory requirements, we or our partners could be subject to possibly significant civil and criminal penalties, including fines, or the award of significant damages in class action or other civil litigation, as well as 55orders interfering with our ability to continue providing our products and services in certain jurisdictions. Even without a determination that our products or services are not in compliance with those law or regulations, if any of our current or prospective affinity or other partners is uncertain about the applicability of such laws and regulations to our business, those partners may terminate or curtail their business with us, or we could have difficulty attracting new partners, which would adversely affect our future growth. Any or all of these adverse effects could result in substantial negative publicity, increased regulatory scrutiny, decreased revenues, increased expenses and decreased profitability.Federal Advertising RegulationsThe Federal Trade Commission, or the FTC, has authority to take actions to remedy or prevent advertising practices that it considers to be unfair or deceptive and that affect commerce in the United States. If the FTC takes the position in the future that any aspect of our business constitutes an unfair or deceptive advertising practice, responding to those allegations could require us to pay significant damages, settlements and civil penalties, or could require us to make adjustments to our products and services, any or all of which could result in substantial adverse publicity, loss of participating dealers, lost revenues, increased expenses and decreased profitability.In March 2015, we were named as a defendant in a lawsuit purportedly filed on behalf of numerous automotive dealers who were not on the TrueCar platform in the U.S. District Court for the Southern District of New York. The complaint sought injunctive relief in addition to over $250 million in damages based on allegations that we violated the Lanham Act as well as various state laws prohibiting unfair competition and deceptive acts or practices related to our advertising and promotional activities. In July 2019, the court granted our motion for summary judgment as to the plaintiffsâ€™ Lanham Act claim and, in light of the dismissal of the plaintiffsâ€™ sole federal claim, the court declined to exercise supplemental jurisdiction over their state-law claims and therefore dismissed them without prejudice.In 2023, the FTC announced a rule that set forth new requirements with respect to the sale, financing and leasing of new and used vehicles by dealers as well as the advertising of such vehicles by dealers. The implementation of the rule, referred to as the Combating Auto Retail Scams Trade Regulation Rule, or CARS Rule, has been postponed indefinitely pending resolution of a legal challenge. However, if the CARS Rule goes into effect and the FTC takes the position that any aspect of our business does not comply with relevant regulatory requirements of the CARS Rule, we could be required to pay significant damages, settlements and civil penalties, or we could be required to make adjustments to our products and services, any or all of which could result in substantial adverse publicity, loss of participating dealers, lost revenues, increased expenses and decreased profitability.Federal Antitrust LawsThe antitrust laws prohibit, among other things, any joint conduct among competitors that would lessen competition in the marketplace. Some of the information that we obtain from dealers is competitively sensitive and, if disclosed inappropriately, could potentially be used by dealers to impede competition or otherwise diminish independent pricing activity. A governmental or private civil action alleging the improper exchange of information, or unlawful participation in price maintenance or other unlawful or anticompetitive activity, even if unfounded, could be costly to defend and adversely impact our ability to maintain and grow our dealer network.In addition, governmental or private civil actions under the antitrust laws could result in orders suspending or terminating our ability to do business or otherwise altering or limiting certain of our business practices, including the manner in which we handle or disclose dealer pricing information, or the imposition of significant civil or criminal penalties, including fines or the award of significant damages against us and our TrueCar Certified Dealers in class action or other civil litigation.Privacy LawsWe are subject to a variety of laws and regulations that relate to privacy, data protection and personal information, which in some cases can be enforced by private parties in addition to government entities, are constantly evolving and can be subject to significant change. As a result, the application, interpretation and enforcement of these laws and regulations are often uncertain and may be interpreted and applied inconsistently from jurisdiction to jurisdiction and inconsistently with our current practices and policies. For example, legislative or regulatory actions affecting the manner in which we display content to our users, use or share information or obtain consent to use or share information could adversely affect the manner in which we provide our services or adversely affect our financial results. For more information concerning these and other similar potential actions, refer to the risk factor â€œWe collect, process, store, share, disclose and use personal information and other data, and our actual or perceived failure to protect this information and data could damage our reputation and brand and harm our business and operating results.â€OtherThe foregoing description of laws and regulations to which we are or may be subject is not exhaustive, and the regulatory framework governing our operations is subject to continuous change. The enactment of new laws and regulations or 56the interpretation of existing laws and regulations in an unfavorable way may affect the operation of our business, directly or indirectly, which could result in substantial regulatory compliance costs, civil or criminal penalties, including fines, adverse publicity, loss of participating dealers, lost revenues, increased expenses and decreased profitability. Further, investigations by government agencies, including the FTC, into allegedly anticompetitive, unfair, deceptive or otherwise unlawful business practices by us or our TrueCar Certified Dealers, could cause us to incur additional expenses and, if adversely concluded, could result in substantial civil or criminal penalties and significant legal liability. Finally, the evolution of our business, in particular in connection with the development and implementation of our TrueCar+ offering, could implicate additional regulatory frameworks with which we have not had prior experience. For example, regulators could take the position that our permitting consumers to use our technology solutions and interactive platform to arrange with our dealers for transportation of vehicles they purchase from those dealers implicates regulations enforced by the Federal Motor Carrier Safety Administration. Further, some states have enacted laws which prohibit the sale of certain items, including cars, on specific days of the week. If a state were to conclude that the use of certain planned features of our TrueCar+ offering, such as the ability for a user to reserve a car and pay the purchase price online, on days affected by such laws would result in a violation of such laws, the ability of users to access these features could be diminished and the value of our TrueCar+ offering may be adversely affected. If any additional regulatory frameworks are finally determined to apply to our business, or if we are found for any reason not to comply with any applicable regulations, our business could be negatively impacted.Our business, TrueCar Certified Dealers and the automotive industry may be impacted by laws, regulations and other policies put in place in response to climate change.Federal, state and local governmental authorities have enacted, and will likely continue to enact initiatives aimed to mitigate the long-term impacts of climate change. Although some of these initiatives may not be directly applicable to our business, many impact the larger automotive ecosystem. For example, vehicle manufacturers are subject to government-mandated fuel economy and greenhouse gas, or GHG, emission standards, which continue to change and become more stringent over time. Substantial changes to fuel economy requirements or new restrictions on GHG emissions that may be imposed on vehicles and fuels could adversely affect consumer demand for vehicles or increase the costs of operations for manufacturers and dealers. We also cannot predict whether future regulations will be designed to apply directly to businesses such as ours, which may be viewed by regulators as promoting the use and consumption of fossil fuels. Consumers may also change their behavior as a result of concerns over climate change, including by seeking to reduce their reliance on automobiles generally or increasing demand for electric vehicles, some of which, as described elsewhere in this â€œRisk Factorsâ€ section, are sold directly to consumers by manufacturers without the involvement of franchised dealers such as the TrueCar Certified Dealers on our network.Further, in March 2024, the SEC approved rules requiring increased climate change-related disclosure in certain public company SEC filings, and, in October 2023, Californiaâ€™s governor signed two bills into law that would require companies operating in California to provide certain detailed climate-related disclosures as early as 2026. The SEC rules have been stayed pending resolution of multiple lawsuits, and the California rules are also facing legal

scrutiny. However, if one or more of the SEC and California climate disclosure rules survive their legal challenges, we may face increased reporting obligations that divert management attention or require us to spend significant resources.We cannot guarantee that we will be able to successfully adapt our operations in response to any climate-related changes or comply with any increased reporting obligations in a cost-effective manner, and our business, financial condition and results of operations could be materially and adversely affected.We face litigation and are party to legal proceedings that could have a material adverse effect on our business, financial condition, results of operations and cash flows.We are subject to a variety of claims and lawsuits. These claims may arise from a wide variety of business practices and initiatives, including product innovations, the content and functionality of the websites and mobile applications that we operate, our advertising practices and content, our use and storage of data, our use of intellectual property, M&A transactions and business transactions or other business relationships, such as those with our users, participating dealers, affinity partners, OEM partners, licensors, licensees, landlords, tenants and employees. Additionally, as a public company, we face the risk of stockholder lawsuits, particularly if we experience declines in the price of our common stock. Adverse outcomes in any claim or lawsuit against us could result in significant monetary damages or injunctive relief that could adversely affect our ability to conduct our business. Examples of litigation to which we are, and have been, subject include:Stockholder LitigationMilbeck Federal Securities Litigation In March 2018, Leon Milbeck filed a putative securities class action against us and certain of our then-current and former officers and directors in the U.S. District Court for the Central District of California, which we refer to as the Milbeck 57Federal Securities Litigation. The complaint, as amended, sought an award of unspecified damages and other relief based on allegations that the defendants made false or misleading statements about our business, operations, prospects and performance during a purported class period of February 16, 2017 through November 6, 2017 in violation of applicable securities laws in connection with our secondary offering of common stock that occurred during the class period. On May 26, 2020, the case was dismissed pursuant to a settlement. As a result, the Milbeck Federal Securities Litigation is resolved, and we do not anticipate a loss related to this matter, because the settlement was covered by our directorsâ€™ and officersâ€™ liability insurance. However, if similar litigation is filed against us, we may incur significant legal fees, settlements or damages awards. If any such matter is not ultimately resolved in our favor, losses arising from the results of litigation or settlements, as well as ongoing defense costs or adverse changes in our dealer network, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Derivative Litigation In August 2019, three purported stockholder derivative actions were filed in Delaware alleging a variety of claims nominally on our behalf arising out of alleged breaches of fiduciary duty under Delaware law based upon substantially the same factual allegations as the Milbeck Federal Securities Litigation. The complaints named us, certain of our then-current and former directors and officers, USAA and, in one of the actions, certain of entities affiliated with USAA as defendants. On October 7, 2019, the Delaware Court of Chancery consolidated the cases into a single action, which we refer to as the Delaware Consolidated Derivative Litigation. On September 30, 2020, the court dismissed the Delaware Consolidated Derivative Litigation with prejudice for failure to make a pre-suit demand and failure to state a claim and the plaintiffs did not appeal the ruling. As a result, the Delaware Consolidated Derivative Litigation has been resolved. Following the courtâ€™s decision, the plaintiffs sent a letter to us demanding that we pursue claims against certain current and former officers for various alleged breaches of their fiduciary duties, based substantially on the same factual allegations as the Milbeck Federal Securities Litigation. On November 18, 2020, our board of directors established a special committee of the board, which we refer to as the Special Committee, to investigate the claims in the Delaware Consolidated Derivative Litigation, the Lee Derivative Litigation (described below) and other related stockholder demands. In October 2021, following the aforementioned investigation, our board of directors adopted the Special Committeeâ€™s recommendation that our board refuse the demands in their entirety and conclude that no further action is necessary. Further, in December 2019, Sulgi Lee, a purported stockholder, filed a derivative action in the Delaware Court of Chancery alleging a variety of claims nominally on our behalf arising out of alleged breaches of fiduciary duty under Delaware law based upon substantially the same factual allegations as the Milbeck Federal Securities Litigation, which we refer to as the Lee Derivative Litigation and, together with the Delaware Consolidated Derivative Litigation, the Derivative Litigation. The complaint named us, certain of our then-current and former directors and officers, and USAA as defendants. The plaintiff sought an award of damages against the defendants on our behalf and various alleged corporate governance reforms. Following the boardâ€™s action on the Special Committeeâ€™s recommendation, which is described above, the plaintiff dismissed her claims on June 22, 2022. As a result, the Lee Derivative Litigation is resolved, and we do not anticipate a loss related to this matter. However, if similar litigation is filed against us, we may incur significant legal fees, settlements or damages awards. If any such matter is not ultimately resolved in our favor, losses arising from the results of litigation or settlements, as well as ongoing defense costs or adverse changes in our dealer network, could have a material adverse effect on our business, financial condition, results of operations and cash flows.***In the past, following periods of volatility in the overall market and the market prices of a particular companyâ€™s securities, securities class action lawsuits have often been instituted against affected companies, and as noted above, this type of lawsuit has been instituted against us in the form of the Milbeck Federal Securities Litigation and the Derivative Litigation, among others. Additional lawsuits of this type or similar types, if instituted against us or one or more of our officers or directors, whether arising from alleged facts the same as, similar to or different from those alleged in the Milbeck Federal Securities Litigation or the Derivative Litigation, could result in significant legal fees, settlements or damage awards, as well as the diversion of our managementâ€™s attention and resources, and thus could have a material adverse effect on our business, financial condition, results of operations and cash flows.Further, in April 2024 we initiated a lawsuit in Los Angeles Superior Court against the landlord of our former principal executive offices in Santa Monica. The lawsuit, which we filed in connection with providing the landlord with a termination notice with respect to the lease agreement pursuant to which we leased such offices, sought declaratory judgment that our termination was justified under applicable California law, along with certain other relief. In May 2024, following our initiation of the lawsuit, the landlord of our former executive offices filed a cross-complaint against us alleging breach of contract as a result of our termination of the lease and seeking an unspecified amount of damages. If this matter is not ultimately resolved in our favor, losses arising from the results of litigation or settlements, as well as ongoing costs of litigation, could have a material adverse effect on our business, financial condition, results of operations and cash flows.58We have incurred significant legal fees in our defense of certain of the matters referred to above and we may incur additional fees and other liabilities in connection with those matters that are still pending and any additional lawsuits that may be filed against us or one or more of our officers or directors hereafter. Our insurance policies may not provide sufficient coverage to adequately mitigate the legal fees and potential liabilities arising from these matters and, even where fees and liabilities are covered by those policies, we may be unable to fully collect the insurance proceeds in a timely manner or at all. As a result, these fees and other liabilities could have a material adverse effect on our financial condition, results of operations and cash flows.We have in the past undertaken and may in the future pursue acquisitions, divestitures, investments and other similar transactions, which could divert our managementâ€™s attention, result in additional dilution to our stockholders and otherwise disrupt our operations and harm our operating results, and if we do not manage them successfully or if acquired entities or investments fail to perform as expected, our financial results, business and prospects could be harmed.In pursuing our business strategy, we routinely discuss and evaluate potential acquisitions, divestitures, investments and other similar transactions. For example, we may seek to expand or complement our existing products and services through the acquisition of or investment in attractive businesses and technologies rather than through internal development, such as our acquisitions of DealerScience in 2018 and Digital Motors in 2022, our investment in Accu-Trade in 2019 and divestment thereof in 2022 and our divestiture of our subsidiary, ALG, Inc., or, ALG, in 2020.Transactions such as these require significant management time and resources and have the potential to divert our attention from our ongoing business, and we may not manage them successfully. We may be required to make substantial investments of resources to support any such transaction, and we cannot assure you that they will be successful. Additionally, strategic investments in and partnerships with other businesses expose us to the risk that we may not be able to control the operations of those businesses, which could decrease the benefits we realize from a particular relationship. We are also exposed to the risk that our partners in strategic investments may encounter financial difficulties that could lead to disruption of their activities, or impairment of assets acquired, which could adversely affect future reported results of operations and stockholdersâ€™ equity.The risks we face in connection with transactions such as these include:Â â€¢diversion of management time and focus from operating our business;Â â€¢additional operating losses and expenses of other businesses;â€¢integration of acquisitions, including coordination of technology, research and development and sales and marketing functions;Â â€¢transition of the other businessâ€™s users to our website and mobile applications;Â â€¢retention of employees from an acquired business, or separation of employees from a divested business;Â â€¢cultural and other challenges associated with integrating employees from an acquired business into our organization;Â â€¢integration of an acquired businessâ€™s accounting, management information, human resources, legal and other administrative systems, or extrication of such systems from a divested business;Â â€¢the need to implement or improve controls, procedures and policies at a business that prior to the transaction may have lacked effective controls, procedures and policies;Â â€¢potential write-offs of intangibles or other assets acquired in acquisitions or similar transactions, or write-downs of investments, that may have an adverse effect our operating results in a given period;â€¢the risks associated with the businesses, products or technologies in question, which may differ from or be more significant than the risks our business faces;â€¢the risks associated with obtaining necessary regulatory approval for a transaction;â€¢liability for the activities, products or services of the business, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities;â€¢risk related to the payment of contingent consideration; andÂ â€¢litigation or other claims in connection with the business, product or technology in question, including claims from terminated employees, consumers, former stockholders or other third parties.Our failure to address these risks or other problems encountered in connection with our past or future transactions could cause us to fail to realize the anticipated benefits of those transactions, cause us to incur unanticipated liabilities and harm 59our business generally. Future transactions could also result in dilutive issuances of our equity securities; the incurrence of debt, contingent liabilities or amortization expenses; or the write-off of goodwill, any of which could harm our financial condition, and the anticipated benefits of any transaction may not materialize.For example, the total consideration of $135 million payable in connection with the divestiture of ALG in 2020, included up to a maximum of $22.5 million in contingent consideration, comprising one payment of up to $7.5 million payable based on ALGâ€™s achievement of certain revenue metrics in 2020 and another payment of up to $15 million payable based on its achievement of certain other revenue metrics in 2022. The first tranche of $7.5 million in contingent consideration was paid in the first quarter of 2021, but on April 17, 2023, ALG provided us with notice that it failed to achieve the 2022 revenue metrics required for us to be entitled to any of the $15 million contingent consideration. Although we disputed the basis of this notice pursuant to the dispute resolution process provided for in the ALG purchase agreement, we were ultimately awarded less than 1% of the $15 million contingent consideration. If we enter into future transactions in which any amount of consideration is payable contingent upon factors beyond our control, we will be unable to guarantee that such payments will be received.Further, we acquired our Digital Motors subsidiary in the second quarter of 2022 in part to integrate certain features of its existing automotive retail and financial technology platform into our current and future product offerings, including our TrueCar+ offering. For example, in the fourth quarter of 2022 we employed certain elements of Digital Motorsâ€™ credit application routing product to replace services that to that point had been supplied by a third-party vendor. However, we cannot guarantee that we will be able to successfully realize value commensurate with our investment through integrating technology developed by Digital Motors into our own platforms or that the benefits of any such integration will make our offerings more attractive to dealers and consumers. We also cannot guarantee that any benefits that result from our acquisition of Digital Motors or any other acquisition will outweigh the costs incurred due to the allocation of financial and other resources to such acquisition or result in a meaningful return on our investment. For example, in June 2023, in order to preserve flexibility in how we employed the assets obtained in the Digital Motors acquisition, we entered into an agreement with the former shareholders of Digital Motors to waive certain product development and revenue milestones that the Digital Motors business would have otherwise been required to achieve to be entitled to certain contingent consideration under our acquisition agreement. We collect, process, store, share, disclose and use personal information and other data, and our actual or perceived failure to protect this information and data could damage our reputation and brand and harm our business and operating results.We collect, process, store, share, disclose and use personal information and other data provided by consumers and dealers. We rely on encryption and authentication technology licensed from third parties to effect secure transmission of this information. From time to time, concerns have been expressed about whether our products, services or processes compromise the privacy of our users. Concerns about our practices with regard to the collection, use or disclosure of personal information or other privacy-related matters, even if unfounded, could harm our business and operating results.There are many federal, state, local and foreign laws regarding privacy and the collection, processing, storage, sharing, disclosure, use or protection of personal information and other data. The scope of these laws is changing, they are subject to differing interpretations, and they may be costly to comply with and may be inconsistent between countries and jurisdictions or conflict with other rules. Numerous jurisdictions in which we do business are currently considering, or have enacted, data protection legislation, most prominently, the California Consumer Privacy Act of 2018, which we refer to as the CCPA. The CCPA imposes sweeping data protection obligations on many companies doing business in California and provides for substantial fines for non-compliance and, in some cases, a private right of action for consumers who are victims of data breaches involving their unencrypted personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. Moreover, California voters approved the California Privacy Rights Act in 2020, which amended the CCPA to, among other things, further restrict information sharing, heighten penalties and establish a new governmental agency to enforce the CCPA. The CCPA has increased our compliance costs and potential liability. Modifications to our data processing practices and policies, products and consumer experience that we have made to comply with the CCPA and similar legislation, or that we may be required to make in the future as a result of the continuing changes to the requirements under that legislation or similar future legislation, may materially negatively impact our business, operating results, financial condition and prospects.Legislation similar to the CCPA has also passed and has been proposed in a number of other states. The potential effects of these statesâ€™ legislation are far-reaching and may require us to incur substantial costs and expenses in an effort to comply, and it is unclear whether, and if so how, the United States Congress will respond to these overlapping, state-by-state enactments.Further, many laws, including the Telephone Consumer Protection Act of 1991, the CAN-SPAM Act of 2003 and the Pallone-Thune Telephone Robocall Abuse Criminal Enforcement and Deterrence Act of 2019, regulate outbound contacts with 60consumers, such as phone calls, texts or emails. If we, or dealers on our network, are perceived to have violated these or other similar laws and regulations, our brand and reputation could be negatively affected, and we could face potentially costly litigation. Further, in December 2023, the Federal Communications Commission (â€œFCCâ€) adopted new rules that expanded the requirements related to collecting consumer consent prior to initiating outbound contact with consumers via phone call or text by restricting the practice of collecting a single consumer consent to authorize covered communications from multiple sellers. The implementation of these new rules could require us to make certain changes to our consumer consent collection practices and user experience. If any such changes cause consumers to view our products and user experience as less appealing, our close rate and value proposition to consumers and dealers could be negatively impacted. There are also emerging cases in which plaintiffs have asserted novel claims under existing privacy and data security laws in the United States, such as federal and state wiretapping laws, in ways which may impact our ability to offer certain products or employ widely used technologies that allow website and mobile app operators to understand how their users interact with their services. The outcome of these cases could cause us to make changes to our products or operations to avoid costly litigation, government enforcement actions, damages, and penalties under these laws, which could adversely affect our business, results of operations, and our financial condition.Our business operations and data handling procedures are based on industry standards. We maintain and update privacy and information security policies and employ an audit and assurance program designed to ensure that we comply with privacy and security-related obligations to third parties. We strive to monitor the changing regulatory environment and to address the new requirements of applicable laws and regulations and other mandatory obligations relating to privacy and data protection. However, it is possible that these obligations may be interpreted and applied in new ways or in a manner that is inconsistent from one jurisdiction to another, that they may conflict with other rules or our practices or that new regulations could be enacted. In addition to the increasing technical and financial burdens they impose on our business, the rapid legislative and other legal developments in this field create considerable uncertainties and impose substantial compliance costs and challenges. Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to consumers or other third parties or our privacy-related legal obligations, including those imposed by the CCPA and other state privacy laws, or any compromise of security that results in the unauthorized release or transfer of sensitive information, which may include personally identifiable information or other user data, may result in governmental enforcement actions, litigation or public statements against us by consumer advocacy groups or others. Any of these consequences could cause consumers and automobile dealers to lose trust in us, which could have a material adverse effect on our business and prospects. Additionally, if vendors, developers or other third parties that we work with violate applicable laws or our policies, such

violations may also put consumer or dealer information at risk and could in turn harm our reputation, business and operating results.Security breaches and improper access to or disclosure of our data or user data, or other hacking and phishing attacks on our systems, could harm our reputation and adversely affect our business.Our industry is prone to cyberattacks by third parties seeking unauthorized access to our data or usersâ€™ data or to disrupt our ability to provide service. Any failure to prevent or mitigate security breaches and improper access to or disclosure of our data or user data, including personal information, content or payment information from users, could result in the loss or misuse of such data, which could harm our business and reputation and diminish our competitive position. In addition, computer malware, viruses, social engineering (such as spear phishing attacks) and general hacking have become more prevalent in our industry, have occurred on our systems in the past and are likely to occur on our systems in the future. Such attacks may cause interruptions to the services we provide, degrade the user experience, cause users to lose confidence and trust in our products, impair our internal systems or result in financial harm to us. Further, these risks could be heightened by the fact that most of our employees work from home.Our efforts to protect our data or the data we receive could also be unsuccessful due to software bugs or other technical malfunctions; employee, contractor or vendor error or malfeasance; government surveillance; or other threats. In addition, third parties may attempt to fraudulently induce employees or users to disclose information to gain access to our data or our usersâ€™ data. Cyberattacks continue to evolve in sophistication and volume and may be inherently difficult to detect for long periods of time. Although we have developed systems and processes that are designed to protect our data and user data, to prevent data loss and to prevent or detect security breaches, we cannot assure you that such measures will provide absolute security, and we may need to expend significant resources in protecting against or remediating security breaches and cyberattacks.In addition, some of our third-party partners, including developers, affinity group marketing partners, vendors and OEM partners, may receive or store information that we or our users provide. If these partners fail to adopt or adhere to adequate data security practices, or suffer a breach of their networks, our data or our usersâ€™ data could be improperly accessed, used or disclosed. Affected users or government authorities could initiate legal or regulatory actions against us in connection with any actual or perceived security breaches or improper disclosure of data, which could cause us to incur significant expense and liability or result in orders or consent decrees requiring us to modify our business practices. These incidents, and our efforts to address them, could have a material and adverse effect on our business, reputation or financial results.61For example, as discussed elsewhere in this risk factors section, in June 2024, CDK Global, a major provider of DMS products, announced that it had suspended certain key systems and operations as a result of a cybersecurity incident. Although we identified no evidence that suggested our own systems were exposed in the incident that impacted CDK, we do share and receive certain data through CDKâ€™s interface. If regulators or other government authorities take the position that the exposure of any data we sent or received through CDKâ€™s systems required us to take further action, or if such a conclusion is reached with respect to a future security incident, we may incur compliance costs and potentially face legal liability.Further, the SEC has recently enacted rules requiring public companies to disclose material cybersecurity incidents that they experience on a Current Report on Form 8-K within four business days of determining that a material cybersecurity incident has occurred and to disclose on an annual basis material information regarding their cybersecurity risk management, strategy and governance. These new reporting requirements were effective for us as of December 18, 2023. If we fail to comply with these new requirements we could incur regulatory fines in addition to other adverse consequences to our reputation, business, financial condition and results of operations.Our platform must integrate with a variety of web browsers and operating systems, both on desktop computers and mobile devices, that are developed by others, and our business is dependent on our ability to maintain our platformâ€™s functionality and deliver a compelling user experience across those browsers and operating systems.We interact with users through our internet-based platform, which is designed to operate on a variety of network, hardware and software platforms that are developed by others and over which we have no control, including the numerous web browsers and operating systems that consumers use to access the internet, both on desktop computers and mobile devices. As a result, we need to continuously modify and enhance our platform to keep pace with consumersâ€™ evolving expectations and changes in network, hardware, software, communication and browser technologies. For example, some web browsers have begun to discontinue third-party cookie tracking, and the providers of certain other web browsers have announced an intention to do so as well. Certain of our marketing efforts currently rely on cookies to identify in-market consumers. We cannot assure you that we will be able to mitigate any adverse effects that result from browsers blocking our cookies, or altering the manner in which, or the extent to which, they support our cookies.If we are unable to respond in a timely and cost-effective manner to the rapid technological developments in the network, hardware and software programs that consumers use to interact with us and our dealers and partners, or otherwise to provide a compelling user experience across each of the devices and browsers that consumers prefer to use, our platform could become obsolete or otherwise attract fewer users, which could adversely impact our revenues, business and operating results.The success of our business depends on consumersâ€™ continued and unimpeded access to our platform on the internet.Consumers must have internet access to use our platform. Some providers may take measures that affect consumersâ€™ ability to use our platform, such as degrading the quality of the connections through which we transmit data packets over their lines, giving those packets lower priority, giving other packets higher priority than ours, blocking our packets entirely or attempting to charge their customers more for using our platform. If network operators attempt to interfere with our services, extract fees from us to deliver our platform or otherwise engage in discriminatory practices, our business could be adversely affected.In December 2010, the FCC adopted so-called â€œnet neutralityâ€ rules barring internet providers from blocking or slowing down access to online content, protecting services like ours from this type of interference, which we refer to as the Federal Net Neutrality Regulations. Effective June 11, 2018, however, the FCC repealed the Federal Net Neutrality Regulations, and considerable uncertainty currently surrounds the regulatory environment in this field. Multiple states have enacted legislation intended to implement rules similar to the Federal Net Neutrality Regulations at the state level, which, in some instances, has led to legal challenges, including litigation over the preemptive effects of the FCCâ€™s regulatory authority in this area of law. In April 2024, the FCC voted to reinstate the Federal Net Neutrality Regulations, but the reinstated rules were temporarily blocked by the Sixth Circuit U.S. Court of Appeals in August 2024 pending the resolution of legal challenges brought by internet service providers. This area of the law remains uncertain, and we cannot predict the final outcome of the challenges to legal protections of net neutrality at the state and federal level. In this regulatory environment, we could experience discriminatory or anti-competitive practices that could impede our growth, cause us to incur additional expense or otherwise negatively affect our business.Our products and internal systems rely on software that is highly technical. If it contains undetected errors or vulnerabilities, our business could be adversely affected.Our products and internal systems rely on software, including software developed or maintained internally or by third parties, that is highly technical and complex. In addition, our products and internal systems depend on the ability of that 62software to store, retrieve, process and manage substantial amounts of data. The software on which we rely has contained, and may in the future contain, undetected errors, bugs or vulnerabilities. Some errors may only be discovered after the code has been released for external or internal use. Errors, vulnerabilities or other design defects within the software on which we rely have in the past, and may in the future, result in a negative experience for consumers, dealers and partners who use our products, delay product introductions or enhancements, result in targeting, measurement or billing errors, compromise our ability to protect consumersâ€™, dealersâ€™ and partnersâ€™ data and our intellectual property or lead to reductions in our ability to provide some or all of our products and services. In addition, any errors, bugs, vulnerabilities or defects discovered in the software on which we rely, and any associated degradation or interruption of service, could result in damage to our reputation, loss of users, loss of revenue or liability for damages, any of which could adversely affect our business and financial results.Our business is dependent on our ability to maintain and scale our technical infrastructure, and any significant disruption in service on our website or mobile applications could damage our reputation and result in a loss of consumers, which could harm our business, brand, operating results and financial condition.Our brand, reputation and ability to attract consumers, affinity groups and advertisers depend on the reliable performance of our technology platform and content delivery. We have on occasion in the past experienced, and may in the future experience, interruptions with our systems. Interruptions in these systems, whether due to system failures, computer viruses, denial-of-service attacks or physical or electronic break-ins, could affect the security or availability of our products and services on our website and mobile application and prevent or inhibit the ability of consumers to access our products and services. To the extent that our consumer base, the number of TrueCar Certified Dealers, the scale of our TrueCar+ offering and the number of parties with which we maintain commercial relationships grow, we would need an increasing amount of technical infrastructure, including network capacity and computing power, to satisfy consumersâ€™ and dealersâ€™ needs and maintain and grow business operations with commercial partners, and we may not effectively scale and grow our technical infrastructure to accommodate any increased demands. Problems with the reliability or security of our systems or with the upgrading, architectural unification or scaling of those systems could harm our reputation, result in a loss of consumers, dealers and affinity group marketing partners and result in additional costs. In addition, a significant disruption in our billing systems could affect our ability to match automobile purchases made by our users from TrueCar Certified Dealers and delay or prevent us from submitting invoices to TrueCar Certified Dealers, receiving payment for invoices and recognizing revenue related to purchases.Any errors, defects, disruptions or other performance or reliability problems with our network operations, or with the services we receive from third-party network infrastructure providers, could cause interruptions in access to our products and could harm our reputation, business, operating results and financial condition.We rely on Amazon Web Services for the majority of our computing, storage, bandwidth and other services. Any disruption of or interference with our use of Amazon Web Services would negatively affect our operations and seriously harm our business.Amazon provides a distributed computing infrastructure platform for business operations, or what is commonly referred to as a â€œcloudâ€ computing service, and we currently run nearly all of our computing on Amazon Web Services.Â Any transition of the cloud services currently provided by Amazon Web Services to another cloud provider would be difficult to implement and would cause us to incur significant time and expense. We have built our software and computer systems to use computing, storage capabilities, bandwidth and other services provided by Amazon, some of which do not have a readily available alternative in the market. Given this, any significant disruption of or interference with our use of Amazon Web Services would negatively impact our operations and seriously harm our business. If our users orÂ partners are not able to access our products and services through Amazon Web Services or encounter difficulties in doing so, we may lose customers, dealers, partners and revenue. The level of service provided by Amazon Web Services or similar providers may also impact our customersâ€™, dealersâ€™ and partnersâ€™ usage of our products and services and satisfaction with us. If Amazon Web Services or similar providers experience interruptions in service regularly or for a prolonged period of time, or other similar issues, ourÂ business would be seriously harmed. Hosting costs also have increased in the past and may continue to increase to the extent that our user base and user engagement grow and may seriously harm our business if we are unable to grow our revenues faster than the cost of using the services of Amazon or similar providers.Amazon has broad discretion to change and interpret its terms of service and other policies that apply to us, and those actions may be unfavorable to us. Amazon may also alter how we are able to process data on the Amazon Web Services platform. If Amazon makes changes or interpretations that are unfavorable to us, our business could be seriously harmed. Additionally, any disruption of or interference with the use of Amazon Web Services, including disruptions due to system failures, denial-of-service or other cyberattacks and computer viruses, or an interruption to Amazonâ€™s systems or in the infrastructure that allows us to connect to them for an extended period, may impact our ability to operate the business and would adversely impact our operations and our business.63Our growth in prior years may not be indicative of our future growth.Our revenue grew from $38.1Â million in 2010 to $335.0Â million in 2019. However, our overall revenue declined by 30.3% in 2022 to $161.5Â million and by an additional 1.7% in 2023 to $158.7Â million. In light of the termination of our partnership with USAA in 2020 and the automobile inventory shortage that began in 2021 and other risks described in this â€œRisk Factorsâ€ section, our revenue in the future may continue to be lower than it has been in past periods. In addition, our ability to grow our revenue is dependent on our ability to:â€¢successfully develop and roll out our TrueCar+ offering and other new product offerings;â€¢expand our dealer network in a geographically optimized manner, including increasing dealers in our network representing high-volume brands;Â â€¢increase the number of transactions between our users and TrueCar Certified Dealers;â€¢increase dealer subscription rates, and manage dealer churn;â€¢grow the revenue we derive from car manufacturer incentive programs;â€¢increase the number of dealers subscribing to our other products;â€¢maintain and grow our affinity group marketing partner relationships and increase the productivity of our current affinity group marketing partners, and to replace the units generated by our former partnership with USAA;Â â€¢increase the number of users of our products and services, and in particular the number of unique visitors to the TrueCar website and our TrueCar-branded mobile applications, including by improving our search-engine optimization;Â â€¢enhance our consumer experience and increase the rate at which site visitors prospect with a TrueCar Certified Dealer and purchase from the prospected dealer;â€¢improve the quality of our existing products and services, and introduce high-quality new products and services;Â â€¢maintain our existing product offerings, including our Trade and Sell Your Car offerings following the termination of our commercial relationship with Accu-Trade; and Â â€¢introduce third-party ancillary products and services, including by integrating acquired products and services into our business.We may not successfully accomplish any of these objectives. We plan to continue our investment in future growth. Among other things, we expect to continue to expend substantial financial and other resources on:â€¢marketing and advertising;Â â€¢dealer outreach and training;â€¢technology and product development, including the continuing development of TrueCar+, other new products and new features for existing products;â€¢strategic partnerships, investments and acquisitions; andÂ â€¢general administration, including legal, accounting and other compliance expenses related to being a public company.We have a history of losses, and we may not be profitable in the future.We have not been profitable since inception. We had an accumulated deficit of $587.5 million at September 30, 2024. During the nine months ended September 30, 2024, we had a net loss of $25.2 million. In the past we have made significant investments in our operations that have not resulted in corresponding revenue growth and, as a result, increased our losses. We continue to make significant investments to support the further development and expansion of our business and these investments may not result in increased revenue or growth on a timely basis or at all. Our revenue growth has been highly influenced by marketing expenditures. Incremental marketing expenditures in certain situations do not result in sufficient incremental revenue to cover their cost. This limits the growth in revenue that can be achieved through marketing expenditures. In addition, as a public company, we have incurred, and will continue to incur, significant legal, accounting and other expenses. We may incur significant losses in the future for a number of reasons, including slowing demand for our products and services, increasing competition, weakness in the automobile industry generally and other risks described in this report, and we may encounter unforeseen expenses, difficulties, complications and delays, and other unknown factors. If we incur losses in the future, we may not be able to reduce costs effectively because many of our costs are fixed. In addition, if we reduce variable 64costs to respond to losses, this may affect our ability to acquire users and dealers, improve our products and services and grow our revenues. Accordingly, we may not be able to achieve or maintain profitability and we may continue to incur significant losses in the future, and this could seriously harm our business and cause the price of our common stock to decline.Our number of unique visitors, revenue and operating results fluctuate due to seasonality.Our number of unique visitors, revenue trends and operating results reflect consumersâ€™ car buying patterns. Across the automotive industry, consumers tend to purchase a higher volume of cars in the second and third quarters of each year, due in part to the introduction of new vehicle models from manufacturers. In the past, these seasonal trends have not been pronounced due to the overall growth of our business, and in more recent years the effects of seasonality on our results have been outweighed by disruptions to our business, such as the termination of our partnership with USAA, the coronavirus pandemic and the automobile inventory shortage. However, we expect that our future revenues may be affected more by these seasonal trends. Our business could also be impacted by cyclical trends affecting the overall economy, specifically the retail automobile industry, as well as by actual or threatened inflation, recession, severe weather or other significant events outside of our control.Failure to adequately protect our intellectual property could harm our business and operating results.Our business depends on our intellectual property, the protection of which is crucial to our success. We rely on a combination of patent, trademark, trade secret and copyright law and contractual restrictions to protect our intellectual property. In addition, we attempt to protect our intellectual property, technology and confidential information by requiring our employees and consultants to enter into confidentiality and assignment of inventions agreements and third parties to enter into nondisclosure agreements. These agreements may not effectively prevent unauthorized use or disclosure of our confidential information, intellectual property or technology and may not provide an adequate remedy in the event of unauthorized use or disclosure of our confidential information, intellectual property or technology. Despite our efforts to protect our proprietary rights, unauthorized parties have attempted to copy aspects of our website features, software and functionality and such parties may further attempt to obtain and use information that we consider proprietary.Competitors may adopt service names similar to ours, thereby harming our ability to build brand identity and possibly leading to user confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of the term â€œTrueCar.â€We have also registered trademarks under the laws of certain jurisdictions outside of the United States. If applicable authorities determine that we do not conduct sufficient

activities in such jurisdictions to maintain our rights over such trademarks, our ability to expand our business and our brand into new markets in the future could be harmed. From time to time, we have also been made aware of unauthorized uses of our intellectual property by parties we believe to be based in jurisdictions outside of the United States. It can be difficult or impossible to pursue any such infringement if such jurisdictions do not provide adequate intellectual property protections. We currently hold the â€œTrueCar.comâ€ and â€œTrue.comâ€ Internet domain names as well as various other related domain names. The regulation of domain names in the United States is subject to change. Regulatory bodies could establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we may not be able to acquire or maintain all domain names that use the name â€œTrueCar.â€We are occasionally party to intellectual property disputes, which can be costly and could harm our business and operating results.From time to time, we face allegations that we, or businesses we acquired or in which we invested, have infringed the trademarks, copyrights, patents or other intellectual property rights of third parties, including from our competitors or non-practicing entities. For example, in the second quarter of 2020, a Florida dealer sued us claiming that our â€œBUY SMARTER DRIVE HAPPIERâ€ tagline, which is featured in some of our marketing materials, infringed its â€œBUY SMART BE HAPPYâ€ trademark. Although this litigation was resolved without any effect on our business, if any similar litigation is brought and decided adversely to us, we could be required to change our tagline and replace the marketing materials in which it is featured, which would be costly and could damage our brand. Moreover, as discussed in greater detail under the risk factor â€œFailure to adequately protect our intellectual property could harm our business and operating results,â€ from time to time, we take legal action to protect our own intellectual property. Patent and other intellectual property litigation may be protracted and expensive, and the results are difficult to predict and may require us to stop offering some features, purchase licenses or modify our products and features while we develop non-infringing substitutes or may result in significant settlement costs.In addition, we use open-source software in our products and expect to use open-source software in the future. From time to time, we may face claims by companies that incorporate open-source software into their products, claiming ownership of, or demanding release of, the source code, the open-source software or derivative works that were developed using the 65software, or otherwise seeking to enforce the terms of the applicable open-source license. These claims could also result in litigation, require us to purchase a costly license or require us to devote additional research and development resources to change our platform or services, any of which would have a negative effect on our business and operating results.Even if these matters do not result in litigation or are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could harm our business, operating results and reputation.The impairment of our goodwill, or any intangible or other long-lived assets or investments has required us in the past, and could further require us in the future, to record a non-cash charge to our earnings, which has materially and adversely affected our results of operations and may again in the future.At September 30, 2024, we had intangible assets of $3.6 million. Prior to the interim quantitative impairment test conducted as of September 30, 2022, discussed below, we had goodwill of $59.8 million. Under GAAP, we review our goodwill for impairment annually in the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate the carrying value may not be recoverable. We review our intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. For example, in the first quarter of 2020, in light of the global economic disruption and uncertainty occasioned by the coronavirus pandemic and the announcement of the then-impending termination of our affinity partnership with USAA, we performed an interim quantitative impairment test as of March 31, 2020, which concluded that the carrying value of our single reporting unit was greater than its fair value. Accordingly, during the three months ended March 31, 2020, we recognized a non-cash impairment charge of $10.2 million, of which $1.9 million was included in discontinued operations. Further, following a decline in our stock price in the third quarter of 2022 and continued macroeconomic disruptions impacting our business, we performed an interim quantitative impairment test as of September 30, 2022, which concluded that the carrying value of our single reporting unit exceeded the fair value and, accordingly, we recognized a non-cash impairment charge of $59.8 million for the year ended December 31, 2022.We cannot guarantee that in future periods we will not be required to recognize additional impairment charges, whether in our goodwill, to the extent it is regained in the future, or other intangible assets, nor that we will be able to avoid a significant charge to earnings in our consolidated financial statements during the period in which an impairment is determined to exist. As a result, the carrying value of our goodwill, to the extent it is regained in the future, and intangible assets may not be recoverable due to factors such as a decline in our stock price and market capitalization, reduced estimates of future revenues or cash flows or slower growth rates in our industry. Estimates of future revenues and cash flows are based on a long-term financial outlook of our operations. Actual performance in the near-term or long-term could be materially different from these forecasts, which could impact future estimates and the recorded value of the intangible assets. Impairments to our goodwill have materially and adversely affected our results of operations in the past, and could again in the future, as could future reductions in the carrying value of any intangible assets.Our cash and cash equivalents could be adversely affected if the financial institutions in which we hold our cash and cash equivalents fail.We regularly maintain cash balances at third-party financial institutions in excess of the Federal Deposit Insurance Corporation, or FDIC, insurance limit. On March 10, 2023, the California Department of Financial Protection and Innovation closed Silicon Valley Bank, or SVB, and appointed the FDIC as receiver. At that time, we held approximately 70% of our cash and cash equivalents, approximately $122 million, with SVB in order to comply with a covenant in our now-terminated credit facility with SVB. As a result of SVBâ€™s closure, substantially all of our cash and cash equivalents with SVB were temporarily unavailable until March 13, 2023, following the FDICâ€™s announcement that all SVB deposits would be guaranteed and that the bank would resume normal banking activities, including online banking. On March 27, 2023, all deposits of SVB were assumed by First-Citizens Bank & Trust Company.Following the closure of SVB, we terminated our credit facility with SVB, which terminated the covenant requiring us to keep 70% of our cash and cash equivalents deposited with SVB. Although this allowed us to further diversify the financial institutions in which we deposit our cash and cash equivalents, our business operations necessitate maintaining a certain amount of cash in deposit accounts, and, as of September 30, 2024, approximately 3.3% of our cash and cash equivalents was held in deposit accounts in excess of the FDIC insurance limits and remain subject to the risk of bank failure. We cannot guarantee that additional financial institutions, including those at which we have deposited our cash and cash equivalents, will not enter into receivership or that the FDIC or any governmental authority will protect uninsured depositors if there are future bank failures. In instances of future bank failures, we may be unable to access or may lose some or all of our cash and cash equivalents, which could materially and adversely affect our business. 66If our ability to use our net operating loss carryforwards and other tax attributes is limited, we may not receive the benefit of those assets.We have federal net operating loss carryforwards that begin to expire in the year ending December 31, 2034 and state net operating losses that began to expire in the year ended December 31, 2022. Federal net operating losses generated after December 31, 2017 will not expire and will carry forward indefinitely but will be limited in any given year to offsetting a maximum of 80% of our taxable income for the year, determined without regard to the application of such net operating loss carryforwards. We also have federal research and development credit carryforwards that begin to expire in the year ending December 31, 2040 and state research and development credit carryforwards that can be carried forward indefinitely.Sections 382 and 383 of the U.S. Internal Revenue Code impose substantial restrictions on the utilization of net operating losses and other tax attributes in the event of a cumulative â€œownership changeâ€ of a corporation of more than 50% over a three-year period. Accordingly, if we generate taxable income in the future, changes in our stock ownership, including equity offerings and share repurchase programs, as well as other changes that may be outside our control, could potentially result in material limitations on our ability to use our net operating loss and research tax credit carryforwards. Changes in applicable tax law and resolutions of tax disputes could negatively affect our financial results.We are subject to taxation in the United States. Changes in tax laws applicable to us, including interpretations thereof and related accounting standards, could materially and adversely affect our business, financial condition, results of operations and cash flows. For example, in 2018, the United States Supreme Court decided South Dakota v. Wayfair, Inc. That decision overturned earlier case law that online sellers are not required to collect sales and use taxes unless they have a physical presence in the buyerâ€™s state. Although the Wayfair decision has not had a material effect on our business, it has resulted in nationwide uncertainty over sales tax liability and could precipitate responses from federal and state legislators, regulators and courts that materially increase our tax administrative costs and tax risk. Many states have also adopted laws requiring so-called â€œmarketplace facilitatorsâ€ to collect and remit sales taxes on behalf of participants in their marketplaces. Certain states also require sales tax to be collected and remitted with respect to the provision of software as a service (SaaS), downloadable software, information services, data processing services and, under certain circumstances, lead generating services. To the extent regulators take the position that such laws require us to collect and remit sales taxes related to the sales of cars to consumers by TrueCar Certified Dealers or characterize any of our existing or future product offerings as taxable SaaS, downloadable software, information services, data processing services, lead generation services or as any other taxable product or service, our business could be adversely affected.States may enact legislation that effectively diminishes our tax assets. In the second quarter of 2024, California enacted legislation effective for tax years 2024 through 2026, suspending the ability of certain companies to deduct net operating losses and imposing an annual cap on the use of tax credits. For the impacted tax years, California taxes on income which could otherwise be offset by our California net operating losses that have a 20-year carryforward period, will instead be offset by our California research and development credits which could otherwise be carried forward indefinitely. Under the Tax Cuts and Jobs Act of 2017, research and development costs are no longer fully deductible in the current year and are required to be capitalized and amortized for U.S. tax purposes effective January 1, 2022. Unless repealed or modified through legislative processes, this mandatory capitalization may increase our cash tax liabilities.We continue to monitor and evaluate the impact of potential and enacted changes in applicable federal and state tax law.67Risks Related to Ownership of Our Common StockWe may fail to meet our publicly announced guidance or other expectations about our business and future operating results, which could cause our stock price to decline.We typically provide guidance about our business and future operating results as part of our press releases, investor conference calls or otherwise. In developing any such guidance, our management must make certain assumptions and judgments about our future performance. For example, in the second quarter of 2015, the fourth quarter of 2018, and the second quarter of 2024, our business results varied significantly from guidance for the quarter and the price of our common stock declined. Our future business results may vary significantly from our guidance due to a number of factors, many of which are outside of our control, and which could materially and adversely affect our operations, financial condition and operating results. For example, in connection with the Restructuring Plan undertaken in June 2023, we modified our previously issued guidance under which we had expected to have an aggregate cash balance in excess of $125 million when we achieved breakeven or positive EBITDA by the fourth quarter of 2023, stating that instead we expected that our aggregate cash balance could drop below $125 million, in part as a result of expenses associated with the Restructuring Plan. At times we may also provide nonfinancial guidance related to other aspects of our business such as the anticipated timing of certain product development milestones. If our publicly-announced guidance of future operating results fails to meet the expectations of securities analysts, investors or other interested parties, or if our actual results fail to meet our publicly-announced guidance or the expectations of such parties, the price of our common stock could decline. Given the volatility of our business recently during the coronavirus pandemic, the recent automobile inventory shortages and following the termination of our partnership with USAA, we refrained from providing guidance about our future operating results in certain recent quarters and may choose to refrain from doing so again in the future. This practice may also have caused, and may in the future cause, additional volatility in the trading price of our common stock.The price of our common stock has been and may continue to be volatile, and the value of your investment could decline.The trading price of our common stock has been volatile since our initial public offering and is likely to continue to fluctuate substantially. These fluctuations could cause you to lose all or part of your investment in our common stock since you might be unable to sell your shares at or above the price you paid. For the nine months ended September 30, 2024, the trading price of our common stock fluctuated from a low of $2.56 per share to a high of $4.05 per share. The trading price of our common stock depends on a number of factors, including those described in this â€œRisk Factorsâ€ section, many of which are beyond our control and may not be related to our operating performance. Additional factors that could cause fluctuations in the trading price of our common stock include the following:â€¢price and volume fluctuations in the overall stock market from time to time;Â â€¢volatility in the market prices and trading volumes of technology stocks;Â â€¢changes in operating performance and stock market valuations of other technology companies generally, or those in the automotive industry in particular;Â â€¢sales of shares of our common stock by us or our stockholders;â€¢the failure of securities analysts to maintain coverage of us, changes in financial estimates or recommendations by any securities analysts who follow our company;Â â€¢our failure to meet our publicly-announced guidance of future operating results or otherwise to meet the expectations of securities analysts or investors in this regard;â€¢announcements by us or our competitors of new products or innovations to existing products;Â â€¢the publicâ€™s reaction to our press releases, other public announcements and filings with the SEC, including the guidance regarding our future operating results or the absence of such guidance;â€¢rumors and market speculation involving us or other companies in our industry;Â â€¢actual or anticipated changes in our operating results or fluctuations in our operating results;Â â€¢actual or anticipated developments in our business, our competitorsâ€™ businesses or the competitive landscape generally;Â â€¢our ability toÂ control costs, including our operating expenses;68â€¢litigation involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;Â â€¢developments or disputes concerning our intellectual property or other proprietary rights;Â â€¢announced or completed acquisitions, divestitures, investments or other similar transactions involving us or our competitors;â€¢new laws or regulations or new interpretations of existing laws or regulations applicable to our business;Â â€¢changes in accounting standards, policies, guidelines, interpretations or principles;Â â€¢any significant change in our management;Â â€¢conditions in the automobile industry and broader macroeconomic trends; andÂ â€¢general macroeconomic conditions and the growth rate of our markets.In addition, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors, including those relating to events such as the coronavirus pandemic, may seriously affect the market price of our common stock, regardless of our actual operating performance. Additionally, as a public company, we face the risk of shareholder lawsuits, particularly if we experience declines in the price of our common stock. In the past, following periods of volatility in the overall market and the market prices of our securities, securities class action lawsuits have often been instituted against us, and we may in the future be subject to these legal actions. Â Concentration of ownership among our existing executive officers and directors, their affiliates and holders of 5% or more of our outstanding common stock may prevent new investors from influencing significant corporate decisions.As of September 30, 2024, our executive officers, directors and holders of 5% or more of our outstanding common stock (based upon the most recent filings on Schedule 13G with the SEC with respect to each such holder) beneficially owned, in the aggregate, approximately 56% of our outstanding shares of common stock (assuming exercise of all beneficially owned shares). Some of these persons or entities may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree, or which are not in your interests. These stockholders are able to exercise a significant level of control over all matters requiring stockholder approval, including the election of directors, amendment of our certificate of incorporation and approval of significant corporate transactions. This control could have the effect of delaying or preventing a change of control of our company or changes in management and will make the approval of certain transactions difficult or impossible without the support of these stockholders, which in turn could reduce the price of our common stock.Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could depress the market price of our common stock.The market price of our common stock could decline as a result of the sale of substantial amounts of our common stock, particularly sales directly by us or by our directors, executive officers and significant stockholders, a large number of shares of our common stock becoming available for sale or the perception in the market that holders of a large number of shares intend to sell their shares. At September 30, 2024, approximately 88.5 million shares of our common stock were outstanding. In addition, as of September 30, 2024, there were 1.3 millionÂ shares underlying options, 6.0 millionÂ shares underlying restricted stock units and 3.3 million shares underlying performance stock units, and we have additional shares reserved for issuance under our equity incentive plans. Pursuant to our certificate of incorporation, we have a total of 1,000,000,000 shares of our common stock authorized for issuance. 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 stock could decline. Under RuleÂ 144 under the Securities Act, shares held by non-affiliates for more than six months may generally be sold without restriction, other than a current public information requirement, and may be sold freely without any restrictions after one year. Shares held by affiliates may also be sold under RuleÂ 144, subject to applicable restrictions, including volume and manner of sale limitations.In January 2017, we filed a shelf registration statement on Form S-3, which we refer to as the 2017 Registration Statement. Under the 2017 Registration Statement, we sold 1.15 million shares of common stock and certain selling stockholders sold 9.2 million shares of common stock. Although the 2017 Registration Statement has expired and we have deregistered the unsold shares thereunder, we may file a subsequent registration statement with the SEC, after which we or selling stockholders may periodically offer additional

69securities in amounts, at prices and on terms to be announced when and if the securities are offered. If we do so, we will prepare and file with the SEC a prospectus supplement containing specific information about the terms of the offering.Future sales of shares by existing stockholders could cause our stock price to decline.If our existing stockholders, including employees and service providers who obtain equity, sell substantial amounts of our common stock in the public market, the trading price of our common stock could decline. All of our outstanding shares are eligible for sale in the public market, other than approximately 2.9Â million shares (including vested options) as of September 30, 2024 held by directors, executive officers and other affiliates that are subject to volume limitations under Rule 144 of the Securities Act. Our employees, other service providers and directors are subject to our trading blackout periods. In addition, we have reserved shares for issuance under our equity incentive plans. The issuance and subsequent sale of these shares will be dilutive to our existing stockholders and the trading price of our common stock could decline. Anti-takeover provisions contained in our certificate of incorporation and bylaws, as well as provisions of Delaware law, could impair a takeover attempt.Our certificate of incorporation and bylaws and Delaware law contain provisions that could have the effect of rendering more difficult, delaying or preventing an acquisition deemed undesirable by our board of directors. Our corporate governance documents include provisions:Â â€¢creating a classified board of directors whose members serve staggered three-year terms;â€¢authorizing â€œblank checkâ€ preferred stock, which could be issued by our board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our common stock;Â â€¢limiting the liability of, and providing indemnification to, our directors and officers;Â â€¢limiting the ability of our stockholders to call and bring business before special meetings;Â â€¢requiring advance notice of stockholder proposals for business to be conducted at meetings of our stockholders and for nominations of candidates for election to our board of directors;Â â€¢controlling the procedures for the conduct and scheduling of board of directors and stockholder meetings; andÂ â€¢providing our board of directors with the express power to postpone previously scheduled annual meetings and to cancel previously scheduled special meetings.These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our management.As a Delaware corporation, we are also subject to provisions of Delaware law, including Section 203 of the Delaware General Corporation Law, which prevents some stockholders holding more than 15% of our outstanding common stock from engaging in certain business combinations without approval of the holders of substantially all of our outstanding common stock.Any provision of our certificate of incorporation or bylaws or of Delaware law that has the effect of delaying or deterring a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our common stock and could also affect the price that some investors are willing to pay for our common stock.Our certificate of incorporation provides that the Court of Chancery of the State of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.Our certificate of incorporation provides that, unless we otherwise agree, the Court of Chancery of the State of Delaware will be the exclusive forum for:â€¢any derivative action or proceeding brought on our behalf;â€¢any action asserting a breach of fiduciary duty;Â â€¢any action asserting a claim against us under the Delaware General Corporation Law, our certificate of incorporation or our bylaws;Â â€¢any action to interpret, apply, enforce or determine the validity of our certificate of incorporation or bylaws;Â andâ€¢any action asserting a claim against us that is governed by the internal-affairs doctrine.Â This exclusive-forum provision may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or other agents, which may discourage lawsuits against us 70and our directors, officers, employees and other agents. If a court were to find this exclusive-forum provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could harm our business.We do not expect to declare any dividends in the foreseeable future.We have never declared or paid cash dividends on our common stock. We currently intend to retain any future earnings to finance the operation and expansion of our business, and we do not anticipate declaring any cash dividends to holders of our common stock in the foreseeable future. Consequently, investors may need to rely on sales of their common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investment. Investors seeking cash dividends should not purchase our common stock.We cannot guarantee that our share repurchase program will be fully used or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and will diminish our cash reserves.Although our board of directors has authorized a share repurchase program, the program does not require us to spend any specific dollar amount on repurchases or to repurchase any specific number of shares of our common stock. We cannot guarantee when or if the repurchases authorized under the program will be made or that the program will enhance long-term stockholder value. For example, although we did repurchase shares in the nine months ended September 30, 2024, we made no repurchases of shares under our share repurchase program in the year ended December 31, 2023. Further, in August 2022, Congress enacted a 1% excise tax on certain corporate stock repurchases as part of the Inflation Reduction Act of 2022, which went into effect on January 1, 2023 and increased the costs of repurchasing shares of our common stock. The program could affect the trading price of our stock and increase volatility, and any announcement of a termination of the program may result in a decrease in the trading price of our stock. In addition, to the extent that repurchases are made, implementation of this program will diminish our cash reserves.General Risk FactorsWe have incurred and will continue to incur substantial costs as a result of operating as a public company, and our management has been and will be required to continue to devote substantial time to compliance with our public company responsibilities and corporate governance practices.As a public company, we have incurred, and will continue to incur, significant legal, accounting and other expenses. In addition, the Sarbanes-Oxley Act, the Dodd-Frank Act and other laws and rules implemented by the SEC and Nasdaq impose various requirements on public companies, including in relation to corporate governance practices. Our management and other personnel devote a substantial amount of time to these compliance initiatives. Moreover, changing rules and regulations may increase our legal, accounting and financial compliance costs and make some activities more time consuming and costly. If, despite our efforts to comply with new or changing laws, regulations and standards, we fail to comply, regulatory authorities may initiate legal proceedings against us, and our business may be harmed. Further, failure to comply with these laws, regulations and standards may make it more difficult and more expensive for us to obtain directorsâ€™ and officersâ€™ liability insurance, and we may be required to accept reduced policy limits and coverage or to incur substantial costs to maintain the same or similar coverage, which could make it more difficult for us to attract and retain qualified persons to serve on our board of directors or board committees or as executive officers.Our compliance with applicable provisions of Section 404 of the Sarbanes-Oxley Act relating to management assessment of internal controls requires that we incur substantial accounting expense and expend significant management time on compliance-related issues as we implement additional corporate governance practices and comply with reporting requirements. If we or our independent registered public accounting firm identify deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.Furthermore, investor perceptions of our company may suffer if, in the future, material weaknesses are found, and this could cause a decline in the market price of our stock. Irrespective of compliance with Section 404, any failure of our internal control over financial reporting could have a material adverse effect on our stated operating results and harm our reputation. If we are unable to implement and maintain internal controls effectively or efficiently, it could harm our operations, financial reporting or financial results and could result in an adverse opinion on internal control from our independent registered public accounting firm.71If securities or industry analysts do not publish or cease publishing research or reports about us, our business or our market, or if they change their recommendations regarding our stock adversely, our stock price and trading volume could decline.The trading market for our common stock is influenced by the research and reports that industry or securities analysts may publish about us, our business, our market or our competitors. The analysts who cover us have from time to time in the past changed their recommendation regarding our stock adversely, and provided more favorable relative recommendations about our competitors, which has in the past caused our stock price to decline. Any of these analysts could do so again, which could cause our stock price to decline again. Additionally, from time to time, analysts who cover us have ceased coverage of our company, and if any further analysts who cover us were to cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.Natural disasters, public health crises, political crises and other catastrophic events or other events outside of our control could damage our facilities or the facilities of third parties on which we depend and could impact consumer spending.Our corporate headquarters, many of our employees and many of our essential business operations are located in the Los Angeles area, near major geologic faults that have experienced earthquakes in the past. An earthquake or other natural disaster or power shortage or outage could disrupt operations or impair critical systems. Any of these disruptions or other events outside of our control could affect our business negatively, harming our operating results. In addition, if any of our facilities or the facilities of our third-party service providers, dealers or partners is affected by natural disasters, such as earthquakes, tsunamis, wildfires, power shortages, floods, public health crises (such as pandemics and epidemics), political crises (such as terrorism, war, political instability or other conflict) or other events outside our control, including a cyberattack, our critical business or IT systems could be destroyed or disrupted and our ability to conduct normal business operations and our revenues and operating results could be adversely affected. Moreover, these types of events could negatively impact consumer spending in the impacted regions or, depending upon the severity, globally, which could adversely impact our operating results.For example, as discussed in the risk factor entitled â€œGeneral economic and other conditions that impact consumer demand for automobiles, including interest rates, inflation and fuel prices, may have a material adverse effect on our business, financial condition and results of operations,â€ responses to the coronavirus pandemic negatively affected our business, growth, financial condition, results of operations and cash flows in a number of ways, and we cannot predict whether future outbreaks of the coronavirus, including its variants and subvariants, or of other infectious diseases will result in renewed governmental restrictions on consumer and dealer behavior, any of which could have negative financial and operational impacts on our business.We may require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances. If capital is not available to us, our operating results, business and financial condition may be harmed.Since our founding, we have raised substantial equity and debt financing to support the growth of our business. Because we intend to continue to make investments to support the growth of our business, we may require additional capital to pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including to develop new products or services or further improve existing products and services, enhance our operating infrastructure and acquire complementary businesses and technologies. Accordingly, we may need to engage in further equity or debt financings to secure additional funds. However, additional funds may not be available when we need them, on terms that are acceptable to us or at all. Volatility in the credit markets, including increased volatility due to the economic disruption caused by the coronavirus pandemic, may also have an adverse effect on our ability to obtain debt financing.If we raise additional funds through further issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our common stock. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, our ability to continue to pursue our business objectives and to respond to business opportunities, challenges or unforeseen circumstances could be significantly limited, and our business, operating results, financial condition and prospects could be adversely affected.72You may experience future dilution as a result of future equity offerings.If we raise additional funds through the sale of equity or convertible debt securities, the issuance of the securities will result in dilution to our stockholders. We may sell shares or other securities in any other offering at a price per share that is less than the price per share paid by investors in the past, and investors purchasing shares or other securities in the future could have rights superior to existing stockholders. The price per share at which we sell additional shares of our common stock, or securities convertible or exchangeable into common stock, in future transactions may be higher or lower than the price per share paid in the past. In addition, if we were to issue securities in connection with our acquisition of complementary businesses, products or technologies, our stockholders would also experience dilution.73ItemÂ 2.Â Â Â Â Unregistered Sales of Equity Securities and Use of Proceeds(a)Sales of Unregistered SecuritiesNone.(b)Purchases of Equity Securities by the Issuer and Affiliated PurchasersShare repurchase activity during the three months ended September 30, 2024 was as follows: PeriodTotal Number of Shares PurchasedAverage Price Paid Per Share(2)Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(1)Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or ProgramsJuly 1, 2024 â€“ July 31, 20241,080,383$3.541,080,383$94,964,635August 1, 2024 â€“ August 31, 20241,454,405$2.991,454,405$90,616,806September 1, 2024 â€“ September 30, 20241,340,281$3.191,340,281$86,338,515Total3,875,069$3.213,875,069$86,338,515(1)On August 6, 2020, the Company issued a press release announcing that its Board of Directors (the â€œBoardâ€) had authorized a share repurchase program of up to $75 million to allow for the repurchase of the Companyâ€™s common stock, with such authorization effective until September 30, 2022. In May 2021, the Board increased the authorization of the share repurchase program by an additional $75 million, bringing the total authorization to $150 million. In July 2022, the Board extended the expiration of the repurchase program to September 30, 2024 without increasing the total dollar amount authorized for repurchases. In February 2024, the Board increased the authorization of the Program by an additional $54.2Â million, bringing the remaining authorization to $100Â million, and extended the expiration of the Program until December 31, 2026. The Companyâ€™s share repurchase program does not obligate the Company to repurchase any dollar amount of its shares.(2)Average price paid per share for open market transactions excludes commission.74ItemÂ 5.Â Â Â Â Other InformationDuring the three months ended September 30, 2024, no director or officer of the Company who is required to file reports under Section 16 of the Exchange Act adopted, modified, or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ as each term is defined in Item 408(a) of Regulation S-K.75ItemÂ 6.Â Â Â Â ExhibitsThe documents listed below are incorporated by reference or are filed with this Quarterly Report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).ExhibitÂ NumberDescriptionIncorporatedÂ byÂ ReferenceÂ FromÂ FormIncorporatedÂ byÂ ReferencefromÂ ExhibitNumberDateÂ Filed3.1Amended and Restated Certificate of Incorporation of the Registrant.10-Q3.1August 7, 20203.2Amended and Restated Bylaws of the Registrant.S-1/A File No. 333-1950363.4May 5, 201410.1#Employment Agreement, dated as of March 10, 2022, by and between the Registrant and Jill Angel, as amended by Amendment to Employment Agreement, dated as of August 16, 2024, by and between the Registrant and Jill Angel.Filed herewith31.1Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.Filed herewithÂ Â 31.2Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.Filed herewithÂ Â 32.1 (1)Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act.Furnished herewithÂ Â 101.INSXBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.Â Â 101.SCHInline XBRL Taxonomy Extension Schema DocumentFiled herewithÂ Â 101.CALInline XBRL Taxonomy Extension Calculation Linkbase DocumentFiled herewithÂ Â 101.DEFInline XBRL Taxonomy Extension Definition Linkbase DocumentFiled herewithÂ Â 101.LABInline XBRL Taxonomy Extension Label Linkbase DocumentFiled herewithÂ Â 101.PREInline XBRL Taxonomy Extension Presentation Linkbase DocumentFiled herewithÂ Â 104Cover Page Interactive Data File (formatted as Inline XRBL with applicable taxonomy extension information contained in Exhibit 101)Filed herewith# Indicates a compensatory plan.(1)This certification is deemed not filed for purpose of Section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.76SIGNATURESPursuant 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.Â Â Â Â TRUECAR, INC.Â Â Date:November 7, 2024By:/s/ Jantoon E. ReigersmanÂ Â Jantoon E. ReigersmanÂ Â President & Chief Executive OfficerÂ Â (Principal Executive Officer)Â Â Â Date:November 7, 2024By:/s/ Oliver M. FoleyÂ Â Oliver M. FoleyÂ Â Chief Financial Officer Â Â (Principal Financial Officer)Â Â Â 77 EX-10.1 2 exhibit101angelemploymenta.htm EX-10.1 DocumentExhibit 10.1TRUECAR, INC. EMPLOYMENT AGREEMENTThis Employment Agreement (the â€œAgreementâ€) is entered into as of March 10, 2022 (the â€œEffective Dateâ€) by and between TrueCar, Inc. (the â€œCompanyâ€) and Jill Angel (â€œExecutiveâ€ and, together with the Company, the â€œPartiesâ€).RECITALSWHEREAS, the Company wishes to retain the services of Executive and Executive wishes to be employed by the Company on the terms and subject to the conditions set forth in this Agreement.NOW THEREFORE, in consideration of the foregoing recital and the respective undertakings of the Company and Executive set forth below, the Company and Executive agree as follows:1.Duties and Obligations.(a)Duties and Scope of Employment. As of April 18, 2022 (the â€œStart Dateâ€), Executive will serve as Chief People Officer of the Company reporting directly to the Companyâ€™s Chief Executive Officer (the â€œCEOâ€), but at any time following the Start Date, the Company may change the reporting structure such that instead of reporting to the CEO, Executive would report to another executive of the Company (the â€œManaging Executiveâ€) and, for purposes of clarification, such change in reporting structure would not constitute â€œGood Reasonâ€ (as defined below) for purposes of this Agreement. Executive will have the authority generally allowed to persons discharging the duties of such position. Executive will render such business and professional services in the performance of her

duties, consistent with Executiveâ€™s position within the Company, as will reasonably be assigned to her by the CEO or, as applicable, the Managing Executive. The period of Executiveâ€™s employment under this Agreement is referred to herein as the â€œEmployment Term.â€(b)Obligations. During the Employment Term, Executive will perform her duties faithfully and to the best of her ability and will devote her full business efforts and time to the Company. For the duration of the Employment Term, Executive agrees not to actively engage in any other employment, occupation, consulting or other business activity directly related to the business in which the Company is now involved or becomes involved during the Employment Term for any direct or indirect remuneration without the prior approval of the CEO or the Companyâ€™s Board of Directors (the â€œBoardâ€), and Executive will not engage in any other activities that conflict with Executiveâ€™s obligations to the Company.2.At-Will Employment. Subject to the terms hereof, Executiveâ€™s employment with the Company will be â€œat-willâ€ employment and may be terminated by the Company at any time with or without cause or with or without notice. However, as described in this Agreement, Executive may be entitled to severance benefits depending upon the circumstances of Executiveâ€™s termination of employment.3.Compensation.(a)Base Salary. During the Employment Term, the Company will pay Executive an annual base salary of $400,000.00 as compensation for her services (the â€œBase Salaryâ€). The Base Salary will be paid periodically in accordance with the Companyâ€™s normal payroll practices and be subject to the usual, required withholding. Executiveâ€™s Base Salary will be subject to review and adjustments will be made based upon the Companyâ€™s normal performance review practices. (b)Bonus. Executive will be eligible to receive a bonus targeted annually at 50% of Executiveâ€™s then-current Base Salary (the â€œBonusâ€). Any Bonus may be based on a variety of metrics including Executiveâ€™s performance and the Companyâ€™s performance and such other factors as the Board or the Compensation and Workforce Committee of the Board (the â€œCompensation Committeeâ€) deem appropriate, and will be paid in the sole discretion of the Board or the Compensation Committee. Because a primary objective of the Bonus is employee retention, Executive will only be eligible to earn a Bonus if Executive remains employed by the Company in good standing on the date that the Bonus is paid. The Bonus, if awarded, is generally paid, less the usual, required withholding, on an annual basis and generally paid to employees during the quarter immediately following the end of the annual performance period to which the Bonus relates, and in all cases, not later than March 15th of the year after the year to which the Bonus relates. All or a portion of the Bonus may, at the discretion of the Company, instead of annual payment be paid in the form of quarterly, â€œspotâ€ or periodic bonuses that may be paid throughout the year or in such other form as the Company determines. Any Bonus Executive receives for calendar year 2022 will reflect a pro-ration based on Executiveâ€™s Start Date. The Companyâ€™s bonus program is subject to change at the Companyâ€™s discretion. In addition, the Company may, in its discretion, grant additional discretionary bonus amounts to Executive.(c)Equity.(i)Initial RSU Award. As a material inducement to Executive accepting employment with the Company, at the first Compensation Committee meeting following the Start Date, the Company will recommend that Executive be granted an award of restricted stock units having an aggregate grant date fair value of approximately $400,000.00 (the â€œInitial RSUsâ€). The Company will recommend that the Initial RSUs have a vesting commencement date of the fifteenth (15th) day of the third (3rd) month after the Start Date and will vest in approximately equal quarterly amounts over sixteen (16) quarters, subject to Executiveâ€™s continued service with the Company through each vesting date, with the first vesting date occurring on the three (3)-month anniversary of the vesting commencement date. All Initial RSUs will be subject to the terms and conditions of the Companyâ€™s 2014 Equity Incentive Plan and restricted stock unit agreement provided by the Company, which will control the Initial RSU grant, and both of which documents are incorporated herein by reference.(ii)Initial PRSU Award. As a material inducement to Executive accepting employment with the Company, at the first Compensation Committee meeting following the Start Date or, if later, at the same time that the Company grants 2022 annual performance-based equity awards to its other non-CEO executives (the â€œ2022 Executive PRSUsâ€), the Company will recommend that Executive be granted an award of performance-based restricted stock units having an aggregate grant date fair value of approximately $600,000.00 at target performance (the â€œInitial PRSUsâ€). The Company will recommend that the Initial PRSUs be granted on substantially the same terms and conditions (other than the number of shares subject to the award), including vesting conditions, as the 2022 Executive PRSUs. All Initial PRSUs will be subject to the terms and conditions of the Companyâ€™s 2014 Equity Incentive Plan and performance-based restricted stock unit agreement provided by the Company, which will control the Initial PRSU grant, and both of which documents are incorporated herein by reference.(iii)Executive will be eligible to receive additional awards of stock options, restricted stock, restricted stock units, performance-based equity awards or other equity awards pursuant to any plans or arrangements the Company may have in effect from time to time. The Board or the Compensation Committee will determine in its discretion whether Executive will be granted any such equity awards and the terms of any such award in accordance with the terms of any applicable plan or arrangement that may be in effect from time to time.4.Employee Benefits. During the Employment Term, Executive will be entitled to participate in benefit plans and programs of the Company (including vacation and/or paid-time off), maintained by the Company for the benefit of its employees if any, on the same terms and conditions as other similarly-situated employees to the extent that Executiveâ€™s position, tenure, salary, age, health and other qualifications make Executive eligible to participate in such plans or programs, subject to the rules and regulations applicable thereto. Executive will be provided with additional information about those benefits upon or shortly following Executiveâ€™s Start Date. The Company reserves the right to modify employee compensation and cancel or change the benefit plans and programs it offers to its employees at any time in its discretion.5.Expenses. The Company will reimburse Executive for reasonable travel, entertainment or other expenses incurred by Executive in the furtherance of or in connection with the performance of Executiveâ€™s duties hereunder, in accordance with the Companyâ€™s expense reimbursement policy as in effect from time to time.6.Severance Benefits.(a)Termination without Cause or Resignation for Good Reason Prior to a Change in Control. If the Company terminates Executiveâ€™s employment with the Company for a reason other than Cause (and not by reason of Executiveâ€™s death or Disability), or Executive resigns from employment with the Company for Good Reason, and in each case, such termination occurs prior to a Change in Control, then subject to Section 8 of this Agreement, Executive will receive as severance from the Company: (i) continuing payments of Executiveâ€™s Base Salary as in effect on the date of Executiveâ€™s termination, payable in accordance with the Companyâ€™s standard payroll procedures during the Severance Period; (ii) the immediate vesting of each of Executiveâ€™s then-outstanding Equity Awards as to the number of shares subject to each such Equity Award that otherwise would have vested had she remained an employee of the Company through the twelve (12)- month anniversary of Executiveâ€™s termination of employment; provided, however, that any Equity Award that, at any time such Equity Award was outstanding, was subject to performance-based vesting, will instead be treated as provided in the award agreement related to such Equity Award; and (iii) subject to Section 6(d) below, the Company will either, at the Companyâ€™s election, reimburse Executive for the payments Executive makes, or pay directly to the insurance provider the premiums, for medical, vision and dental coverage for Executive and Executiveâ€™s eligible dependents under Title X of the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended or comparable state law (â€œCOBRAâ€) during the Severance Period or until Executive has secured other employment that provides group health insurance coverage, whichever occurs first provided Executive timely elects COBRA coverage, remains eligible for COBRA continuation coverage and, with respect to reimbursements, pays for COBRA coverage. With respect to Equity Awards granted on or after the Start Date, the same vesting acceleration provisions provided in the prior sentence will apply to such Equity Awards except to the extent provided in the applicable equity award agreement by explicit reference to this Agreement or to a later employment or other agreement providing for similar vesting acceleration provisions. Executive agrees and acknowledges that the terms of this Agreement may restrict the Companyâ€™s ability to make future modifications, including but not limited to the vesting schedule and/or payment timing, to Executiveâ€™s restricted stock units, performance shares and performance units without risking a violation of Section 409A (as defined below).(b)Termination due to Death or Disability. If Executiveâ€™s employment with the Company terminates due to Executiveâ€™s death or Disability, regardless of whether before, on or after a Change in Control, then subject to Section 8 of this Agreement, Executive or, if applicable, her estate (in which case references to â€œExecutiveâ€ in this Section 6(b) and in Section 6(d) will be deemed to refer to Executiveâ€™s estate) will receive as severance from the Company: (i) the immediate vesting as to 100% of each of Executiveâ€™s then-outstanding Equity Awards; provided, however, that any Equity Award that, at any time such Equity Award was outstanding, was subject to performance-based vesting, will instead be treated as provided in the award agreement related to such Equity Award, and (ii) subject to Section 6(d) below, the Company will either, at the Companyâ€™s election, reimburse Executive for the payments Executive makes, or pay directly to the insurance provider the premiums, for medical, vision and dental coverage for Executive and Executiveâ€™s eligible dependents under COBRA during the Severance Period, provided Executive timely elects COBRA coverage, remains eligible for COBRA continuation coverage and, with respect to reimbursements, pays for COBRA coverage. With respect to Equity Awards granted on or after the Start Date, the same vesting acceleration provisions provided in the prior sentence will apply to such Equity Awards except to the extent provided in the applicable equity award agreement by explicit reference to this Agreement or to a later employment or other agreement providing for similar vesting acceleration provisions.(c)Termination Without Cause or Resignation for Good Reason on or after a Change in Control. If the Company terminates Executiveâ€™s employment with the Company for a reason other than Cause (and not by reason of Executiveâ€™s death or Disability), or Executive resigns from employment with the Company for Good Reason, and in each case, such termination occurs upon or after a Change in Control, then subject to Section 8 of this Agreement, Executive will receive as severance from the Company: (i) continuing payments of Executiveâ€™s Base Salary as in effect on the date of Executiveâ€™s termination, payable in accordance with the Companyâ€™s standard payroll procedures during the Severance Period; (ii) the immediate vesting as to 100% of each of Executiveâ€™s outstanding Equity Awards that both are outstanding as of the date of the termination of Executiveâ€™s employment and were granted at least ninety (90) days prior to the applicable Change in Control; provided, however, that any Equity Award that, at any time such Equity Award was outstanding, was subject to performance-based vesting, will instead be treated as provided in the award agreement related to such Equity Award; and (iii) subject to Section 6(d) below, the Company will either, at the Companyâ€™s election, reimburse Executive for the payments Executive makes, or pay directly to the insurance provider the premiums, for medical, vision and dental coverage for Executive and Executiveâ€™s eligible dependents under COBRA during the Severance Period or until Executive has secured other employment that provides group health insurance coverage, whichever occurs first, provided Executive timely elects COBRA coverage, remains eligible for COBRA continuation coverage and, with respect to reimbursements, pays for COBRA coverage. With respect to Equity Awards granted on or after the Start Date, the same vesting acceleration provisions provided in the prior sentence will apply to such Equity Awards except to the extent provided in the applicable equity award agreement by explicit reference to this Agreement or to a later employment or other agreement providing for similar vesting acceleration provisions.(d)COBRA Benefits. Any COBRA reimbursements under this Agreement will be made by the Company to Executive consistent with the Companyâ€™s normal expense reimbursement policy, provided that Executive submits documentation to the Company substantiating her payments for COBRA coverage. However, if the Company determines in its sole discretion that it cannot, without potentially violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), provide any COBRA reimbursements or direct payments of COBRA premiums under this Agreement (either, the â€œCOBRA Benefitsâ€) that otherwise would be due to Executive under this Section 6, the Company will not provide, and Executive will not be entitled to, COBRA Benefits or any payments in lieu of any such COBRA Benefits, in each case, to which Executive is entitled under Section 6(b), but the Company will, in lieu of any such COBRA Benefits to which Executive is entitled under Section 6(a) or Section 6(c) of this Agreement, provide to Executive a taxable monthly payment (â€œHealthcare Premium Paymentâ€) in an amount equal to the monthly COBRA premium that Executive would be required to pay to continue her group health coverage at coverage levels in effect immediately prior to Executiveâ€™s termination (which amount will be based on the premium for the first month of COBRA coverage), which payments will be made regardless of whether Executive elects COBRA continuation coverage. At the same time each monthly Healthcare Premium Payment (if any is due) is paid to Executive, the Company also will provide Executive with a gross-up amount, determined by the Company, necessary to pay federal and state income and employment taxes incurred by Executive with respect to such Healthcare Premium Payment (with such gross-up to be calculated by the Company based on the withholding rates the Company has in effect for Executive at the time the Healthcare Premium Payment is paid to Executive). Any Healthcare Premium Payments and any related gross-up payments will cease to be provided when, and under the same terms and conditions, COBRA Benefits would have ceased under this Section 6. For the avoidance of doubt, the taxable payments in lieu of COBRA Benefits may be used for any purpose, including, but not limited to, continuation coverage under COBRA, and will be subject to all applicable withholdings. Notwithstanding anything to the contrary under this Agreement, if at any time the Company determines in its sole discretion that it cannot provide the payments contemplated by this Section 6(d) without violating applicable law (including, without limitation, Section 2716 of the Public Health Service Act), Executive will not receive such payment, any further COBRA Benefits or any payments or benefits in lieu thereof.(e)Voluntary Resignation; Termination for Cause. If Executiveâ€™s employment with the Company terminates (i) voluntarily by Executive (other than for Good Reason and other than due to Executiveâ€™s death or Disability), or (ii) for Cause by the Company, then Executive will not be entitled to receive severance or other benefits (including continued vesting) except for those (if any) as may then be established under the Companyâ€™s then-existing severance and benefits plans and practices or pursuant to other then-effective written agreements with the Company that have not been superseded by this Agreement.(f)Exclusive Remedy. In the event of a termination of Executiveâ€™s employment as set forth in Section 6 of this Agreement, the provisions of Section 6 are intended to be and are exclusive and in lieu of and supersede any other rights or remedies to which Executive or the Company otherwise may be entitled, whether at law, tort or contract or in equity, or under this Agreement (other than the payment of accrued but unpaid wages, as required by law, and any unreimbursed reimbursable expenses). Executive will be entitled to no benefits, compensation or other payments or rights upon a termination of employment other than those benefits expressly set forth in Section 6 of this Agreement.7.Change in Control Benefits. In the event of a Change in Control that occurs while Executive remains an employee of the Company, if Executive remains employed with the Company (or any successor of the Company or subsidiary thereof) as of the first day immediately following the twelve (12)-month anniversary of the Closing of the Change in Control (such day, the â€œPost-CIC Anniversary Dateâ€), then 100% of any Equity Awards that both are outstanding as of the Post-CIC Anniversary Date and were granted to Executive at least ninety (90) days prior to the applicable Change in Control will vest and become fully exercisable (to the extent applicable) at such time; provided, however, that any such Equity Award that, at any time such Equity Award was outstanding, was subject to performance-based vesting, will instead be treated as provided in the award agreement related to such Equity Award. With respect to Equity Awards granted on or after the Start Date, but granted prior to the Closing, the same vesting acceleration provisions provided in the prior sentence will apply to such Equity Awards except to the extent provided in the applicable equity award agreement by explicit reference to this Agreement or to a later employment or other agreement providing for similar vesting acceleration provisions.8.Conditions to Receipt of Severance; No Duty to Mitigate.(a) Separation Agreement and Release of Claims. The payment of any severance set forth in Section 6(a), Section 6(b), Section 6(c) and Section 6(d) above is contingent upon Executive signing and not revoking a separation and release of claims agreement with the Company (which may include an agreement not to disparage the Company, non-solicit provisions and/or other standard terms and conditions) in a form reasonably acceptable to the Company (the â€œReleaseâ€) upon or following Executiveâ€™s separation from service and such Release becoming effective no later than sixty (60) days following Executiveâ€™s separation from service (such deadline, the â€œRelease Deadlineâ€). If the Release does not become effective by the Release Deadline, Executive will forfeit any rights to severance under this Agreement. In no event will severance payments or benefits be paid or provided until the Release actually becomes effective. Any severance payments and benefits under this Agreement will be paid on, or, in the case of installments, will not commence until, the sixtieth (60th) day following Executiveâ€™s separation from service, or, if later, such time as required by Section 8(b)(ii); provided, however, that any acceleration of vesting of options and restricted stock will be provided on the Release effectiveness date. Except as required by Section 8(b)(ii), any payments and benefits that would have been made to Executive during the sixty (60)-day period immediately following Executiveâ€™s separation from service but for the preceding sentence will be paid to Executive on the sixtieth (60th) day following Executiveâ€™s separation from service and the remaining payments will be made as provided in this Agreement. In no event will Executive have discretion to determine the taxable year of payment of any severance payments or benefits.(b)Section 409A.(i)Notwithstanding anything to the contrary in this Agreement, no Deferred Payments, if any, payable to Executive pursuant to this Agreement will be payable until Executive has a â€œseparation from serviceâ€ within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) and the final regulations and official guidance thereunder (â€œSection 409Aâ€). Similarly, no severance payable to Executive, if any, pursuant to this Agreement that otherwise would be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A- 1(b)(9) will be payable until Executive has a â€œseparation from serviceâ€ within the meaning of Section 409A.(ii)Notwithstanding anything to the contrary in this Agreement, if Executive is a â€œspecified employeeâ€ within the meaning of Section 409A at the time of Executiveâ€™s separation from service (other than due to death), then the Deferred Payments, if any, that are payable within the first six (6) months following Executiveâ€™s separation from service, will become payable on the date six (6) months and one (1) day following the date of Executiveâ€™s separation from service. All subsequent Deferred Payments, if any, will be payable

in accordance with the payment schedule applicable to each payment or benefit. Notwithstanding anything herein to the contrary, if Executive dies following her separation from service, but prior to the six (6) month anniversary of the separation from service, then any payments delayed in accordance with this Section 8(b)(ii) will be payable in a lump sum as soon as administratively practicable after the date of Executiveâ€™s death and all other Deferred Payments will be payable in accordance with the payment schedule applicable to each payment or benefit. Each payment, installment and benefit payable under this Agreement is intended to constitute a separate payment for purposes of Section 1.409A-2(b)(2) of the Treasury Regulations. (iii)Any severance payment that satisfies the requirements of the â€œshort- term deferralâ€ rule set forth in Section 1.409A-1(b)(4) of the Treasury Regulations will not constitute Deferred Payments for purposes herein. Any amount paid under this Agreement that qualifies as a payment made as a result of an involuntary separation from service pursuant to Section 1.409A- 1(b)(9)(iii) of the Treasury Regulations that does not exceed the Section 409A Limit (as defined below) will not constitute Deferred Payments for purposes herein. Any payments or benefits due under Section 6 of this Agreement will be paid as provided under this Agreement, but in no event later than the last day of the second taxable year of Executive following Executiveâ€™s taxable year in which Executiveâ€™s separation from service from the Company occurs.(iv)For purposes of this Agreement, â€œSection 409A Limitâ€ means two (2) times the lesser of: (x) Executiveâ€™s annualized compensation based upon the annual rate of pay paid to Executive during Executiveâ€™s taxable year preceding Executiveâ€™s taxable year of Executiveâ€™s termination of employment as determined under, and with such adjustments as are set forth in, Treasury Regulation 1.409A-1(b)(9)(iii)(A)(1) and any Internal Revenue Service guidance issued with respect thereto, or (y) the maximum amount that may be taken into account under a qualified plan pursuant to Section 401(a)(17) of the Code for the year in which Executiveâ€™s employment is terminated.(v)The foregoing provisions are intended to comply with or be exempt from the requirements of Section 409A so that none of the severance or other payments and benefits to be provided hereunder will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to so comply or be exempt. In no event will the Company have any liability or obligation to reimburse, indemnify, or hold harmless Executive for any taxes or costs that may be imposed on or incurred by Executive as a result of Section 409A. Executive and the Company agree to work together in good faith to consider amendments to this Agreement and to take such reasonable actions which are necessary, appropriate or desirable to avoid imposition of any additional tax or income recognition prior to actual payment to Executive under Section 409A.(c)Confidential Information Agreement. Executiveâ€™s receipt of any payments or benefits under Section 6 will be subject to Executive continuing to comply with: (i) the terms of the Confidential Information Agreement (as defined in Section 11), and (ii) the provisions of this Agreement. In the event Executive breaches the provisions of this Section 8(c), all continuing payments and benefits to which Executive may otherwise be entitled to pursuant to Section 6 will immediately cease.(d)No Duty to Mitigate. Executive will not be required to mitigate the amount of any payment contemplated by this Agreement, nor will any earnings that Executive may receive from any other source reduce any such payment.9.Limitation on Payments. In the event that the severance or change in control-related or other payments or benefits provided for in this Agreement or otherwise payable to Executive (i) constitute â€œparachute paymentsâ€ within the meaning of Section 280G of the Code, and (ii) but for this Section 9, would be subject to the excise tax imposed by Section 4999 of the Code, then such payments or benefits will be either:(a)delivered in full, or(b)delivered as to such lesser extent which would result in no portion of such benefits being subject to excise tax under Section 4999 of the Code,whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the excise tax imposed by Section 4999, results in the receipt by Executive on an after-tax basis, of the greatest amount of severance or change in control-related or other payments or benefits, notwithstanding that all or some portion of such payments or benefits may be taxable under Section 4999 of the Code. If a reduction in severance and/or other payments or benefits constituting â€œparachute paymentsâ€ is necessary so that payments or benefits are delivered to a lesser extent, reduction will occur in the following order: (i) reduction of cash payments, which will occur in reverse chronological order such that the cash payment owed on the latest date following the occurrence of the event triggering such excise tax will be the first cash payment to be reduced; (ii) reduction of acceleration of vesting of equity awards, which will occur in the reverse order of the date of grant for such stock awards (i.e., the vesting of the most recently granted stock awards will be reduced first); and (iii) reduction of other benefits paid or provided to Executive, which will occur in reverse chronological order such that the benefit owed on the latest date following the occurrence of the event triggering such excise tax will be the first benefit to be reduced. If more than one equity award was made to Executive on the same date of grant, all such awards will have their acceleration of vesting reduced pro rata. In no event will Executive have any discretion with respect to the ordering of payment reductions.Unless the Company and Executive otherwise agree in writing, any determination required under this Section 9 will be made in writing by a nationally recognized firm of independent public accountants selected by the Company (the â€œAccountantsâ€), whose determination will be conclusive and binding upon Executive and the Company for all purposes. For purposes of making the calculations required by this Section 9, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Company and Executive will furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this Section 9. The Company will bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this Section 9.10.Definitions.(a)Cause. For purposes of this Agreement, â€œCauseâ€ means: (i) Executiveâ€™s failure to perform her assigned duties or responsibilities as an employee (other than a failure resulting from Executiveâ€™s Disability) after written notice thereof from the Company describing Executiveâ€™s failure to perform such duties or responsibilities; (ii) Executive engaging in any act of dishonesty, fraud or misrepresentation with respect to the Company; (iii) Executiveâ€™s violation of any federal or state law or regulation applicable to the business of the Company or its affiliates; (iv) Executiveâ€™s breach of any confidentiality agreement or invention assignment agreement (including, but not limited to, the Confidential Information Agreement) between Executive and the Company (or any affiliate of the Company); or (v) Executive being convicted of, or entering a plea of nolo contendere to, any crime. For purposes of clarity, Executiveâ€™s termination of employment due to death or Disability is not, by itself, deemed to be a termination by the Company other than for Cause or a resignation for Good Reason.(b)Change in Control. For purposes of this Agreement, â€œChange in Controlâ€ means the occurrence of any of the following:(i)Change in Ownership of the Company. A change in the ownership of the Company which occurs on the date that any one person, or more than one person acting as a group (â€œPersonâ€), acquires ownership of the stock of the Company that, together with stock held by such Person, constitutes more than 50% of the total voting power of the stock of the Company; provided, however, that for purposes of this subsection (i), the acquisition of additional stock by any one Person, who is considered to own more than 50% of the total voting power of the stock of the Company will not be considered a Change in Control and, provided, further; that the Board may, in its reasonable judgment, determine that any change in the ownership of the stock of the Company as a result of a financing of the Company or otherwise, in the determination of the Board, for fundraising purposes, in each case that is approved by the Board prior to such change in ownership also will not be considered a Change in Control; or(ii)Change in Ownership of a Substantial Portion of the Companyâ€™s Assets. A change in the ownership of a substantial portion of the Companyâ€™s assets which occurs on the date that any Person acquires (or has acquired during the twelve (12) month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than 50% of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions; provided, however, that for purposes of this subsection (ii), the following will not constitute a change in the ownership of a substantial portion of the Companyâ€™s assets: (A) a transfer to an entity that is controlled by the Companyâ€™s stockholders immediately after the transfer, or (B) a transfer of assets by the Company to: (1) a stockholder of the Company (immediately before the asset transfer) in exchange for or with respect to the Companyâ€™s stock, (2) an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by the Company, (3) a Person, that owns, directly or indirectly, 50% or more of the total value or voting power of all the outstanding stock of the Company, or (4) an entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a Person described in this subsection (ii)(B)(3) and, provided, further; that the Board may determine that certain asset transfers that should not, in the reasonable judgment of the Board (as constituted immediately prior to such asset transfers), be considered to be a â€œChange in Controlâ€ due to extenuating factors such as, for example, a determination being made to continue its business using only a certain subset of its assets rendering the remainder obsolete or retention of the proceeds from such sale by the Company for subsequent business use. For purposes of this subsection (ii), gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.For purposes of this definition of Change in Control, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company.Notwithstanding the foregoing, a transaction will not be deemed a Change in Control unless the transaction qualifies as a change in control event within the meaning of Section 409A.Further and for the avoidance of doubt, a transaction will not constitute a Change in Control if: (i) its sole purpose is to change the state of the Companyâ€™s incorporation, or (ii) its sole purpose is to create a holding company that will be owned in substantially the same proportions by the persons who held the Companyâ€™s securities immediately before such transaction.(c)Closing. For purposes of this Agreement, â€œClosingâ€ means the closing of the first transaction constituting a Change in Control that occurs on or following the Start Date.(d)Deferred Payments. For purposes of this Agreement, â€œDeferred Paymentsâ€ means any severance pay or benefits to be paid or provided to Executive (or Executiveâ€™s estate or beneficiaries) pursuant to this Agreement and any other severance payments or separation benefits to be paid or provided to Executive (or Executiveâ€™s estate or beneficiaries), that in each case, when considered together, are considered deferred compensation under Section 409A.(e)Disability. For purposes of this Agreement, â€œDisabilityâ€ means Executive (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering Company employees.(f)Equity Awards. For purposes of this Agreement, â€œEquity Awardsâ€ means any of Executiveâ€™s stock options to purchase shares of the Companyâ€™s common stock, restricted shares of the Companyâ€™s common stock (including unvested shares Executive has purchased through an early exercise of a stock option grant), stock appreciation rights, restricted stock units, performance shares, performance units and any other equity compensation awards granted by the Company or any successor of the Company.(g)Good Reason. For purposes of this Agreement, â€œGood Reasonâ€ means Executiveâ€™s resignation within thirty (30) days following the expiration of any Company cure period (discussed below) following the occurrence of one or more of the following, without Executiveâ€™s consent: (i) a material reduction in Executiveâ€™s Base Salary which reduction is not applicable to a majority of the Companyâ€™s senior management, provided that any material reduction in Executiveâ€™s Base Salary for which there is a substitution with compensation and benefits that, in the aggregate, are substantially equivalent in value to the reduction in Executiveâ€™s Base Salary, will not constitute â€œGood Reasonâ€; (ii) except as provided in Section 1(a) of this Agreement, a material reduction of Executiveâ€™s authority, duties or responsibilities, unless Executive is provided with a comparable position; provided, however, that a reduction in authority, duties, or responsibilities primarily by virtue of the Company being acquired and made part of a larger entity whether as a subsidiary, business unit or otherwise (as, for example, when the Chief Executive Officer of the Company remains as such following an acquisition where the Company becomes a wholly owned subsidiary of the acquirer, but is not made the Chief Executive Officer of the acquiring corporation) will not constitute â€œGood Reasonâ€; or (iii) a material change in the geographic location of Executiveâ€™s primary work facility or location; provided, that a relocation of fifty (50) miles or less from Executiveâ€™s then present location or to Executiveâ€™s home as her primary work location will not be considered a material change in geographic location. In order for an event to qualify as Good Reason, Executive must not terminate employment with the Company without first providing the Company with written notice of the acts or omissions constituting the grounds for â€œGood Reasonâ€ within ninety (90) days of the initial existence of the grounds for â€œGood Reasonâ€ and a reasonable cure period of not less than thirty (30) days following the date of such notice, and such grounds must not have been cured during such time. Any resignation for Good Reason must occur within two (2) years of the initial existence of the acts or omissions constituting the grounds for â€œGood Reasonâ€.(h)Severance Period. For purposes of this Agreement, â€œSeverance Periodâ€ means the period of time commencing immediately after Executiveâ€™s separation of service from the Company through the date that is six (6) months following such separation date, plus an additional two (2) months for every fully completed Year of Service; provided, however, that in all cases the Severance Period will end no later than on the twelve (12)-month anniversary of the date of Executiveâ€™s termination of employment.(i)Year of Service. For purposes of this Agreement, â€œYear of Serviceâ€ means the twelve (12)-month period measured from Executiveâ€™s Start Date.11.Confidential Information. As a condition to employment, Executive will enter into the Companyâ€™s standard At-Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement (the â€œConfidential Information Agreementâ€) upon or prior to commencing employment hereunder. This Agreement requires, among other provisions, Executiveâ€™s assignment of intellectual property rights to any invention made during Executiveâ€™s employment at the Company and non-disclosure of proprietary information.12.Identity Verification and Employment Authorization. Pursuant to the Immigration Reform and Control Act, the Company is required to verify the identity and employment authorization of all new hires. To comply with this legal obligation, the Company must complete an Employment Eligibility Verification Form I-9 within three (3) days of Executiveâ€™s Start Date or the Companyâ€™s employment relationship with Executive may be terminated. Information about what Executive will need to bring to work to complete this form will be provided to Executive as soon as possible following Executiveâ€™s execution and return of this Agreement.13.Reference and Background Checks. This offer of employment with the Company is contingent upon the Companyâ€™s satisfactory completion of reference and background checks, proof of Executiveâ€™s authorization to work in the United States and Executiveâ€™s execution of the provided Confidential Information Agreement.14.No Conflicting Obligations. Executive confirms that Executive is not under any existing obligations that may impact Executiveâ€™s eligibility to be employed by the Company or limit the manner in which Executive may be employed. Executive agrees not to bring any third-party confidential information to the Company, including that of Executiveâ€™s former employer, and that Executive will not in any way utilize any such information in performing Executiveâ€™s duties for the Company.15.Successors.(a)The Companyâ€™s Successors. Any successor to the Company (whether direct or indirect and whether by purchase, merger, consolidation, liquidation or otherwise) to all or substantially all of the Companyâ€™s business and/or assets will assume the obligations under this Agreement and agree expressly to perform the obligations under this Agreement in the same manner and to the same extent as the Company would be required to perform such obligations in the absence of a succession. For all purposes under this Agreement, the term â€œCompanyâ€ will include any successor to the Companyâ€™s business and/or assets which executes and delivers the assumption agreement described in this Section 15(a) or which becomes bound by the terms of this Agreement by operation of law.(b)Executiveâ€™s Successors. The terms of this Agreement and all rights of Executive hereunder will inure to the benefit of, and be enforceable by, Executiveâ€™s personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees.16.Notices. (a)General. Notices and all other communications contemplated by this Agreement will be in writing and will be deemed to have been duly given when personally delivered or when mailed by U.S. registered or certified mail, return receipt requested and postage prepaid or when delivered by a private courier service such as UPS, DHL or Federal Express that has tracking capability. In the case of Executive, mailed notices will be addressed to her at the home address which she most recently communicated to the Company in writing. In the case of the Company, mailed notices will be addressed to its corporate headquarters, and all notices will be directed to the Chief Executive Officer of the Company.(b)Notice of Termination. Any termination by the Company for Cause or by Executive for Good Reason or as a result of a voluntary resignation will be communicated by a notice of termination to the other party hereto given in accordance with Section 16(a) of this Agreement. Such notice will indicate the specific termination provision in this Agreement relied upon, will set forth in reasonable detail the facts and circumstances claimed to provide a basis for termination under the provision so indicated, and will specify the termination date (which will be not more than thirty (30) days after the giving of such notice). The failure by Executive to include in the notice any fact or circumstance which contributes to a showing of Good Reason will not waive any right of Executive hereunder or preclude Executive from asserting such fact or circumstance in enforcing Executiveâ€™s rights hereunder.17.Severability. In the event that any provision hereof becomes or is declared by a court of competent jurisdiction to be illegal, unenforceable or void, this Agreement will continue in full force and effect without said provision.18.Integration. This Agreement represents the entire agreement and understanding between the Parties as to the subject matter herein and supersedes all prior or contemporaneous agreements whether written or oral, but this Agreement does not supersede any applicable Company policy with respect to the treatment of Company equity awards upon death or disability. This Agreement may be modified only by agreement of the Parties by a written instrument executed by the Parties that is designated as an amendment to this Agreement.19.Waiver of Breach. No provision of this Agreement will be modified, waived or discharged unless the

modification, waiver or discharge is agreed to in writing and signed by Executive and by an authorized officer of the Company (other than Executive). The waiver of a breach of any term or provision of this Agreement will not operate as or be construed to be a waiver of any other previous or subsequent breach of this Agreement.20.Headings. All captions and section headings used in this Agreement are for convenient reference only and do not form a part of this Agreement.21.Tax Withholding. All payments made pursuant to this Agreement will be subject to withholding of applicable taxes.22.Governing Law. This Agreement will be governed by the laws of the State of California (with the exception of its conflict of laws provisions).23.Acknowledgment. Executive acknowledges that she has had the opportunity to discuss this matter with and obtain advice from her private attorney, has had sufficient time to, and has carefully read and fully understands all the provisions of this Agreement.24.Counterparts. This Agreement may be executed in counterparts, and each counterpart will have the same force and effect as an original and will constitute an effective, binding agreement on the part of each of the undersigned.25.Deadline for Execution. The offer under this Agreement will expire at the close of business on March 14, 2022, if the Company has not received Executiveâ€™s signed Agreement and Confidential Information Agreement by that date.[Remainder of Page Intentionally Left Blank]IN WITNESS WHEREOF, each of the Parties has executed this Agreement, in the case of the Company by their duly authorized officers, as of the day and year first above written.COMPANY: TRUECAR, INC.By: /s/ Michael DarrowÂ Â Â Â Title: CEOÂ Â Â Â EXECUTIVE: /s/ Jill AngelÂ Â Â Â JILL ANGEL[SIGNATURE PAGE TO JILL ANGEL EMPLOYMENT AGREEMENT]TRUECAR, INC.AMENDMENT TO EMPLOYMENT AGREEMENTThis AMENDMENT to the EMPLOYMENT AGREEMENT (the â€œAmendmentâ€) is entered into by and between TrueCar, Inc. (the â€œCompanyâ€), and Jill Angel (â€œExecutiveâ€) (together, the â€œPartiesâ€).RECITALSWHEREAS, the Parties entered into an Employment Agreement as of March 10, 2022 (the â€œEmployment Agreementâ€); andWHEREAS, the Company and Executive desire to amend terms of the Employment Agreement to reflect the pending change in Executiveâ€™s title and position from Chief People Officer & Operations to Chief Operating Officer.Now, therefore, the Parties hereby agree as follows:1.Duties and Obligations. The first sentence of Section 1(a) of the Employment Agreement entitled â€œDuties and Obligationsâ€ shall be amended and replaced in full as follows:â€œAs of August 16, 2024 (the â€œPromotion Dateâ€), Executive will serve as Chief Operating Officer of the Company reporting directly to the Companyâ€™s Chief Executive Officer (the â€œCEOâ€), but at any time following the Promotion Date, the Company may change the reporting structure such that instead of reporting to the CEO, Executive would report to another executive of the Company (the â€œManaging Executiveâ€) and, for purposes of clarification, such change in reporting structure would not constitute â€œGood Reasonâ€ (as defined below) for purposes of this Agreement.â€2.Terms used in Employment Agreement. For purposes of clarity, any remaining references in the Employment Agreement to Executiveâ€™s â€œStart Dateâ€ will continue to refer to April 18, 2022.3.Effective Date of this Amendment. This Amendment will be effective as of the date it is signed by both Parties (the â€œAmendment Effective Dateâ€).4.Full Force and Effect. To the extent not expressly amended or superseded hereby, the Employment Agreement shall remain in full force and effect.5.Entire Agreement; No Oral Modification. This Amendment constitutes the full and entire understanding and agreement between the Company and Executive with regard to the amendment of the Employment Agreement. This Amendment supersedes any prior promises, agreements, or understandings related to the subject matter hereof and may be amended only in writing signed by the Company and Executive.6.Counterparts. This Amendment may be executed in counterparts, each of which shall be deemed to be an original, and all such counterparts shall constitute but one instrument.IN WITNESS WHEREOF, each of the Parties has executed this Amendment as of the date set forth below.Dated: Aug 16, 2024COMPANY By: /s/ Jeff SwartÂ Â Â Â Name: Jeff Swart Title: General Counsel Dated: Aug 16, 2024EXECUTIVE/s/ Jill AngelÂ Â Â Â Jill Angel [EX-31.1 3 trueq32024ex311.htm EX-31.1 DocumentExhibit 31.1Certification ofÂ PrincipalÂ Executive OfficerPursuant toSecurities Exchange Act Rules 13a-14(a) and 15d-14(a),As Adopted Pursuant toSection 302 of the Sarbanes-Oxley Act of 2002I,Â Jantoon R. Reigersman, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of TrueCar, 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 registrantâ€™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 andÂ 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 registrantâ€™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; andÂ d.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:NovemberÂ 7, 2024Â /s/ Jantoon R. ReigersmanJantoon R. ReigersmanPresident and Chief Executive Officer(Principal Executive Officer) EX-31.2 4 trueq32024ex312.htm EX-31.2 DocumentExhibit 31.2Certification ofÂ PrincipalÂ FinancialÂ OfficerPursuant toSecurities Exchange Act Rules 13a-14(a) and 15d-14(a),As Adopted Pursuant toSection 302 of the Sarbanes-Oxley Act of 2002I,Â Oliver M. Foley, certify that:1.I have reviewed this Quarterly Report on Form 10-Q of TrueCar, 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 registrantâ€™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 andÂ Â 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 registrantâ€™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; andÂ d.Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and5.The registrantâ€™s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™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 registrantâ€™s ability to record, process, summarize and report financial information; andb.Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Date:NovemberÂ 7, 2024Â /s/ Oliver M. FoleyOliver M. FoleyChief Financial Officer(Principal Financial Officer) EX-32.1 5 trueq32024ex321.htm EX-32.1 DocumentExhibit 32.1CERTIFICATIONSÂ OF PRINCIPAL EXECUTIVE OFFICERAND PRINCIPAL FINANCIAL OFFICERPURSUANT TOÂ 18 U.S.C. SECTION 1350,AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002Â Â Â Â In connectionÂ with the Quarterly Report of TrueCar, Inc. (the â€œCompanyâ€) on FormÂ 10-Q for theÂ periodÂ endedÂ September 30, 2024 as filed with the Securities and Exchange Commission (the â€œReportâ€),Â Jantoon R. Reigersman, asÂ President and Chief Executive Officer andÂ Oliver M. Foley, asÂ Chief Financial Officer, of the Company, each hereby certifies, pursuant to SectionÂ 906 of the Sarbanes-Oxley Act of 2002 (18Â U.S.C.Â SectionÂ 1350),Â to his knowledge:1.The Report fully complies with the requirements of SectionÂ 13(a) or 15(d) of the Securities ExchangeÂ Act of 1934; and2.The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Date:NovemberÂ 7, 2024By:/s/ Jantoon R. ReigersmanJantoon R. ReigersmanPresident and Chief Executive Officer(Principal Executive Officer)Date:NovemberÂ 7, 2024By:/s/ Oliver M. FoleyOliver M. FoleyChief Financial Officer (Principal Financial Officer) EX-101.SCH 6 true-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover Page link:presentationLink link:calculationLink link:definitionLink 0000002 - Statement - Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 0000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 0000004 - Statement - Condensed Consolidated Statements of Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 0000005 - Statement - Condensed Consolidated Statements of Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 0000006 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 0000007 - Disclosure - Organization and Nature of Business link:presentationLink link:calculationLink link:definitionLink 0000008 - Disclosure - Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 0000009 - Disclosure - Fair Value Measurements link:presentationLink link:calculationLink link:definitionLink 0000010 - Disclosure - Property and Equipment, net link:presentationLink link:calculationLink link:definitionLink 0000011 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 0000012 - Disclosure - Stock-based Awards link:presentationLink link:calculationLink link:definitionLink 0000013 - Disclosure - Income Taxes link:presentationLink link:calculationLink link:definitionLink 0000014 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 0000015 - Disclosure - Revenue Information link:presentationLink link:calculationLink link:definitionLink 0000016 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - Fair Value Measures and Disclosures (Policies) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - Property and Equipment, net (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - Commitment and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - Stock-based Awards (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - Net Loss Per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - Revenue Information (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - Summary of Significant Accounting Policies - Summary of Changes in Allowance for Doubtful Accounts and Sales Allowances (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - Fair Value Measurements - Summary of Financial Assets Measured at Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - Fair Value Measurements - Summary of Changes in Fair Value of Contingent Consideration Obligations (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - Property and Equipment, net (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - Commitments and Contingencies - Reorganization (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - Commitments and Contingencies - Restructuring Plan Roll Forward (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - Commitments and Contingencies - Legal Proceedings (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - Commitments and Contingencies - Employment Contracts (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - Stock-based Awards (Details - Stock Options) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - Stock-based Awards (Details - RSUs) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - Stock-based Awards (Details - PSUs) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - Stock-based Awards (Details - Stock-based Compensation Cost) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - Income Taxes (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - Net Loss Per Share - Computation of basic and diluted net loss per share (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - Net Loss Per Share - Anti-dilutive shares excluded from the calculation of diluted net loss per share (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - Net Loss Per Share - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - Revenue Information - Schedule of Revenue Categories (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - Revenue Information - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - Subsequent Events (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 7 true-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 8 true-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 9 true-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Pay vs Performance Disclosure [Line Items] Accrued expenses and other current liabilities Accrued Liabilities, Current Range [Domain] Statistical Measurement [Domain] Depreciation and amortization Depreciation, Depletion and Amortization, Operating Activities Depreciation, Depletion and Amortization, Operating Activities Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Underlying Security Market Price Change Underlying Security Market Price Change, Percent Equity Award [Domain] Award Type [Domain] Fair Value as of Grant Date Award Grant Date Fair Value Non-vested at the beginning of period (in shares) Non-vested at the end of the period (in per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Allowance for doubtful accounts Receivables, Trade and Other Accounts Receivable, Allowance for Doubtful Accounts, Policy [Policy Text Block] Operating lease liabilities Increase (Decrease) in Operating Lease Liabilities Increase (Decrease) in Operating Lease Liabilities Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Accounts payable Accounts Payable, Current Restatement Determination Date: Restatement Determination Date [Axis] Other liabilities Increase (Decrease) in Other Noncurrent Liabilities Commitments and contingencies (NoteÂ 5) Commitments and Contingencies Insider Trading Policies and Procedures [Line Items] Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Income Taxes Income Tax Disclosure [Text Block] Cash payments Payment for Contingent Consideration Liability Payment for Contingent Consideration Liability Property and equipment capitalized but not placed in service Property, Plant and Equipment Gross, Assets Not Placed in Service The amount of capitalized assets that have not yet been placed in service as of the balance sheet date. Current liabilities Liabilities, Current [Abstract] Preferred stock, par value (in dollar per share) Preferred Stock, Par or Stated Value Per Share Preferred stockÂ â€“ $0.0001 par value; 20,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; no shares issued and outstanding at September 30, 2024 and December 31, 2023 Preferred Stock, Value, Issued Subsequent Event Type [Domain] Subsequent Event Type [Domain] Weighted-Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Fair Value Measurements, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] Payment for Contingent Consideration Liability, Financing Activities Payment for Contingent Consideration Liability, Financing Activities Forfeited/expired (in dollars per

share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, Weighted Average Exercise Price PEO Total Compensation Amount PEO Total Compensation Amount Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Accounts receivable, net of allowances of $812 and $1,118 at September 30, 2024 and December 31, 2023, respectively Accounts Receivable, after Allowance for Credit Loss, Current Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Level 3 Fair Value, Inputs, Level 3 [Member] Outstanding at the beginning of period (in shares) Outstanding at the end of the period (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Trading Symbol Trading Symbol Employment contracts Employment Contracts [Member] Letters of credit outstanding, amount Letters of Credit Outstanding, Amount Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Summary of changes in the allowance for doubtful accounts and sales allowances Financing Receivable, Allowance for Credit Loss [Table Text Block] Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Net loss Net loss Net loss Net Income (Loss) Attributable to Parent Total current liabilities Liabilities, Current Fair Value Disclosures [Abstract] Fair Value Disclosures [Abstract] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Company Selected Measure Name Company Selected Measure Name Liabilities and Stockholdersâ€™ Equity Liabilities and Equity [Abstract] Repurchase of common stock, including excise tax Stock Repurchased During Period, Value Stockholdersâ€™ Equity Equity, Attributable to Parent [Abstract] Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Computation of basic and diluted net loss per share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Executive Category: Executive Category [Axis] Maximum term of executive's annual base salary to determine severance obligations (in months) Other Commitments Maximum Term of Executives Annual Base Salary to Determine Severance Obligations Represents the maximum term of executive's annual base salary to determine severance obligations under the contracts. Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Other Commitments [Table] Other Commitments [Table] Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price LevelÂ 1 Fair Value, Inputs, Level 1 [Member] Name Measure Name Name Forgone Recovery, Individual Name Schedule of property and equipment Property, Plant and Equipment [Table Text Block] Equity Components [Axis] Equity Components [Axis] Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Accrued expenses and other current liabilities Increase (Decrease) in Accrued Liabilities Measurement Basis [Axis] Measurement Basis [Axis] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Underlying Securities Award Underlying Securities Amount Entity Small Business Entity Small Business Local Phone Number Local Phone Number Accounts receivable Increase (Decrease) in Accounts Receivable Fair Value Measurement [Domain] Fair Value Measurement [Domain] Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Measurement Frequency [Axis] Measurement Frequency [Axis] Operating lease liabilities, net of current portion Operating Lease, Liability, Noncurrent Unvested restricted stock units Restricted Stock Units (RSUs) [Member] Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Additional authorized amount Stock Repurchase Program, Additional Authorized Amount Stock Repurchase Program, Additional Authorized Amount Portion at fair value measurement Portion at Fair Value Measurement [Member] Income Statement Location [Axis] Income Statement Location [Axis] Product and Service [Domain] Product and Service [Domain] Anti-dilutive shares excluded from the calculation of diluted net loss per share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Other Performance Measure, Amount Other Performance Measure, Amount Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Accrual at December 31, 2023 Accrual at September 30, 2024 Restructuring Reserve Total shares excluded from net loss per share Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Award Type [Axis] Award Type [Axis] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Document Quarterly Report Document Quarterly Report Capitalized assets included in accounts payable, accrued employee expenses and other accrued expenses Capital Expenditures Incurred but Not yet Paid Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] General and administrative General and Administrative Expense [Member] Property and equipment, gross Property, Plant and Equipment, Gross Weighted average remaining contractual life (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term Allowance for Doubtful Accounts Receivable [Roll Forward] Accounts Receivable, Allowance for Credit Loss [Roll Forward] Trading Arrangement: Trading Arrangement [Axis] Use of estimates Use of Estimates, Policy [Policy Text Block] PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Entity File Number Entity File Number Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Operating lease liabilities, current Operating Lease, Liability, Current Prepaid expenses Prepaid Expense, Current Entity Shell Company Entity Shell Company Property and Equipment, net Property, Plant and Equipment [Line Items] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Restatement Determination Date Restatement Determination Date Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Schedule of Restructuring and Related Costs [Table] Schedule of Restructuring and Related Costs [Table] Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Interest income Investment Income, Interest Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Weighted average common shares outstanding, basic and diluted Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Common stock, shares issued (in shares) Common Stock, Shares, Issued Schedule of activity in connection with restricted stock Schedule of Nonvested Restricted Stock Units Activity [Table Text Block] Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Security Exchange Name Security Exchange Name Excise tax Share Repurchase Program, Excise Tax Share Repurchase Program, Excise Tax Total assets Assets, Fair Value Disclosure Employee Stock Option Share-Based Payment Arrangement, Option [Member] Weighted average period over which remaining stock based compensation expense for unvested awards is expected to be recognized (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Total costs and operating expenses Costs and Expenses Maximum Maximum [Member] Income Tax Examination [Table] Income Tax Examination [Table] Comprehensive loss Comprehensive Income (Loss), Net of Tax, Attributable to Parent Schedule of roll forward of Restructuring Plan Restructuring and Related Costs [Table Text Block] Remaining stock-based compensation expense for unvested awards Remaining stock based compensation expense for non vested restricted stock units Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Document Type Document Type Tabular List, Table Tabular List [Table Text Block] Entity Address, Address Line One Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Two Cost of revenue (exclusive of depreciation and amortization presented separately below) Cost of Goods and Service, Excluding Depreciation, Depletion, and Amortization Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Subsequent Event [Table] Subsequent Event [Table] Stock-based Awards Share-Based Payment Arrangement [Text Block] Schedule of revenue categories Schedule of Product Information [Table Text Block] Basis of presentation Basis of Accounting, Policy [Policy Text Block] Other noncash expense Other Noncash Income (Expense) Weighted-Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Allowance for doubtful accounts receivables- current Allowances, at beginning of period Allowances, at end of period Accounts Receivable, Allowance for Credit Loss, Current Subsequent Event Subsequent Event [Member] Income Statement [Abstract] Income Statement [Abstract] Performance Stock Units Performance Stock Units [Member] Performance Stock Units Costs and operating expenses: Costs and Expenses [Abstract] Title of 12(b) Security Title of 12(b) Security Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Cash equivalents Cash and Cash Equivalents, Fair Value Disclosure Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Non-vested at the beginning of period (in dollars per share) Non-vested at the end of the period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Shares issued in connection with employee stock plan, net of shares withheld for employee taxes Shares Issued, Value, Share-Based Payment Arrangement, after Forfeiture Other current assets Other Assets, Current Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Income Tax Examination [Line Items] Income Tax Examination [Line Items] Disclosure of Compensation Related Costs, Share-based Payments [Abstract] Share-Based Payment Arrangement [Abstract] Entity Tax Identification Number Entity Tax Identification Number Other Commitments [Domain] Other Commitments [Domain] Range [Axis] Statistical Measurement [Axis] Stock-based compensation capitalized for software development Amount capitalized to internal software use Share-Based Payment Arrangement, Amount Capitalized Entity Interactive Data Current Entity Interactive Data Current Total Shareholder Return Amount Total Shareholder Return Amount Payments for the repurchase of common stock Payments for Repurchase of Common Stock Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Summary of stock option activity Stock-based Awards Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Accumulated deficit Retained Earnings (Accumulated Deficit) Measure: Measure [Axis] Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Name Outstanding Recovery, Individual Name Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Options Options to purchase common stock Employee Director And Consultant Stock Option [Member] Represents information pertaining to stock option awards issued to employees, officers, directors and consultants. Current assets Assets, Current [Abstract] Other Commitments [Line Items] Other Commitments [Line Items] Entity Address, State or Province Entity Address, State or Province Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Anti-dilutive shares excluded from the calculation of diluted net loss per share attributable to common stockholders Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Continuing operations, basic (in dollars per share) Income (Loss) from Continuing Operations, Per Basic Share Common stock, shares outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Net loss per share, basic and diluted Earnings Per Share, Basic [Abstract] PEO PEO [Member] Technology and development Technology and Development Operating expenses related to technology and development. Common stock, par value (in dollars per shares) Common Stock, Par or Stated Value Per Share Net cash used in investing activities Net Cash Provided by (Used in) Investing Activities Number of Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Repurchased and retired Stock Repurchased and Retired During Period, Value Name of Property [Domain] Name of Property [Domain] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Operating lease, liability Operating Lease, Liability Total liabilities Liabilities Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Stock-based Compensation Cost Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Prepaid expenses and other assets Increase (Decrease) in Prepaid Expense and Other Assets Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Fair Value, Measurement Frequency [Domain] Measurement Frequency [Domain] Property and Equipment, net Property, Plant and Equipment Disclosure [Text Block] All Executive Categories All Executive Categories [Member] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Property, Plant and Equipment, Type [Domain] Long-Lived Tangible Asset [Domain] Net loss per share, basic and diluted Earnings Per Share [Abstract] Subsequent Event [Line Items] Subsequent Event [Line Items] Computer equipment and internally developed software Computer Equipment, Software And Software Development Costs [Member] Represents information pertaining to computer equipment, purchased software applications and internally developed software for sale, licensing or long-term internal use. Sales and marketing Selling and Marketing Expense Common stockÂ â€” $0.0001 par value; 1,000,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; 88,506,616 and 91,091,541 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Common Stock, Value, Issued General and administrative General and Administrative Expense Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Amortization of lease right-of-use assets Operating Lease, Right-of-Use Asset, Periodic Reduction Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Segments Segment Reporting, Policy [Policy Text Block] Total current assets Assets, Current Fair value, beginning of period Fair value, end of period Business Combination, Contingent Consideration, Liability Revenue from Contract with Customer [Abstract] Revenue from Contract with Customer [Abstract] Restricted cash Restricted Cash All Individuals All Individuals [Member] Supplemental disclosures of non-cash activities Supplemental Cash Flow Information [Abstract] Amortization Amortization Entity Filer Category Entity Filer Category Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Statement [Table] Statement [Table] Other Liabilities, Noncurrent Other Liabilities Contingent consideration, non-current Business Combination, Contingent Consideration, Liability, Noncurrent Current Fiscal Year End Date Current Fiscal Year End Date Authorized amount Stock Repurchase Program, Authorized Amount Repurchase of common stock (in shares) Stock Repurchased During Period, Shares PEO Name PEO Name Schedule of Product Information [Table] Schedule of Product Information [Table] Preferred stock, shares authorized (in shares) Preferred Stock, Shares Authorized Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Preferred stock, shares outstanding (in shares) Preferred Stock, Shares Outstanding Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities Contingent consideration, current Business Combination, Contingent Consideration, Liability, Current Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Organization and Nature of Business Nature of Operations [Text Block] Depreciation and amortization Total depreciation and amortization expense Depreciation, Depletion and Amortization Impairment of right-of-use assets Gain (Loss) on Sale of Assets and Asset Impairment Charges Furniture and fixtures Furniture and Fixtures [Member] Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Accrued employee expenses Increase (Decrease) in Employee Related Liabilities Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Total stockholdersâ€™ equity Beginning balance Ending balance Equity, Attributable to Parent Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Subsequent Events [Abstract] Subsequent Events [Abstract] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Fair value measurements Fair Value Measurement, Policy [Policy Text Block] Property, Plant and Equipment, Type [Axis] Long-Lived Tangible Asset [Axis] Preferred stock, share issued (in shares) Preferred Stock, Shares Issued Level 2 Fair Value, Inputs, Level 2 [Member] Entity Emerging Growth Company Entity Emerging Growth Company Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Charged as a reduction of revenue Allowance for Doubtful Accounts, Receivable Reduction in Revenue Allowance for Doubtful Accounts, Receivable Reduction in Revenue Business Combination, Contingent Consideration, Liability [Roll Forward] Business Combination, Contingent Consideration, Liability [Roll Forward] Business Combination, Contingent Consideration, Liability Increase (Decrease) in Stockholders' Equity Increase (Decrease) in Stockholders' Equity [Roll Forward] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Document Fiscal Period Focus Document Fiscal Period Focus Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Title Trading Arrangement, Individual Title Dealer revenue Dealer Revenue [Member] Dealer Revenue [Member] Outstanding at the beginning of period (in dollars per share) Outstanding at the end of the period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Stock-based compensation Share-Based Payment Arrangement, Noncash Expense Common stock Common Stock [Member] Individual: Individual [Axis] City Area Code City Area Code Entity Address, Postal Zip Code Entity Address, Postal Zip Code Product and Service [Axis] Product and Service [Axis] Net Loss Per Share Earnings Per Share [Text Block] Income Statement Location [Domain] Income Statement Location [Domain] Document Fiscal Year Focus Document Fiscal Year Focus Property and equipment, net Total property and equipment, net Property, Plant and Equipment, Net Summary of stock option activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Exercise Price Award Exercise Price Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Assets Assets [Abstract] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Technology and development Technology And Development Expense [Member] Primary financial statement caption in which the reported facts about technology and development expense have been included. Total liabilities Liabilities, Fair Value Disclosure

Taxes paid related to net share settlement of equity awards Payment, Tax Withholding, Share-Based Payment Arrangement Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities, Continuing Operations [Abstract] Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Commitments and Contingencies Commitments and Contingencies Disclosure [Text Block] Continuing operations, diluted (in dollars per share) Income (Loss) from Continuing Operations, Per Diluted Share Accumulated Deficit Retained Earnings [Member] Schedule of stock-based compensation cost relating to stock options and restricted stock awards Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Property and Equipment Property, Plant and Equipment [Member] Total liabilities andÂ stockholdersâ€™ equity Liabilities and Equity Other assets Other Assets, Noncurrent Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Operating lease right-of-use assets Operating lease right-of-use assets (within other assets) Operating Lease, Right-of-Use Asset Write-offs, net of recoveries Allowance for Doubtful Accounts, Receivable Write Offs Net of Recoveries Allowance for Doubtful Accounts, Receivable Write Offs Net of Recoveries Accounting Policies [Abstract] Accounting Policies [Abstract] Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Arrangement Duration Trading Arrangement Duration Entity Address, City or Town Entity Address, City or Town Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Principles of consolidation Consolidation, Policy [Policy Text Block] Restructuring costs Expense Restructuring Charges Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities, Continuing Operations [Abstract] Schedule of changes in fair value of contingent consideration obligation Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block] Document Transition Report Document Transition Report Award Timing Predetermined Award Timing Predetermined [Flag] OEM incentives revenue OEM Incentive Revenue [Member] OEM Incentive Revenue [Member] Remaining authorized amount Stock Repurchase Program, Remaining Authorized Repurchase Amount Termination Date Trading Arrangement Termination Date Accounts payable Increase (Decrease) in Accounts Payable Common stock, shares authorized (in shares) Common Stock, Shares Authorized Fair Value Measurements Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Property, Plant and Equipment [Abstract] Property, Plant and Equipment [Abstract] Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] All Trading Arrangements All Trading Arrangements [Member] All Adjustments to Compensation All Adjustments to Compensation [Member] Award Timing Disclosures [Line Items] Compensation Amount Outstanding Recovery Compensation Amount Other Commitments [Axis] Other Commitments [Axis] Charged to bad debt expense in general and administrative expenses Accounts Receivable, Credit Loss Expense (Reversal) Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Subsequent Event Type [Axis] Subsequent Event Type [Axis] Proceeds from exercise of common stock options Proceeds from Stock Options Exercised Schedule of Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Insider Trading Arrangements [Line Items] Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Shares Issued, Shares, Share-Based Payment Arrangement, after Forfeiture Entity Registrant Name Entity Registrant Name Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Award Timing Method Award Timing Method [Text Block] Adjustment to Compensation, Amount Adjustment to Compensation Amount Cost of revenue Cost of Sales [Member] Increase in the fair value of contingent consideration liability Business Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, Liability Cash Payments Payments for Restructuring Document Period End Date Document Period End Date Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Adoption Date Trading Arrangement Adoption Date Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Less: Accumulated depreciation Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Summary of financial assets measured at fair value on a recurring basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Entity Central Index Key Entity Central Index Key Summary of Significant Accounting Policies Basis of Presentation and Significant Accounting Policies [Text Block] Stock-based compensation expense Stock based compensation expense Share-Based Payment Arrangement, Expense Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Provision for income taxes Income Tax Expense (Benefit) Accrued employee expenses Employee-related Liabilities, Current Name Trading Arrangement, Individual Name Revenues Revenue Revenue from Contract with Customer, Excluding Assessed Tax Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Amendment Flag Amendment Flag Cash and cash equivalents (includes restricted cash of $1,855 at December 31, 2023) Cash and Cash Equivalents, at Carrying Value Repurchased and retired (in shares) Stock Repurchased and Retired During Period, Shares Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Bad debt expense and other reserves Provision for Doubtful Accounts and other Reserves Provision for doubtful accounts and other reserves. Leasehold improvements Leasehold Improvements [Member] Sales and marketing Selling and Marketing Expense [Member] Diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Revenue Information Revenue from Contract with Customer [Text Block] Purchase of property and equipment Payments to Acquire Property, Plant, and Equipment Company Selected Measure Amount Company Selected Measure Amount Additional paid-in capital Additional Paid in Capital, Common Stock APIC Additional Paid-in Capital [Member] Total assets Assets Name Awards Close in Time to MNPI Disclosures, Individual Name Other revenue Other Revenue [Member] Represents the details pertaining to other revenue. Cover page. Cover [Abstract] Subsequent Events Subsequent Events [Text Block] Stock-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Recurring Fair Value, Recurring [Member] Fair Value Measurements Fair Value Measurement and Measurement Inputs, Recurring and Nonrecurring [Text Block] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Non-NEOs Non-NEOs [Member] Forfeited/expired (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period Net decrease in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Non-PEO NEO Non-PEO NEO [Member] Equity Component [Domain] Equity Component [Domain] Adjustment to Compensation: Adjustment to Compensation [Axis] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Contract asset Contract with Customer, Asset, after Allowance for Credit Loss Basic (in shares) Weighted Average Number of Shares Outstanding, Basic Entity Current Reporting Status Entity Current Reporting Status Loss from operations Operating Income (Loss) Revenue Information Product Information [Line Items] Other comprehensive loss: Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract] Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Cash flows from operating activities Net Cash Provided by (Used in) Operating Activities, Continuing Operations [Abstract] Statement [Line Items] Statement [Line Items] Total fair value Estimate of Fair Value Measurement [Member] Total stock-based compensation cost Share-Based Payment Arrangement, Expensed and Capitalized, Amount Office Building Office Building [Member] Weighted-Average Remaining Contractual Life Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Additional Disclosures [Abstract] Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Name of Property [Axis] Name of Property [Axis] EX-101.PRE 10 true-20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 12 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover Page - shares 9 Months Ended Sep. 30, 2024 Nov. 04, 2024 Cover [Abstract] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Transition Report false Â Entity File Number 001-36449 Â Entity Registrant Name TRUECAR, INC. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 04-3807511 Â Entity Address, Address Line One 225 Santa Monica Blvd Â Entity Address, Address Line Two 12th Floor Â Entity Address, City or Town Santa Monica Â Entity Address, State or Province CA Â Entity Address, Postal Zip Code 90401 Â City Area Code 800 Â Local Phone Number 200-2000 Â Title of 12(b) Security Common Stock, par value $0.0001 per share Â Trading Symbol TRUE Â Security Exchange Name NASDAQ Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Accelerated Filer Â Entity Small Business false Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 86,958,087 Entity Central Index Key 0001327318 Â Current Fiscal Year End Date --12-31 Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Amendment Flag false Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCover page. + ReferencesNo definition available. + Details Name: dei_CoverAbstract Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle

Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration XML 13 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets Â Â Cash and cash equivalents (includes restricted cash of $1,855 at December 31, 2023) $ 114,509 $ 136,964 Accounts receivable, net of allowances of $812 and $1,118 at September 30, 2024 and December 31, 2023, respectively 16,522 18,264 Prepaid expenses 6,555 6,067 Other current assets 2,710 1,787 Total current assets 140,296 163,082 Property and equipment, net 16,385 18,880 Operating lease right-of-use assets 2,682 10,132 Intangible assets, net 3,568 8,375 Other assets 4,598 3,851 Total assets 167,529 204,320 Current liabilities Â Â Accounts payable 7,742 6,875 Accrued employee expenses 4,993 6,667 Operating lease liabilities, current 2,285 3,240 Accrued expenses and other current liabilities 14,912 12,196 Total current liabilities 29,932 28,978 Operating lease liabilities, net of current portion 9,262 11,169 Other Liabilities, Noncurrent 347 3,958 Total liabilities 39,541 44,105 Commitments and contingencies (NoteÂ 5) Stockholdersâ€™ Equity Â Â Preferred stockÂ â€“ $0.0001 par value; 20,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; no shares issued and outstanding at September 30, 2024 and December 31, 2023 0 0 Common stockÂ â€“ $0.0001 par value; 1,000,000,000 shares authorized at September 30, 2024 and December 31, 2023, respectively; 88,506,616 and 91,091,541 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively 9 9 Additional paid-in capital 715,476 722,504 Accumulated deficit (587,497) (562,298) Total stockholdersâ€™ equity 127,988 160,215 Total liabilities andÂ stockholdersâ€™ equity $ 167,529 $ 204,320 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481990/310-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481990/310-10-45-9 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.20) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionValue received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapitalCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are recognized. Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 26: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all assets that are expected to be realized in cash, sold, or consumed within one year (or the normal operating cycle, if longer). Assets are probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 210 -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03.17) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.25) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies

Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.20) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_EmployeeRelatedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionSum of the carrying amounts of all intangible assets, excluding goodwill, as of the balance sheet date, net of accumulated amortization and impairment charges. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 350 -SubTopic 30 -Section 50 -Paragraph 2 -Subparagraph ((a)(1),(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482665/350-30-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 350 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482686/350-30-45-1 + Details Name: us-gaap_IntangibleAssetsNetExcludingGoodwill Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionSum of the carrying amounts as of the balance sheet date of all liabilities that are recognized. Liabilities are probable future sacrifices of economic benefits arising from present obligations of an entity to transfer assets or provide services to other entities in the future. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(14)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 21: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 22: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.19-26) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-5Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481404/852-10-50-7Reference 21: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 210 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02.21) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of current assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of noncurrent assets classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liabilities classified as other. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(3)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(15)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(12)(b)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 942 -SubTopic 210 -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03.15) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1 + Details Name: us-gaap_OtherLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued

nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483467/210-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482955/340-10-05-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483032/340-10-45-1 + Details Name: us-gaap_PrepaidExpenseCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480842/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480990/946-20-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 14 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Restricted cash Â $ 1,855 Allowance for doubtful accounts receivables- current $ 812 $ 1,118 Preferred stock, par value (in dollar per share) $ 0.0001 $ 0.0001 Preferred stock, shares authorized (in shares) 20,000,000 20,000,000 Preferred stock, share issued (in shares) 0 0 Preferred stock, shares outstanding (in shares) 0 0 Common stock, par value (in dollars per shares) $ 0.0001 $ 0.0001 Common stock, shares authorized (in shares) 1,000,000,000 1,000,000,000 Common stock, shares issued (in shares) 88,506,616 91,091,541 Common stock, shares outstanding (in shares) 88,506,616 91,091,541 X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) issued to shareholders (includes related preferred shares that were issued, repurchased, and remain in the treasury). May be all or portion of the number of preferred shares authorized. Excludes preferred shares that are classified as debt. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAggregate share number for all nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer) held by stockholders. Does not include preferred shares that have been repurchased. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PreferredStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479853/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 15 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Comprehensive Loss - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenues $ 46,544 $ 41,146 $ 129,391 $ 117,419 Costs and operating expenses: Â Â Â Â Cost of revenue (exclusive of depreciation and amortization presented separately below) 7,736 3,813 17,481 11,590 Sales and marketing 25,049 23,153 71,076 77,099 Technology and development 7,179 9,341 22,735 35,349 General and administrative 9,560 9,525 34,484 33,099 Depreciation and amortization 4,408 4,894 13,677 13,176 Total costs and operating expenses 53,932 50,726 159,453 170,313 Loss from operations (7,388) (9,580) (30,062) (52,894) Interest income 1,560 1,706 4,876 5,044 Loss before income taxes (5,828) (7,874) (25,186) (47,850) Provision for income taxes 3 1 13 14 Net loss $ (5,831) $ (7,875) $ (25,199) $ (47,864) Net loss per share, basic and diluted Â Â Â Â Continuing operations, basic (in dollars per share) $ (0.06) $ (0.09) $ (0.28) $ (0.54) Continuing operations, diluted (in dollars per share) $ (0.06) $ (0.09) $ (0.28) $ (0.54) Weighted average common shares outstanding, basic and diluted Â Â Â Â Basic (in shares) 90,323 90,176 91,133 89,407 Diluted (in shares) 90,323 90,176 91,133 89,407 Other comprehensive loss: Â Â Â Â Comprehensive loss $ (5,831) $ (7,875) $ (25,199) $ (47,864) X - DefinitionOperating expenses related to technology and development. + ReferencesNo definition available. + Details Name: true_TechnologyAndDevelopment Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ComprehensiveIncomeNetOfTaxAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionCost of product sold and service rendered, excluding depreciation, depletion, and amortization. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionTotal costs of sales and operating expenses for the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_CostsAndExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_CostsAndExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03.4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(11)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 235 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-05(b)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479557/942-235-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 25 -Paragraph 1 -SubTopic 20 -Topic 940 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481913/940-20-25-1Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 15: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) derived from continuing operations during the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerDilutedShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482685/740-10-50-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB TOPIC 6.I.7) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479360/740-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482659/740-20-45-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accretion (amortization) of purchase discount (premium) of interest income on nonoperating securities. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic

10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03.7(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InvestmentIncomeInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479941/924-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-42Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-41Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingDilutedDisclosureItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 16 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Stockholders' Equity - USD ($) $ in Thousands Total Common stock APIC Accumulated Deficit Beginning balance (in shares) at Dec. 31, 2022 Â 88,439,088 Â Â Beginning balance at Dec. 31, 2022 $ 197,267 $ 9 $ 709,790 $ (512,532) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (19,565) Â Â (19,565) Stock-based compensation 4,930 Â 4,930 Â Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Â 622,680 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes (1,006) Â (1,006) Â Ending balance (in shares) at Mar. 31, 2023 Â 89,061,768 Â Â Ending balance at Mar. 31, 2023 181,626 $ 9 713,714 (532,097) Beginning balance (in shares) at Dec. 31, 2022 Â 88,439,088 Â Â Beginning balance at Dec. 31, 2022 197,267 $ 9 709,790 (512,532) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (47,864) Â Â Â Ending balance (in shares) at Sep. 30, 2023 Â 90,542,616 Â Â Ending balance at Sep. 30, 2023 159,874 $ 9 720,261 (560,396) Beginning balance (in shares) at Mar. 31, 2023 Â 89,061,768 Â Â Beginning balance at Mar. 31, 2023 181,626 $ 9 713,714 (532,097) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (20,424) Â Â (20,424) Stock-based compensation 4,116 Â 4,116 Â Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Â 903,574 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes (1,009) Â (1,009) Â Ending balance (in shares) at Jun. 30, 2023 Â 89,965,342 Â Â Ending balance at Jun. 30, 2023 164,309 $ 9 716,821 (552,521) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (7,875) Â Â (7,875) Stock-based compensation 3,477 Â 3,477 Â Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Â 577,274 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes (37) Â (37) Â Ending balance (in shares) at Sep. 30, 2023 Â 90,542,616 Â Â Ending balance at Sep. 30, 2023 $ 159,874 $ 9 720,261 (560,396) Beginning balance (in shares) at Dec. 31, 2023 91,091,541 91,091,541 Â Â Beginning balance at Dec. 31, 2023 $ 160,215 $ 9 722,504 (562,298) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (5,848) Â Â (5,848) Stock-based compensation 2,822 Â 2,822 Â Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Â 482,197 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes (1,156) Â (1,156) Â Ending balance (in shares) at Mar. 31, 2024 Â 91,573,738 Â Â Ending balance at Mar. 31, 2024 $ 156,033 $ 9 724,170 (568,146) Beginning balance (in shares) at Dec. 31, 2023 91,091,541 91,091,541 Â Â Beginning balance at Dec. 31, 2023 $ 160,215 $ 9 722,504 (562,298) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss $ (25,199) Â Â Â Ending balance (in shares) at Sep. 30, 2024 88,506,616 88,506,616 Â Â Ending balance at Sep. 30, 2024 $ 127,988 $ 9 715,476 (587,497) Beginning balance (in shares) at Mar. 31, 2024 Â 91,573,738 Â Â Beginning balance at Mar. 31, 2024 156,033 $ 9 724,170 (568,146) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (13,520) Â Â (13,520) Repurchase of common stock (in shares) Â (425,009) Â Â Repurchase of common stock, including excise tax (1,222) Â (1,222) Â Stock-based compensation 3,366 Â 3,366 Â Shares issued in connection with employee stock plans, net of shares withheld for employee taxes (in shares) Â 875,255 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes (773) Â (773) Â Ending balance (in shares) at Jun. 30, 2024 Â 92,023,984 Â Â Ending balance at Jun. 30, 2024 143,884 $ 9 725,541 (581,666) Increase (Decrease) in Stockholders' Equity Â Â Â Â Net loss (5,831) Â Â (5,831) Repurchase of common stock (in shares) Â (3,875,069) Â Â Repurchase of common stock, including excise tax (12,587) Â (12,587) Â Stock-based compensation 3,140 Â 3,140 Â Shares issued in connection with

employee stock plans, net of shares withheld for employee taxes (in shares) Â 357,701 Â Â Shares issued in connection with employee stock plan, net of shares withheld for employee taxes $ (618) Â (618) Â Ending balance (in shares) at Sep. 30, 2024 88,506,616 88,506,616 Â Â Ending balance at Sep. 30, 2024 $ 127,988 $ 9 $ 715,476 $ (587,497) X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber, after forfeiture, of shares or units issued under share-based payment arrangement. Excludes shares or units issued under employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionValue, after forfeiture, of shares issued under share-based payment arrangement. Excludes employee stock ownership plan (ESOP). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_StockIssuedDuringPeriodValueShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares that have been repurchased during the period and have not been retired and are not held in treasury. Some state laws may govern the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-03(i)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479886/946-10-S99-3Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased during the period and has not been retired and is not held in treasury. Some state laws may mandate the circumstances under which an entity may acquire its own stock and prescribe the accounting treatment therefore. This element is used when state law does not recognize treasury stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 205 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480767/946-205-45-4Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 505 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481004/946-505-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-12Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name

Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479617/946-210-S99-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 11: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 17 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Cash flows from operating activities Â Â Net loss $ (25,199) $ (47,864) Adjustments to reconcile net loss to net cash provided by (used in) operating activities: Â Â Depreciation and amortization 13,677 13,176 Bad debt expense and other reserves 510 465 Stock-based compensation 8,774 11,872 Increase in the fair value of contingent consideration liability 281 771 Amortization of lease right-of-use assets 642 2,350 Impairment of right-of-use assets 6,880 2,376 Other noncash expense 781 382 Changes in operating assets and liabilities: Â Â Accounts receivable 1,232 (725) Prepaid expenses and other assets (2,245) 1,471 Accounts payable 820 1,254 Accrued employee expenses (1,566) 742 Operating lease liabilities (3,072) (3,173) Accrued expenses and other current liabilities 331 245 Other liabilities 0 43 Net cash provided by (used in) operating activities 1,846 (16,615) Cash flows from investing activities Â Â Purchase of property and equipment (6,151) (9,469) Net cash used in investing activities (6,151) (9,469) Cash flows from financing activities Â Â Payment for Contingent Consideration Liability, Financing Activities (1,610) (1,908) Proceeds from exercise of common stock options 61 502 Taxes paid related to net share settlement of equity awards (2,608) (2,554) Payments for the repurchase of common stock (13,993) 0 Net cash used in financing activities (18,150) (3,960) Net decrease in cash, cash equivalents and restricted cash (22,455) (30,044) Cash, cash equivalents and restricted cash at beginning of period 114,509 145,474 Cash, cash equivalents and restricted cash at end of period 136,964 175,518 Supplemental disclosures of non-cash activities Â Â Stock-based compensation capitalized for software development 554 651 Capitalized assets included in accounts payable, accrued employee expenses and other accrued expenses $ 779 $ 1,009 X - DefinitionDepreciation, Depletion and Amortization, Operating Activities + ReferencesNo definition available. + Details Name: true_DepreciationDepletionAndAmortizationOperatingActivities Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionIncrease (Decrease) in Operating Lease Liabilities + ReferencesNo definition available. + Details Name: true_IncreaseDecreaseinOperatingLeaseLiabilities Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionProvision for doubtful accounts and other reserves. + ReferencesNo definition available. + Details Name: true_ProvisionForDoubtfulAccountsAndOtherReserves Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479581/805-30-50-4 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionFuture cash outflow to pay for purchases of fixed assets that have occurred. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-3Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-5 + Details Name: us-gaap_CapitalExpendituresIncurredButNotYetPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481877/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value to fair value. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_GainLossOnSalesOfAssetsAndAssetImpairmentCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInEmployeeRelatedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in noncurrent operating liabilities classified as other. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOtherNoncurrentLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesContinuingOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesContinuingOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesContinuingOperationsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-

11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of periodic reduction over lease term of carrying amount of right-of-use asset from operating lease. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OperatingLeaseRightOfUseAssetAmortizationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of income (expense) included in net income that results in no cash inflow (outflow), classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_OtherNoncashIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow, not made soon after acquisition date of business combination, to settle contingent consideration liability up to amount recognized at acquisition date, including, but not limited to, measurement period adjustment and less amount paid soon after acquisition date. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (f) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentForContingentConsiderationLiabilityFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash outflow to satisfy grantee's tax withholding obligation for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsRelatedToTaxWithholdingForShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the acquisition of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale; includes cash outflows to pay for construction of self-constructed assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquirePropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 18 R7.htm IDEA: XBRL DOCUMENT v3.24.3 Organization and Nature of Business 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Organization and Nature of Business Organization and Nature of BusinessTrueCar, Inc. is an internet-based information, technology, and communication services company. TrueCar, Inc. and its wholly owned subsidiaries, TrueCar Dealer Solutions, Inc., Digital Motors Corporation, and TrueCar Wholesale Solutions, Inc. are collectively referred to as â€œTrueCarâ€ or the â€œCompanyâ€; TrueCar Dealer Solutions, Inc. is referred to as â€œTCDS,â€ Digital Motors Corporation is referred to as â€œDigital Motors,â€ and TrueCar Wholesale Solutions, Inc. is referred to as â€œTCWS.â€ TrueCar was incorporated in the state of Delaware in February 2005 and began business operations in April 2005. Its principal corporate offices are located in Santa Monica, California.TrueCar is a digital automotive marketplace that (i) provides pricing transparency about what other people paid for their cars and enables consumers to engage with TrueCar Certified Dealers who are committed to providing a superior purchase experience; (ii) empowers TrueCar Certified Dealers to attract these informed, in-market consumers in a cost-effective, accountable manner; and (iii) allows automobile manufacturers (â€œOEMsâ€) to more effectively target their incentive spending at deep-in-market consumers during their purchase process. TrueCar has established a diverse software ecosystem on a common technology infrastructure, powered by proprietary data and analytics. Consumers access TrueCarâ€™s platform through the TrueCar.com website and TrueCar mobile applications or through the car buying websites and mobile applications that TrueCar operates for its affinity group marketing partners (â€œAuto Buying Programsâ€). An affinity group is comprised of a network of members or employees that provides discounts to its members.Through its subsidiary, TCDS, the Company provides its Trade and Payments solutions. TCDS also supports the Companyâ€™s Sell Your Car product. The Sell Your Car and Trade solutions give consumers information on the value of the vehicle they wish to sell or trade-in and enables them to obtain a guaranteed trade-in price before setting foot in the dealership. This valuation is, in turn, backed by a guarantee to dealers that the vehicles will be repurchased at the indicated price if the dealer does not want to keep them. The Companyâ€™s Payments solution helps consumers calculate accurate monthly payments. X - DefinitionThe entire disclosure for the nature of an entity's business, major products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 275 -Publisher FASB -URI https://asc.fasb.org//275/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1 + Details Name: us-gaap_NatureOfOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R8.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of Significant Accounting Policies Summary of Significant Accounting PoliciesBasis of PresentationThe Companyâ€™s unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) for quarterly reports on Form 10-Q and ArticleÂ 10-01 of RegulationÂ S-X. Accordingly, some information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Companyâ€™s management, the accompanying unaudited condensed consolidated financial statements and notes have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2023, and include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the interim periods presented. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Form 10-K filed with the SEC on February 22, 2024.Â Principles of ConsolidationThe accompanying condensed consolidated financial statements include the accounts of TrueCar and its wholly owned subsidiaries. Business acquisitions are included in the Companyâ€™s condensed consolidated financial statements from the date of the acquisition. The Companyâ€™s purchase accounting results in all assets and liabilities of acquired businesses being recorded at their estimated fair values on the acquisition dates. All intercompany balances and transactions have been eliminated in consolidation.Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Assets and liabilities that are subject to judgment and use of estimates include sales allowances and allowances for doubtful accounts, contract assets, the fair value of assets and liabilities assumed in business combinations, the recoverability and related impairment of long-lived assets, valuation allowances with respect to deferred tax assets, useful lives associated with property and equipment and intangible assets, measurement of right-of-use assets and operating lease liabilities, contingencies, and the valuation and assumptions underlying stock-based compensation awards. On an ongoing basis, the Company evaluates its estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities. In addition, the Company engaged valuation specialists to assist with managementâ€™s determination of the fair values related to right-of-use assets and lease liabilities, assets and liabilities assumed in business combinations, and performance-based stock units.SegmentsThe Company has one operating segment. From January 1, 2024 through September 30, 2024, the Companyâ€™s chief operating decision maker (the â€œCODMâ€) was comprised solely of the President and Chief Executive Officer (â€œCEOâ€) who managed the Companyâ€™s operations based on consolidated financial information for purposes of evaluating financial performance and allocating resources.The CODM reviews financial information on a consolidated basis, accompanied by information about dealer revenue, OEM incentive revenue, and other revenue (Note 9). All of the Companyâ€™s principal operations, decision-making functions and assets are located in the United States.Cash and Cash EquivalentsThe Company considers all highly liquid investments purchased with an original or remaining maturity at the date of purchase of three months or less to be cash equivalents. At September 30, 2024 and December 31, 2023, cash and cash equivalents were comprised primarily of cash held in money market funds and checking accounts. At December 31, 2023, cash and cash equivalents included restricted cash used to collateralize a letter of credit to secure certain of the Companyâ€™s obligations under one of its office leases, which has since been terminated (Note 5).Allowance for Doubtful AccountsThe Company determines its allowance for doubtful accounts based on historical write-off experience and specific circumstances that make it likely that recovery will not occur. The Company reviews the allowance for doubtful accounts periodically and assesses the aging of account balances, with an emphasis on those that are past due over ninety days. Account balances are charged off against the allowance when the Company determines that it is

probable the receivable will not be recovered.The Company considers the need to adjust historical information to reflect the extent to which the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The primary current and future economic indicators that the Company uses to develop its current estimate of expected credit losses include the current and forecast U.S. Gross Domestic Product.The Company calculates the expected credit losses on a pool basis for those trade receivables that have similar risk characteristics. For those trade receivables that do not share similar risk characteristics, the allowance for doubtful accounts is calculated on an individual basis. Risk characteristics relevant to the Companyâ€™s accounts receivable include revenue billing model and aging status.The following table summarizes the changes in the allowance for doubtful accounts and sales allowances (in thousands): Three Months Ended September 30,Nine Months Ended September 30,20242023202420243Allowances, at beginning of period$860Â $1,172Â $1,118Â $1,073Â Charged as a reduction of revenue621Â 585Â 1,598Â 2,081Â Charged to bad debt expense in general and administrative expenses141Â 125Â 510Â 465Â Write-offs, net of recoveries(810)(881)(2,414)(2,618)Allowances, at end of period$812Â $1,001Â $812Â $1,001Â The Companyâ€™s assessment considered business and market disruptions impacting its customers and estimates of expected emerging credit and collectability trends. The continued volatility in market conditions and interest rates are difficult to predict, causing variability and volatility that may have a material impact on the Companyâ€™s allowance for credit losses in future periods.Recent Accounting PronouncementsIn November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires public companies, including entities with a single reportable segment, to disclose information about their reportable segmentsâ€™ significant expenses and other items on an interim and annual basis to provide more transparency about the expenses they incur from revenue generating business units. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis, with early adoption permitted. The Company does not expect the adoption of the new standard to have a material effect on its consolidated financial statements, other than expanded segment disclosures. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for the basis of presentation and significant accounting policies concepts. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). Accounting policies describe all significant accounting policies of the reporting entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//235/tableOfContent + Details Name: us-gaap_BasisOfPresentationAndSignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R9.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair Value Measurements Fair Value MeasurementsFair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:â€¢LevelÂ 1Â â€” Quoted prices in active markets for identical assets, liabilities, or funds.â€¢LevelÂ 2Â â€” Inputs other than LevelÂ 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities.â€¢LevelÂ 3Â â€” Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items.The Company recorded a contingent consideration liability upon the acquisition of Digital Motors in 2022. The contingent consideration is measured at fair value and is based on significant inputs not observable in the market which include the probability of achieving certain future targets. This represents a Level 3 measurement within the fair-value hierarchy. The valuation of contingent consideration uses assumptions the Company believes a market participant would make. The Company assesses these estimates on an ongoing basis as it obtains additional data impacting the assumptions. Changes in the fair value of contingent consideration related to updated assumptions and estimates are recognized within the condensed consolidated statements of comprehensive loss. During the second quarter of 2023 the Company amended the purchase agreement in connection with its Restructuring Plan (Note 5) such that the future targets were considered 100% achieved, and as a result, there were no significant unobservable inputs used to measure the contingent consideration liability as of September 30, 2024.The following table summarizes the Companyâ€™s assets and liabilities measured at fair value on a recurring basis at September 30, 2024 and December 31, 2023 by level within the fair value hierarchy. The current and non-current portions of contingent consideration reside within â€œAccrued expenses and other current liabilitiesâ€ and â€œOther liabilitiesâ€, respectively, within the condensed consolidated balance sheet. These assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):Â At September 30, 2024At December 31, 2023Â Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueAssets:Cash equivalents$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â Total assets$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â At September 30, 2024At December 31, 2023Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueLiabilities:Contingent consideration, current$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $1,981Â $1,981Â Contingent consideration, non-currentâ€”Â â€”Â â€”Â â€”Â â€”Â 3,611Â 3,611Â Total liabilities$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $5,592Â $5,592Â Contingent Consideration ObligationsThe following table summarizes the changes in the contingent consideration obligation related to the Companyâ€™s acquisition of Digital Motors (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,20242023202420243Fair value, beginning of period$3,771Â $5,316Â $5,592Â $6,661Â Cash paymentsâ€”Â â€”Â (2,000)(2,000)Changes in fair value102Â 116Â 281Â 771Â Fair value, end of period$3,873Â $5,432Â $3,873Â $5,432Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of the fair value measurement of assets and liabilities, which includes financial instruments measured at fair value that are classified in shareholders' equity, which may be measured on a recurring or nonrecurring basis. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 820 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//820/tableOfContent + Details Name: us-gaap_FairValueMeasurementInputsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R10.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, net 9 Months Ended Sep. 30, 2024 Property, Plant and Equipment [Abstract] Â Property and Equipment, net Property and Equipment, netProperty and equipment consisted of the following at September 30, 2024 and December 31, 2023 (in thousands):Â September 30, 2024December 31, 2023Computer equipment and internally developed software$84,154Â $87,830Â Furniture and fixtures962Â 1,527Â Leasehold improvements4,918Â 8,694Â Â 90,034Â 98,051Â Less: Accumulated depreciation(73,649)(79,171)Total property and equipment, net$16,385Â $18,880Â Included in the table above are property and equipment of $0.8Â million and $1.0Â million at September 30, 2024 and December 31, 2023, respectively, which are capitalizable but had not yet been placed in service. These balances were comprised primarily of capitalized software not ready for its intended use.Total depreciation and amortization expense of property and equipment was $2.8Â million and $3.3Â million for the three months ended September 30, 2024 and 2023, respectively. Total depreciation and amortization expense of property and equipment was $8.9Â million and $9.2Â million for the nine months ended September 30, 2024 and 2023, respectively.Amortization of internal use capitalized software development costs was $2.7Â million and $2.8Â million for the three months ended September 30, 2024 and 2023, respectively. Amortization of internal use capitalized software development costs was $8.5Â million and $8.4Â million for the nine months ended September 30, 2024 and 2023, respectively. X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//360/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 6 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480321/958-360-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480321/958-360-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 7 -SubTopic 360 -Topic 958 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480321/958-360-50-7 + Details Name: us-gaap_PropertyPlantAndEquipmentDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R11.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Commitments and Contingencies Commitments and ContingenciesReorganizationIn June 2023, the Company committed to a restructuring plan (the â€œRestructuring Planâ€) in furtherance of its efforts to enhance productivity and efficiency, preserve profitability and streamline its organizational structure to better align operations with its long-term commitment to providing an enhanced consumer experience. The Company recorded restructuring costs of approximately $7.2Â million during the year ended December 31, 2023 in connection with the Restructuring Plan. The Company did not record any restructuring costs during the nine months ended September 30, 2024 related to the Restructuring Plan and does not expect to incur significant additional charges in future periods related to the Restructuring Plan.The following table presents a roll forward of the Restructuring Plan costs liability for the nine months ended September 30, 2024 (in thousands):Restructuring Costs LiabilityAccrual at December 31, 2023$951Â Expenseâ€”Â Cash Payments(951)Accrual at September 30, 2024$â€”Â Legal ProceedingsFrom time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. When the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. The Company continuously assesses the potential liability related to the Companyâ€™s pending litigation and revises its estimates when additional information becomes available.On April 10, 2024, the Company notified Mani Brothers Portofino Plaza (DE), LLC, a Delaware limited liability company (the â€œLandlordâ€) that the Company was exercising its right to terminate a lease for office space (the "Lease") located at 1401 Ocean Avenue, Santa Monica, California (the â€œPremisesâ€) effective immediately, following the Landlord's breach of the Lease and related conduct by the Landlord. Also on April 10, 2024, the Company filed a lawsuit in Los Angeles Superior Court, seeking a declaratory judgment that its termination of the Lease was justified under applicable California law, along with certain other relief. A letter of credit with a principal amount of $1,750,000 (the â€œLetter of Creditâ€) secured the Companyâ€™s obligations under the Lease. As described in Note 2, the full principal amount of the Letter of Credit was collateralized by restricted cash. On April 18, 2024, the Landlord notified both the Company and the bank that issued the Letter of Credit that the Landlord was drawing down the full amount available under the Letter of Credit. The drawdown on the Letter of Credit was completed on April 25, 2024 and the Company has applied the payment as a reduction to the lease liability. The Company vacated and returned possession of the Premises on April 30, 2024. On May 8, 2024, the Landlord filed a cross-complaint against the Company alleging breach of contract as a result of the Companyâ€™s termination of the Lease and seeking an unspecified amount of damages. As of September 30, 2024, the Company has fully impaired the right-of-use asset associated with the lease of $6.8Â million in accordance with FASB ASC 360 â€” Property, Plant, and Equipment. At September 30, 2024, the lease liability of $7.1Â million remains on the condensed consolidated balance sheet and will remain until the matter is legally resolved in accordance with FASB ASC 405 â€” Liabilities. The Company will continue to recognize lease cost for the accretion of interest on the lease liability until the matter is resolved.The Company intends to vigorously defend its position that the lease was appropriately terminated.Employment ContractsThe Company has entered into employment contracts with certain executives of the Company. Employment under these contracts is at-will employment. However, under the provisions of the contracts, the Company would incur severance obligations of up to twelve months of the executiveâ€™s annual base salary for certain events such as involuntary terminations. IndemnificationsIn the ordinary course of business, the Company may provide indemnities of varying scope and terms to customers, vendors, lessors, investors, directors, officers, employees and other parties with respect to certain matters, including, but not limited to, losses arising out of the Companyâ€™s breach of such agreements, services to be provided by the Company, or intellectual property infringement claims made by third parties. While the Companyâ€™s future obligations under certainÂ of theseÂ agreementsÂ may contain limitations on liability for indemnification, other agreements do not contain such limitations and under such agreements it is not possible to predict the maximum potential amount of future payments due to the conditional nature of the Companyâ€™s obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under such indemnities have not had a material effect on the Companyâ€™s business, financial condition, results of operations or cash flows. Additionally, the Company does not believe that any amounts that it may be required to pay under these indemnities in the future will be material to the Companyâ€™s business, financial position, results of operations, or cash flows. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482648/440-10-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//450/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480327/954-440-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482648/440-10-50-4Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 23 R12.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Stock-based Awards Stock-based AwardsStock OptionsA summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024 is as follows:Â NumberÂ ofOptionsWeighted-Average Exercise PriceWeighted-AverageRemainingContractual LifeÂ Â Â (in years)Outstanding â€” December 31, 20232,240,898Â $10.65Â 3.1Grantedâ€”Â â€”Â Â Exercised(22,727)2.68Â Â Forfeited/expired(873,422)12.37Â Â Outstanding â€” September 30, 20241,344,749Â $9.67Â 3.7At September 30, 2024, total remaining stock-based compensation expense for unvested stock option awards was $0.1Â million, which is expected to be recognized over a weighted-average period of 0.5 years. For the three months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of less than $0.1Â million and $0.2Â million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of $0.2Â million and $0.9Â million, respectively.Restricted Stock UnitsActivity in connection with restricted stock units is as follows for the nine months ended September 30, 2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20235,763,510Â $2.94Â Granted3,480,100Â 3.45Â Vested(2,153,845)3.13Â Forfeited(1,103,038)3.23Â Non-vested â€” September 30, 20245,986,727Â $3.12Â At September 30, 2024, total remaining stock-based compensation expense for non-vested restricted stock units was $17.3Â million, which is expected to be recognized over a weighted-average period of 2.7 years. For the three months ended September 30, 2024 and 2023, the Company recorded $2.0Â million and $2.4Â million in stock-based compensation expense for restricted stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $6.1Â million and $8.9Â million in stock-based compensation expense for restricted stock units, respectively.Performance Stock UnitsActivity in connection with performance stock units is as follows for the nine months ended September 30,

2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20232,518,556Â $4.18Â Granted1,231,577Â 4.39Â Vested(364,837)5.99Â Forfeited(131,555)5.25Â Non-vested â€” September 30, 20243,253,741Â $4.01Â At September 30, 2024, total remaining stock-based compensation expense for non-vested performance stock units was $6.1Â million, which is expected to be recognized over a weighted-average period of 2.1 years. For the three months ended September 30, 2024 and 2023, the Company recorded $0.9Â million and $0.7Â million in stock-based compensation expense for performance stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $2.5Â million and $2.1Â million in stock-based compensation expense for performance stock units, respectively.Stock-based Compensation CostThe Company recorded stock-based compensation cost relating to stock options, restricted stock units, and performance stock units in the following categories on the accompanying condensed consolidated statements of comprehensive loss (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320242023Cost of revenue$66Â $44Â $180Â $148Â Sales and marketing434Â 493Â 1,349Â 3,215Â Technology and development496Â 1,031Â 1,524Â 3,028Â General and administrative1,957Â 1,705Â 5,721Â 5,481Â Total stock-based compensation expense2,953Â 3,273Â 8,774Â 11,872Â Amount capitalized to internal software use187Â 204Â 554Â 651Â Total stock-based compensation cost$3,140Â $3,477Â $9,328Â $12,523Â X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 24 R13.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â Income Taxes Income TaxesIn determining quarterly provisions for income taxes, the Company uses the annual estimated effective tax rate applied to the actual year-to-date loss, adjusted for discrete items, if any, that are taken into account in the relevant period. The Companyâ€™s annual estimated effective tax rate differs from the statutory rate primarily as a result of state taxes and changes in the Companyâ€™s valuation allowance.The Company recorded income tax expense of less than $0.1Â million for the three and nine months ended September 30, 2024 and 2023. The Companyâ€™s provision for income taxes for the three and nine months ended September 30, 2024 and 2023 reflects state income tax expense. The Company continues to maintain a full valuation allowance as it is more likely than not that the Companyâ€™s net deferred tax assets will not be realized.There were no material changes to the Companyâ€™s unrecognized tax benefits in the nine months ended September 30, 2024, and the Company does not expect to have significant changes to unrecognized tax benefits through the end of the fiscal year. The Company is subject to United States federal and state taxation. Due to the presence of net operating loss carryforwards, all income tax years remain open for examination by the Internal Revenue Service (the â€œIRSâ€) and various state taxing authorities. The Company is not currently under IRS or state tax examination. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income taxes. Disclosures may include net deferred tax liability or asset recognized in an enterprise's statement of financial position, net change during the year in the total valuation allowance, approximate tax effect of each type of temporary difference and carryforward that gives rise to a significant portion of deferred tax liabilities and deferred tax assets, utilization of a tax carryback, and tax uncertainties information. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480990/946-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//740/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482685/740-10-50-14Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482685/740-10-50-21Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482526/740-270-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482685/740-10-50-17Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB TOPIC 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479360/740-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479360/740-10-S99-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 25 R14.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Net Loss Per Share Net Loss Per ShareThe following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320242023Net loss$(5,831)$(7,875)$(25,199)$(47,864)Weighted average common shares outstanding, basic and diluted90,323Â 90,176Â 91,133Â 89,407Â Net loss per share, basic and diluted(0.06)(0.09)(0.28)(0.54)The following table presents the number of anti-dilutive shares excluded from the calculation of diluted loss per share at September 30, 2024 and 2023 (in thousands):Â September 30,Â 20242023Options to purchase common stock1,345Â 2,394Â Unvested restricted stock units5,987Â 6,790Â Unvested performance stock units3,254Â 2,647Â Total shares excluded from net loss per share10,586Â 11,831Â Share Repurchase ProgramIn July 2020, the Companyâ€™s board of directors authorized an open market stock repurchase program (the â€œProgramâ€) of up to $75Â million to allow for the repurchase of shares of the Companyâ€™s common stock through September 30, 2022. In MayÂ 2021, the Companyâ€™s board of directors increased the authorization of the Program by an additional $75Â million, bringing the total authorization to $150Â million. In July 2022, the Companyâ€™s board of directors extended the expiration of the Program until September 30, 2024. In February 2024, the Program had a remaining authorization of $45.8Â million and the Companyâ€™s board of directors increased the authorization of the Program by $54.2Â million, bringing the total remaining authorization to $100Â million, as well as extended the expiration of the program until December 31, 2026. The timing and amount of any repurchases will be determined by Company management based on its evaluation of market conditions and other factors. Repurchases of the Companyâ€™s common stock may be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws, open market purchases, privately-negotiated transactions, block purchases, or otherwise in accordance with applicable federal securities laws. The Program may be suspended or discontinued at any time and does not obligate the Company to purchase any minimum number of shares. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 3,875,069 and 4,300,078 shares under the Program for $12.4Â million and $13.7Â million, respectively, which excludes excise tax imposed under the Inflation Reduction Act of $0.1Â million for the three and nine months ended September 30, 2024. During the three and nine months ended September 30, 2023, the Company had no share repurchases. As of September 30, 2024, the Company had a remaining authorization of $86.3Â million for future share repurchases. X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R15.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Information 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] Â Revenue Information Revenue InformationDisaggregation of RevenueThe Company disaggregates revenue into three revenue streams: dealer revenue, OEM incentives revenue, and other revenue. The following table presents the Companyâ€™s revenue categories during the periods presented (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320242023Dealer revenue$41,957Â $36,068Â $116,559Â $107,553Â OEM incentives revenue4,376Â 4,944Â 12,248Â 9,490Â Other revenue211Â 134Â 584Â 376Â Total revenues$46,544Â $41,146Â $129,391Â $117,419Â Contract BalancesThe Companyâ€™s contract asset balance for estimated variable consideration to be received upon the occurrence of subsequent vehicle sales is included within other current assets and is distinguished from accounts receivable in that these amounts are conditional upon subsequent sales and not only upon the passage of time. Substantially all of the contract asset balances of $0.9Â million at December 31, 2023 were transferred to accounts receivable during the nine months ended September 30, 2024 as vehicle sales occurred, with no significant changes in the estimate. A contract asset of $1.0Â million and $0.9Â million was recorded as of September 30, 2024 and December 31, 2023, respectively, for leads delivered where consideration to be received was still conditional upon subsequent vehicle sales. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org//606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R16.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events 9 Months Ended Sep. 30, 2024 Subsequent Events [Abstract] Â Subsequent Events Subsequent EventsFrom October 1, 2024 through November 4, 2024, the Company repurchased and retired 1,706,749 shares under the open market stock repurchase program for $6.2Â million. Following these repurchases, the Company had a remaining authorization of $80.2Â million for future share repurchases. X - ReferencesNo definition available. + Details Name: us-gaap_SubsequentEventsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for significant events or transactions that occurred after the balance sheet date through the date the financial statements were issued or the date the financial statements were available to be issued. Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org//855/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R17.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Â Â Â Â Â Net loss $ (5,831) $ (13,520) $ (5,848) $ (7,875) $ (20,424) $ (19,565) $ (25,199) $ (47,864) X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B 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Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 29 R18.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Basis of presentation Basis of PresentationThe Companyâ€™s unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) and applicable rules and regulations of the U.S. Securities and Exchange Commission (â€œSECâ€) for quarterly reports on Form 10-Q and ArticleÂ 10-01 of RegulationÂ S-X. Accordingly, some information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Companyâ€™s management, the accompanying unaudited condensed consolidated financial statements and notes have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2023, and include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the interim periods presented. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Companyâ€™s Form 10-K filed with the SEC on February 22, 2024. Principles of consolidation Principles of ConsolidationThe accompanying condensed consolidated financial statements include the accounts of TrueCar and its wholly owned subsidiaries. Business acquisitions are included in the Companyâ€™s condensed consolidated financial statements from the date of the acquisition. The Companyâ€™s purchase accounting results in all assets and liabilities of acquired businesses being recorded at their estimated fair values on the acquisition dates. All intercompany balances and transactions have been eliminated in consolidation. Use of estimates Use of EstimatesThe preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Assets and liabilities that are subject to judgment and use of estimates include sales allowances and allowances for doubtful accounts, contract assets, the fair value of assets and liabilities assumed in business combinations, the recoverability and related impairment of long-lived assets, valuation allowances with respect to deferred tax assets, useful lives associated with property and equipment and intangible assets, measurement of right-of-use assets and operating lease liabilities, contingencies, and the valuation and assumptions underlying stock-based compensation awards. On an ongoing basis, the Company evaluates its estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities. In addition, the Company engaged valuation specialists to assist with managementâ€™s determination of the fair values related to right-of-use assets and lease liabilities, assets and liabilities assumed in business combinations, and performance-based stock units. Segments SegmentsThe Company has one operating segment. From January 1, 2024 through September 30, 2024, the Companyâ€™s chief operating decision maker (the â€œCODMâ€) was comprised solely of the President and Chief Executive Officer (â€œCEOâ€) who managed the Companyâ€™s operations based on consolidated financial information for purposes of evaluating financial performance and allocating resources.The CODM reviews financial information on a consolidated basis, accompanied by information about dealer revenue, OEM incentive revenue, and other revenue (Note 9). All of the Companyâ€™s principal operations, decision-making functions and assets are located in the United States. Allowance for doubtful accounts Allowance for Doubtful AccountsThe Company determines its allowance for doubtful accounts based on historical write-off experience and specific circumstances that make it likely that recovery will not occur. The Company reviews the allowance for doubtful accounts periodically and assesses the aging of account balances, with an emphasis on those that are past due over ninety days. Account balances are charged off against the allowance when the Company determines that it is probable the receivable will not be recovered.The Company considers the need to adjust historical information to reflect the extent to which the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The primary current and future economic indicators that the Company uses to develop its current estimate of expected credit losses include the current and forecast U.S. Gross Domestic Product.The Company calculates the expected credit losses on a pool basis for those trade receivables that have similar risk characteristics. For those trade receivables that do not share similar risk characteristics, the allowance for doubtful accounts is calculated on an individual basis. Risk characteristics relevant to the Companyâ€™s accounts receivable include revenue billing model and aging status. Recent Accounting Pronouncements Recent Accounting PronouncementsIn November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires public companies, including entities with a single reportable segment, to disclose information about their reportable segmentsâ€™ significant expenses and other items on an interim and annual basis to provide more transparency about the expenses they incur from revenue generating business units. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis, with early adoption permitted. The Company does not expect the adoption of the new standard to have a material effect on its consolidated financial statements, other than expanded segment disclosures. Fair value measurements Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:â€¢LevelÂ 1Â â€” Quoted prices in active markets for identical assets, liabilities, or funds.â€¢LevelÂ 2Â â€” Inputs other than LevelÂ 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities.â€¢LevelÂ 3Â â€” Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for determining the allowance for doubtful accounts for trade and other accounts receivable balances, and when impairments, charge-offs or recoveries are recognized. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 310 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481962/310-10-50-9 + Details Name: us-gaap_ReceivablesTradeAndOtherAccountsReceivableAllowanceForDoubtfulAccountsPolicy Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for segment reporting. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 47 -Subparagraph (b) -Publisher FASB -URI

https://asc.fasb.org//1943274/2147482785/280-10-55-47Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-41Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 29 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-29 + Details Name: us-gaap_SegmentReportingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measures and Disclosures (Policies) 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Fair value measurements Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:â€¢LevelÂ 1Â â€“ Quoted prices in active markets for identical assets, liabilities, or funds.â€¢LevelÂ 2Â â€“ Inputs other than LevelÂ 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities.â€¢LevelÂ 3Â â€“ Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items. X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for fair value measurements of financial and non-financial assets, liabilities and instruments classified in shareholders' equity. Disclosures include, but are not limited to, how an entity that manages a group of financial assets and liabilities on the basis of its net exposure measures the fair value of those assets and liabilities. + ReferencesNo definition available. + Details Name: us-gaap_FairValueMeasurementPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 32 R21.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies (Tables) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Summary of changes in the allowance for doubtful accounts and sales allowances The following table summarizes the changes in the allowance for doubtful accounts and sales allowances (in thousands): Three Months Ended September 30,Nine Months Ended September 30,202402320242023Allowances, at beginning of period$860Â $1,172Â $1,118Â $1,073Â Charged as a reduction of revenue621Â 585Â 1,598Â 2,081Â Charged to bad debt expense in general and administrative expenses141Â 125Â 510Â 465Â Write-offs, net of recoveries(810)(881)(2,414)(2,618)Allowances, at end of period$812Â $1,001Â $812Â $1,001Â The Companyâ€™s assessment considered business and market disruptions impacting its customers and estimates of expected emerging credit and collectability trends. The continued volatility in market conditions and interest rates are difficult to predict, causing variability and volatility that may have a material impact on the Companyâ€™s allowance for credit losses in future periods X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allowance for credit loss on financing receivable. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479319/326-20-50-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 310 -SubTopic 10 -Section 50 -Paragraph 11B -Publisher FASB -URI https://asc.fasb.org//1943274/2147481962/310-10-50-11B + Details Name: us-gaap_AllowanceForCreditLossesOnFinancingReceivablesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 33 R22.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements (Tables) 9 Months Ended Sep. 30, 2024 Fair Value Disclosures [Abstract] Â Summary of financial assets measured at fair value on a recurring basis The following table summarizes the Companyâ€™s assets and liabilities measured at fair value on a recurring basis at September 30, 2024 and December 31, 2023 by level within the fair value hierarchy. The current and non-current portions of contingent consideration reside within â€œAccrued expenses and other current liabilitiesâ€ and â€œOther liabilitiesâ€, respectively, within the condensed consolidated balance sheet. These assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands):Â At September 30, 2024At December 31, 2023Â Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueAssets:Cash equivalents$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â Total assets$109,532Â $â€”Â $â€”Â $109,532Â $119,735Â $â€”Â $â€”Â $119,735Â At September 30, 2024At December 31, 2023Â TotalÂ FairÂ TotalÂ FairLevelÂ 1Level 2Level 3ValueLevelÂ 1Level 2Level 3ValueLiabilities:Contingent consideration, current$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $1,981Â $1,981Â Contingent consideration, non-currentâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 3,611Â 3,611Â Total liabilities$â€”Â $â€”Â $3,873Â $3,873Â $â€”Â $â€”Â $5,592Â $5,592Â Schedule of changes in fair value of contingent consideration obligation The following table summarizes the changes in the contingent consideration obligation related to the Companyâ€™s acquisition of Digital Motors (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,202402320242023Fair value, beginning of period$3,771Â $5,316Â $5,592Â $6,661Â Cash paymentsâ€”Â â€”Â (2,000)(2,000)Changes in fair value102Â 116Â 281Â 771Â Fair value, end of period$3,873Â $5,432Â $3,873Â $5,432Â X - ReferencesNo definition available. + Details Name: us-gaap_FairValueDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2 + Details Name: us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R23.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, net (Tables) 9 Months Ended Sep. 30, 2024 Property, Plant and Equipment [Abstract] Â Schedule of property and equipment Property and equipment consisted of the following at September 30, 2024 and December 31, 2023 (in thousands):Â September 30, 2024December 31, 2023Computer equipment and internally developed software$84,154Â $87,830Â Furniture and fixtures962Â 1,527Â Leasehold improvements4,918Â 8,694Â Â 90,034Â 98,051Â Less: Accumulated depreciation(73,649)(79,171)Total property and equipment, net$16,385Â $18,880Â X - ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 35 R24.htm IDEA: XBRL DOCUMENT v3.24.3 Commitment and Contingencies (Tables) 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â Schedule of roll forward of Restructuring Plan The following table presents a roll forward of the Restructuring Plan costs liability for the nine months ended September 30, 2024 (in thousands):Restructuring Costs LiabilityAccrual at December 31, 2023$951Â Expenseâ€”Â Cash Payments(951)Accrual at September 30, 2024$â€”Â X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section S99 -Paragraph 1 -Subparagraph (SAB TOPIC 5.P.3) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section S99 -Paragraph 2 -Subparagraph (SAB TOPIC 5.P.4) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2 + Details Name: us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R25.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Summary of stock option activity A summary of the Companyâ€™s stock option activity for the nine months ended September 30, 2024 is as follows:Â NumberÂ ofOptionsWeighted-Average Exercise PriceWeighted-AverageRemainingContractual LifeÂ Â Â (in years)Outstanding â€” December 31, 20232,240,898Â $10.65Â 3.1Grantedâ€”Â â€”Â Â Â Exercised(22,727)2.68Â Â Forfeited/expired(873,422)12.37Â Â Outstanding â€” September 30, 20241,344,749Â $9.67Â 3.7 Schedule of activity in connection with restricted stock Activity in connection with restricted stock units is as follows for the nine months ended September 30, 2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20235,763,510Â $2.94Â Granted3,480,100Â 3.45Â Vested(2,153,845)3.13Â Forfeited(1,103,038)3.23Â Non-vested â€” September 30, 20245,986,727Â $3.12Â Activity in connection with performance stock units is as follows for the nine months ended September 30, 2024:Â Number ofSharesWeighted- Average Grant Date Fair ValueNon-vested â€” December 31, 20232,518,556Â $4.18Â Granted1,231,577Â 4.39Â Vested(364,837)5.99Â Forfeited(131,555)5.25Â Non-vested â€” September 30, 20243,253,741Â $4.01Â Schedule of stock-based compensation cost relating to stock options and restricted stock awards The Company recorded stock-based compensation cost relating to stock options, restricted stock units, and performance stock units in the following categories on the accompanying condensed consolidated statements of comprehensive loss (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320232Cost of revenue$66Â $44Â $180Â $148Â Sales and marketing434Â 493Â 1,349Â 3,215Â Technology and development496Â 1,031Â 1,524Â 3,028Â General and administrative1,957Â 1,705Â 5,721Â 5,481Â Total stock-based compensation expense2,953Â 3,273Â 8,774Â 11,872Â Amount capitalized to internal software use187Â 204Â 554Â 651Â Total stock-based compensation cost$3,140Â $3,477Â $9,328Â $12,523Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the changes in outstanding nonvested restricted stock units. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R26.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Computation of basic and diluted net loss per share The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):Â Three Months Ended September 30,Nine Months Ended September 30,Â 202420232024202320232Net loss$(5,831)$(7,875)$(25,199)$(47,864)Weighted average common shares outstanding, basic and diluted90,323Â 90,176Â 91,133Â 89,407Â Net loss per share, basic and diluted(0.06)(0.09)(0.28)(0.54) Anti-dilutive shares excluded from the calculation of diluted net loss per share The following table presents the number of anti-dilutive

shares excluded from the calculation of diluted loss per share at September 30, 2024 and 2023 (in thousands):Â September 30,Â 20242023Options to purchase common stock1,345Â 2,394Â Unvested restricted stock units5,987Â 6,790Â Unvested performance stock units3,254Â 2,647Â Total shares excluded from net loss per share10,586Â 11,831Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R27.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Information (Tables) 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] Â Schedule of revenue categories The following table presents the Companyâ€™s revenue categories during the periods presented (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023Dealer revenue$41,957Â $36,068Â $116,559Â $107,553Â OEM incentives revenue4,376Â 4,944Â 12,248Â 9,490Â Other revenue211Â 134Â 584Â 376Â Total revenues$46,544Â $41,146Â $129,391Â $117,419Â X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of product information that are included in the discussion of the nature of an entity's operations. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfProductInformationTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R28.htm IDEA: XBRL DOCUMENT v3.24.3 Summary of Significant Accounting Policies - Summary of Changes in Allowance for Doubtful Accounts and Sales Allowances (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Allowance for Doubtful Accounts Receivable [Roll Forward] Â Â Â Â Allowances, at beginning of period $ 860 $ 1,172 $ 1,118 $ 1,073 Charged as a reduction of revenue 621 585 1,598 2,081 Charged to bad debt expense in general and administrative expenses 141 125 510 465 Write-offs, net of recoveries (810) (881) (2,414) (2,618) Allowances, at end of period $ 812 $ 1,001 $ 812 $ 1,001 X - DefinitionAllowance for Doubtful Accounts, Receivable Reduction in Revenue + ReferencesNo definition available. + Details Name: true_AllowanceForDoubtfulAccountsReceivableReductionInRevenue Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAllowance for Doubtful Accounts, Receivable Write Offs Net of Recoveries + ReferencesNo definition available. + Details Name: true_AllowanceForDoubtfulAccountsReceivableWriteOffsNetOfRecoveries Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense (reversal of expense) for expected credit loss on accounts receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479319/326-20-50-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_ProvisionForDoubtfulAccounts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 40 R29.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Summary of Financial Assets Measured at Fair Value (Details) - Recurring - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Fair Value Measurements Â Â Contingent consideration, current $ 3,873 $ 1,981 Contingent consideration, non-current 0 3,611 Total liabilities 3,873 5,592 LevelÂ 1 Â Â Fair Value Measurements Â Â Cash equivalents 109,532 119,735 Total assets 109,532 119,735 Contingent consideration, current 0 0 Contingent consideration, non-current 0 0 Total liabilities 0 0 Level 2 Â Â Fair Value Measurements Â Â Cash equivalents 0 0 Total assets 0 0 Contingent consideration, current 0 0 Contingent consideration, non-current 0 0 Total liabilities 0 0 Level 3 Â Â Fair Value Measurements Â Â Cash equivalents 0 0 Total assets 0 0 Contingent consideration, current 3,873 1,981 Contingent consideration, non-current 0 3,611 Total liabilities 3,873 5,592 Total fair value Â Â Fair Value Measurements Â Â Cash equivalents 109,532 119,735 Total assets $ 109,532 $ 119,735 X - DefinitionFair value portion of probable future economic benefits obtained or controlled by an entity as a result of past transactions or events. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 820 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2 + Details Name: us-gaap_AssetsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479668/805-30-25-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph b -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479613/805-30-35-1 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination, expected to be settled beyond one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479668/805-30-25-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph b -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479613/805-30-35-1 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesNo definition available. + Details Name: us-gaap_CashAndCashEquivalentsFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-3 + Details Name: us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFair value of financial and nonfinancial obligations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 820 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482106/820-10-50-2 + Details Name: us-gaap_LiabilitiesFairValueDisclosure Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel1Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementBasisAxis=us-gaap_EstimateOfFairValueFairValueDisclosureMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 41 R30.htm IDEA: XBRL DOCUMENT v3.24.3 Fair Value Measurements - Summary of Changes in Fair Value of Contingent Consideration Obligations (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Business Combination, Contingent Consideration, Liability [Roll Forward] Â Â Â Â Increase in the fair value of contingent consideration liability Â Â $ 281,000 $ 771,000 Level 3 | Recurring Â Â Â Â Business Combination, Contingent Consideration, Liability [Roll Forward] Â Â Â Â Fair value, beginning of period $ 3,771,000 $ 5,316,000 5,592,000 6,661,000 Cash payments 0 0 (2,000,000) (2,000,000) Increase in the fair value of contingent consideration liability 102,000 116,000 281,000 771,000 Fair value, end of period $ 3,873,000 $ 5,432,000 $ 3,873,000 $ 5,432,000 X - DefinitionBusiness Combination, Contingent Consideration, Liability + ReferencesNo definition available. + Details Name: true_BusinessCombinationContingentConsiderationLiabilityRollForward Namespace Prefix: true_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPayment for Contingent Consideration Liability + ReferencesNo definition available. + Details Name: true_PaymentForContingentConsiderationLiability Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479581/805-30-50-4 + Details Name: us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of liability recognized arising from contingent consideration in a business combination. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479581/805-30-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 805 -SubTopic 30 -Section 25 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479668/805-30-25-6Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 35 -Paragraph 1 -Subparagraph (b) -SubTopic 30 -Topic 805 -Publisher FASB -URI https://asc.fasb.org//1943274/2147479613/805-30-35-1 + Details Name: us-gaap_BusinessCombinationContingentConsiderationLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel3Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByMeasurementFrequencyAxis=us-gaap_FairValueMeasurementsRecurringMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R31.htm IDEA: XBRL DOCUMENT v3.24.3 Property and Equipment, net (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Property and Equipment, net Â Â Â Â Property and equipment, gross $ 90,034 Â $ 90,034 Â $ 98,051 Less: Accumulated depreciation (73,649) Â (73,649) Â (79,171) Total property and equipment, net 16,385 Â 16,385 Â 18,880 Property and equipment capitalized but not placed in service 800 Â 800 Â 1,000 Total depreciation and amortization expense 4,408 $ 4,894 13,677 $ 13,176 Â Amortization 2,700 2,800 8,500 8,400 Â Property and Equipment Â Â Â Â Â Property and Equipment, net Â Â Â Â Â Total depreciation and amortization expense 2,800 $ 3,300 8,900 $ 9,200 Â Computer equipment and internally developed software Â Â Â Â Â Property and Equipment, net Â Â Â Â Â Property and equipment, gross 84,154 Â 84,154 Â 87,830 Furniture and fixtures Â Â Â Â Â Property and Equipment, net Â Â Â Â Â Property and equipment, gross 962 Â 962 Â 1,527 Leasehold improvements Â Â Â Â Â Property and Equipment, net Â Â Â Â Â Property and equipment, gross $ 4,918 Â $ 4,918 Â $ 8,694 X - DefinitionThe amount of capitalized assets that have not yet been placed in service as of the balance sheet date. + ReferencesNo definition available. + Details Name: true_PropertyPlantAndEquipmentGrossAssetsNotPlacedInService Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe aggregate amount of recurring noncash expense charged against earnings in the period to allocate the cost of assets over their estimated remaining economic lives. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 350 -SubTopic 30 -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482665/350-30-50-2 + Details Name: us-gaap_AdjustmentForAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -

URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification - Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(13)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentGross Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_PropertyPlantAndEquipmentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 - Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479440/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480842/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_PropertyPlantAndEquipmentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=true_ComputerEquipmentSoftwareAndSoftwareDevelopmentCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_FurnitureAndFixturesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PropertyPlantAndEquipmentByTypeAxis=us-gaap_LeaseholdImprovementsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 43 R32.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Reorganization (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Commitments and Contingencies Disclosure [Abstract] Â Â Restructuring costs $ 0 $ 7,200 X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4(b)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 44 R33.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Restructuring Plan Roll Forward (Details) - USD ($) $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Commitments and Contingencies Disclosure [Abstract] Â Â Accrual at December 31, 2023 $ 951 Â Expense 0 $ 7,200 Cash Payments (951) Â Accrual at September 30, 2024 $ 0 $ 951 X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash payments made as the result of exit or disposal activities. Excludes payments associated with a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification - Section 45 -Paragraph 17 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-17 + Details Name: us-gaap_PaymentsForRestructuring Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4(b)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2003/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCarrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification - Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 - SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB TOPIC 5.P.4(b)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2 + Details Name: us-gaap_RestructuringReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 45 R34.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Legal Proceedings (Details) - USD ($) $ in Thousands Sep. 30, 2024 Apr. 10, 2024 Dec. 31, 2023 Other Commitments [Line Items] Â Â Â Operating lease right-of-use assets (within other assets) $ 2,682 Â $ 10,132 Office Building Â Â Â Other Commitments [Line Items] Â Â Â Letters of credit outstanding, amount Â $ 1,750 Â Operating lease right-of-use assets (within other assets) 6,800 Â Â Operating lease, liability $ 7,100 Â Â X - DefinitionThe total amount of the contingent obligation under letters of credit outstanding as of the reporting date. + ReferencesNo definition available. + Details Name: us-gaap_LettersOfCreditOutstandingAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 - SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_OtherCommitmentsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: srt_RealEstateAndAccumulatedDepreciationDescriptionOfPropertyAxis=srt_OfficeBuildingMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 46 R35.htm IDEA: XBRL DOCUMENT v3.24.3 Commitments and Contingencies - Employment Contracts (Details) 9 Months Ended Sep. 30, 2024 Employment contracts Â Restructuring Cost and Reserve [Line Items] Â Maximum term of executive's annual base salary to determine severance obligations (in months) 12 months X - DefinitionRepresents the maximum term of executive's annual base salary to determine severance obligations under the contracts. + ReferencesNo definition available. + Details Name: true_OtherCommitmentsMaximumTermOfExecutivesAnnualBaseSalaryToDetermineSeveranceObligations Namespace Prefix: true_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4(b)(2)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4(b)(1)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479823/420-10-S99-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringCostAndReserveLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_OtherCommitmentsAxis=us-gaap_EmploymentContractsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R36.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards (Details - Stock Options) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended 12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Weighted-Average Remaining Contractual Life Â Â Â Â Â Stock-based compensation expense $ 2,953 $ 3,273 $ 8,774 $ 11,872 Â Options Â Â Â Â Â Number of Options Â Â Â Â Â Outstanding at the beginning of period (in shares) Â Â 2,240,898 Â Â Granted (in shares) Â Â 0 Â Â Exercised (in shares) Â Â (22,727) Â Â Forfeited/expired (in shares) Â Â (873,422) Â Â Outstanding at the end of the period (in shares) 1,344,749 Â 1,344,749 Â 2,240,898 Weighted-Average Exercise Price Â Â Â Â Â Outstanding at the beginning of period (in dollars per share) Â Â $ 10.65 Â Â Granted (in dollars per share) Â Â 0 Â Â Exercised (in dollars per share) Â Â 2.68 Â Â Forfeited/expired (in dollars per share) Â Â 12.37 Â Â Outstanding at the end of the period (in dollars per share) $ 9.67 Â $ 9.67 Â $ 10.65 Weighted-Average Remaining Contractual Life Â Â Â Â Â Weighted average remaining contractual life (in years) Â Â 3 years 8 months 12 days Â 3 years 1 month 6 days Remaining stock-based compensation expense for unvested awards $ 100 Â $ 100 Â Â Weighted average period over which remaining stock based compensation expense for unvested awards is expected to be recognized (in years) Â Â 6 months Â Â Stock-based compensation expense $ 100 $ 200 $ 200 $ 900 Â X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsAdditionalDisclosuresAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor presentations that combine terminations, the number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan or that expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price of options that were either forfeited or expired. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresAndExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period

Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which option holders acquired shares when converting their stock options into shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=true_EmployeeDirectorAndConsultantStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R37.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards (Details - RSUs) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Weighted-Average Grant Date Fair Value Â Â Â Â Stock based compensation expense $ 2,953 $ 3,273 $ 8,774 $ 11,872 Unvested restricted stock units Â Â Â Â Number of Shares Â Â Â Â Non-vested at the beginning of period (in shares) Â Â 5,763,510 Â Granted (in shares) Â Â 3,480,100 Â Vested (in shares) Â Â (2,153,845) Â Forfeited (in shares) Â Â (1,103,038) Â Non-vested at the end of the period (in per share) 5,986,727 Â 5,986,727 Â Weighted-Average Grant Date Fair Value Â Â Â Â Non-vested at the beginning of period (in dollars per share) Â Â $ 2.94 Â Granted (in dollars per share) Â Â 3.45 Â Vested (in dollars per share) Â Â 3.13 Â Forfeited (in dollars per share) Â Â 3.23 Â Non-vested at the end of the period (in dollars per share) $ 3.12 Â $ 3.12 Â Remaining stock based compensation expense for non vested restricted stock units $ 17,300 Â $ 17,300 Â Weighted average period over which remaining stock based compensation expense for unvested awards is expected to be recognized (in years) Â Â 2 years 8 months 12 days Â Stock based compensation expense $ 2,000 $ 2,400 $ 6,100 $ 8,900 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R38.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards (Details - PSUs) - USD ($) $ / shares in Units, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Weighted-Average Grant Date Fair Value Â Â Â Â Stock-based compensation expense $ 2,953 $ 3,273 $ 8,774 $ 11,872 Performance Stock Units Â Â Â Â Number of Shares Â Â Â Â Non-vested at the beginning of period (in shares) Â Â 2,518,556 Â Granted (in shares) Â Â 1,231,577 Â Vested (in shares) Â Â (364,837) Â Forfeited (in shares) Â Â (131,555) Â Non-vested at the end of the period (in per share) 3,253,741 Â 3,253,741 Â Weighted-Average Grant Date Fair Value Â Â Â Â Non-vested at the beginning of period (in dollars per share) Â Â $ 4.18 Â Granted (in dollars per share) Â Â 4.39 Â Vested (in dollars per share) Â Â 5.99 Â Forfeited (in dollars per share) Â Â 5.25 Â Non-vested at the end of the period (in dollars per share) $ 4.01 Â $ 4.01 Â Remaining stock-based compensation expense for unvested awards $ 6,100 Â $ 6,100 Â Weighted average period over which remaining stock based compensation expense for unvested awards is expected to be recognized (in years) Â Â 2 years 1 month 6 days Â Stock-based compensation expense $ 900 $ 700 $ 2,500 $ 2,100 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost not yet recognized for nonvested award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionWeighted average fair value as of the grant date of equity-based award plans other than stock (unit) option plans that were not exercised or put into effect as a result of the occurrence of a terminating event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeituresWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for

example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPer share or unit weighted-average fair value of nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageGrantDateFairValueRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that vested during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value as of grant date pertaining to an equity-based award plan other than a stock (or unit) option plan for which the grantee gained the right during the reporting period, by satisfying service and performance requirements, to receive or retain shares or units, other instruments, or cash in accordance with the terms of the arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsVestedInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=true_PerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R39.htm IDEA: XBRL DOCUMENT v3.24.3 Stock-based Awards (Details - Stock-based Compensation Cost) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Stock-based Compensation Cost Â Â Â Â Stock-based compensation expense $ 2,953 $ 3,273 $ 8,774 $ 11,872 Amount capitalized to internal software use 187 204 554 651 Total stock-based compensation cost 3,140 3,477 9,328 12,523 Cost of revenue Â Â Â Â Stock-based Compensation Cost Â Â Â Â Stock-based compensation expense 66 44 180 148 Sales and marketing Â Â Â Â Stock-based Compensation Cost Â Â Â Â Stock-based compensation expense 434 493 1,349 3,215 Technology and development Â Â Â Â Stock-based Compensation Cost Â Â Â Â Stock-based compensation expense 496 1,031 1,524 3,028 General and administrative Â Â Â Â Stock-based Compensation Cost Â Â Â Â Stock-based compensation expense $ 1,957 $ 1,705 $ 5,721 $ 5,481 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cost capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(ii) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost expensed and capitalized for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardCompensationCost1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=true_TechnologyAndDevelopmentExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R40.htm IDEA: XBRL DOCUMENT v3.24.3 Income Taxes (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Examination [Line Items] Â Â Â Â Provision for income taxes $ 3 $ 1 $ 13 $ 14 Maximum Â Â Â Â Income Tax Examination [Line Items] Â Â Â Â Provision for income taxes $ 100 $ 100 Â Â Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxExaminationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482685/740-10-50-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB TOPIC 6.I.7) -Publisher FASB -URI https://asc.fasb.org//1943274/2147479360/740-10-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Subparagraph (a) -SubTopic 20 -Topic 740 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482659/740-20-45-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)) -SubTopic 10 -Topic 235 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_IncomeTaxExpenseBenefit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 52 R41.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share - Computation of basic and diluted net loss per share (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Jun. 30, 2024 Mar. 31, 2024 Sep. 30, 2023 Jun. 30, 2023 Mar. 31, 2023 Sep. 30, 2024 Sep. 30, 2023 Earnings Per Share [Abstract] Â Â Â Â Â Â Â Â Net loss $ (5,831) $ (13,520) $ (5,848) $ (7,875) $ (20,424) $ (19,565) $ (25,199) $ (47,864) Weighted average common shares outstanding, basic and diluted Â Â Â Â Â Â Â Â Diluted (in shares) 90,323 Â Â 90,176 Â Â 91,133 89,407 Basic (in shares) 90,323 Â Â 90,176 Â Â 91,133 89,407 Net loss per share, basic and diluted Â Â Â Â Â Â Â Â Continuing operations, basic (in dollars per share) $ (0.06) Â Â $ (0.09) Â Â $ (0.28) $ (0.54) Continuing operations, diluted (in dollars per share) $ (0.06) Â Â $ (0.09) Â Â $ (0.28) $ (0.54) X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareBasicAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) from continuing operations per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-7Reference 13: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-03(13)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-1Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1Reference 15: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsPerBasicShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) derived from continuing operations during the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480175/815-40-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 9: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -

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http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480678/235-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147481687/323-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482907/825-10-50-28Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482765/220-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef 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-Paragraph 9 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-9Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-11Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483443/250-10-50-4Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147480167/946-830-55-10Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483581/946-220-45-7Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483586/944-220-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-22Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483575/946-220-S99-3Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-30Reference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-60BReference 32: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-31Reference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482810/280-10-50-32Reference 34: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org//1943274/2147483499/205-20-50-7Reference 35: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482740/230-10-45-28Reference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1AReference 37: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482790/220-10-45-1BReference 38: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483621/220-10-S99-2Reference 39: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147483589/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org//1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingDilutedDisclosureItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 53 R42.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share - Anti-dilutive shares excluded from the calculation of diluted net loss per share (Details) - shares shares in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Anti-dilutive shares excluded from the calculation of diluted net loss per share attributable to common stockholders Â Â Total shares excluded from net loss per share 10,586 11,831 Options to purchase common stock Â Â Anti-dilutive shares excluded from the calculation of diluted net loss per share attributable to common stockholders Â Â Total shares excluded from net loss per share 1,345 2,394 Unvested restricted stock units Â Â Anti-dilutive shares excluded from the calculation of diluted net loss per share attributable to common stockholders Â Â Total shares excluded from net loss per share 5,987 6,790 Performance Stock Units Â Â Anti-dilutive shares excluded from the calculation of diluted net loss per share attributable to common stockholders Â Â Total shares excluded from net loss per share 3,254 2,647 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org//1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=true_EmployeeDirectorAndConsultantStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=true_PerformanceStockUnitsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R43.htm IDEA: XBRL DOCUMENT v3.24.3 Net Loss Per Share - Narrative (Details) - USD ($) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Feb. 29, 2024 May 31, 2021 Jul. 31, 2020 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â Â Â Â Â Â Â Authorized amount Â Â Â Â $ 100,000,000 $ 150,000,000 $ 75,000,000 Additional authorized amount Â Â Â Â 54,200,000 $ 75,000,000 Â Remaining authorized amount $ 86,300,000 Â $ 86,300,000 Â $ 45,800,000 Â Â Repurchased and retired 3,875,069 $ 4,300,078 12,400,000 $ 13,700,000 Â Â Â Â Excise tax $ 100,000 Â $ 100,000 Â Â Â Â Â Repurchased and retired (in shares) Â 0 Â 0 Â Â Â Â X - DefinitionShare Repurchase Program, Excise Tax + ReferencesNo definition available. + Details Name: true_ShareRepurchaseProgramExciseTax Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionStock Repurchase Program, Additional Authorized Amount + ReferencesNo definition available. + Details Name: true_StockRepurchaseProgramAdditionalAuthorizedAmount Namespace Prefix: true_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of stock repurchase plan authorized. + ReferencesNo definition available. + Details Name: us-gaap_StockRepurchaseProgramAuthorizedAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount remaining of a stock repurchase plan authorized. + ReferencesNo definition available. + Details Name: us-gaap_StockRepurchaseProgramRemainingAuthorizedRepurchaseAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of shares that have been repurchased and retired during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid in capital). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org//1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org//1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 55 R44.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Information - Schedule of Revenue Categories (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Revenue Information Â Â Â Â Revenue $ 46,544 $ 41,146 $ 129,391 $ 117,419 Dealer revenue Â Â Â Â Revenue Information Â Â Â Â Revenue 41,957 36,068 116,559 107,553 OEM incentives revenue Â Â Â Â Revenue Information Â Â Â Â Revenue 4,376 4,944 12,248 9,490 Other revenue Â Â Â Â Revenue Information Â Â Â Â Revenue $ 211 $ 134 $ 584 $ 376 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-

gaap_ProductInformationLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section 599 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_ProductOrServiceAxis=true_DealerRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=true_OEMIncentiveRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_ProductOrServiceAxis=true_OtherRevenueMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R45.htm IDEA: XBRL DOCUMENT v3.24.3 Revenue Information - Narrative (Details) - USD ($) $ in Millions Sep. 30, 2024 Dec. 31, 2023 Revenue from Contract with Customer [Abstract] Â Â Contract asset $ 1.0 $ 0.9 X - DefinitionAmount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8 + Details Name: us-gaap_ContractWithCustomerAssetNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 57 R46.htm IDEA: XBRL DOCUMENT v3.24.3 Subsequent Events (Details) - USD ($) 1 Months Ended 3 Months Ended 9 Months Ended Nov. 04, 2024 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Feb. 29, 2024 Subsequent Event [Line Items] Â Â Â Â Â Â Repurchased and retired (in shares) Â Â 0 Â Â 0 Â Repurchased and retired Â $ 3,875,069 $ 4,300,078 $ 12,400,000 $ 13,700,000 Â Remaining authorized amount Â $ 86,300,000 Â $ 86,300,000 Â $ 45,800,000 Subsequent Event [Line Items] Â Â Â Â Â Â Repurchased and retired (in shares) 1,706,749 Â Â Â Â Â Â Repurchased and retired $ 6,200,000 Â Â Â Â Â Â Remaining authorized amount $ 80,200,000 Â Â Â Â Â Â X - DefinitionAmount remaining of a stock repurchase plan authorized. + ReferencesNo definition available. + Details Name: us-gaap_StockRepurchaseProgramRemainingAuthorizedRepurchaseAmount1 Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionNumber of shares that have been repurchased and retired during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid in capital). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionDetail information of subsequent event by type. User is expected to use existing line items from elsewhere in the taxonomy as the primary line items for this disclosure, which is further associated with dimension and member elements pertaining to a subsequent event. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481674/830-30-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 855 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483399/855-10-50-2 + Details Name: us-gaap_SubsequentEventLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_SubsequentEventTypeAxis=us-gaap_SubsequentEventMember Namespace Prefix: Data Type: na Balance Type: Period Type: EXCEL 58 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (,A"9UD'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " #(0F=9!W3 ENX K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>R';&"B;UI66G#08K;.QF;+4UC1-C:R1]^R59FS*V!]C1TNJ/ MGT"UC MS %!_/3Z_SNH5O M,YG6XO@K>T7GB&MVG?Q6;;: [1Z8EE_>%$ 5?[42EI%1\]3&Y_O"["8?.^;W_ MQ\9705W#K[OO7U!+ P04 " #(0F=9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4? N^OT'AG]FT+QC:!MK03621A!^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E)X M8-DOV]:[MR_>X%#BVR]*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV()ZMOFCU7 MH5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!? F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\YZ<5X&N(YV02Y?9A7;>? 8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8]*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68WX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M ,A"9UFX7?]&W04 +&PO=V]R:W-H965T&UL MM9GO;Z,V&,? _%2N;IDUJ"IBD36]II)2VMVIWO5S3VW2;]L(%)T$'F!F3M/_] M'D,":66>,'1YT08(SS?^^/&/K^WQ1LAOV8IS19[C*,DN>RNETG>6E?DK'K/L M5*0\@6\60L9,P:U<6EDJ.0N*H#BRJ&V? 63$+D]YD7#R;RT>/(3+E=(/K,DX94L^Y^I+.I-P9U4J01CS) M%0B1?7/:F MSCO/=75 \<8?(=]D>]=$HSP)\4W?W 67/5N7B$?<5UJ"P<>:>SR*M!*4X]^M M:*_Z31VX?[U3ORW@ >:)9=P3T9J4H%:7O5&/!'S!\D@]B,UO? LTU'J^B++B M/]F4[PX&/>+GF1+Q-AA*$(=)^MQ6Q'T ; N@V@+X)<)I^P=T&%#5GE24K ML*Z98I.Q%!LB]=N@IB^*NBFB@29,=!KG2L*W(<2IB2?67) (99(ST2;9BDF=C M2X&P_MKRMR)7I0AM$+D@'T6B5AFY20(>O(ZWH$!5J>BN5%<4%9SS])2X]@FA M-AT8RN/AX?=B?4KL@2G\57']-?OK!.;-_->%))[%7L(,*=H"I3ZZ%GT,_5>3Q)>4F4CS< ML? N?34AH5$>D884T;(?T.6=2<1F]D >>"JE,>+B4DKFI4CPTJB/>685WU@YO MQF4H MT+"0P&QN3A2E6_:^QX:'Q'SO.*\[QERY0,YI%B&FC.(ZZU8%%F3"0: MUA%P5 &.T$+=)"I4+^0VC#BYS^,G+DU@N(9M.WWW;#"X,,&AH1WA+BJXBS9P M#WP9ZF$4TGC/8F,;Q74>'[[<>-.'$W)W[YV:(-'PCI".7<^G=AO,N\07$IHF MTZWTA,P5]$G>PNR =XCWQ*S'G%)2D=MDCGT"::=%-0>N8K6@1$=U>F*7ALA![4>./KC1AC1<4F'JA6YC80PM1,/#^[* M6WLA!W?8B/M,5R24]LD!S\85LFI MO9)SP.2$"CR@6!"'_OST"YES/Y>022,DKN2).(:9>*Z$_^V$I$R2-8MR3GZT M3P'=(2FL;(MUO[$6CN&E:.VE*.YVP.<'8;(D\Y?X240F^$,"X!6-VP?',$RT M-DP4=S>[=)*;9W_%DB5OM,('A.ZG\^NI<;F-!W8EK"T2;661O%Q*O6 K5VE% M*F%*R8U;3 <4OQHWICP\JBMG[8=H*S]TER@NRQU)O?)F.W C)Z[8Q'D,'T1K M'T1;^2"],H4U#+B"I9#&T>B SM3W.4B 0%"*&5F/X8)H[8)H*Q1MFVMA^Y>#3L&W< W+]OD/[KG$]@D=V M!:VMCXL[EFH/=Y_T%AX:1]@#8DV;U'A85\;:_+BX57G+N-V6;Z;$Y3Z[1L9C M&!]W[T0,MRE3 Q*R(@9QY@# HVC*A[W?\&LO:-1/>$5)\89\?4V;'E*6CVM M3J6GQ5FL5;]>'FE_9'J^SC%Q!JGY[#@"?+4^+R1HFT.&A]$DJ)N+A<<19P MJ5^ [Q="J-V-_H'JK'[R'U!+ P04 " #(0F=9[,\<=1L& "/&0 & M 'AL+W=O ML1NFOY77$MX6;924YZQ07!1(LLW5[#U^MR:Q<:@M_N+L0>T](T/E5HCOYN53 M>C5S#"*6L42;$!3^W+,URS(3"7#\:(+.VC&-X_[S4_1?:_) YI8JMA;9WSS5 MVZM9-$,IV] JTU_$PV^L(>2;> (G(5/T;/32VS@PEE=(B;YP!0:T2)AZ,8$5N@&1DO!M67B#7F2/B$,_BOIYV_\@2<,>UNWOH0@#F M+7W2TB=U/'>,?B4E*S2B2@%/&YV=OV?W-XOLG2IIPJYFL(H4D_=LMGK]"@?. MI8W<"P4[H.JV5-VIZ*LU55L$DX82\\!^5/R>9L!=H3>\2+(J90K6I=*2)Z8" M:BNQ06=X'OD^HAI![EE^RV2;_[>V?.U !#4(LX?+N[W,V$QR]&;Y/@^241E*$G "OQN,S9'!6R&0(1FL&69HE8UK0B3.AO #^/(M\\(/2U W!ICYK@P'MN4E3R>K])WNTY6 'TM\G%_B$]%)@L8K(6 ;\-@/^9 :N M)2LI3Q'[69IE;2UI?S!PX/M^#YW%R E". [B@!1=,@OM3;R&/R=$U%PS&)B%V M>@"'1CB,1@"&+GF_ 234O[E#&0&J1-)IZ M+C;G%;R,9S<>3G\0]5?/T @[%'IU)+78Z.70F(7\J-"WN.&P<#<#1O#:!]A&X M?A#U8%JL(C?T1V#NJ38^826-I[!QWQ_6\^,!N*$55 8> ==I*I[4L68538 C MEI(,?=+7"(L=<3R7C%0E[I00NR>I?L;I+<^XYO9]$D*ZG.U_Z6B'7+NE!&? M*(TE?32Z:"4\E*0P]/HKSV(51*,EW0D7GE8N "@K:#Q87F;BD;%)"<-#>? +B MV.TCM8A8,"9BN%,Q?$3&>MO:7AG-G\3#"MJB:V2P$UNL7.*-U7RG;'A:VMKT M-EFMU4,<"/*QY6!3O1@/RL-B1O">-AX2Z%0/3\O>H38?PSK4,P+U,?I[P'51(TX\^,2F%- =:*XNAR,4D&)"P2"'&06PG03HI)--2N-.8 MW_>A?Q;%!'T3BR)Z80^MS2CV1S)..D$DTX*XJXXC54$L>A?['NY#M(BGAYV1 M*8[LG36G=7$M!SKO#YSU0-&;ST*SW8;O6T]6T]'M H*LI]#_ M'^@P YWPDFGAO=$B^;X56OTJ(CB\1+] !ZNMQRCRHOK[4M$.J7?Z2Z;U M%PYF&P9+)T7*)&$7N M"LG_@1#_^;1ZB0KQ%(\K902AUH%**^A[4[-C/2.V==*&W4' Y#9IKGL@ MT]V#65NB.#&W^"FU+Y_>*)K[3C /<%#;QS 4_ >\W)9/W[_0(9]3[^WGC0Y MG(.N+R+3?=']-.5&RF C-G<0Y[Q "2TY;,Q6D,,^)\2^%_8/T38[0GQGY**$ M=!T1.=H157F5U?>=*=OPA-M5;=C/G/M1Z,4#9;,9!H3$&^+6M3[DE-9'639/ M-KYY6D(T)(RC_AG09AD>:*#(IIIW2_93.+A7:'MN&BQLQX7 M%WNWY>9?%7]0><<+!:W:!AR=BQ!R(7>W_[L7+JA>= M !CR/169GCN),? F]Z^HH@93I.YE#AF\V4J7,X%1M79TK8"'IE K7][RQFS*> M.>&L7%NJ<"8+(W@&2T5TD:9,_?,(0N[G#G5>%Y[Y-C%VP0UG.=O"'LS7?*EP MYC8H,4\TUQF1,%9F[CS0^P7UK4-I\8W#7K? &Q$I92_EB)[_%<\>SC$! 9"P$ MP\<.%B"$14(>?]>@3K.G=6R/7]$_E^)1S)II6$CQ!X]-,G<"A\2P884PSW+_ M*]2"1A8ODD*7_V1?V4ZF#HD*;61:.R.#E&?5DWVO]%RH,,3#G[MX%_J,*@= M!J70BEDIZXD9%LZ4W!-EK1'-#LK8E-ZHAF?V,ZZ,PK<<_4RXD%F,'P5B@B,M M!8^9P(-3= S*QRPU1&[{9YYA$#@39"DU+[/NSX>U-@IS[Z\NJ17VL!O;'LA[MG;,(Y@Z>. UJ!T[X\T][T(W2)?Q_ CL(PZ)PZ //7P&5,DCFPD1TTF7UEZ M:[568.,2S!:>74B#T6CF[CHT#!L-PUX-#P)+5)G$6.Q(+(NUV10"ZT8DBPQS M6D$$?,?6 O0G/&G*)GB7T.$1MX#Z#;6*_[$-I33HYC]J^(]Z^2^QG@&RB@D6 M@>CE(\F9(CLF"B W]M#%4@AR?@ L,#"9-&PN0')!"N M=7&>_>2(U'O:?18'?(.&;_!#(<<+7!NLT#S;GF,=G&7=9W' >MJPGO:R7L@T MQ>)ZG.=-FNNW/.]F/;TLT<^:'?"GWMLMZEVAX.H\K]'; (:6>UYWJE]D>ZFAU M _1Z'9=E>XW.GW@C&PS >2"[+OTVO-P!_G:E;W>E_4!7#Z+Z M4F\YE^2QR,OZ>K*5 F_K$55!)N]\VTWE4\21NC(I\R MQYE-BR0K) .KYMEM-;\2>YEG);^M2+TOBJ3Z>L-S\7]H9.G!Q^RS5:J!]/Y MU2[9\#LN/^UN*[B;=E[2K.!EG8F25'Q]/7E++Y?,4P8-XO>,/]0GUT11N1?B MB[IYEUY/'#4CGO.55"X2^'?@"Y[GRA/,XZ^CTTDWIC(\O7[R_F- #'LC<)S5? MB/QSELKM]22-W_)PQ'K3,AJ7TM1'(UA!D56 MMO^3QV,@3@S #V[C@9,-_ &#-RC@?O<$;RC@??<$?RC04-]VG)O A*!5 H- WM1%$_W&&N*5E:I0[F0%OV9@)^<+4::0=IX2N*I%GJ6)A)L["?^ @ M'F1-Q!^*IZ *MZH\#IS\(NJ:O"&?[F+R\L4K4F^3BM2]*.6V)DN87HK8QW;[R&(_A1!U<6)/<;IA M5H=W?'=!7.YQ_X@9= [CJZTUG+66*J^<9AL,]^#,CJK-SE&Q MB:(LFLWA,9\N1G)WE9-;E9&8M/)43U2*JM@#)2_ZXRO=-GX"G*8?Z5W"OM\@K+9CL1_Z2H@L#5"G1A@MR0 MNEH5FR"HSE O8@1%_+-+((MRJ6^SM9$!=0)M, M$53@1 ,K-NS8AE:V' _EJ6XI<;+XVE%,HDESL5,O 2(?(M1 .=LPF*7$]+76R"& M<7Z-LHES?]08H1QWER$KY)U["WI2WU9Z"8LM49U1J M&*,$ M&G$,%48:IQA!47<6!!IU%$9/UL$Y]Q,!3>TU+B2D>V7I36@ J#$;WXU"=:5*)[HP\L$2IL9$W@3 MN*&1> 06^:&CTT9@+KPA,YTV@O/9:26=T^YU,+6*.A#"DD,3D_"VHQ0QRMA% M4F,L<0P5.$:.3907&CLY@H+>,<2U5YC4+C&;%-_SM:CXD2Z1R>- =7M(P$-F MI!F!!6%@+' $QGP:&L01G!>$_D#+IKWNI%8)-;^MQ"%K/HT ^W\G[YN;K$[< MA.@M# (,8RQG!#.6Y%W34KNA^Y9+DD&N4VLP0]I!7E^KT$!CD56]9& SR&D4Z M300'>9T-4>VU& VL+Q1/5 GL6>UWC-?JJU.V:M5*EN\E^O'AAEI%WK>^68SJ M+1[5VW(L;^<9ZO4CM0O(A2BAE>Y5-^T;RU.27F8E246>)]5)!M%7A^,HX6D% M.1?Z_KH8@$5ZW:(P?7=;XC!_J&I[@4GM"G,@]L=R_9:H1,^+"@XSHH+"S*B@ ML*&HL%Z",L>ZEC\WGX2!? W* F&PX*+*B@![W[^'E2[&4M855#U)ZYQIE5\G[K M&A_56SRJM^58WLXSUPMH9A?0-]UB;G.%UBHSE6ODN$QOK"B,ZA(IQF"4NGI_M16 @&IU@H%9[MU+V9YI=$^[H\VWS8&>]OR&7BXH\CRFE\OV MX+)WWYZCOD^J35;6)=K&,JY" _W19'LCQ:XY>[L74HJBN=SR).65 L#O M:R'DTXT:H#L@GO\#4$L#!!0 (,A"9UG4@N0QEPH '=? 8 >&PO M=V]R:W-H965T&ULQ9QM]LX$L>_BN!;W&V!IA8?)?62 %N; MA^L!NRC:W;7JJW$1FTK:\E-^^V/7-XF=D/\A9RAJ?B2EZ\=Z M^ZE95%6;?%FO-LW-:-&V#Z_'XV:VJ-9E\ZI^J#;Z/W? U=EVV^NOV?MP\;*MR MOJ^T7HUIFLKQNEQN1K?7^[^]V]Y>U[MVM=Q4[[9)LUNOR^W7-]6J?KP9D=&W M/[Q?WB_:[@_CV^N'\K[Z4+5_/+S;ZF_CH\I\N:XVS;+>)-OJ[F;T"WFM9-95 MV)?X? DZXK'^OZ4_?E[?QFE'8MJE;5K.TD2OWKC?)3,J[MRMVK?UX__K@X=$IW> MK%XU^Y_)XZ%L.DIFNZ:MUX?*N@7KY>;I=_GEX(B3"H2=J4 /%>C0"NQ0@0VM MP \5N%.!GNN#.%38=WW\U/>]XZ9E6]Y>;^O'9-N5UFK=A[WW][6UOY:;;J!\ M:+?ZOTM=K[V=U)NY#GLU3_2GIEXMYV6KOWQH]2\]'MHF]>_TMWKV:5&OYM6V M^4>B_MHMVZ_)5? +'AVGR\T\ODI^2Y2;Y?5'OFG(S;Z['K6Y7ISZ>'=KPYJD- M]$P;?J_;KU6@^UIFM30"W54VLVVZUWJ[V/IM7= M9U\U#.JIN1GDV::ONY&MW^_6]$IO\,N?U)3.S% MNHGF\VV>7X]_GSJ84RK"DG,"@ ![H!%!F"(TY\TY8F?2)%1F=E>FOC% M"L>/?HDL+;(BM8LIO]B5(%0P>BQG=9X?._W%=F9SK_=S/0MIMO=X_^E% M=T&'+OJ0%SCFT,,4FV***20Q*T+B&"$!#L_?=,*PJIO@U"]\B_6*%$(*9Q"" M!F(=BRFF>CM@N4P>729!E^U'[U670LR36;W6>553=IE)R(72:P$OF'/Q34!S ML0X<8E$A6;3;0V[WN&P725^6-5?J^KI M]IL\Z%FS>9EL]$#5^<+3G6M? <%&MYHG.9TV%MORB_W=R@PN%!&Q=[*22>=Z6 ME,K<\?<4TZ9"$K."EQ^#EZ,'+R)VH7CE@8M8HXIS#8'-CKV&!IE42":M.!3' M.!1@'-1F#N1TOY;;8WK!0CX%Q6.O@<+/Z8I4DDRZ.1VF584D9GF?I 9MTAC_ M#_'Y0?'43R0GDKHC^5 .2NH"4AEA&>'." V4N](YG4X PW=)9+[@Y(5(9#55-8:K9[#<81 MF./@A.!#]:"GA!2X.6%RUX3XX%6D@E-)I#M_H/(>EIH= \.%! 9#/RGH][N/ M:T04>>:-?-D_%?M2F38KB3L5^^6NA$Q9(<],Q0;L"$QVO4E!?XZ$"F?$I[,S MF2FJ786E9H?!(!J!&2V8%/2[WH>> <'J:]X]$7RJI>$:@@B*5FQ\" ((T"P4%^]W&-2,[\(2UZ4[^ 5$9D3ET(M"92[$H**DX)V_PV$47G)U(]B;L9-4-6FJ&H*2\V.DX%%"L,BF/KYX':5Y9F[M\0Q;B/8N*@/V=L%VFX$[VK,!%Y/X^7S%>..N\L(&H[TXQ*;"LFD[T> AA7?/ MGCWQ0^5+ZF_B2RC?N*'2HY8:O:A*D..#*:;'9TC\6 #FF'>RTPGSO/K#RCVE58:G8,#,DRF&2_8^69^9M[P97G0#GO MC&%@$S"T\APH!ZX\LY,SEK&'+('MZ+ [?, J2%H0P8GKD*$EIW"CHX?8)=B. M&;9C,-OU;C6'W$0%-U0UU=L%VVV&R%C/ MP+J(VR*;"LFD[T? 9PS\@B8D6X>#=SPZ.MID%&%9=1^@,2

M6:&AC1@LN+0*;*,1AR&2#UEK+FA7,$&*'L9C^/3AENQ+E&X'FM,XDQ4HVYQ, M1W[AK1)T5G!9@V4;@> EE=;0<@.K=V_F>39[?^)3$KM::4[X5:^],UEWJ+FJ MS!$'*_B)2YI1O:'%S<\7M*+X;Q^X3>2[NF(*T/W&9^U;IX$"6^AR.+%9$:- M\31.IW-J9-DTGDP6KI7,J#5^00DHXO%L2M]%44*6QWDQAT5<+%+X=*X.Y%D& MV;B R;P Y_!962:..L\91H/4(PG/)BJE;.%_$XT7FR>I(=-KPD&$.*&N#&221Z)[S;HI2P4"3!^T#)^. HA M6RI/2^GN.1V"5=CAK"Q5[PHF?,4=<=+2YP(\JWKI"K@-!8R^@.E M0?*@X'HU1@>"WYEI<4$Y0-D[7+3@C^6 0CN/P^/!=5-DI/49%Z3\+< M,T]<:<>,>1F>XT=N_U(C)D?3H; *Q6/LZU&XMPB=.8+&G#[!]O4/2M(QH H M0Z\E_XD\H^<.\N3LXJ4[I;/"[=*Y*#GA#AY&AQ?,9;BX3^/+=,VEH6BV MYJ.9I,(='A2A(Y5G;_&-\K2A>6;#46.VAG0_%8I>^RX!89WW?H?4$L#!!0 M (,A"9UG,"G0#C@(+@% 9 >&PO=V]R:W-H965T@ODLIG-&;Y4CV9QI7*7LK#$T9)Q M-EDT2X,/#2H+UQO^FFEHF=8%PW1',6\IXCP&@50WRK:-U:UV8^FR[<;G]':FW0K*2V6@PA5#H_[9:0#4SHG6 ML;KVO;G4ECO=FP6/5B27P/&5UG;ON VZ89W\ U!+ P04 " #(0F=9LW/^ M%. "!""P &0 'AL+W=O<@ HVLTW2?OO9AM"B$AV<9<+IC! M,(=;M$;\,5]1,3-KE2C)$&8)P8"BS3R!!FZ(^F?)+Q MR.@9($(;6*3\@>P*35

RS.@=,3X:V?PB]":@L1JN_"LNG<%;CCB7 MS[24W.&S.$N8*LE,*\?5!E3!P9*79 'X#V&*_V"AZZ=S<(P+>X97)|\LY.3TY M(R>$*. *QTHU%
IM1A[(\.2TZ"=>MA.0)"6_(+2:M+'FG2B@'\+/C^%%RA(!B M/_JF)/NF7"=\&9=0GY,T?D&2.!D/"3H.GT.!\%& IT?DI/T;I8$O_:@5VB3CX23>+2YMS0J81F@'%LP6HOSYL]$D?CO4@?]$
M]EL_QGT_QL?8\P5@E4WA&H-=((6V;O!?UY), HDWLVT>9W1[6,3?$1?H?GU0 M*XX>#)<$LPF>8S%MHUP[9_UI;VM789KIK_#6$V^9V7!EB8 U0N/S"S0%T_I,
MNW&Z#J.ZT@X'/RPKM&8P/@#0UUJ[_<8GZ,T^_PE02P,$% @ R$)G6:E/ M;#C2 @ -0@ !D !X;"]W;W)K&ULK59=;YLP M%/TK%]NF5EH+(5!&#EH]/V4"E*U^UAVH,#-\&JL9EMDO;?
[]H0ECB$3=5> M C;W')S#-<9[:1ZU"F (4\9%WKLI<;D-[ZOXQ0R[]JD#@*?K*7*],&AVO@Z M5T 3!\JX'P;!P,\H$UXTS /^4+AR*]9$I:!T$P*HF]JB:=F]G0UKN"[PQV^N"><"41\
M#H8RKB^P]N%^3L[/+L@988)\2V6AD5&/?(,Z[6I^7&F:EIK"$YJNR1VJ2#6Y M%0DD#?A9.[X3MA#X&%"=4KA/:1JV,MY#?D6ZP0<2!F&O25 [? XQPCL.WFV1
MTZTWK>OXNF :M#G3,9>2$4!^3E:X??BI_&K:A7*17O,BMGWQ%'KTZCUX;>S2)8U503]@AD*U GXBZ-EVP#QV;; MW#:Z[G=&_O;03^N*; 33K_WT6_WD=-?]'1X
M%./KH(\K#BV7*OV#SIR!VK@#2Y-8%L*43;]>K<_$B3L*_+_EY8%Z1]6&"4TX MK!$:7 TQ;54>4N7 R-SU^94T>&JXVQ3/=5"V) ^OI33[@5V@_J<0_0%02P,$ M% @ R$)G66JZ"F,5 P 3 P !D
!X;"]W;W)K&ULO9=K;YLP%(;_BL6JJ97:<,E578+4!DVKU*E1LVX?!GUPR"%8!;"),]UQ\2Q# $5>XBB1,R-4*KTV3>F'$%/9 MXRDD.!-P$5.%7;$Q92J KG-1')F.98W,F++$<*?
YV$*X4YZIB"6P$$1F<4S% MZRU$?#:T@TL03VE"X$]LW)9LQ@2R7A"! 0SX\:`A$B9Z M?;[@.X.=W&L37>&NIXR*F//H!UNK<&9,#+*&@&:1>N2[+U#6,]1 ^/H]D_DEVY5K+('XF
M%8]+,680LZ3XIB\EASV!/3@B<$]!\UY!OQ3TWRL8E(}!3]8H)>?@447=]> [M(O1]=-.'&:NQO)9HA_[4@F<9:A3[IS',5/X')4D-%F3.4\42S:0^ PDN2+W ML*$160CN ZQQ0!)S#Q1ED;S V:>E1\
[/+L@980GY%O),HH>K\M-QO&D=2]F M3N[7/^+WH$(09) SWUSC<0NX4Q/7$YW";]#LIT_^M4RI#S,#C[8$L07# _?C! M'EF?FEAU:>9U9%;CV*\X]MO'"588=*"4CV?,=4
MB)N/Y\R+P8LFQ$6H41Y*OPNWKC.:.%-SNX^N-9]3T1U&M"V[_S=DCF2EL-3MU,79IY'9G5P TK<,..# ^6P2XY=FGD=F=4XCBJ. MH]8->
]*@9"$!\07^).@"%XFI,+W/F['2T)CGB6]"6>K[:DX1X=G:SRTZJ?9 MZRAB#=.XPC3^?^^N(M1PKJK1Q/JGVGEK/J?NL({,:N@F%;K)*>@N2<3HBD5,
MO3:QF1SLA+%]P*8UX*EL.C(KV)A[5S=]S_Y*Q88E$DL/T-[JC?&IB^+N6G04 M3_/;W(HKO!OFS1"O^R#T IP/,%=O'7U!K/Y N'\ 4$L#!0 (,A"9UGI M ^J4;@(,$% 9 >&PO=V]R:W-H965T7:'
\H8CSV;6M,SZ:$+S@R U9!,YH?VE/*"E74%YF"V-4@+IE-$QK@NV M-I]%+D'G AQ[QVY5+UUMT]=)GZGUD M*X*I+O5!13 YL?$?1"0'@0LTK. #U!?L"REJ5).CF#-QX.9!SP)L_@'0G.
M#X)/R3R+XJUTY6J>PSPBKSBP.XBRER]&E\FG,QPG \=)0!_PW$-#FV38V/I MJNA>'(:[6W>%V, ^O%, N$)3[=8KZY#]0GP[4IV>/=\7W0C6*(5C%S);!'O+& M& .5?W^ZX3*8C#DNJ4&ULM9IK
MB/R FUYO0W6)&(1^T#Dv=:38GBE6\0IAEB9'4SN36N?(QS M@Z+&WS'9\]8QRF_EF=*O^Y_)=4-$7)>2!-> .*)] M55>?H'#'!4TK8]F"._[* ^"U"D3+0'*!E@/L&UA$#LS(P>P;XF >K,K#.
M]3"K#&9]#^81 [LRL(O8E\$J(NT&(EA>,[I'+*\M:?E!(5=A+0,<9_F3]2B8 MO!I+.[%\%#3\)IEK$Z';?< BCBY<(HX\>@2%5?1G]O\(>#O9<'3HXLNWKU'
M[Y"&^"9@A*,X0T]9+/@'62B/_JK0'0^RB%]K0K80JZ*%55ONRK;@(VTQT2>: MB0U'7A:1:,#>5=LO3MG[:GL#*P":#&P=7?P6W3NL)#Z2[129^@>$=6P--.C^ M?'-
S*!X_YMW[,>^^VMPEH30WALP[L33K)4L>.81WI=BD"#1Y>T+87+00Y)) M/G+&V1K=2)68'*-V08)^CU=DZ-$KX=8P/!^_K_@V",G-1 [9UF& 7,EG^-)A
MZ[\,R08)VEK=UC)Q$ZODGM8:>XX5K>2=UC),.8.[M;RE;?YG4&U!!NO.!8!VM%K56"Z56WBMA8"%Y4U[EHATYP[0LQUKT5OOJMHP6[$RW M'JA;?\!M?Q[M:H$;+?"XE^JW01$]L#@LJW61/
M#. 7;^IBE9D23)& |+RK[X' 7!,VH@-+ M.-S_0%,XH#3W1!#,\K;0'*7EMVD#HRCX-I3^JT ;YI_9,*-L&+('FM7]:-XD M>; ZR=/T;G[B*R!:489VV0OAQ7-2;& 8>@ JAYUO=7IO07FO;M587<]QZ8&Z
MJ"%H7=F:Q Y6)W8. ^LU3U)YDO:-.RT>G"A+!JG+(IY<3G,BP25+[2&-)U M%O];K;:.#[PJMH\= D!I[HFXVE77]S" 9IH@)U'Z F&X65.9#O^N99?(4_ T M(,-*N%)/:>2-
U!IT:_DJV]S;!BUUNZNE+!UL0^/RP#M,E%NGZE+Z[U^M\4. MMU[YG7%U;PR4N\:55^[D:_#EQL)/ 5O'&4<)64E7^M21;UBLW*M7G@BZ+?:6 M/5,A:%H<;D@0$997D-=7E(JWD]Q!O6-
R^1]02P,$% @ R$)G66%Y^29* M!0 H1\ !D !X;"]W;W)K&ULM5E=; GN M/5TB1C4R/B?'UEFFP1X12Q2[+&F7BS)#1%7%3IRF1K MBE&8.Z6):5O6R$Q1G!FS2?[LCLXF9,.3.,-W%+!-
FB+Z>N,3LIL:T-@_N(]7 M$9F06SS&>,=J92"[M\D3(LZQ\"Z>&)5N$$[S@$@*)ORV^Q4DBD40[_BU!C2]F=*R7]^A?\LZ+SCPA MAF])\C,.>30U/ .$>
(DV";\GN[]QV:&AQ%N0A.6_8%?:6@98;!@G:>DL6I#& M6?&/7DHB:@X"IJO!+AWLML/@#0>G='!:#O9;$0:EP^#4",/2(> ^Z6?0])\Y' M',TFE.P E=8"319RJG-OP5>?DQE8"SO'Z
M$CC69V!;]"C/;>GNSM=W?E_T8/?CMX@PZD&B)/C.6_@_8BJ4# M?*4HXT ,-@R^H)B"1Y1L<%?6"]Q!-ZY< *_8&BWPU! K',-TBXW9GW_ D?57
M%^4ZP7R=8(FL9R!E5R!BKT8O:"8O8N2"IV#X;R]1>_R')G6@K$48XHMY'M MS!X/Q4C9UND^-G)LMV7D'QMYKCMH&@7'1A!ZKEU9-?H]K/H]5/;[(=MB)@:E
MV*H8I_%"%EG.Q4:N25W=5@+V'8TZP7R=8(FL961E561LJEXL\"K.LCA;R=RL M,8U)",[$IEULY>==>5*&Z)LGG6!^ 3:L+2A#=^0,H=5:>#0%;;3 JU+@*5.0 M[Y'X79*5(']U)U@GF>T"VR=
<5MLEV38[#GXHVS4"[;LEA;ND6QR$5W*N#Q(CGV1J[MMLYYZM;T9OG$ ML(&NL$V2[0/)]@=IFA)8UQC7B>9K10MTH353=%"=4*F;>AQB0I(DB++W9H16 M-
:H5S2_1O+HDNQRWA92NF,V$')0F5$O-^!'F1,J5@+TIUXGFEVCC^@'G\FCC MU16S2?E!Y$*URJT=<$YD7*O(U8KFEVA-QJ'39OPC]"L\"%BH%&:ML\IZ)I&N5
MM%K1_!*M2;I]1/I'J%5XD*NPKU[M/O*&\G]D[WSU1 L"069J/?^R%8VH?&USW7;JO%6W=+>(]\4-- 5 MM$G_0:Q"M5K=GSD!*L^9XX$>" M;H&@#4+TVC4\ UT-:]XJ M'92TK5;2O_.UOH1L?
*ZWCB94E]6@;>5W6(V./^ET6'GCFE71>;-VY9ABNLKO M>IGHUB;CG>52];2Z3[(.;U%;SV_@U2WL>.[#JZ"X+3[Y?7WQ$2H"!!"]%.O2%6<&6MP'%Q5.UOF%YQ/AG*1Y,
<(HQ%0:B/=+0OB^(@-4M_*S7U!+ P04 M " #(0F=9';ZFUCP% !_'P &0 'AL+W=O+,D-$-4(,WY+T9Q+Q^,J8&"#"2[1)^3W9_8FK@%R)%Y*4%;]@
M5[6U#!!N&"=992QZD"5Y^8]>*B(:!@)GV,"N#.RNP>@-_Z2,ZN2,5.BMV1N23.P>#!7K+WZ1 MY<&TE(CC E%N()NY/77%2-DVZ>XWKC/L.TV*/S$,,"@[*M6@H7"70]:-0)YBO$RS0!-
;*QKC.QEBY1/S89$^8 M K($BV)O&$K#6&<:=(+Y.L$"36"M-'4U&CSEI/A!O,M9F*M!H@#'F/PA%=) MGB?Y2N9FC6E"(G F-NMR" \\E">EBU/SI!/,+\'G+8XAM9!%UA*EH4,6^+D"*+5.*:
YDG(EX,F4ZT3S*[11 MBW)GVJ5H<2;I60:L5S:_0VJ3;O2//1VA5>["K\%2U.GSD.3(=WL!B:O7./5H%Z5$^ M UT^VS0?!"E4*])[+& ^+Y/[)WOE6"):$@DV^STEQ%S!(J:3W16\,+:M+M599 M>I3/0)?/-
M4'60K5NG1_O@2H.E]6HYB(1["+DS &M)T-<%HV0,**UZ&LXD2< MC01@2%9\\F^U=KUB,56&)XA6/:P5S7^'5[L, "T"0R7L>, 81>AT:FH&N;K5O MC0Z2V59+YE_Y&E]!-D?VM#>9!AIYW4;^0"/;
[7AW5M?5M\75Q1]IOX&7MW"@WH>707D7?(OIGZ:. (RI_ RD>"E< M61>>.!O0\K:W2.!D75QG/A'.25848XPB3&4#\7Y)"-_ 2 ?UG?O\/U!+ P04 M " #(0F=9;7;*-8<$!O&@ &0
'AL+W=OD&Q(?!J>V9Q-#N/NQ,9I-MGQ60;28@N9)L M9_OK*V&"C9"9)-6+#>+<(]UQ4%7FATH>^(;C 5XKBO"Y\Y&B.VUZ_)\@VO$ MK^@6$_ED15F-
A+QE:Y=O&49%8U17KNJY$[=&)7$6LZ;MCBUF=">JDN[!OBN MKA'[>8LK>I@[T'EI^%ZN-T(UN(O9%JWQ/18_MG=,WKD=2U'6F/"2$L#P:N[< MP.L,)LJ@0?Q5X@,_NP;*E4=*G]3-
UV+N>&I$N,*Y4!1(_NWQ$E>58+T1+^'Y]0O['XWSTIE'Q/&25G^7A=C,G<0!!5ZA726^T\,7W#H4*;Z<5KSY MI8<6ZSD@VW%!Z]98CJ NR?$?/;>!. #.0/&8#OS7P=8/P@D'0&@2O[2%L#<+7
M]A"U!HWK[M'W)G I$F@Q8_0 F$)+-G711+^QEO$JB9HH]X+)IZ6T$XM[0?.G MSRK4!;@Y(%9P\#% I45!Y_!^=,EK>7LY*C)[Y)R\4D"?MRGX..'3^ #* EX MV- =1Z3@,U?
(H:D.W+P=QNUQ&/Z%803@&R5BPT%&"EP8[--Q^^F(O2M#TL7% M?XG+K3]*>(^W5R#P?@. ^YX>&\2Q?;QZ8W/E_O6?O[KT7C*';)$'#%[QBD@RF
M@2G91[K03*>[TYIO48[GCA0WCMD>.XM??X$3[W=3I&V2I3;),DMDO9R$74[" M,?9>3O+3G.!>S=8U-:3DR3AR&]079+_QJ'?C.!S<0U#@QQHH'B*2. [[H&P(M@C") 0[5\SOJ_(Y& ;ZIZ8X(D*-
M*5!5_BO=%U2JC|",H IPNA)2QC#8F4-P M)(.QY3$6@2&&- 3?$N'F'C2_1]B)A$T>S_IO)^,>O] A7+R4N[S"^_C9#"2 M (:>YK8!%,9;:-(A:!KXB>;X$ 3]R _,KL>=Z_&HZTIK %W)UDYTQN:,$
M;Y4=FV2I3;+,$EDO"TF7A<3NIR"QF1.;9*E-LLP262\GTRXG4^N?@NE0FR:: M'@PAH:Z"0PA,-%G)#)@P,4L!]$ZK5F_<951A#N1:4ZZ%V1,6)5D;%YVC+&^= M?5;94JMLF2VV?
C[.J@4HN5Q9:/EN9L6LO?!]I[MOS2!IOHZT0"""03C5),* "GP871")4J"1Q?@BP><;PBMZ/IGQ%2?7#A4=%MC
M8IZ15HL6]VRI5;,,%EL_+:?"!8:6M6*T$GIS9FRRI5;9,EML_CY*]>4K:9$NMLF6VV/II.15],+8L%E:+0*MLJ56VS!9;/S.G M0A".UC3O$XMDN"4TC?
3]%Q,J]B)=+8:H*/:AKA8&5)CHNS#NV09ZC=FZ.;G@ MTJT=$<=MTJZU.QVY:+V$AO94G:8T&_8G^N-1S#?$UB7AH,(KV95W M%4MA8\?3C>.-H-MF^_Z1"D'KYG*#48&9
LCG*TK%RXWJH#MC6OP'4$L#!!0 M (,A"9UGY6S@HW0(! , 9>&PO=V]R:W-H965T#-E2YAF%*4=B20CF!\>0 ML_7(ZEC;A=MLD4]J8 ?# B]@!O*C^F'(ULVN6)"- 1<8HXC ?65>=0=37]L;@
M2P9KL3-&6LD#8X]Z2Y)E+;^%%Q6K5+#=P=;]D_ M&NU*RP,6,&'YURR1ZJ1[\"N"?Z]%; 8QTN]1N A=B MB8,A9VO$M;5BTP,3?8-6\ 81I:ZNP3P%5C!
MZU>=GO.A*=YMDH5MDD4MD>UEQ]\SXQ]C#Z:IR[0I(257 MSW#I3\,J4*=CM1OEIQ:=?8NPP>*)&HP\6N3/9G=6F;WJ,P;O,G(DC1I.@I\ MZ2%KDRQLDRQJB6PO^KTZ^KW_4?Z]-
C/3)EG8)EG4$ME>90IU9OHMEG_ :5TZ MSL$%<()->'1/+PU?2V1E^.R=%H< 7YC>4J"+DI:MV^7IFN[6!]W!E, M.@WKH6IWR^[T-WW9*]]@OLBH0+G,E2OGLJ]EI?]9SF1K# -
U@.3]ETSPU2U M[,"U@7H_9TQN)!I! 2<@^ 502P,$% @ R$)G64'MUU6"! ,1H !D M !X;"]W;W)K&ULK5E=;Z,X%/TK%ENM6JE3O@/I M)I':?)'1=%1-MSL/JWUP@Y.@ 9RQG6;VWZ]M"
(7$8>BL7Q\]LCGWVASN-?9@ MC\DWND&(@1]9FM.AL6%L>VN:=+E!&:0W>(MR?F>%2089;Y*U2;<$P5B"LM1T M+*MG9C#)C=%]CV2T0#O6)KDZ)$ NLLR2/Z]1RG>#PW;.'1\2=8;)CK,T6 +
MU^@)L>?M(^$MLV*)DPSE-,$Y(&@U-.[LVX5M"8"T^"M!>U]F!F(H+QA_$XU% M/#0L$!%*T9()"LC_7M$8I:E@XG%|+TF-RJ< UJ\/[#,Y>#Z8%TC1&*=?DYAM MAD9H@!BMX"YE7_ ^0N6
?,&WQ"F5OV!?VEH&6.XHPUD)YA%D25[\PQ_E1-0 MG$<-<$J $&'-V<2%5)!$\V>>Y$+L3XSPNPG'L=%G_CY]PI2" M1T3 TP82!#Z ,, 7M6TO/.BT1Z8C]-!&@NRV'< M%|-
PS@S#!0\9QL*IGF,8@4'>L?W6_FG]]7IW@O-X[K81/:'L#7.L:,);C M*>(9M\, [O8)^(U=Q[\"KXO'OP*GCT_V9^\)K 1R7T@LY3TXG:=TNW<(FS+B]N%)%7
M9(Q^_\WN67^H5*:3;**3;*J3;*:3;*Z3+-))MM!$UM"Q5^G8:V.7A4*D?)5D M"V1/(L7JZG7TP0]=>V"^UK6HL+)=W[&:9A,EF1M8RGCMY%GF^K1@QZ:KS//Z"2;Z'2;ZB2;Z22;ZR2+=)(M M-)$U=-
ZK=-YKS3.3 M?>@DFZKB/]6'3I=SG621(GZ%/DZM6O015OH(6ROEYY./TXX5,=19$7623722 M3762S722S76213K)%IK(&GKN5WKNM^:[,*UN=9%-U_$>+[YE.EW.=9)$R?N?HNV:A MM/+/?
##O8UMLNG_4K&HIKBZUN*BK]_$Q&[>&\5T=:V:9GAG"L)*U.YUK9(O4D M3L2D-CM1DUG;/LX06&LU5=M;]LV$/XKA H,*]!$KW[+; %)VJ(# MUBVHF^TS+9TM(12IDI2=_?L=*46Q;$58
/5#OEA\N7O\W',\@K<\"/F@,@!- M'@O&U"DJS7(.=Y*HJBBH_/<&F#BL'-]Y6OB6[S]M%MQX6=(=K$'?EW<29VZ+ MDN8%<)4+3B1L5\ZU?
W7KA\,!6OR=PT$=C8D)92/$@YG\G]X[@%Q@P2\OC1@#KM?QK'X_$3^F<;/ :SH0IN!?LG3W6V@<0A.':(7',+& MP2KGULQL6!^IIO%2B@.1QAK1S,!J8[TQFIR;-*ZUQ-T<_73\)YZ4/X12Y XD
M66=4 KD@UUSGVG.*B,Q4695$7A,6)5"2K92%$1G0!+*DHI1FPZQ)=8!JSE" M,@-9(J1U)K]^!$USIMXC> /??').OF>B4I2G:NEJC,CP,L%2D+U9J%E&_2S-37.E2IK RL&K M1('<@Q/_\LZ?
>K_U23@26$?0]!4T&D*/OPM-6;^0YVKU*5'#3RR\N2+WL>]- MYM.ENS\.L0]W,+H<$ /N23Q7QV4@D]5M/9PNLO!?_H^>8/LL=GFWW+\P3(VA;!_4M% M,(STVJ2-
A=:-.WB..W@3A=#0'$O4D="ZHCZ_-OW!M]<(I1">'?(PF$2GI7!N M%4RCV4DIN$=-30%R9WL]A7FIN*X?].UJVT]>VR[J9/W&])FV67J&J9O4KU3N M&PO=V]R:W-H965T4;XT$B%V/1-
MD\S(T+#4@E*%8* 8H?U[0&&69(I+# M^%)Q&K6D AY>[JFC(G>9RQ)R-*;9WS@1Z= (#9"@%=QFXIGN9JC*QU-\,4I<#=! N*,OY.]GQ83 MG ME7"!-AW@6N^!8SG=AO&,KX>
[3>G\F/KTQ]2C=GB$EAW@]"ZJ/];#G^!7X-H% MVFY $JK1?VRSSAYNM132K=WK%GSN!,X_V1H2_ VJ:?]&%";8836,Z*) %S MAC@BHNR@*Q!A DF,8086LA(/*5AP_JD@LF])%_FZQ=#J#;/
#U8NGS#8S1 MT-@H+?:"C-$O/]F^]5N3KW223722376213K)'G62S321'9FU6YNUV\8^NM^* ME#+\#24 YG1+1)/=6BENM9M.LHE.LJ@D\PLRM51[&=E6]1F8+X=>:HCT M&B-
GYY&<]=Q)X9 *O-H'7;H(DP6HVDE,00,8/K6RW^D$GV40GV50G6522>0>U M\!I.DQV\MAX.\5L=|XS4#@23]76&<|<]R"GVW(:=Q^]M9KA6 M=:I3-3I7[1A4ZPG%JLXTD1V9(:C-
$+QAALV6Q:GNLR02?93I/948G# MNL1A:XFGKS'F" CXVE35\,*[[J2HK1*W/MS7:4YU:D8ZR1YUDLTTD1UYHU=[MH_=_'G]PAPG@:O/.&[?GK:2W+B)Z9_/ B1$F.N6F;\[%.N4>=9+--)&55C$/
M#GERQ-;%@1\'L5H(E#OFNK<^4[POCM). ^A_L_MANZ)_8_6EY9/@???F ^039 M&A,,,K224E8GD.5@Y:%@V1!T4QPQ+:D0-"\N4P03Q%2 O+ ^B5.P;2J ^F1U] M!U!+ P04 " #(0F=9;Z/WL*4#
"X$P &0 'AL+W=O I#6I+&S7<4*()'EE+69UWQU;S.A>%'D% M=PSQ?5D2JO\-/0XM[!UZKC/MYE0'?9BMB-;6('KMKMCLF5W*FE>0L5S6B$& MF[GU&5\GV%.$&O%?#D=^]HR4*0^4_E"-
K^G<F(IX_GJ2_U,9+8QX(AR4MON>IR.;6U$(I;_B^$/?T^#>T!@5*;TT+ M7O^B8XMU++3>Z0X#]!%]"]JP1_);@ M/W>$H"74IMN-[;7C8B+(8L;H$3&%EFKJH?
9^S9;^NBNU4%:R;>YY(G%/1R@ MV@/Z6C6+3@7O+[22ZS'=%X#H!IT02R)@2UD,'+V/09"[X!]D)-LJ1N_??D!O M45ZA?S.ZYZ1*^O+JT7O.|+IEXM5ZWO.7 MB2[$C8BO%U%[WC77D37,+;FI<6
'L!;OWN#0^:3SKTFQV*188DBL%PF_BX0_MIGZ*A,[[#3&LB>]- "S\,/#EZCF0X]:>HH_Z4+S:18;%(L,236"T+8!2$TD?*AR4B8%(M- MBB6&Q'1F'21F+PVY1MBT$OF*)@,4OX2Y85..!VD_"4*XS
(HD'*:V#.) @\ M? D7^I0T?!6$&M0V'7]P1Z1:&'1 M'SGZW,=G'R%X//M%-G[>C_-?NM:,JL5&U1)3:OU(N(^1<$VD?JMB*AXFU6*C M:HDIM7X\'K^[\.C'Q&CZ>Q>7;Q?C8?9?@K!WD?
R7H&#]#U/_$G2^V33VV6>5 MB!+8MBX!<;2F^THT7YM=;U=F^EP75P;]-_AZ87JL2I+U96/1_FFIG5+V#:O M."I@(X=RKB9RDV)-F:AI"+JKZR /5 A:UH\9D!28 LCW&KT%%]:$&Z(IUB]]0 M2P,$%
@ R$)G64H^(HPP @ $04 !D !X;"]W;W)K&ULK53+;MLP$/P5@@V*!&A,/1RG=24!B8PB.:0P;*0]%#W0\LHB M01$J25OIWY>D9$$!G+2'7B3NX,WPDK51/N@(PZ+GF0J>X,J:9$Z*+"FIJ M0]
[(!86=*]6IJ;*AV1#<*Z-:#:DZB()B1FC*!L\3GEBI+Y-YP)F"ID-[7-56_ M;X'+-L4A/B96;%<9ER!9TM =K,$\-DME(S*P;%D-0C,ID((RQ3?A/(]=O2_X MQJ#5HS%R2C92/KG@?IOBP#4$' KC&*C]'2
'SAV1;>-7SXF')1UP/#ZR?_': MK98-U9!+_IUM397BCQAMH:1[;E:RO8->SY7C*R37_HO:KG8VPZC8:R/K'FP[M]GH_O2Y]V$$"*>O *(>$/TKC\X!WCG2=>9E+:BA6:)DBY2KMFQNX+WQ:*N&
M*;>+:Z/L++,XDZW@&(/Z%YT)\)>XF^4J6H\Q>=+\!0QO6%S3ZN%^C\[*= M(2;0 ^/<%NN5&:R/K(R-%O^1MMV3TRI)K:"8H#CZ@*(BF)^#YV_ %%!8>>GC\ M$DZL^,&!:'
@\GSQ7QPHE:Q1+H51JFC973 5RKW_H-'/FXWV^9^GY';\T]/\ M[AK.=4,+2+&]9QK4 7#V_ETX"SZ?$O^?R%Y8$0)6Q& ^Q9X-ZJC684U((_ ,SC MW0-
QR,*$';,]=Q5A,"H))I^&HJXO,CJP[K%XH&K'A$8<2HL*)M=7&*GN G:! MD8T_PQMI{(X867?+%"NP,Z74IICX*[%\ IF?P!02P,$% @ R$)G66YH M%134 P *A@ !D !X;"]W;W)K&ULM9E=C]HX M%
(;_BI6NJJFT)9\DP)2AWQLI6TU&M3=BZH7AA@2-8FI;:"[OW[M0),2R&1@ M>W8N(#'G?4[L]RBVSDR/E'WE"2$"?<^S@L^T1(C=1-?Y.B$YY@.Z(X7\94-9 MCH6\95N=[QC!
<2G*,]TR#%?/<5IH\VDY]L#F4[H765]0!X;X/L\Q^_N>9/0X MTTSM:> QW29"#>CSZ0YOR9*(3[L']N_TAA*G.2EX2@O$R&:FO3,GD5D*RH@_ M4W+D))=(365%Z5=U\SZ>:89Z(I*1M5
(++\.9$#&3)?D"R5]3J1/SYS7[% MR;<]*00*#O*3HSN?")QF_ UZBSXM?73WRYV1+F0J)=#7-?: ^PEK/8$WSTD#18B MX2@H8AJWZ!?]>OLE?=*CO"_?H=;E$S3I93^MT;_4"/]+# !G.K\@R+*=K/OWR
M)=D-D&T* >OE]M=J_%SV<.?RQ[URT.R&B!KW)6]987=E*Q=\NPK2Q9]_D-& MH/>"Y/Q+5ZE6.*<;I]U$[[#:S+3Y,N<$W8@VOSU*],U?NOR&1+F0\("2%@(M"8N 8*UJ<9IJRV[-
U(G>K&.$BEMNG2)F\ODL+Q!,L$W:^WGJAMJ8, M),RO8,,2I@X:A[DQU0^GA0"9+GPQ7024KN7NL'%W^%_<[7*T%W2KHQ7,/5D5 M>^0-#7?
<7AO_,LZQ#67<:9EF.HOW9@V!%H>QV!$=!TGZZXC2ON"ZZH M0W1;,:'>BX2R]!E3T[WA>ARIA=VJS/NQO*#1%D14!69X3LC>0% 7EQ3L@205X2D)=I(,^X#3?JN:M@
MW AVPT/K)+K]K[U"D&^(B!?I85% >#O0T5/WBC]^:]4N-OB-&1EP M)]0$7R2>KHTC0K=F'64,&D"Z$V:6DD\BCFIF<2>609;/XQ6/,[JZT?N1(^, M6"YS4]M&LCO^O3]:E$XQRG"ZY@7X_6^_9
I*%Y9:[7K9 ^2-/+)!;N9<& M9NK<')1#4/4:CK)$GUL:R77GYK86;V,?]3Q$DITR1)U;%@C^Q??,01'X.Q3DEBCRQ*4B=];*7G%)& MGM@9IT([!:_ 7SK,J2EO%(F]08\F3K,*RAQ%8G/\1WK ?H'5G>Z%
[()+J09CJ61)*/65B M)9#!)\HZ344R;? M(J,P<4 J*?V4J5<[X:4SE 1#F(2>1:O[F.3Q MS,MOK^AQ)B4?7WFH;GN64>*I./,/CB:N0:V6DN(\N/9377-<+Q^+'88.X
MNHA;.NM6ZP[0]L5\MEP<#W"/A|_O?@!02P,$% @ R$)G6?TLU:6N 0 MP1L !H !X;"]?/L@*.!8*=*@/96UMCS^&W^RUK.O4)7I M4)_C_M#$WN54G>.\V*?4?#@7U_MP*F._;L+Y=F5;MZZ-
N$_$^OM]K.G_7Z^Q3.Z8_![]=NCW$?0BIZJ[+=A30O MW*5ZGH[N?I#^;7+16V[F1;O<2.%R!RD$:?X@@R#+'^0AR.BOJK01Z*^JM!'HKZJT$>BOJK01Z*^JM!'H;ZFT$>AOJ;01Z&^IM!'I;
M9[.$0&]#O8U ;T.]C4!O0[V-0&]#0U ;T.]C4!O0[V-0& ^>GL("O3WJ[0GT MJ[BW)#]#;HJZ>0& _?V>PFT-NCWIY ;XJZ^W?]"=.U"O'9\UCC\]))=;K=&YZ/ MOR\?)SOO^!UG!W_L%K0Z02P,$% @
R$)G62;ZAZ>U 0 W!L !, !; M0V]N=&5N=%]4>7!E&ULS9G-;(P$(1?!>6*B+&=TA\!E[;7ED-?P$TV M)"*]+=M0>/LZX4=J1:,B*G4NL1+OSHR]TG?)]&UGR
VV==6X651X;QX8#QAJ6X\-7[D6XUH/GVB7*TK/WC>AL^N MU,TLLE2Y:/"X+VR]9I$RIBI3Y<,^VS39-Y?1P2$.G5V-*TKCAJ$@8F<=VIV? M#0YJKQNRMLQHL%#6OZ@Z5+%MQ9S?5>3B?
HDS&76>EREE.EW7H25GV4^*7$'D MZRK>BP[[G7VX8=H_^=7^G4R?8:A<6&U) _?7_IG:-:U4V1W_6 M_=2;?P)02P$"%,A " #(0F=9!TV-8H$ "Q $ M@ $ 9&JC4')O<',O87!P+GAM;%!+ 0(4 Q0 (
,A"9UD'=,"6[@ M "L" 1 " ;\ !D;V-0&UL4$L! A0#% @ R$)G6;A=_T;=!0 MQ\ !@ M ("!#0@ 'AL+W=O&PO=V]R:W-H965T&UL M4$L! A0#% @ R$)G65Z=@!Y*!@ +!X !@ ("!(A@ M 'AL+W=O
!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ R$)G M60LYE*HL!@ =@X !@ ("!T3 'AL+W=O&PO=V]R:W-H M965T&UL4$L! A0#% @ R$)G6?K]NZW: P /0H !D M ("!Z$P 'AL+W=O&PO
M=V]R:W-H965T&UL4$L! A0#% @ R$)G64W2V91=! -@H !D ("! MEF 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ R$)G6&PO=V]R:W-H965TH K0P((H& 9 "@?QU !X
M;"]W;W)K&UL4$L! A0#% @ R$)G6:C&+%5 M#0 <"4 !D ("!=G@ 'AL+W=O&PO=V]R:W-H965T* !X;"]W;W)K&UL4$L! A0#% @ R$)G68 1M_U[! N0P !D M ("!C(X 'AL+W=O&PO=V]R M:W-
H965T&UL M4$L! A0#% @ R$)G60F9J-@F!0 ,PT !D ("!0)D M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ MR$)G6;TA4G^O P /0P !D ("!7J4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#%
@ R$)G6==>F\D!-!0 MRR0 !D ("!Q+$ 'AL+W=O&PO=V]R:W-H965TJY !X;"]W;W)K&UL4$L! A0#% @ R$)G66JZ"F,5 P 3 P !D M ("!\[P 'AL+W=O&PO=V]R:W-H M965T3" !X;"]W;W)K&UL4$L! M
A0#% @ R$)G66%Y^29*!0 H1\ !D ("!!&PO=V]R:W-H965T&UL4$L! A0#% @ R$)G M6?E;.":C= @ $ P !D ("!M]@ 'AL+W=O0W758($ Q&@ &0 M @('+VP >&PO=V]R:W-H965T&UL4$L! A0#% @

R$)G6<15]8X"! I14 M !D ("!*N0 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ R$)G66YH%134 P *A@ !D M ("!INX 'AL+W=O&PO/V !X;"]W;W)K8F]O:RYX;6Q02P$"% ,4 " #(0F=9 M_2S5I:X! #!&P &@ @ $;^P >&PO7W)E;',O=V]R:V)O M;VLN>&UL+G)E;'-02P$"% ,4 " #(0F=9)OJ'I[4! #<&P $P M @ $!_0 6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 -@ V +$. (#G_@ ! end XML 59 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p ,if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 60 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML 62 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 151 194 1 false 29 0 false 3 false false R1.htm 0000001 - Document - Cover Page Sheet http://www.truecar.com/role/CoverPage Cover Page Cover 1 false false R2.htm 0000002 - Statement - Condensed Consolidated Balance Sheets Sheet http://www.truecar.com/role/CondensedConsolidatedBalanceSheets Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 0000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.truecar.com/role/CondensedConsolidatedBalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 0000004 - Statement - Condensed Consolidated Statements of Comprehensive Loss Sheet http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss Condensed Consolidated Statements of Comprehensive Loss Statements 4 false false R5.htm 0000005 - Statement - Condensed Consolidated Statements of Stockholders' Equity Sheet http://www.truecar.com/role/CondensedConsolidatedStatementsofStockholdersEquity Condensed Consolidated Statements of Stockholders' Equity Statements 5 false false R6.htm 0000006 - Statement - Condensed Consolidated Statements of Cash Flows Sheet http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows Condensed Consolidated Statements of Cash Flows Statements 6 false false R7.htm 0000007 - Disclosure - Organization and Nature of Business Sheet http://www.truecar.com/role/OrganizationandNatureofBusiness Organization and Nature of Business Notes 7 false false R8.htm 0000008 - Disclosure - Summary of Significant Accounting Policies Sheet http://www.truecar.com/role/SummaryofSignificantAccountingPolicies Summary of Significant Accounting Policies Notes 8 false false R9.htm 0000009 - Disclosure - Fair Value Measurements Sheet http://www.truecar.com/role/FairValueMeasurements Fair Value Measurements Notes 9 false false R10.htm 0000010 - Disclosure - Property and Equipment, net Sheet http://www.truecar.com/role/PropertyandEquipmentnet Property and Equipment, net Notes 10 false false R11.htm 0000011 - Disclosure - Commitments and Contingencies Sheet http://www.truecar.com/role/CommitmentsandContingencies Commitments and Contingencies Notes 11 false false R12.htm 0000012 - Disclosure - Stock-based Awards Sheet http://www.truecar.com/role/StockbasedAwards Stock-based Awards Notes 12 false false R13.htm 0000013 - Disclosure - Income Taxes Sheet http://www.truecar.com/role/IncomeTaxes Income Taxes Notes 13 false false R14.htm 0000014 - Disclosure - Net Loss Per Share Sheet http://www.truecar.com/role/NetLossPerShare Net Loss Per Share Notes 14 false false R15.htm 0000015 - Disclosure - Revenue Information Sheet http://www.truecar.com/role/RevenueInformation Revenue Information Notes 15 false false R16.htm 0000016 - Disclosure - Subsequent Events Sheet http://www.truecar.com/role/SubsequentEvents Subsequent Events Notes 16 false false R17.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 17 false false R18.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 18 false false R19.htm 9954471 - Disclosure - Summary of Significant Accounting Policies (Policies) Sheet http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesPolicies Summary of Significant Accounting Policies (Policies) Policies http://www.truecar.com/role/SummaryofSignificantAccountingPolicies 19 false false R20.htm 9954472 - Disclosure - Fair Value Measures and Disclosures (Policies) Sheet http://www.truecar.com/role/FairValueMeasuresandDisclosuresPolicies Fair Value Measures and Disclosures (Policies) Policies http://www.truecar.com/role/SummaryofSignificantAccountingPolicies 20 false false R21.htm 9954473 - Disclosure - Summary of Significant Accounting Policies (Tables) Sheet http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesTables Summary of Significant Accounting Policies (Tables) Tables http://www.truecar.com/role/SummaryofSignificantAccountingPolicies 21 false false R22.htm 9954474 - Disclosure - Fair Value Measurements (Tables) Sheet http://www.truecar.com/role/FairValueMeasurementsTables Fair Value Measurements (Tables) Tables http://www.truecar.com/role/FairValueMeasurements 22 false false R23.htm 9954475 - Disclosure - Property and Equipment, net (Tables) Sheet http://www.truecar.com/role/PropertyandEquipmentnetTables Property and Equipment, net (Tables) Tables http://www.truecar.com/role/PropertyandEquipmentnet 23 false false R24.htm 9954476 - Disclosure - Commitment and Contingencies (Tables) Sheet http://www.truecar.com/role/CommitmentandContingenciesTables Commitment and Contingencies (Tables) Tables 24 false false R25.htm 9954477 - Disclosure - Stock-based Awards (Tables) Sheet http://www.truecar.com/role/StockbasedAwardsTables Stock-based Awards (Tables) Tables http://www.truecar.com/role/StockbasedAwards 25 false false R26.htm 9954478 - Disclosure - Net Loss Per Share (Tables) Sheet http://www.truecar.com/role/NetLossPerShareTables Net Loss Per Share (Tables) Tables http://www.truecar.com/role/NetLossPerShare 26 false false R27.htm 9954479 - Disclosure - Revenue Information (Tables) Sheet http://www.truecar.com/role/RevenueInformationTables Revenue Information (Tables) Tables http://www.truecar.com/role/RevenueInformation 27 false false R28.htm 9954480 - Disclosure - Summary of Significant Accounting Policies - Summary of Changes in Allowance for Doubtful Accounts and Sales Allowances (Details) Sheet http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesSummaryofChangesinAllowanceforDoubtfulAccountsandSalesAllowancesDetails Summary of Significant Accounting Policies - Summary of Changes in Allowance for Doubtful Accounts and Sales Allowances (Details) Details 28 false false R29.htm 9954481 - Disclosure - Fair Value Measurements - Summary of Financial Assets Measured at Fair Value (Details) Sheet http://www.truecar.com/role/FairValueMeasurementsSummaryofFinancialAssetsMeasuredatFairValueDetails Fair Value Measurements - Summary of Financial Assets Measured at Fair Value (Details) Details 29 false false R30.htm 9954482 - Disclosure - Fair Value Measurements - Summary of Changes in Fair Value of Contingent Consideration Obligations (Details) Sheet http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails Fair Value Measurements - Summary of Changes in Fair Value of Contingent Consideration Obligations (Details) Details 30 false false R31.htm 9954483 - Disclosure - Property and Equipment, net (Details) Sheet http://www.truecar.com/role/PropertyandEquipmentnetDetails Property and Equipment, net (Details) Details http://www.truecar.com/role/PropertyandEquipmentnetTables 31 false false R32.htm 9954484 - Disclosure - Commitments and Contingencies - Reorganization (Details) Sheet http://www.truecar.com/role/CommitmentsandContingenciesReorganizationDetails Commitments and Contingencies - Reorganization (Details) Details 32 false false R33.htm 9954485 - Disclosure - Commitments and Contingencies - Restructuring Plan Roll Forward (Details) Sheet http://www.truecar.com/role/CommitmentsandContingenciesRestructuringPlanRollForwardDetails Commitments and Contingencies - Restructuring Plan Roll Forward (Details) Details 33 false false R34.htm 9954486 - Disclosure - Commitments and Contingencies - Legal Proceedings (Details) Sheet http://www.truecar.com/role/CommitmentsandContingenciesLegalProceedingsDetails Commitments and Contingencies - Legal Proceedings (Details) Details 34 false false R35.htm 9954487 - Disclosure - Commitments and Contingencies - Employment Contracts (Details) Sheet http://www.truecar.com/role/CommitmentsandContingenciesEmploymentContractsDetails Commitments and Contingencies - Employment Contracts (Details) Details 35 false false R36.htm 9954488 - Disclosure - Stock-based Awards (Details - Stock Options) Sheet http://www.truecar.com/role/StockbasedAwardsDetailsStockOptions Stock-based Awards (Details - Stock Options) Details http://www.truecar.com/role/StockbasedAwardsTables 36 false false R37.htm 9954489 - Disclosure - Stock-based Awards (Details - RSUs) Sheet http://www.truecar.com/role/StockbasedAwardsDetailsRSUs Stock-based Awards (Details - RSUs) Details http://www.truecar.com/role/StockbasedAwardsTables 37 false false R38.htm 9954490 - Disclosure - Stock-based Awards (Details - PSUs) Sheet http://www.truecar.com/role/StockbasedAwardsDetailsPSUs Stock-based Awards (Details - PSUs) Details http://www.truecar.com/role/StockbasedAwardsTables 38 false false R39.htm 9954491 - Disclosure - Stock-based Awards (Details - Stock-based Compensation Cost) Sheet http://www.truecar.com/role/StockbasedAwardsDetailsStockbasedCompensationCost Stock-based Awards (Details - Stock-based Compensation Cost) Details http://www.truecar.com/role/StockbasedAwardsTables 39 false false R40.htm 9954492 - Disclosure - Income Taxes (Details) Sheet http://www.truecar.com/role/IncomeTaxesDetails Income Taxes (Details) Details http://www.truecar.com/role/IncomeTaxes 40 false false R41.htm 9954493 - Disclosure - Net Loss Per Share - Computation of basic and diluted net loss per share (Details) Sheet http://www.truecar.com/role/NetLossPerShareComputationofbasicanddilutednetlosspershareDetails Net Loss Per Share - Computation of basic and diluted net loss per share (Details) Details 41 false false R42.htm 9954494 - Disclosure - Net Loss Per Share - Anti-dilutive shares excluded from the calculation of diluted net loss per share (Details) Sheet http://www.truecar.com/role/NetLossPerShareAntidilutivesharesexcludedfromthecalculationofdilutednetlosspershareDetails Net Loss Per Share - Anti-dilutive shares excluded from the calculation of diluted net loss per share (Details) Details 42 false false R43.htm 9954495 - Disclosure - Net Loss Per Share - Narrative (Details) Sheet http://www.truecar.com/role/NetLossPerShareNarrativeDetails Net Loss Per Share - Narrative (Details) Details 43 false false R44.htm 9954496 - Disclosure - Revenue Information - Schedule of Revenue Categories (Details) Sheet http://www.truecar.com/role/RevenueInformationScheduleofRevenueCategoriesDetails Revenue Information - Schedule of Revenue Categories (Details) Details 44 false false R45.htm 9954497 - Disclosure - Revenue Information - Narrative (Details) Sheet http://www.truecar.com/role/RevenueInformationNarrativeDetails Revenue Information - Narrative (Details) Details 45 false false R46.htm 9954498 - Disclosure - Subsequent Events (Details) Sheet http://www.truecar.com/role/SubsequentEventsDetails Subsequent Events (Details) Details http://www.truecar.com/role/SubsequentEvents 46 false false All Reports Book All Reports true-20240930.htm true-20240930.xsd true-20240930_cal.xml true-20240930_def.xml true-20240930_lab.xml true-20240930_pre.xml http://fasb.org/us-gaap/2023 http://xbrl.sec.gov/dei/2023 http://xbrl.sec.gov/ecd/2023 true true JSON 65 MetaLinks.json IDEA: XBRL DOCUMENT { "version": "2.2", "instance": { "true-20240930.htm": { "nsprefix": "true", "nsuri": "http://www.truecar.com/20240930", "dts": { "inline": { "local": ["true-20240930.htm"] }, "schema": { "local": ["true-20240930.xsd"], "remote": ["http://www.xbrl.org/2003/xbrl-instance-2003-12-31.xsd", "http://www.xbrl.org/2003/xbrl-linkbase-2003-12-31.xsd", "http://www.xbrl.org/2003/xl-2003-12-31.xsd", "http://www.xbrl.org/2003/xlink-2003-12-31.xsd", "http://www.xbrl.org/2005/xbrldt-2005.xsd", "http://www.xbrl.org/2006/ref-2006-02-27.xsd", "http://www.xbrl.org/lrr/role/negated-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/net-2009-12-16.xsd", "http://www.xbrl.org/lrr/role/reference-2009-12-16.xsd", "https://www.xbrl.org/2020/extensible-enumerations-2.0.xsd", "https://www.xbrl.org/dtr/type/2020-01-21/types.xsd", "https://www.xbrl.org/dtr/type/2022-03-31/types.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-2023.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-roles-2023.xsd", "https://xbrl.fasb.org/srt/2023/elts/srt-types-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-gaap-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-roles-2023.xsd", "https://xbrl.fasb.org/us-gaap/2023/elts/us-types-2023.xsd", "https://xbrl.sec.gov/country/2023/country-2023.xsd", "https://xbrl.sec.gov/dei/2023/dei-2023.xsd", "https://xbrl.sec.gov/ecd/2023/ecd-2023.xsd"] }, "calculationLink": { "local": ["true-20240930_cal.xml"] }, "definitionLink": { "local": ["true-20240930_def.xml"] }, "labelLink": { "local": ["true-20240930_lab.xml"] }, "presentationLink": { "local": ["true-20240930_pre.xml"] } }, "keyStandard": 183, "keyCustom": 11, "axisStandard": 13, "axisCustom": 0, "memberStandard": 19, "memberCustom": 7, "hidden": { "total": 5, "http://xbrl.sec.gov/dei/2023": 5 }, "contextCount": 151, "entityCount": 1, "segmentCount": 29, "elementCount": 393, "unitCount": 3, "baseTaxonomies": { "http://fasb.org/us-gaap/2023": 536, "http://xbrl.sec.gov/dei/2023": 30, "http://xbrl.sec.gov/ecd/2023": 4 }, "report": { "R1": { "role": "http://www.truecar.com/role/CoverPage", "longName": "0000001 - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r14", "r441"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Accounts receivable, net of allowances of $812 and $1,118 at September 30, 2024 and December 31, 2023, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r171", "r172"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": {

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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r16"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://www.truecar.com/role/PropertyandEquipmentnetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.truecar.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less: Accumulated depreciation", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r35", "r102", "r339"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r492"] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": ["r53"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "APIC", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r269", "r270", "r271", "r361", "r540", "r541", "r542", "r556", "r572"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { 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Excludes amount capitalized." } } }, "auth_ref": ["r263", "r272"] }, "us-gaap_AllowanceForCreditLossesOnFinancingReceivablesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AllowanceForCreditLossesOnFinancingReceivablesTableTextBlock", "presentation": ["http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of changes in the allowance for doubtful accounts and sales allowances", "label": "Financing Receivable, Allowance for Credit Loss [Table Text Block]", "documentation": "Tabular disclosure of allowance for credit loss on financing receivable." } } }, "auth_ref": ["r30", "r545"] }, "us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "AllowanceForDoubtfulAccountsReceivableCurrent", "crdr": "credit", "presentation": 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Accounting policies describe all significant accounting policies of the reporting entity." } } }, "auth_ref": [ "r69" ] }, "us-gaap_BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "BusinessCombinationContingentConsiderationArrangementsChangeInAmountOfContingentConsiderationLiability1", "crdr": "debit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 9.0 } }, "presentation": [ "http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows", "http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Increase in the fair value of contingent consideration liability", "label": "Business Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, Liability", "documentation": "Amount of increase (decrease) in the value of a contingent consideration liability, including, but not limited to, differences arising upon settlement." } } }, "auth_ref": [ "r286", "r536" ] }, "us-gaap_BusinessCombinationContingentConsiderationLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "BusinessCombinationContingentConsiderationLiability", "crdr": "credit", "presentation": [ "http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails" ], "lang": { "en-us": { "role": { "periodStartLabel": "Fair value, beginning of period", "periodEndLabel": "Fair value, end of period", "label": "Business Combination, Contingent Consideration, Liability", "documentation": "Amount of liability recognized arising from contingent consideration in a business 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Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. 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Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r20", "r110", "r112", "r116", "r328", "r343"] }, "us-gaap_ComprehensiveIncomeNetOfTaxAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ComprehensiveIncomeNetOfTaxAbstract", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Other comprehensive loss:", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "true_ComputerEquipmentSoftwareAndSoftwareDevelopmentCostsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.truecar.com/20240930", "localname": "ComputerEquipmentSoftwareAndSoftwareDevelopmentCostsMember", "presentation": ["http://www.truecar.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Computer equipment and internally developed software", "label": "Computer Equipment, Software And Software Development Costs [Member]", "documentation": "Represents information pertaining to computer equipment, purchased software applications and internally developed software for sale, licensing or long-term internal use." } } }, "auth_ref": [] }, "us-gaap_ConsolidationPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ConsolidationPolicyTextBlock", "presentation": ["http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Principles of consolidation", "label": "Consolidation, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r47", "r427"] }, "us-gaap_ContractWithCustomerAssetNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ContractWithCustomerAssetNet", "crdr": "debit", "presentation": ["http://www.truecar.com/role/RevenueInformationNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contract asset", "label": "Contract with Customer, Asset, after Allowance for Credit Loss", "documentation": "Amount, after allowance for credit loss, of right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time." } } }, "auth_ref": ["r209", "r210", "r221"] }, "us-gaap_CostOfGoodsAndServiceExcludingDepreciationDepletionAndAmortization": { 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The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareAbstract", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share, basic and diluted", "label": "Earnings Per Share [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareBasicAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareBasicAbstract", "presentation": ["http://www.truecar.com/role/NetLossPerShareComputationofbasicanddilutednetlosspershareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net loss per share, basic and diluted", "label": "Earnings Per Share, Basic [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EarningsPerShareTextBlock", "presentation": ["http://www.truecar.com/role/NetLossPerShare"], "lang": { "en-us": { "role": { "terseLabel": "Net Loss Per Share", "label": "Earnings Per Share [Text Block]", "documentation": "The entire disclosure for earnings per share." } } }, "auth_ref": ["r136", "r144", "r145", "r146"] }, "true_EmployeeDirectorAndConsultantStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://www.truecar.com/20240930", "localname": "EmployeeDirectorAndConsultantStockOptionMember", "presentation": ["http://www.truecar.com/role/NetLossPerShareAntidilutivesharesexcludedfromthecalculationofdilutednetlosspershareDetails", "http://www.truecar.com/role/StockbasedAwardsDetailsStockOptions", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Options", "verboseLabel": "Options to purchase common stock", "label": "Employee Director And Consultant Stock Option [Member]", "documentation": "Represents information pertaining to stock option awards issued to employees, officers, directors and consultants." } } }, "auth_ref": [] }, "us-gaap_EmployeeRelatedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeRelatedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued employee expenses", "label": "Employee-related Liabilities, Current", "documentation": "Total of the carrying values as of the balance sheet date of obligations incurred through that date and payable for obligations related to services received from employees, such as accrued salaries and bonuses, payroll taxes and fringe benefits. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r16"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsCapitalizedAmount", "crdr": "debit", "calculation": {

"http://www.truecar.com/role/StockbasedAwardsDetailsStockbasedCompensationCost": { "parentTag": "us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardCompensationCost1", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows", "http://www.truecar.com/role/StockbasedAwardsDetailsStockbasedCompensationCost"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation capitalized for software development", "verboseLabel": "Amount capitalized to internal software use", "label": "Share-Based Payment Arrangement, Amount Capitalized", "documentation": "Amount of cost capitalized for award under share-based payment arrangement." } } }, "auth_ref": ["r264"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://www.truecar.com/role/StockbasedAwardsDetailsPSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsStockbasedCompensationCost"], "lang": { "en-us": { "role": { "terseLabel": "Stock-based Compensation Cost", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognized", "crdr": "debit", "presentation": ["http://www.truecar.com/role/StockbasedAwardsDetailsPSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsRSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsStockOptions"], "lang": { "en-us": { "role": { "terseLabel": "Remaining stock-based compensation expense for unvested awards", "verboseLabel": "Remaining stock based compensation expense for non vested restricted stock units", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount", "documentation": "Amount of cost not yet recognized for nonvested award under share-based payment arrangement." } } }, "auth_ref": ["r267"] }, "us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1", "presentation": ["http://www.truecar.com/role/StockbasedAwardsDetailsPSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsRSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsStockOptions"], "lang": { "en-us": { "role": { "terseLabel": "Weighted average period over which remaining stock based compensation expense for unvested awards is expected to be recognized (in years)", "label": "Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition", "documentation": "Weighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r267"] }, "us-gaap_EmployeeStockOptionMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmployeeStockOptionMember", "presentation": ["http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Employee Stock Option", "label": "Share-Based Payment Arrangement, Option [Member]", "documentation": "Share-based payment arrangement granting right, subject to vesting and other restrictions, to purchase or sell certain number of shares at predetermined price for specified period of time." } } }, "auth_ref": [] }, "us-gaap_EmploymentContractsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EmploymentContractsMember", "presentation": 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filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r456"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have 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 registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r456"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityFileNumber", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityFilerCategory", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r456"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r530"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityRegistrantName", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Entity Registrant Name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r456"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "EntityShellCompany", "presentation": 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Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN, also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r456"] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "EquityComponentDomain", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Equity Component [Domain]", "label": "Equity Component [Domain]", "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": ["r9", "r96", "r113", "r114", "r115", "r124", "r125", "r126", "r128", "r133", "r135", "r147", "r175", "r176", "r208", "r269", "r270", "r271", "r278", "r279", "r291", "r292", "r293", "r294", "r295", "r296", "r297", "r309", "r310", "r311", "r312", "r313", "r314", "r318", "r352", "r353", "r354", "r361", "r411"] }, "ecd_EquityValuationAssumptionDifferenceFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "EquityValuationAssumptionDifferenceFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Valuation Assumption Difference, Footnote", "label": "Equity Valuation Assumption Difference, Footnote [Text Block]" } } }, "auth_ref": ["r499"] }, "ecd_ErrCompAnalysisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "ErrCompAnalysisTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Erroneous Compensation Analysis", "label": "Erroneous Compensation Analysis [Text Block]" } } }, "auth_ref": ["r463", "r474", "r484", "r509"] }, 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items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r300", "r301", "r304"] }, "us-gaap_FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisTable", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails", "http://www.truecar.com/role/FairValueMeasurementsSummaryofFinancialAssetsMeasuredatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Measurements, Recurring and Nonrecurring [Table]", "label": "Fair Value, Recurring and Nonrecurring [Table]", "documentation": "Disclosure of information about asset and liability measured at fair value on recurring and nonrecurring basis." } } }, "auth_ref": ["r300", "r301", "r304"] }, "us-gaap_FairValueByFairValueHierarchyLevelAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByFairValueHierarchyLevelAxis", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails", "http://www.truecar.com/role/FairValueMeasurementsSummaryofFinancialAssetsMeasuredatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair Value Hierarchy and NAV [Axis]", "label": "Fair Value Hierarchy and NAV [Axis]", "documentation": "Information by level within fair value hierarchy and fair value measured at net asset value per share as practical expedient." } } }, "auth_ref": ["r206", "r224", "r225", "r226", "r227", "r228", "r229", "r301", "r322", "r323", "r324", "r432", "r433", "r436", "r437", "r438"] }, "us-gaap_FairValueByMeasurementBasisAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByMeasurementBasisAxis", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsSummaryofFinancialAssetsMeasuredatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Basis [Axis]", "label": "Measurement Basis [Axis]", "documentation": "Information by measurement basis." } } }, "auth_ref": ["r13", "r48", "r206", "r432", "r433"] }, "us-gaap_FairValueByMeasurementFrequencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "FairValueByMeasurementFrequencyAxis", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsSummaryofChangesinFairValueofContingentConsiderationObligationsDetails", "http://www.truecar.com/role/FairValueMeasurementsSummaryofFinancialAssetsMeasuredatFairValueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Measurement Frequency [Axis]", "label": "Measurement Frequency [Axis]", "documentation": "Information by measurement frequency." } } }, "auth_ref": ["r300", "r301", "r302", "r303", "r305"] }, "us-

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Examples include, but are not limited to, desks, chairs, tables, and bookcases." } } }, "auth_ref": [] }, "us-gaap_GainLossOnSalesOfAssetsAndAssetImpairmentCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "GainLossOnSalesOfAssetsAndAssetImpairmentCharges", "crdr": "credit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Impairment of right-of-use assets", "label": "Gain (Loss) on Sale of Assets and Asset Impairment Charges", "documentation": "Amount of gain (loss) from the difference between the sale price or salvage price and the book value of an asset that was sold or retired, and gain (loss) from the write down of assets from their carrying value 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Disclosures may include net deferred tax liability or asset recognized in an enterprise's statement of financial position, net change during the year in the total valuation allowance, approximate tax effect of each type of temporary difference and carryforward that gives rise to a significant portion of deferred tax liabilities and deferred tax assets, utilization of a tax carryback, and tax uncertainties information." } } }, "auth_ref": ["r123", "r273", "r275", "r276", "r277", "r280", "r282", "r283", "r284", "r360"] }, "us-gaap_IncomeTaxExaminationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "IncomeTaxExaminationLineItems", "presentation": ["http://www.truecar.com/role/IncomeTaxesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Income Tax Examination [Line Items]", "label": "Income Tax Examination [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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when impairments, charge-offs or recoveries are recognized." } } }, "auth_ref": ["r31"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r460", "r471", "r481", "r506"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r461", "r472", "r482", "r507"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r462", "r473", "r483", "r508"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r469", "r480", "r490", "r515"] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestrictedCash", "crdr": "debit", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash", "documentation": "Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r534", "r538", "r566", "r567"] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.truecar.com/role/NetLossPerShareAntidilutivesharesexcludedfromthecalculationofdilutednetlosspershareDetails", "http://www.truecar.com/role/StockbasedAwardsDetailsRSUs", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Unvested restricted stock units", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://www.truecar.com/role/CommitmentsandContingenciesReorganizationDetails", "http://www.truecar.com/role/CommitmentsandContingenciesRestructuringPlanRollForwardDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring costs", "verboseLabel": "Expense", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r7", "r186", "r188", "r547"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://www.truecar.com/role/CommitmentsandContingenciesEmploymentContractsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r182", "r183", "r184", "r185", "r188", "r189", "r190"] }, "us-gaap_RestructuringReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RestructuringReserve", "crdr": "credit", "presentation": ["http://www.truecar.com/role/CommitmentsandContingenciesRestructuringPlanRollForwardDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Accrual at December 31, 2023", "periodEndLabel": "Accrual at September 30, 2024", "label": "Restructuring Reserve", "documentation": "Carrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan." } } }, "auth_ref": ["r183", "r187"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r54", "r74", "r337", "r355", "r356", "r359", "r374", "r441"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RetainedEarningsMember", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofStockholdersEquity"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r96", "r124", "r125", "r126", "r128", "r133", "r135", "r175", "r176", "r269", "r270", "r271", "r278", "r279", "r291", "r293", "r294", "r296", "r297", "r352", "r354", "r361", "r572"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "terseLabel": "Revenue from Contract with Customer [Abstract]", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss", "http://www.truecar.com/role/RevenueInformationScheduleofRevenueCategoriesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenues", "verboseLabel": "Revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r149", "r150", "r160", "r163", "r164", "r168", "r169", "r170", "r219", "r220", "r327"] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": ["http://www.truecar.com/role/RevenueInformation"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Information", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r95", "r211", "r212", "r213", "r214", "r215", "r216", "r217", "r218", "r222"] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r524"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r524"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://www.truecar.com/role/NetLossPerShareAntidilutivesharesexcludedfromthecalculationofdilutednetlosspershareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "documentation": "Schedule for securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by Antidilutive Securities." } } }, "auth_ref": ["r26"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.truecar.com/role/NetLossPerShareTables"], "lang": { "en-us": { "role": { "verboseLabel": "Anti-dilutive shares excluded from the calculation of diluted net loss per share", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r26"] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionContingentConsiderationTextBlock", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of changes in fair value of contingent consideration obligation", "label": "Schedule of Business Acquisitions by Acquisition, Contingent Consideration [Table Text Block]", "documentation": "Tabular disclosure of contingent payment arrangements including the terms that will result in payment and the accounting treatment that will be followed if such contingencies occur, including the potential impact on earnings per share if contingencies are to be settled in common stock of the entity. The description also may include the period over which amounts are expected to be paid, and changes in the amount since the previous reporting period. This also includes contingent options and commitments." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock", "presentation": ["http://www.truecar.com/role/NetLossPerShareTables"], "lang": { "en-us": { "role": { "terseLabel": "Computation of basic and diluted net loss per share", "label": "Schedule of Earnings Per Share, Basic and Diluted [Table Text Block]", "documentation": "Tabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations." } } }, "auth_ref": ["r543"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTable", "presentation": ["http://www.truecar.com/role/StockbasedAwardsDetailsPSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsStockbasedCompensationCost"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Employee Service Share-based Compensation, Allocation of Recognized Period Costs [Table]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]", "documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": ["r42"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.truecar.com/role/StockbasedAwardsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of stock-based compensation cost relating to stock options and restricted stock awards", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r42"] }, "us-gaap_ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock", "presentation": ["http://www.truecar.com/role/FairValueMeasurementsTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of financial assets measured at fair value on a recurring basis", "label": "Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of assets and liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": ["r300", "r301"] }, "us-gaap_ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfNonvestedRestrictedStockUnitsActivityTableTextBlock", "presentation": ["http://www.truecar.com/role/StockbasedAwardsTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of activity in connection with restricted stock", "label": "Schedule of Nonvested Restricted Stock Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the

changes in outstanding nonvested restricted stock units." } } }, "auth_ref": ["r40"] }, "us-gaap_ScheduleOfProductInformationTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfProductInformationTable", "presentation": ["http://www.truecar.com/role/RevenueInformationScheduleofRevenueCategoriesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Product Information [Table]", "label": "Schedule of Product Information [Table]", "documentation": "Schedule detailing quantitative information concerning products or product lines by product or product line." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfProductInformationTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfProductInformationTableTextBlock", "presentation": ["http://www.truecar.com/role/RevenueInformationTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of revenue categories", "label": "Schedule of Product Information [Table Text Block]", "documentation": "Tabular disclosure of product information that are included in the discussion of the nature of an entity's operations." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": ["http://www.truecar.com/role/PropertyandEquipmentnetDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": ["r8"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": ["http://www.truecar.com/role/CommitmentsandContingenciesEmploymentContractsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs [Table]", "label": "Schedule of Restructuring and Related Costs [Table]", "documentation": "Table presenting the description of the restructuring costs, such as the expected cost; the costs incurred during the period; the cumulative costs incurred as of the balance sheet date; the income statement caption within which the restructuring charges recognized for the period are included; and the amount of and periodic changes to an entity's restructuring reserve that occurred during the period associated with the exit from or disposal of business activities or restructurings for each major type of cost by type of restructuring." } } }, "auth_ref": ["r182", "r183", "r184", "r185", "r188", "r189", "r190"] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfRestructuringAndRelatedCostsTextBlock", "presentation": ["http://www.truecar.com/role/CommitmentandContingenciesTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of roll forward of Restructuring Plan", "label": "Restructuring and Related Costs [Table Text Block]", "documentation": "Tabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets." } } }, "auth_ref": ["r36", "r37", "r38"] }, "us-gaap_ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfShareBasedCompensationArrangementsByShareBasedPaymentAwardTable", "presentation": ["http://www.truecar.com/role/StockbasedAwardsDetailsRSUs", "http://www.truecar.com/role/StockbasedAwardsDetailsStockOptions"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table]", "label": "Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]", "documentation": "Disclosure of information about share-based payment arrangement." } } }, "auth_ref": ["r232", "r234", "r236", "r237", "r238", "r239", "r240", "r241", "r242", "r243", "r244", "r245", "r246", "r247", "r248", "r249", "r250", "r251", "r252", "r253", "r254", "r255", "r256", "r257", "r258", "r259", "r260", "r261"] }, "us-gaap_ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock", "presentation": ["http://www.truecar.com/role/StockbasedAwardsTables"], "lang": { "en-us": { "role": { "terseLabel": "Summary of stock option activity", "label": "Share-Based Payment Arrangement, Option, Activity [Table Text Block]", "documentation": "Tabular disclosure for stock option plans. Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": ["r10", "r11", "r39"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "Security12bTitle", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r455"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2023", "localname": "SecurityExchangeName", "presentation": ["http://www.truecar.com/role/CoverPage"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r457"] }, "us-gaap_SegmentReportingPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SegmentReportingPolicyPolicyTextBlock", "presentation": ["http://www.truecar.com/role/SummaryofSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Segments", "label": "Segment Reporting, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for segment reporting." } } }, "auth_ref": ["r154", "r155", "r156", "r157", "r158", "r159", "r169", "r430"] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.truecar.com/role/CondensedConsolidatedStatementsofComprehensiveLoss": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 2.0 } }, "presentation": 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Excludes temporary equity and equity attributable to noncontrolling interest." } } }, "auth_ref": ["r52", "r55", "r56", "r70", "r375", "r391", "r412", "r413", "r441", "r454", "r539", "r544", "r557", "r572"] }, "us-gaap_StockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "StockholdersEquityAbstract", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Stockholders\u2019 Equity", "label": "Equity, Attributable to Parent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_SubsequentEventLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SubsequentEventLineItems", "presentation": ["http://www.truecar.com/role/SubsequentEventsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Subsequent Event [Line Items]", "label": "Subsequent Event [Line Items]", "documentation": "Detail information of subsequent event by type. 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Examples include: the sale of a capital stock issue, purchase of a business, settlement of litigation, catastrophic loss, significant foreign exchange rate changes, loans to insiders or affiliates, and transactions not in the ordinary course of business." } } }, "auth_ref": ["r319", "r321"] }, "us-gaap_SupplementalCashFlowInformationAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2023", "localname": "SupplementalCashFlowInformationAbstract", "presentation": ["http://www.truecar.com/role/CondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Supplemental disclosures of non-cash activities", "label": "Supplemental Cash Flow Information [Abstract]" } } }, "auth_ref": [] }, "ecd_TabularListTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2023", "localname": "TabularListTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { 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M? H,^6_PC'CW,7=4,O37P]T#V<2D#%F?UP\!+ A/-H"B01#VBZ)*=84!NHP MVF1H8K). ^H)>J& END'/%)Z!I]3>I?"N8A7E/*^T?PX#X4]W8S&D/=&*4 .*Q M3(N\GIBP 2V4 @P>:\/Q%% 3I!=+]D/1Z@T3=DF71&!):CHHEW"*\&GZ/F4M JMS>CS.$6M#B]7OJ?"&(:#MUFTS1)A,FZR9Y:V*U)(69(T8[:J!(/U#$TW[3' M,@C> ZW$G#W;2D:AW%+RW9D7P@!&0R>H>@?.S? X1&0;/2LSR&O54F(J-E3]: MR819M[QV)YOTV>]$/5(@CU?X["^ CU6;-9> _(/'],0&=X9 <9LBCJ0WQ#$\ M'IRN<.V^S^ >PRW^=/5[<':[X=@C)7T*8#W ;G%2<)YOQ'DR+B=!LUW.*7R] M)*)CI-X*02O2]*:80@[+9 SQ!W)F%E@]/S2E3(M\==EE4>?@SI#ICH5-S@ MHKXHSPXA]<1<3!2V+P#!MT3)F54'B-/\QOT 29W M.#P,?KRKGRE#5_RWE8D(II)D-9(@>Q#; 5"E'8&&#6ME]!M4;A6!&0;+]O& MR[YUO.R0"G>>2L4;#@XW: D/5+R3@;[P_64O,NMEM>MY5'&=S)F/XGY9"DP M8Y/2-J> ^*/]*OH)L?.U'<2D5#/"]>7PI:Y0J]..&'J>PT;?>D<_3CC=] MC']/[YT[W*4L[O!-)* L6+:>VI%U3U'(OR5 MZ?@L,P4*F*CG6+ MR&/Q'K>E;+0QC7WQ0B7+=N,)';GK9,5M-C/_J#?IN6MD MYE_H<.Q;E7#=W_RX#]:BI([/$;$H2N:H9Z%0X.6HZZR*2#'BU8(KV7$$LXA, M^L%??C@Z>8/A09'$>T3, ^7@,8AR#S0A5TPXTCJ5%UT/#.'B5;40WH3L5:H?7 M8A5#:'6_3&^719'>PS96-0D]^SDE\^%LS55<7. *6K#,ZD*&*G$01.T$?IA* MD9*O+58CH@/1E"-C5/:S=#;>Y>*-#>?27LT\]6:'30VEJ%.5 @?J<9VJ81PV M@[.05=Z5/604#.)5CO1(,N+!?'OCCM/FI5-0EN,*URFA>5%SQ?.WZ*<@?1 M$5@6,,(GK&F6Q\!];%9#U,QBB9"[4N#;*=%?0IU$.*#-&,//"KA;'-*2$T^L M^9SVG,62K M2ZF%H6)>4S'ZR,U9UKD8=8%/ZQ)]SIT ?I=ACI JRNRJY6]?3E5KBSR"MC=< M-QM73=0NF4V6'-C./?+;I]=>>E4R=-R;V[(BKGQE*L\ZH9)$C(@X)'&Y,G! MMIP#!,NJZ^K(3)*Q.6SY@P.)LDE2^DHUEE^*, W- MQGQ=,D/A3R]+W'FYA'G593A-,E3MO8@N7#/3MT,3=YCEAH%+5N8J\X96U;(12(4P@T;Y(D42E M&6H!?7 R/-9*TV4]@D\$?V>9<:6PF\ZB:M?L&2DHG6<+2U>MLUS-EA_5LK6; M ':'TM 3J(+ ^7"63RM&9"H8QCT9(R]U@HX)U:%YHOZD37=AZRR^5# -_6P+5 M.LT<-A!QFLC:*QGV7PD;)IN!?75*?TH()B_%C5IQJ]OF8L(UAG[H6&(7UV=_ MCG:[;$%])WP@F: 2=W0-*;,N-5OTE;.3UJ-MOML1&E&7?"F#2['QWEJ&SA-& M/"8 .H5+I]BOWDR/H?"]V&2R5;/O\4A:+&DIO]TI)VXAO6=_ =YCG'LWT<1(X&KNN9C]@\]+(MTC.A1)E=C6KO;9*O28BTS%7(/24(72T"777HA"C+/3@IWL+0:KUMP)],1K!R M='@JQCF6,>+<XB[A;7$32\#Z0;+=H%>H*?,W.$U."'@ M?U MJ&+2TZI5E];9&%(!S-0XF.[SJ]K7.UF684>:9;C ;>7X[?R.&([?4RB/D+++$ M'&HH!\&'O,)?6-=U=H_JXR=:QR&<*[P 7682YX4Y'N(O,2:MZNIZ4'%|O%>6 MR+VTL7C76)+?S.SLL$MTR(6Q0X3J.$UA(D8,6&6I4)-H]3=-/Q7WKADCSQ<*Z+8_PT*;5;A[7!'UAR!< /8"";3;C]1:0A_[\D'Q7#LU2"_L8$M"4Z!TI:? 7E 3T+!JW_6] M<_ "3+%JX\C[O:K\]VZU2(R:.4DUV,6"%CIYG@L"6]ZTDYE:Y<:CH%*?52WB4J M<=Y,BWO]J1FY]#JZZ1Y&D!RD-[VW^#62X+0+!4*R9=:U7G:AG0/S)>G'VT7Q MYKDL0#8YG-:P^B?G0OUF0N/>,*'CP?[A*DP>(-L2S_T39AMO.AN>=4X@Z(P* MY<3#XMX82Z1;1A%"*^F[? %ULZYC(F%/G<:PP-BNNS6.]D53- F->X]4RH9U MU,7V#I!\YMM%-$LWK\ -3F2G[R[W+KKC&55:GV9'H;&B,*8O, @-]^7Z0=2U MHDKA"G'D+>28:Y>/NH'?JGUZN)(H*!(H2)99Z27WX*ZR/"LQAD$EYS&USIX MG1G_>6QX4^A)CAMZ[.HK:N6&F):A.(&"]V5>H!H M,#,PI4H02>O2S1/CBZU1[+-9?+&3WB FK8$OUDI:Z47,HXNKM6?* 1'.6P#F MD+J^!YV/L+@:/ES1#+ EP'>4#0$V!SHI\])97H\QI'I4)G%"#@RV)G:=Y"3V M"V'OEL7]^-RZ_(7M3,[3O%2@(O1C:VMVR#'*Q7UO FJ7>5GMG;_#\ZO*L9@^(W>'ZR81WL29%2>XX$(79[6M!T)1%(B?&6S)5'=>Z33"D2 MB+&U5'2S'@=1!NVX75 >-*[?;(0&;'C8RR+R<+ERE%]\2HYPSP]@\/<&QR&'B M)(D"<'P+E;A])M9WL(JH536F7P[DE'8-X(;2EZ?T\2&A8RQ VKLY%BCV@. M? @2/"!LM*XW'IAGB,*6S(&LQF+S:H^-9#T *#F:R:N?5W3:YU=Y%Y5]I6C:D MFV$Z';=[OF 3:\6<0S];Q*-PFK:3S$2A7,K=\UQK3E6?Y=![N/ES+NWK]@&O MS[/1;C4%D!AOCSFR[1J;^LYY,]-=A+:WZ-O?(M-;C>,-7A&XEP?:B-G_65.UWBW 2Z>RDHAK%0H>X2(X\N_X-M:5GUFVV V"=DJ,&9%)D2_AZ*J(JRO<+V4MBZ M[1,ROQH-T5@J@.AC#R"Z+Y8I3K /AHL1/>,$]_KHH=)@^-Q$F%7W4FMTJXK MRM%V5?6&!UA"\TDT6Z6IY7&ZI,U#P|'^/A>,.$3]]G3W&]_=M83&X>!X+:FQ3CKU<#@<'&ZTM7)_!,?) M8' XI8+#RY1)7-*8RR@9)TYWT0=P=+?8I3-/<:&WJIW@3.G,..H\#O[I$T+'= M65CJ=^;**3I@&&H%5M,LE4X_RJ(7ZBI%+:)M0LTHZU"P1RS MQC4E+2;#W+FF>>XB@ZU]AO?!&3I5ZU$1_U6C=%["4IKR= '6FK:T+6Z_TI[Y8 M]0 RUKBQN9<4C:&&EF1-%MY@V)1 ;3>#8D"+N!8ZE;PD'&^/NW(1%WZ*6+'G M1HN!]JW+!?WCG3(S[87KW-8@K6=S.)89Y:[G&&>#HX_A[B5E51#7I.)>]M^@ MMVS:QV(:X'(82LR&(5F^M, [[:Q_SA7"KV1R'N.N ='2V#D][4GI9^ B74R55 MC8F ^J3L ,9Y1O+]BE6Q'OY0OW/K. M>"!]$Q=W,FXZ6-EX8P75*=]V! M3XI,;;@8MWF @KNB(>C>R;*DSI,*AOANM^.>@'*S/],O8KR3B5EY):*/^4 M'B-@"Q4]ZH@QJNCGBDMKPY8K'GQ8.\J &*@!&2%.I=$:-+*'B/$NJO!N2>X M5[Z%G>XT5]@IKKJSMHOVAB[I:[FG-92!\:HF95GK\B*3MXS,&D$GL/[ZGA&4 M9^(NF:&6RV*/!(BJ;*S$9XFR"Y-W0?W$/S,W%D;\Q53+W"F[CO:'.P(F76(D M%KG0=2AY%3=UMCFQ9R#C3:B"P^%&5<$><4Y0!$F&8((D=J>:Y!1:=M(&_6Y M>,/3>R9#T@H\)W.7]NAQO#)GBL0^3%:8MVK]%V10^+ R-LS0 :9""'?F[$!$ M@A-W03)#P=_)1E<.6JA"OX^<>\+E72H[*;7BX,04P(UUF8+,' MW9F.H+L/ZW/#-!+Q0S G[R M :ZJ(G@C:ADN=0I*(H9Z-W@E,-N!*2&XNOYYAOPU1ZX$TI<*KW.B_POQ,N MHX:-FR#BQ%B0P$45DFA;:.E"22(]R#1@H"F[I,,[PRZ8D'Y],L484*RM'!26_6 M;FJC:3XXG+$ FN&QK&[;YH3S)%:D29SGV3B)&1D7KBM5]E9[9O-7^_JQ&GJ M-!8"%#6MM XVZ2$DZ_82/IOWF]@Y+4RI'?.*;?,,4M?\'^XZ'=W: !$=>4NV MKMM.&CWKT50IJQU?L)[!",=#@+*\W45C&V;9AEEZ$V;Y<@&P(7[?5-6:N"NH M=]@29?!H1B6F^]* (!/6/FU1BK9MHG >AV ^U8>N !LS$58GJEYK' M]K(O3[MA#;W4.&5]X$M@ 6/"@M*S?1M# %:OBG M="F>KB;US>+?G/:F8'8- _)M?#2XE&E#:DJXC[!O3<]ZSKB.#PD$QWSS=TU7R MG;!/%N!.V]QCAKQJ%X1;SMZ9#ZH:F.D8A'+$HG\]FM8VM%BNEP9T\&K_%]<) MY:B2MKK!4?].0YL3U_ 1R+L()^WZ!YRZC]/3TU-_H(H;OKDXS.Y&&:PM:DM! MJO.CK; [^9;Z+WLBCH\$Q[4,L4TPL8.,"P6/0+?)(_ >#H95L & Q?-L_@\'A; M>@#$>4 :@7L"W*F/[H:*&R@D"M8$^08J;Q+'^N9YH9TO))I3T_MX5AIWM G%)GJTJ^=GFL*%LSX:UEW*4-TDN'/GHN_@? VAD-%#!M-F&4 MCBYV&6J7WFKV&*HC+75AIO89,>[$G)MSH&VVAQ\;B3+!-GN\D@FANB 2E%'" MGD)LH7KF]T!Q"B=FZJ#]!:MM4F G4S?ADSLGD@681 5*=KV"-CAZ 67NPL7Y5 M?>> 1E+BG%?*2A!T%O]>.]@[OXL.4GM?&B(+YBLPAD/96FC;1%YO7 X[L(KN]BOUEKVD%M5% MVUFP(WQO>%=X'QIJ20EHB"%TDMMP#&WBL/]\H4O(P"=O/8-SUX/Z1T[W>H9,%S.2<'H ME0>B=$O@TLU:7ETQBQA0WDFR+Y(#RLXY4"P(WDB*A?2DSPEV&T/I8G5))V"\ MV[+.9E<+VC?<>44WFNK-D3]ULMX:B-*;-41 SRB:YD6TO#9GUM;A2!=&!(N$ M ,;CT-&VXM0OWK4?0NDI OX"P2JH^-_ ^8K.&/G -(8-YMP'0ER.+K-&$PZI^[+ '"0';F7#5TXI[N*$84*MS$QHXB4.B,YN(";MO%;P9>4)!)YOF&6BGJR',2]3D;)DE92&QHXK4 MK>:[['K3S$J-UGD]JA^?S8'4O3/S0OF(L3D?+ <(DM/N%B>2H >,H4]U'O=J8 M@EH*BO$8EHZ.&SV9FZZY<#Z7GDCDI)>1J\4-.*89>CQH,D0_G"M]\|Y6M&E< M+WUM%S3YZE;*94:>[N]AEMC8 N5,PQ1]=\TJQ@%KO&%LNGQ,*;V(PU8P)NP\ ME0(_ABXR5EN0-TJ:/^U/ =>XS:.B5!34D.@AI0\N'H+?WHW\RSG6:-WC4D,:P75]T"N#VTMG&]& GQ-I%.4WF#1&T MV2MZYL1OB> 6S%*%BE1G+A>PPR"^8MP%^ XQ%G C(,- H)H0;K!$/<3K>2]0 MR"YILFIV:.Y!#O1@'_6\83%H8OHJN[4BLO9.?LF(@A V:1$WIV]'\3+C/8 MW;Y/7;U!*PCI1,? W0J14*\Z?;KT,ED'A/S-/XA;;P(/1% M.BM+N>FTW:7B41 STZN9+U^-H-6L(48OM:14<@!-6()NC%34T0$A=QI+*C G MA4,N.03]#M!.. 'XKI842E CZZ9_E;MZZBV_B^U^+12'!9%>DLL%Q+\H/LLJ MN!%I3>D86+29^W!!BT$O>AWW&E-4^%DUG08OVB_M> 'V/.2B*3C@LV[DW#%AEY*6M1 .+HX(2!"N584;> M'EJ +3T$(QF\]4;%!?IQ-%P+5X?JTQ,0[M;58N_L##IR94P;S;/;5+*6':.?(VPO0I;2MJ M3[3>N':. ^Q [F^C_=MH?V^B_0]12#?4]K,A\I $$&=YD.73-&XBH%N19 U6 MJZKSRBF5(Y!CVR3@M@PFSS:A6G8K<^-E^H _)(APW\+0CG/EF.@P-]A+I[SR ME)U="PYMB:C*BU*/PP:3O!.S.29H-?.5.,B@,U-5\;LD^J!$;&KN"9ZA1#:; M1@=^ZZ?P#0O@@@(06C/D5B0D|Y 328;90#24S%4PX/P0M4XI=YR^+%+9E.9C MU09=@:8ZL^L(<72K28MT. ^OK-+K>0B6/I,BB1WDWD6TR=,HX=/&B4%Z#D,(X M&;7)RSU8%XYBEGF44.*)@RA%WWY2]+B^9]AV'F=L.[Y^[KI*S%@SVY%R%P.*.I6JL(9)QAB@LHHCI"G24P/$@(;&@] M?N7[D0Y>YK2X-01,7$ X&4D.M7UOJ=5-0&*OC"G46K]P*E"4=T8%'+O<8[5- MUW;?;@!ZMDJ(3,;\DW0A>$)@7$&QH3D!P<+E^J#8]=B.IAO+!\O5S"5FW3]9\E6],(,YH97&<7?' MP: Y"JG\@9)^REY.[VT-!^))L? 5LC%'#E*8YN\,[K309U06+@ YSD"M>[&X^ M:3;.&F7_6XRH];+1N*W[-MRJ*MRJ^7UJ!{DCGI0);5.EE\O!O)+++M;%O@WC M5/7:].(GKRI15,$[.!;YG66O]>E9G7V2@O\>GN=5USG7NV8?[%;72>]8F>% M%KJL.4+@/ZM'F)O[ZW93?4Z#5S[&2*(0-G$;I[QD]56>$ J6*LD@? MYQF%VP#]-D#?GP#]%XOA#47MW8M%=ZUA!BN(), ^45'A'&HRJ62Y6:!![-4"R]/I,&'K,TV4-"G@/N\< M[E.GW++A @>+*BF\4F]JK2,LCU9FSPZ"D=5E:;L4+@-QHSY!?KZ@>3PT*1?M MV:-+"P(@F&P>]B,[5??HJYV)5*$4V2+T7F!&S'Z]< XZ7_F!;7N MZ5;28"J8'@1G!D*+"=&Z^G16]F/FAP8ESY%*U[G).CD'*):A4PY\#NP!]5-Q MCXJ B\D$DU ME_/*:R7I]A/9$;M=U[WSU#O5=E$#*7'=]*Z_5!G&WAM[#Y2IAR:3U,[17C/[F0A7NP*%, M9*&3NF^G7.,E-!DE<4*G9M.QLJ2!]W32D(C9S--8YI(MROGQ_$XB=HYTIQ(M1HD:% NW_$!D7J+-+=&XOT!TMN:!,Z:\N-43 M9Y)6"#.UBHZWV=-'@W%];5W1TNRZ4:@:X*HFO-V\%8_?0+ M/2%S#E3H,T*X#1S4E"%Q&@QA79P1NU@('&?8IQ9K;.HIJ;8GW+UCW5(:WK M?1W^.5(IL_(5+DRL=E+(NJMO;*R97%_-JR=V6,Y$W((N_UZ3%KU/*T)R,IM,ZGXD_E"@2(, M5? L:J1EJQ$<-1O^A&AJKSL#+-4K4(A%^5)2J.5[S$%GPR@Q+(-QNZZJ'&'$NQ7\=?(8MS&2;8QDLT6,7]8 ?K,E%L-A; ^!Y#_97=KI;!)*X M8="',DE-U6(VB_"BC8[@FOM)R*FH_OK"&'BQ2K-@[J_ ;^H 8:SJ<6+3^'S'S0 MY9D!H&3C]P8)571ZH1<]:/O0K][76N4*FZM0"FQJK#6T>P+PUZ!(E:$8?7 MR\A5+13*$+M*8>1 _Q5XHW22Z"Q_3@1*E!AM@.V 3#6KR7N0@0:M[E6V@RSLM M#"DY$Y7'HB-;UTY9U2V[K0ZR/-O#L$B:HVRF-BS4NEY6J&X[G0V^KV(T, 2> M$:=\'RLO^G_C<+KY!76RL(=_QK[]?_ > AUYZV>PR>#^;)1/%MCY)@C'&R>L' MF+.H"CW"39PV)?)3$0<8WMDL)XI7E2XP5[C>=;Y4SG! M=,Y1BJUZ$T89L7,@?Y^VD=&R=K;Z EY)%(:M=R0_X]+>[YW:L*;.N]1^U&5J ML2X0;XH19YVL!P,/00 >6HK?#!C[36F7,[:6C@7?P,1A?)_5IP[? KZ#G=K@Y'6"; +%!R.M-GRQ M+,\G+/UBUNI-KR+4NZ0D5B^IK%]$OH>3"8HJH*]]&.L*6:]I4)4)7BA\! M\3J/5F@L0RLLU4%DM+3NJON&LAE'^->MY&'[*5/BG@/:S#?",34%YVU MS!6^7? <>W\8D"9Y+$:H> !TR,]TA4:QQI5-1_SP=BHY['C1Y1BV*KCN4CYY0#.5*V$1J MG^\%.SK5BQ$-771#XF[ZS\"\=;U&N @7*4W "HQ-)I!)#=LE)XGJMNWE$CI0 MJ\W=,YEF3JML#6R++)8Z6W+6EBNAG,:,C:)L:M$[[S!GJ4SOW28]:WTC<7KX M*FE%W#^WOU9M[H7?,Y;[W5,+86LD>_V!W+%U!N:H-)T8].%1FM//C5:BG9-E MVQA-2X,L9W>74X? 25$D\V4BT7^ <778<)+%9I54:KVHN7FK0--6#U.G+TX;* M-"F<+RF'4^>SZLR^2GG2H? I76$ _'/Z)TS?H54W#XMBD[/>9S:B#3X5OI M# <.\7D)AQ$K@\BCOKZLF6A^TOE^J&1A2K&E@/@Y5XG4@40F,)$4W1YUMFAA4 MBJN8V?_E-ONZ09\V7SO8,OAL#!HD*.VPU?2SN=/P,^PE3FB\6!DW@GN*[\;R M!KBSNK(I)7Q_2;UPOQ3+X^>B6'Z@=,B>:I7;"/\PVM^#"/^SA(MY1N;++R"= M"K'A%FZ*$1H1RX%:#/?6F0K9+.C:.,6S#GB(@PF1%LDC%)M?VWZ%-L4|KL$: MF OR[A@10M=@A0A-5;&K(Y*#.XFJL/![X.K 4+!8N*X>@(QDQ%J-*;'0ATA M(4B0>:6;RZOZ&^"+%0*Y@#S7J$\T@AV3D.7G17*#P:8HKXN$$*4X-55!!@>_ M7UZ%P,N__XKO_ZP:=EZPD1.HIAD$/1MJ]K(5,5=8-U0P08AXHO23-T.JR$R= MA]X\H"C\K-H_M' 8=\?%'?Q'1;27?O@1B;B?]6B0%#?T!!6\P-L[CKS6]MO MF M27-4KRJ_ ,V27K.N)2 .:/=N0*W**$'$+]75Z-C.Q2.6XI0C.5-2M*^R8\AW MCO8,_)IY8T+HO2*;4?(X!>2TQ?ZC"*:%'|_MQ0])=#*,]X?R]/CX0,)FQ*]. MC@'Y.CN++T_&A/#P4)_\[?/&-B:=)*%F.-#(O)O$L?NJ("7Z,=_]JN4M"47TP:R MJV2)^1<2V5 -1YC4$%?SV:H])I9?W=) M0Z^>$_&_!YM+901NVC/;D*S*&\J!!HSR%[),B#9T3),HXF1K&ZE0B6X!"5' MJ87049QZ]$^DT9FH4(CA34HR5:>,9B'85R5'7R@9&1D^FZ.P9YE$]$@S=FDB M9[H*G%[ZX3 XV[$^8)90SI322^HI>:9&55U/28"@N9 MR(U^7A=.QDIE1:N82R+AM7@FN\"5GS+S:8U^"!OF$*?/B4\@1H56L$,;J3D13Q$*)W88R_&2DXMRW:K'.TP2X@P.P$\+W M/B&%\PUPB>0[W#4E%*'"4BIBW!M MGM$-_KL4^/RD/H&+.XQLQ*D:LT &Q3AA[4!G^')/ M.\Q+R(G:N:;!H!]]U?SU=5(&-DRGSZH.\5K7$UG!T;46MP: M0HL=K65BWKA="#%6!TY.W"V+Q6_CLMN$;_BLIV2>=A_CO>LZ@E_06Q_ZDCX MJ[CME?VM.=]$9FB-O%3<&HBM*]V\(QQAV')8B AV3#T/HSDJY91C=UP^H;+W M2J=0=_> [LO\.GE59V5GT.@L#*R$\@&S@C@'ZV_JC0M[^T=^)HVU7.X%, ^J&NP\KQ%Q LV,C6>T M=GGWC&^.NN':N3*56]Y]]N'E0%)YJV: */;#S93#U.N MR2AAQZSC6&3R:.K"=:]BWI3OJD_V07^JI-8@^W3L ,9Y1O+]BE6Q'OY0OW/K. M>"!]$Q=W,FXZ6-EX8P75*=]V! M3XI,;;@8MWF @KNB(>C>R;*DSI,*AOANM^.>@'*S/],O8KR3B5EY):*/^4 M'B-@"Q4]ZH@QJNCGBDMKPY8K'GQ8.\J &*@!&2%.I=$:-+*'B/$NJO!N2>X M5[Z%G>XT5]@IKKJSMHOVAB[I:[FG-92!\:HF95GK\B*3MXS,&D$GL/[ZGA&4 M9^(NF:&6RV*/!(BJ;*S$9XFR"Y-W0?W$/S,W%D;\Q53+W"F[CO:'.P(F76(D M%KG0=2AY%3=UMCFQ9R#C3:B"P^%&5<$><4Y0!$F&8((D=J>:Y!1:=M(&_6Y M>,/3>R9#T@H\)W.7]NAQO#)GBL0^3%:8MVK]%V10^+ R-LS0 :9""'?F[$!$ M@A-W03)#P=_)1E<.6JA"OX^<>\+E72H[*;7BX,04P(UUF8+,' MW9F.H+L/ZW/#-!+Q0S G[R M :ZJ(G@C:ADN=0I*(H9Z-W@E,-N!*2&XNOYYAOPU1ZX$TI<*KW.B_POQ,N MHX:-FR#BQ%B0P$45DFA;:.E"22(]R#1@H"F[I,,[PRZ8D'Y],L484*RM'!26_6 M;FJC:3XXG+$ FN&QK&[;YH3S)%:D29SGV3B)&1D7KBM5]E9[9O-7^_JQ&GJ M-!8"%#6MM XVZ2$DZ_82/IOWF]@Y+4RI'?.*;?,,4M?\'^XZ'=W: !$=>4NV MKMM.&CWKT50IJQU?L)[!",=#@+*\W45C&V;9AEEZ$V;Y<@&P(7[?5-6:N"NH M=]@29?!H1B6F^]* (!/6/FU1BK9MHG >AV ^U8>N !LS$58GJEYK' M]K(O3[MA#;W4.&5]X$M@ 6/"@M*S?1M# %:OBG M="F>KB;US>+?G/:F8'8- _)M?#2XE&E#:DJXC[!O3<]ZSKB.#PD$QWSS=TU7R MG;!/%N!.V]QCAKQJ%X1;SMZ9#ZH:F.D8A'+$HG\]FM8VM%BNEP9T\&K_%]<) MY:B2MKK!4?].0YL3U_ 1R+L()^WZ!YRZC]/3TU-_H(H;OKDXS.Y&&:PM:DM! MJO.CK; [^9;Z+WLBCH\$Q[4,L4TPL8.,"P6/0+?)(_ >#H95L & Q?-L_@\'A; M>@#$>4 :@7L"W*F/[H:*&R@D"M8$^08J;Q+'^N9YH9TO))I3T_MX5AIWM G%)GJTJ^=GFL*%LSX:UEW*4-TDN'/GHN_@? VAD-%#!M-F&4 MCBYV&6J7WFKV&*HC+75AIO89,>[$G)MSH&VVAQ\;B3+!-GN\D@FANB 2E%'" MGD)LH7KF]T!Q"B=FZJ#]!:MM4F G4S?ADSLGD@681 5*=KV"-CAZ 67NPL7Y5 M?>> 1E+BG%?*2A!T%O]>.]@[OXL.4GM?&B(+YBLPAD/96FC;1%YO7 X[L(KN]BOUEKVD%M5% MVUFP(WQO>%=X'QIJ20EHB"%TDMMP#&WBL/]\H4O(P"=O/8-SUX/Z1T[W>H9,%S.2<'H ME0>B=$O@TLU:7ETQBQA0WDFR+Y(#RLXY4"P(WDB*A?2DSPEV&T/I8G5))V"\ MV[+.9E<+VC?<>44WFNK-D3]ULMX:B-*;-41 SRB:YD6TO#9GUM;A2!=&!(N$ M ,;CT-&VXM0OWK4?0NDI OX"P2JH^-_ ^8K.&/G -(8-YMP'0ER.+K-&$PZI^[+ '"0';F7#5TXI[N*$84*MS$QHXB4.B,YN(";MO%;P9>4)!)YOF&6BGJR',2]3D;)DE92&QHXK4 MK>:[['K3S$J-UGD]JA^?S8'4O3/S0OF(L3D?+ <(DM/N%B>2H >,H4]U'O=J8 M@EH*BO$8EHZ.&SV9FZZY<#Z7GDCDI)>1J\4-.*89>CQH,D0_G"M]\|Y6M&E< M+WUM%S3YZE;*94:>[N]AEMC8 N5,PQ1]=\TJQ@%KO&%LNGQ,*;V(PU8P)NP\ ME0(_ABXR5EN0-TJ:/^U/ =>XS:.B5!34D.@AI0\N'H+?WHW\RSG6:-WC4D,:P75]T"N#VTMG&]& GQ-I%.4WF#1&T MV2MZYL1OB> 6S%*%BE1G+A>PPR"^8MP%^ XQ%G C(,- H)H0;K!$/<3K>2]0 MR"YILFIV:.Y!#O1@'_6\83%H8OHJN[4BLO9.?LF(@A V:1$WIV]'\3+C/8 MW;Y/7;U!*PCI1,? W0J14*\Z?;KT,ED'A/S-/XA;;P(/1% M.BM+N>FTW:7B41 STZN9+U^-H-6L(48OM:14<@!-6()NC%34T0$A=QI+*C G MA4,N.03]#M!.. 'XKI842E CZZ9_E;MZZBV_B^U^+12'!9%>DLL%Q+\H/LLJ MN!%I3>D86+29^W!!BT$O>AWW&E-4^%DUG08OVB_M> 'V/.2B*3C@LV[DW#%AEY*6M1 .+HX(2!"N584;> M'EJ +3T$(QF\]4;%!?IQ-%P+5X?JTQ,0[M;58N_L##IR94P;S;/;5+*6':.?(VPO0I;2MJ M3[3>N':. ^Q [F^C_=MH?V^B_0]12#?4]K,A\I $$&=YD.73-&XBH%N19 U6 MJZKSRBF5(Y!CVR3@M@PFSS:A6G8K<^-E^H _)(APW\+0CG/EF.@P-]A+I[SR ME)U="PYMB:C*BU*/PP:3O!.S.29H-?.5.,B@,U-5\;LD^J!$;&KN"9ZA1#:; M1@=^ZZ?P#0O@@@(06C/D5B0D|Y 328;90#24S%4PX/P0M4XI=YR^+%+9E.9C MU09=@:8ZL^L(<72K28MT. ^OK-+K>0B6/I,BB1WDWD6TR=,HX=/&B4%Z#D,(X M&;7)RSU8%XYBEGF44.*)@RA%WWY2]+B^9]AV'F=L.[Y^[KI*S%@SVY%R%P.*.I6JL(9)QAB@LHHCI"G24P/$@(;&@] M?N7[D0Y>YK2X-01,7$ X&4D.M7UOJ=5-0&*OC"G46K]P*E"4=T8%'+O<8[5- MUW;?;@!ZMDJ(3,;\DW0A>$)@7$&QH3D!P<+E^J#8]=B.IAO+!\O5S"5FW3]9\E6],(,YH97&<7?' MP: Y"JG\@9)^REY.[VT-!^))L? 5LC%'#E*8YN\,[K309U06+@ YSD"M>[&X^ M:3;.&F7_6XRH];+1N*W[-MRJ*MRJ^7UJ!{DCGI0);5.EE\O!O)+++M;%O@WC M5/7:].(GKRI15,$[.!;YG66O]>E9G7V2@O\>GN=5USG7NV8?[%;72>]8F>% M%KJL.4+@/ZM'F)O[ZW93?4Z#5S[&2*(0-G$;I[QD]56>$ J6*LD@? MYQF%VP#]-D#?GP#]%XOA#47MW8M%=ZUA!BN(), ^45'A'&HRJ62Y6:!![-4"R]/I,&'K,TV4-"G@/N\< M[E.GW++A @>+*BF\4F]JK2,LCU9FSPZ"D=5E:;L4+@-QHSY!?KZ@>3PT*1?M MV:-+"P(@F&P>]B,[5??HJYV)5*$4V2+T7F!&S'Z]< XZ7_F!;7N MZ5;28"J8'@1G!D*+"=&Z^G16]F/FAP8ESY%*U[G).CD'*):A4PY\#NP!]5-Q MCXJ B\D$DU ME_/*:R7I]A/9$;M=U[WSU#O5=E$#*7'=]*Z_5!G&WAM[#Y2IAR:3U,[17C/[F0A7NP*%, M9*&3NF^G7.,E-!DE<4*G9M.QLJ2!]W32D(C9S--8YI(MROGQ_$XB=HYTIQ(M1HD:% NW_$!D7J+-+=&XOT!TMN:!,Z:\N-43 M9Y)6"#.UBHZWV=-'@W%];5W1TNRZ4:@:X*HFO-V\%8_?0+ M/2%S#E3H,T*X#1S4E"%Q&@QA79P1NU@('&?8IQ9K;.HIJ;8GW+UCW5(:WK M?1W^.5(IL_(5+DRL=E+(NJMO;*R97%_-JR=V6,Y$W((N_UZ3%KU/*T)R,IM,ZGXD_E"@2(, M5? L:J1EJQ$<-1O^A&AJKSL#+-4K4(A%^5)2J.5[S$%GPR@Q+(-QNZZJ'&'$NQ7\=?(8MS&2;8QDLT6,7]8 ?K,E%L-A; ^!Y#_97=KI;!)*X M8="',DE-U6(VB_"BC8[@FOM)R*FH_OK"&'BQ2K-@[J_ ;^H 8:SJ<6+3^'S'S0 MY9D!H&3C]P8)571ZH1<]:/O0K][76N4*FZM0"FQJK#6T>P+PUZ!(E:$8?7 MR\A5+13*$+M*8>1 _Q5XHW22Z"Q_3@1*E!AM@.V 3#6KR7N0@0:M[E6V@RSLM M#"DY$Y7'HB-;UTY9U2V[K0ZR/-O#L$B:HVRF-BS4NEY6J&X[G0V^KV(T, 2> M$:=\'RLO^G_C<+KY!76RL(=_QK[]?_ > AUYZV>PR>#^;)1/%MCY)@C'&R>L' MF+.H"CW"39PV)?)3$0<8WMDL)XI7E2XP5[C>=;Y4SG! M=,Y1BJUZ$T89L7,@?Y^VD=&R=K;Z EY)%(:M=R0_X]+>[YW:L*;.N]1^U&5J ML2X0;XH19YVL!P,/00 >6HK?#!C[36F7,[:6C@7?P,1A?)_5IP[? KZ#G=K@Y'6"; +%!R.M-GRQ M+,\G+/UBUNI-KR+4NZ0D5

MR^JF4T"YKN0=L:A(\LY:WFGLN]:IV\5RW681)VI*]A*+T,Z3O?+Y3$NM)/95 MKJO7ZY5>LZ.IK8P=B=S)X9+'!*&V\ ^2Q7"RV[XX3>AT3T1J&VBF!=W4.51D[M'4E6TE1-F4,K$2,1(Q%S HC)9T!OVN]FE[I*O:ZS@Z6,91=5%I*4E7(V];QV M(QQ##,(YK4VJ(Q;CEC31,GW!.'NO=X$7FVVU72[JYU. K+,3)S(9S5IH].P8^=UC MI9ZNU2N]EK9\3J!L:2T<%4DF%QH]>\EO* (;'-4%X_+2"OVNK3.GQ+$%W=A /@M+QHXE*<>%UVP*Z";FVTR&_7#5>N"^*WT.AVU66^1+6WG MWE$%(O88L9:C$6P6SQ^/7K<]DVTWN)21@3/TH+%)7^(UY;^Z5OQIO9(9)3.> M'S-J^R[&TO#X7ZVI-4M2>4I^E?RZHQ=IY.K7 M8\M#OK:OUV+M#*'7VDTP7B=>P:+R+GSJD-!^II?;"L<)89KZL78O*O/7B$# M,.:B!L_JX!:[CJMHS\,O_>_ (M3R8S(4^T.O I^5DE0YC\!7%>R%N 3) & JQW >C;PNL=#&)$'HPI9_AD=CE MU"&3@%XD/SXG#&V[#"[LI<_S4VLN)R6R[_';\?JZW5J[WL8EQB(Y_G"\^AJL M_M/R=4.O&8:6>;M>R[Z^:BA-J[6:K5Q#K;[>-(R3GE2SWA5O4D)"JM7*OI4, MM6M^<'9.3'NG?@^Q=!4I$>(.KBC?X+%1H-R P+>6\R&,N4A$#-<%1:8UF5S< M+1=;D(R157E=64&9Z6J[ZU>[,@23$841G&IXM@8'"8N%K83+!E2P$5PRV;&H MP44#^E84N&](^] [+QHF!I81Z-JE?FF8TCL JIQ8S^*[IT#;M4*+AL&A(1]Q9 MBFW[,T, 'C(Y+#74X^5 2>F%)A%(M'4! CF%}.\G#78%9,GA)O[T2 5K3]\\L MW_N:FK%[HS'W1B\@W7L]'Y>D/")O6K=QR+3N-DOK;AA=M5[TKOE&@O@8I^/M MEP"%LV&V35K98/TE9;RLA#*CB'3L(DYCDDPDF4B@A>=BHOVG>.&Q3/6NVNX6 MU3!#\IE0Y:V?)8O_?EPYS/I>#X3-E T],+2GR6SB4%S9\NLM7AM[PMZJWE"@,!E=HY-.W?Z:RFG3HYE*WJW4X-$F1_98D8B1B)F.,:TPE0"H@R(F8WJU)P =42#('O:RA_V1,K<:ZQIR'J"'O=ZJ]%JZKK8Z M.W/C3AZC[)\L=!A1HF=? $:%]]K#/};E9ZFUNO+#0=EBWOAB$S* *'1LY^H M\ %D0$<8&7!:P>.U)!'?B&^.DGH(8R_U$&5DI+PFM7; 8@G0&>"EUNF]J!:GM MUMZ+{4]=[W;6R6ZGFNGG6V*(+]I+&,>H'J(&0O"- Y1S#>66I(7726]*%A!WE# M;6L-R5Z2O*AX,O=)K&KI:+[#AN^2Q8U/;>?)8+A;;>_6> M@8EL'4UMZ04?@K('IJ)5#B<;S).Q5HD>B1Z)GI-$3SZK>M,ZXIWRUXU&I:?7 MU8: ^[+C*GQ>"*@I#@=&U:C:6K(&0F;02,1(Q!X\U+-5 M=9!1Z&5MD2/D$&A3\N[#__V>CR . ;RE#C09>12.R*0,$!H]^PD,[U\&-.K" MR(#3"AZOK8'XK\BE2N:)=[(8$G.+NGO $HB&QDH@NJVF:C26&_Z*EJ0C<^!D M#ERQ8:DKW*SUZY7*KF M4GG>WDH@&HU*K]G4U68&H\D2',EC9>*Q7"RV]RJ^1K/2TUH-U<@(1XBFPF0) MQ&FVN)9MZR5B)&(D8DX ,? D,Z$UKB'=*5F^TP$E5. ^UC-^N7E%,O84\BV&Q74Q6/RT0K]KZQ/Z=!+2\8#Z118I M\,5=& ! ^RXL&#N7)&$67, CHY*XPF%L'K%]H&ECZJS8;NMHJK!:_",0>()R M-(+-XOGCT>NV:6^[?:#,0)QEZ]X)4VU4$ 'V'S.NZ9]U>WIJ MLUGIM?6ZJK<*KK"0_"KY]23X-5^@*=)@+MQ;JO2:[;]JM'=Y:P R;22:4^0 M:7('[8EP#E9%0_ F;7;5SN[;-\?OT5 (LL.)@YYP]71U>PMG]KM*8D$ 9Z2 M2!#@*8D$ 9Z22!#@*8:$3R$! P#^:]G/O5_@G^3IE'8W*1@^?FR3]7X9^/AR M,'GL^;4#6H ZRYFB5*[QD#$V:?U@A@]]-#ZLZC+"P%<9AN1$/X8VBYQ M39LX,%.XP!+Q:BN7&7^KH=?:39C/Q M8IMV%3QT2VL_T\XMMA:/$&DV]&)ML M]=DK9 "3B,+5KXR)_V2[B;'7@L_%5]# :\W[)1SF<^EL>AO,@H3,/O_2 MN#XTC^UZL]$PSGKPRYMM#M=TNIVZH;5TBS-,L$_E\|\!S?:>0G*YB0)UH= M^)3\)(AK/B",_D+4=1N2$,.@!1/RS! ;0OA=TA? 98VO9DL'|\^%S=?F@ M<@?CJNZJMN!JB#KQJ_N[ZYN[_LVu K_ZJU]OKR!?X8 ^(_SGV\W=8U^Y_Z)< M7?;_JGSY>OJ'7_CU?+!=)1QY$8QA!1_%G^X/ET26#2)Q.E>F668"C#F7,!V' M3)ZD?SXG&@EVV6#LI<^SW-6&P4*#>@FRV%Z9.YI)2Y-9]-0E/1 MWU6AJXSHE=C8UNMX>EDQ*\[,V3M1H!EY6$#L!+7-ŪGQ%@1$R=+R70!GZWECQ M)M0''P)<%@P1/X.3\$Z)Q@:@V)8ZRBM#MJI..V](EKKUTV:K7M7Y*<\2C]SW M;;.%;KX;F+7"(Z5T;[:T7)OQF[9/W*F)1[,#6JNI:ET!NLT74!$@F>%$F6'3 M(UIV8X9NI==HJYV6..?V+@1LM0:+YAWHSZ^Q3XP;0=RNJB MT0[_J_C;1/M[XGO/-KKD@S? E0Q2P,NN/F:;XQ586:/G@MX.YO4G%VM8O:8WQ8; -9T B]FLX$TAKJ60L0>3^]>1NFP=$Q0[V:A<&X=^1" _2((7? M#L4?EZYUF8+L?2*A+J<"$J_2;N%Q28;:..G*GCT*[?$L"6VGW'8' -$9@6ONX M9^46WN>Z+*+Y-V(!#0Q"A;YB33)EXMD+1]0'JPB&?#Z=%C'"%=#?T6@,8(0O MGG_M18-P&#F7I@DP"@-@HWL$\4,,X2R^T"N]IE:7'5U.CVK>D[J[4HT!/G9K MN6? L<:CFS*Q<<=K(EH435LC/:7%(2=^MAJ57D=M%U9>(2U8@2AH7OUL,2 MQ[1H:J==U!F8TD;-11"WKNE30*+"DN6H,B2VKSQC3QWL88@$ 8NB;LAR=LF+V+ M^21 -XY-!K9CAV_2@-U2 /\6!3!\$ #S#&R70?5]"NVK-+ O?9_ 5191O1KA MSUL7/$4P6^Z*U[YFJ!'RV*Y5J6G=W8N.Y?FKW@TMT9D'Y'F\,B%MB@T=V;& M!2T:-(,)9(Y7S$T].$[L+^EXUFCL'O*2%O96%/9Z M38V:%&5OAM15I V]:R;9[\1V,6_FWNT#\0?W0\8[&-5C/V8H %O&?\|_D]*N M@W!6.QT9,SY!(MLT0VOO1*8Q,;W[;IU85O+&LCE5DQ14]B8W<#'O(8D8%Y7)N6MR8V'OGULP*=XQQ\1> M:C]CL;D,&^VJ")-=F&O* WOK)F!^F$(YMSG9]/0T53=$D8%29>ZUK&0;@E]F M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\? AI)U[R%Y >RT2U3#SM2]^Q;:*"6.C(KLC2]RJ^) M<1?S=.-6WJ?'-VN$,2 ".J)_C]'PV]L/P,%M$7W .AT,W'8:1146Y&G'+KKU M>V+TN* 6Q/NB3-R):ZDMK8"\F;U2Y1D>AV&[SS0H\#@, (4$AZHD7Y096H<$] M0^SE?X]\$;B^[1/R-[@N6 YQ7-*5)W\SMY8QU('KU+$Z#1 M'\Q@+[Q TO7>LF@7%>Q=-E!:'U;R:2TU1:YS3/5*45NEUU49+@-(M3LI86>.UQHYJ/FME@Q#.2FORU!DHQ^$)64[!;8*[9V"KKZ[,,Z%Q1)$%, ^6 M''?T48L@1V-WP;YWG-4OGK^N0>:71'+MH)18<7P T*S9SZ"OU33N(VW&/QQY.QS- *MX$42%S!;>6US&8OP"4 MV?$2]QR@-S' K2R.:(%K*O,$3Y!8ULG=;8BE7>DUZR=9^2*X!'TDKQ2KM,&[M]GF-4G+F:('"5B@!#4.')D8Q;M3@GLT+\:TSRR7ID#&TSX0Q,SFR:[-%[F?N;7M]]ZB>4==!*G=4 M4+>,\$($V-.7^>BGVUXN@1U:4WFT)3&?^6N9;=`8:),I_E6L!C))]K< MN)>W3X/0MTV,J^ 4N]O=0#G3KC>.:H(D.OP?S^P#LJ: MKL@G0AC>_JL[/M#^!0WPR'U,R];6C4& ^LZVJCN<|"CK(9_V=+TYL]$\%I MN@D*]:[6&[M$@/9.TV?@A5QMK(4BH#^F2[+KHH6(G!B.2\@OEY.-5XWX/? MB4%S\UL+PT0M, %%:<@IX_I%DEI+)%K##MKMIMK4EK>/9(L! (>0XQY.QAFHL"TZV9,12@V19!*V9] ::K. ^7&*P4X.& MG7)=$D8%29>ZUK&0;@EJF M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\? AI)U[R%Y >RT2U3#SM2]^Q;:*"6.C(KLC2]RJ^) M<1?S=.-6WJ?'-VN$,2 ".J)_C]'PV]L/P,%M$7W .AT,W'8:1146Y&G'+KKU M>V+TN* 6Q/NB3-R):ZDMK8"\F;U2Y1D>AV&[SS0H\#@, (4$AZHD7Y096H<$] M0^SE?X]\$;B^[1/R-[@N6 YQ7-*5)W\SMY8QU('KU+$Z#1 M'\Q@+[Q TO7>LF@7%>Q=-E!:'U;R:2TU1:YS3/5*45NEUU49+@-(M3LI86>.UQHYJ/FME@Q#.2FORU!DHQ^$)64[!;8*[9V"KKZ[,,Z%Q1)$%, ^6 M''?T48L@1V-WP;YWG-4OGK^N0>:71'+MH)18<7P T*S9SZ"OU33N(VW&/QQY.QS- *MX$42%S!;>6US&8OP"4 MV?$2]QR@-S' K2R.:(%K*O,$3Y!8ULG=;8BE7>DUZR=9^2*X!'TDKQ2KM,&[M]GF-4G+F:('"5B@!#4.')D8Q;M3@GLT+\:TSRR7ID#&TSX0Q,SFR:[-%[F?N;7M]]ZB>4==!*G=4 M4+>,\$($V-.7^>BGVUXN@1U:4WFT)3&?^6N9;=`8:),I_E6L!C))]K< MN)>W3X/0MTV,J^ 4N]O=0#G3KC>.:H(D.OP?S^P#LJ: MKL@G0AC>_JL[/M#^!0WPR'U,R];6C4& ^LZVJCN<|"CK(9_V=+TYL]$\%I MN@D*]:[6&[M$@/9.TV?@A5QMK(4BH#^F2[+KHH6(G!B.2\@OEY.-5XWX/? MB4%S\UL+PT0M, %%:<@IX_I%DEI+)%K##MKMIMK4EK>/9(L! (>0XQY.QAFHL"TZV9,12@V19!*V9] ::K. ^7&*P4X.& MG7)=$D8%29>ZUK&0;@EJF M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\? AI)U[R%Y >RT2U3#SM2]^Q;:*"6.C(KLC2]RJ^) M<1?S=.-6WJ?'-VN$,2 ".J)_C]'PV]L/P,%M$7W .AT,W'8:1146Y&G'+KKU M>V+TN* 6Q/NB3-R):ZDMK8"\F;U2Y1D>AV&[SS0H\#@, (4$AZHD7Y096H<$] M0^SE?X]\$;B^[1/R-[@N6 YQ7-*5)W\SMY8QU('KU+$Z#1 M'\Q@+[Q TO7>LF@7%>Q=-E!:'U;R:2TU1:YS3/5*45NEUU49+@-(M3LI86>.UQHYJ/FME@Q#.2FORU!DHQ^$)64[!;8*[9V"KKZ[,,Z%Q1)$%, ^6 M''?T48L@1V-WP;YWG-4OGK^N0>:71'+MH)18<7P T*S9SZ"OU33N(VW&/QQY.QS- *MX$42%S!;>6US&8OP"4 MV?$2]QR@-S' K2R.:(%K*O,$3Y!8ULG=;8BE7>DUZR=9^2*X!'TDKQ2KM,&[M]GF-4G+F:('"5B@!#4.')D8Q;M3@GLT+\:TSRR7ID#&TSX0Q,SFR:[-%[F?N;7M]]ZB>4==!*G=4 M4+>,\$($V-.7^>BGVUXN@1U:4WFT)3&?^6N9;=`8:),I_E6L!C))]K< MN)>W3X/0MTV,J^ 4N]O=0#G3KC>.:H(D.OP?S^P#LJ: MKL@G0AC>_JL[/M#^!0WPR'U,R];6C4& ^LZVJCN<|"CK(9_V=+TYL]$\%I MN@D*]:[6&[M$@/9.TV?@A5QMK(4BH#^F2[+KHH6(G!B.2\@OEY.-5XWX/? MB4%S\UL+PT0M, %%:<@IX_I%DEI+)%K##MKMIMK4EK>/9(L! (>0XQY.QAFHL"TZV9,12@V19!*V9] ::K. ^7&*P4X.& MG7)=$D8%29>ZUK&0;@EJF M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\?
AI)U[R%Y >RT2U3#SM2]^Q;:*"6.C(KLC2]RJ^) M<1?S=.-6WJ?'-VN$,2 ".J)_C]'PV]L/P,%M$7W .AT,W'8:1146Y&G'+KKU M>V+TN* 6Q/NB3-R):ZDMK8"\F;U2Y1D>AV&[SS0H\#@, (4$AZHD7Y096H<$] M0^SE?X]\$;B^[1/R-[@N6 YQ7-*5)W\SMY8QU('KU+$Z#1 M'\Q@+[Q TO7>LF@7%>Q=-E!:'U;R:2TU1:YS3/5*45NEUU49+@-(M3LI86>.UQHYJ/FME@Q#.2FORU!DHQ^$)64[!;8*[9V"KKZ[,,Z%Q1)$%, ^6 M''?T48L@1V-WP;YWG-4OGK^N0>:71'+MH)18<7P T*S9SZ"OU33N(VW&/QQY.QS- *MX$42%S!;>6US&8OP"4 MV?$2]QR@-S' K2R.:(%K*O,$3Y!8ULG=;8BE7>DUZR=9^2*X!'TDKQ2KM,&[M]GF-4G+F:('"5B@!#4.')D8Q;M3@GLT+\:TSRR7ID#&TSX0Q,SFR:[-%[F?N;7M]]ZB>4==!*G=4 M4+>,\$($V-.7^>BGVUXN@1U:4WFT)3&?^6N9;=`8:),I_E6L!C))]K< MN)>W3X/0MTV,J^ 4N]O=0#G3KC>.:H(D.OP?S^P#LJ: MKL@G0AC>_JL[/M#^!0WPR'U,R];6C4& ^LZVJCN<|"CK(9_V=+TYL]$\%I MN@D*]:[6&[M$@/9.TV?@A5QMK(4BH#^F2[+KHH6(G!B.2\@OEY.-5XWX/? MB4%S\UL+PT0M, %%:<@IX_I%DEI+)%K##MKMIMK4EK>/9(L! (>0XQY.QAFHL"TZV9,12@V19!*V9] ::K. ^7&*P4X.& MG7)=$D8%29>ZUK&0;@EJF M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\? AI)U[R%Y >RT2U3#SM2]^Q;:*"6.C(KLC2]RJ^) M<1?S=.-6WJ?'-VN$,2 ".J)_C]'PV]L/P,%M$7W .AT,W'8:1146Y&G'+KKU M>V+TN* 6Q/NB3-R):ZDMK8"\F;U2Y1D>AV&[SS0H\#@, (4$AZHD7Y096H<$] M0^SE?X]\$;B^[1/R-[@N6 YQ7-*5)W\SMY8QU('KU+$Z#1 M'\Q@+[Q TO7>LF@7%>Q=-E!:'U;R:2TU1:YS3/5*45NEUU49+@-(M3LI86>.UQHYJ/FME@Q#.2FORU!DHQ^$)64[!;8*[9V"KKZ[,,Z%Q1)$%, ^6 M''?T48L@1V-WP;YWG-4OGK^N0>:71'+MH)18<7P T*S9SZ"OU33N(VW&/QQY.QS- *MX$42%S!;>6US&8OP"4 MV?$2]QR@-S' K2R.:(%K*O,$3Y!8ULG=;8BE7>DUZR=9^2*X!'TDKQ2KM,&[M]GF-4G+F:('"5B@!#4.')D8Q;M3@GLT+\:TSRR7ID#&TSX0Q,SFR:[-%[F?N;7M]]ZB>4==!*G=4 M4+>,\$($V-.7^>BGVUXN@1U:4WFT)3&?^6N9;=`8:),I_E6L!C))]K< MN)>W3X/0MTV,J^ 4N]O=0#G3KC>.:H(D.OP?S^P#LJ: MKL@G0AC>_JL[/M#^!0WPR'U,R];6C4& ^LZVJCN<|"CK(9_V=+TYL]$\%I MN@D*]:[6&[M$@/9.TV?@A5QMK(4BH#^F2[+KHH6(G!B.2\@OEY.-5XWX/? MB4%S\UL+PT0M, %%:<@IX_I%DEI+)%K##MKMIMK4EK>/9(L! (>0XQY.QAFHL"TZV9,12@V19!*V9] ::K. ^7&*P4X.& MG7)=$D8%29>ZUK&0;@EJF M=:.5>)=SD<52F&41JM]]"LZCE?@7021 3<(?!&F]]V]#==Q0@SL:SJDOD^M MV(9,,L"X4Y];V.*>]JHWCG:DN(P-'=4U.1"583];M2'W48]L^D([F[1["Y7) M"6B_<\AFT7ZGTNOHHNQA26/VNW=\]YJDQ;K5[N4T$L]S_E)! ^/,R7@L5MJR:;)$M;'<^CVL708N'U*KUC)*(M@\?

R)1-WE^Z!D1U)!!Z52=,!$P9V M/.0)T=&8DNZ)HNAAC,TR0AZ:A5,0OY,SQ79WJ1HLJY]A!G,>5D]K]G!8K:ZQ M(8*[0=$:5)"TY7YH)5]*%^?@!0,M%II^^, 3/(^^=VB!T*#&< >9#]8<0B[MP@(8#)C)}O$'%\F'X"AP-ZB'VWP3RW^(X_#XD]7(5[_+(!X?]N.U88.XG!BI%4O)%!F\IU8;)QOC&DXTWQ!MQ!ZQ&M@3>*]&KZZD/'?1E4{G\?D%RNXA,1-B3+TE@H2C**@-MJ((LV7B*[=-F)Z/1IN6'1%KR^2WM)UXH)G=9R>T0580QV[$B87F36LW=]&0! MGJ3J1:05*39W !+7+,FT*=YD;8J.)E$Y<%C_AK&F=*31):&36/$>>'<"[>$2972 M!"/Q3XQ!!3L(*$R66 N-.&] T=\UB4CYM0,/CG2@"Q1BTR 'U!36796>WT_14HR+Z0=SU>. M;/&Z>)1K,D7J0\)82DAZ<,RP/R^44.UL3A04?/ MV@\&3E-0N\H^]HCO#"]: M)A,=Q5 MY4JGK49>5?8UO*H<,K^J?*66K:I4XHL,!X]1P5TR4O5OPGK,)4GI.$8%/D M27.0,"Q0J2AMK[9'W,.CKN_T$7Y/VT'0#-RJ_DIQ.V4R=!1/>V+RKG9?39AP M&\N6<2KVA&4A%3UZ%5EV&\2Q*Y10EA-"0'%4YK_>#OQ7':9WO VC]W46T)?% M;.$R7$9A_K02AF_M;%-M2WLGV=_2#!<4,>$E!#-!QE=C.KN M8#0XJYP4+2X!_IXU9N75P'^ Q-93*YS:"-D[Z!7TABUEPV/2RNY^267WCMBA26D^K2$H#<7%=K5*1=^@?2^+4ND+ ,<_3RV4 -*LK$HAZ A#S%_ &U/#9[V*I/[ZZ-MZ:O#@:'VM54@@ 9"GA[AWDA"!Y\ =/#:&Z?QZ]PX[2['2[<&=`[A\86C%QU> M)5(\P&+4SKC7!@$^TVQ!65*5\]. [W9.=A\62F;K'X0 OVM3>]*MJ),@X3V[''=EQCKB.IY8R76;CJ:RDU[%.N,&X*5W1HU_$\Z0V7 46/U,R?0WOK9 MP*X,6MJ01R62)*N5&L>;[=+rR1>;<2|OWJ*F T9#$L#.UMM/2C/,TM]NDSU-2 M[*W2^YC;K'4-M6NL%@ VLCYG+39N"WFM70HZ5]:SE9>3R'H;6#],.)>0^H7'> M:%=02Q);&LN(4;D^]Q+ MW38)Z_-*]1"GA&6NL1[*R\[F =EAE8LBEGBWP541 RR1'';6V8)'+(L@<[K9 M=1%#NF!<*4!ZE,I(BORFGR*Q>ZCA?JR[(=H[2QV\X).L1L?5K+L]SF&<[Z15 MRE7):Y9$5-SC+?#?K[3'!D).U5X$HW5/4J4Q[%W=C+85-M3+,>V'_P3=2[N, M6+"\M_+LOXI'WU_S.^&YJ0OAY\M1&]3QH,5KZ<(0ZVJC85+(AF2^M M4<,R+,WA^OFPM/3A^.K&&/3444ES:)F4WCC&,)>./SPI?=2]NNEWQG4U#I:F MMDQ*;[8V/S@I? 818I&AN]W>O,I(IZ1>IG@]21_I]-OU@T^O6Y[23K>T+#,E! MV)"7SM,'97;Z*\1DAFV]!!@9V"M [QO]L +V'>MVKK4L7VR%#ZT>\,1GJH_X.*/-?2 -#U! M? 40(HEH3$]1/TGE\M$OG\7W2C<P"+"D[!/.P'9\[2N@J4X,6I]QY1,)Y[MC\.B:#[Z@0.+]/G?3,OB4Z0_^[AI?&H>N:,F?Q_\AZQXM"[P^P&,P?= 4!37 M#T/E#,W(CV&W[/!MF]+VQ^../AA7S=KOC3O@5Y/@GRW,QA5&VK]YWVCIE(" M.:DJD]I<*G$Y]0WCEN,T_R!'X@NW"C^-25<@K'?*FX:$%#VW=G*]H,5?9F\OA MJUQB4M(DM^`TWMC"!^***MV&2GM6NK2]OJ5P2=5X,(JGI<':ZA!(R= ,!20Q8 M$ .62NAD38VLJ2F-1Q4[U!C[QJ-$R,G(0A#ZU M*^-!(&A)T2H5T3>2[1Z5$?:2&) 2=FZ7-GJO09L86_SWAG6/S>:Z1^_"B%=_M"U2#X'4XXKM\R6I7Y/4 MPWI(O4MR38X/1MB/P.@=N6I<*%NO\"5[1<,E6SF*]F*Y:*3$6UKEV]KE"6C%9E M'?J8QP+3)1O/M.>.YX118&)%@0O::7[MQX5N1VO1-1Q7[,:.Q GU!2CK\@) M!$XZ[!{9O96Z,C<*E MM"DIKI(9=V/&4]SNJS6\EM#4T; N*&>9N+8;9]S.8?,B MQ3(7#MB^U+D!\A4'2\T\M(7]:?0,=%;BG>S>,Q>-+19L/7U&[C)2<.*4B0M> MN(QDK+ GQ+@PB9QA8EBDS(QO#&5MLNR-R1N_JM'2G-$8SMAB:!V1,[#I M8U_&%D\96[3RS[K&J5?<.! M1L>T7LUU@>?,V%S*0Y3_VEV5$\K_&-6_5Q5M4L_I=F'1L_[4YI">4_]'5S5@U M:DOXE/(OY5_*?}6PPPGE?WQUH^EJ7Z_Y>OQ$"F_W$H.*6(S_(H@<$_O##&V ML?!#_J9XQYMO/!'W26M?8H#<@V*]W>P1SS MUIV.66\X&IN#\;AKV/-UFP+V.=_^OVKY*%9D$6X M'MGU)&#F$VMS"DM^9[K/YDN(M,UO'>S2$JGVW66QA3?4N;9L6=7 >00#7Z,> MIP,S!9I=`Z7E?'G+_V&'"_3JO]5:_`_V+'_.?IB_/CBAY?IA'+ "5+OU]K+,3 M0L,LVTA|=KW2NYV/LI!H+%R5U#PQEJ0V>Q$,VHD(@,\>` G X7..D_1W;,?M_NB++_R0FQLS]!4CA\BR+[XL+61]#EL2L_*&.(5H&/ M*0%\IB+A>OPBV;>VS_"1Q V!S;F&IOY4[]^53'MOV)"8L*7VT#C &.I.!&;_MPQ^=*;SL!:=A1@I>44?F3X;P&C LP@7@M;9 %@"5R9Y,^)V##W64'.8!(3$_MWX<[S=QVX+,_B/PYS0R8@[$D1^||+|O G@V (I)@R(8 BQ2\U""9N ,QQ5 MW5@S/$Y3Z(/EN3R9KN M$S1$#%A3Z2/!G%9*=!$QE(I^_ELE\M"9"> 88S7< M%WT+SE:J,$2.RF_,8U,G]@CTTM>UJEGC6P"9ZIJ7CIA%JQ*4JHX5S7'H^X!YIBY(9BBD:I6%"C-*E7^("(>QX"+X?Y#..>9 MLNM$B&XV]T&MN,Y/(@) W:K,[#M\0+V.CY$=B' 'L,$,8,0X9P&<,#]"0! MI/&[N+,09MB<9_S'PVV% \,!]9DH-J';E _"5N,<>CP[?/3%#<(C1LOOA3,8"0L':+.^"8 M8R@WL%DH SZB%!W+#,(7D#D"8}/13'+2RR!Y0F,1ZR2JPOV"];M<;F< MO·!,/B.LS#B. M^0%X1BPL*@']'Y 5@P1[$<@\N)3 =C"HX@?9&/G9+ MAT 2M0]+Z" $IH/AE]JW7|> \FK? KD@NDA@A>FW7K5^$IU%93>$&Y%-L6W^P\ MB3<')4IC-!%^6G,A@9UX_!X#"U63'O0^=G89E?3C?/LZ%&IV+I.4K1K<'5S5 =#5<[J4G9DK)UMK*UDM#[*K(U!..QKVKC53P&*5Q2N,Y6N%:R M9OU]%N97-STXN0:KU=H-$[[*KN*4_]]5KN*2] NS%1-F93[2 =0<6(3NCT+% MCZ,P,CU)K'M!+jJ-R7R\I M55L+//U]5]HQ &9-U3KKB##MWA0 M=>L%!9]VV8!FZ\;. .@'D'7BCTZFOC4-E0:A/@3^_XQG+L"_W/$G?]$#?F+2. M>(O0+MU,NPPW%SL=_8X)YQ5XVQ1'6/75W;_7W#9_MP&3 CD]+- 7&9.F)P1"G< M%#D[TA0W:K)>E[3$ZHV55! 235RVFM",)H ,;2J>/, /<$M>JQ'5=0E;.BDF!IJ MXK+5Q/#H/F)37/-($]RF)CGJC^+F/=P4QK6(\@0VU98TI=_C@X8IXQW.?^U9 M*'P+.TTQ(^>)3 KYJ7L'W]9;FPSFQ.CK95=K2M>K2'N#?>N(;8?] 7$)/>/ M!!'O3>11U!6KATW8PNMD#Y-D#B9V,.ON W2U8C>M.4XJC9>JC,UH8[>20A%R MRZJ-AWIG>/8UM)M??CDUA6TM$Y7UH&=:F28K^60EWV:IN%^0H8F=B!9Q8,W, M,,O01*05"=6\? UZ+/MX"'!'F8&9]@$56[ZNZ-KFXTU>BMEO0T$":RAGB,9 C= M&=,H·1%AQX@_;HQ,@;)[[(Q^\HI/P5I_>$^,&LL"'T?@?../=& 0DV6%X=QM MWR-] Q+!$;1MJ]2G$K=_%A/93KNZ&:C#\<'0936Q MW;%M_],K\@4+B&38A[0>35ZR)>GJX >72!TKZS)VQ2L$0BX9967O\"_S'P)SO"\,VQ#*%0H$[XGSWE MA/JW!5 'NFHIA,K$-P.;IZ,$S(K\(&P0+1# Q!0H&K"ZGV!4<5J M@)HA-B]%SH"QXP7>J54#7S(*%3^?OWY:26'"R61$$Z^]32?/M?>.N)$9ZE$? MV[RMNQ!*,(X0% Q3@U+PH=R>(#Z7Z.B1)';4-R2ZKRY,M6OS9MX7]E?%Q84"R.^2.1> MWYEG8'D<(8G BGXMG*"47V#:CEN2H49O_<0F06P&+P)7*?_7*P.M.1E35J3 %FBV<@\)3UZ?42+[SKXT&5_=((S&%HVQA#%5G_0>LF_'EM$KN.<]-F CS+5+[*X!%I MW4G_6K6@E;ZGOOR[,WG3K1TPOH<$]YMPU/L,)0IC)'DXG/JMF! M(WQ"]{)YD)+MXSZ&OIB'XX4_ C<*3/2]%=.|#M6"J92N5%48SR M_<@A.%!XT@LY#\!7)IA!G7\&S(IL.H@O."'")=U'/#O1C(:>6I3TF^"JA:F# M2]/A#) H"K&581PN.%,)"%1?8$YAVC'N!# ,QU!,,?#\'7A3A%66V[!\AA3? M0,^9Q_-<3C0W2#1#9+4@%N1) 8Q$1-D\^'"%@D8/ B*90# _#&O9MQ;S^_[5I/ M#@IZ(U_/-T)^_2=(-M-$61%"@.ZB1@-^VIWL%H[2HO;N_7QD5=BP,FG&MVN MVAVN'G^)$XTYM8UQ1KVS[MHH?[I76M*Z8_@82\+XE-%9 M=R61'D5 O 5'+'92$BTKXNP4<$2-AJB%SSAnnnFQWPS,JVH MLI77+[?QN*E"W+5R3'^D:?TP2U7>E$%%#-XG3FUX1'C>_16V4538\.\?$LS=-M6R8>Q-CY39XZOYA]_2\6^&5J;'18,\$CSA1<#<_?S@BBDBAGXW646S*YMAVS-MJ77IIO:,X:$/P.T:#SFJ;N%61F<91'+"2':P/FA5=@3.#9AW?!,TJT'B3$E D-MTY]@[M[%8,K# *O%AL,2X-2AMHK4FL#\PM%$G ,DVPNJE<9N."AJ.8D^.*'Y M^!BPQU26Q9[4 T!]XDK-%+H[6R5#(&A.=<HEW"WOLK=6VM5 ME]WL9!K7\^X^M/Z6YHT7'K_/][<,[PE!,63AS$\&88,_F?O M'-'/,H2'>\&FJ>-^764A3>\[[51"N*]([&[U"(,0>Q=W1@#M3M8E[TE!5$* MXMD+8F]+IY C"""+5S S4?C\U)49*HI3$2Y'$+.66QY#$ >.I#D$2U!V6-TH2 M+P$UN/Q&\A XX'],#"V5HRU=78XA1T-*CBP!)2M@\Z!P[8T.3D&AR&LNSKN M'=S21'}8(SEL2S^38W#8&).?5;UWL'LL6:R1++8%:OX(++#9"N'FU=[&MSDYB M3^:SV [I-7SV\K$%-'XO^5@5 >WJ1M>J-@N1C4- =.N91T*>E2TE_63B}I _QVF&L&N.#@V)2U*6H2U'? MJ0G1:40=&UIJ0[6G'9SWUPA17] + >VWO["8U3=[8/2)A .4WT\4N=$M0..WN M&I'K/BA6.0(_8[}#6BOUA6%A!#R,O1">S,"A_@+P,>H"F#.BI#.#%G.>L!O6 MPN<]IGW+BH. X3C8%B^>A.SO&+LI/K&9%$, I")4'&H[RX:O=_@-AQ/=)O@ M3XLl\,.*\%W:@?EXC[$35I6A=@&,&#WP. $5]VV!&.\'LU#?G7\#6 FFG M1M/E<\W-C, ^(^CYA T#/?X+D(S=!-%[X'_R2M'.4!=B9 M$%M$EU DUV9CEWY1,01\!Z.R9Z3TB.W%[}5S; M46Z7Z5%S,Z36(-/)!L)'11(@RY:YP[_M+;?G0Q7E,M,&SK1?E7LK\E%^_"%4 M2=O]K_X3%ZQ>E.ZS50&4^MU7.QBXO4WKV$"0ZV%WH Y[)0UG5]]T[@3X4+V' M:W$/MG8#K+/CZ1CTS&!,U_&.\BGKH$7F4J[[WVMV2=3Z.Y[)'K]/XKA_=3/J M;MNIP_LD"@T@D8-V0@X.KT<_JG#6#M.$]H1P0^OV=#W^4'4LHV,2^9_!8!,8 M+86S7_ER^7V'Q^_2/YBSB8#[\'jXORI UODWK3-2DN$P.CC#@S(4 42/+<4/@;?P MM*W$BH MV9=@=F:)OS]?/77J0&" 1SQNV.56C2LN[_%N()GKMTC3QYW>+GO$O_O M>K^CKZ?8,@AP&V:C#7>;#="V LE&G?&Q2<,YUPELY6\>W\.A* 77]U=AZW M8,V)SG[AKL)'(\D)?!*QG5"ACI*KL\(=FBZNH..F%?B@@SQ_#NXBRR8/+C7: M&7&2^D&VCNO\1*V39-U0)*_4DC!2T>SG3"(^2U)8DFMH+^C[8F>D_(Q>2)[_M;GE1Q.6&4#P8&$NN2=",@9F:,_\8G!",LL'#:GJU@9{LOM.US>!0]9N\C=T M3S.G(!>#MD@#SL"'\!^E0:3=,\B'128^#=.9J_N8-Q\E"=>EM$&.Y3<4=0%"@-M-K/(+G.\)C)<(OC@\K>F$EN>TS#$+^A^W+?LD!4D2P54RE51*=F 8Y>N-(2 MB1R.0 G$4NTM>&BKDNKWD34>//(6>$\[3.*KI9>3ZMJ[3 M_M^2GX[FGR)D^QH(@KV,K)L0 KN?OP_Y1_N/X$1GDC+H_@(W$,]#8W.SQ8K1>, M@7)T<_PQ6P[YEOC2#\|A/W%Z.E/<)IXC#I,_)=D@<#Y#K OD5$D"N4)G\0E M'!=?D]S#B1M<8?A,(]\22/L,FV)@ IT*E0)TX3Y_M&!Y*)W7D&5U>PB8@)7RZ(TW"!FAU<.<% M0P;^:W>46^Y.A29\' ..M<61,U$]5C)-B+,M\R_#K22@<+ T6X$VNR:7>P<,9 MK \#%#32!$(^,\8D4B.Y1^_':.Q)6?$}'$N@!.F{B$33&&D9*P,@Y"_.KBW4* MD[,0/?9'YZ$C5O*2R'K9J)$+ER:U;#KWLKDX 7R+.+.Q##&[A7[0$%JC#D&(F M[M3"CQ@EK-=W&RB1<91*C\)?,(%T,V7S\0INN24R@=Q3;2V='M!;Y!)3JR@'OI83(/""<4PU :>3+- M@.6U 9VN%#OQRF0"D8$%3FOH>SPO $28=O!^)[KFU[FMV<7\#[1S)UF]C5^ M@'RWQ P6Y7M0U"E P/,U1?RV$GC8JB[Q7[2!I$])<,R@QKP77F1C:PPOTA,Y"K_)8%:P@H3[N)>9#P .H[U Y MV3'W*I*/GN"Q[QRHH=O! \P#KB _M2+DG^=N.:,,58 P,"O4 NG!@=155DI_!T@Y£4^810.,@#I,HQ[8$%="4!"A?T:%F;XH$>AK, &.$CV9#8!/ M\!AVYA& 2OZ+QZQ"86?\3,U87K 8$Z8S72WR4^C /Z[=6@25/2.P.F< W$BH MV9$JC:HY&YG-X,FGTYT+%M10.64,D;-D="1^""EK2Q*A]#X4YS;.XGVA M;ENY;\?3&[EQDAV.IR=+@$'X!8C_H_BL %?Z_-/^3MFRC_\[\ 0S2'((>U MFV\>5Z6!.AKH:K<_,B $V!%[99\,:4= U!%J# (:2M.=&V]',P,J>-27I#TW MTH+$]L9J?S1H(&DO 9,2,(4H5-YH,R\,AG+ <4P=.52M HI\=2ROHZ]BO2>HT MDSHZF -]O:K&EN0Y%GEZFCH>5+65),[>SAL,?C:+1.WQ(6@XY]:BN6R)S1:5 MWKC,6EPLR6GMXK0$;9+3*G).6>@.TL]L*G&ZXJ7+9(&GXZ=GXK.< 5G.'0F<;[QS\.'97F1I M0]6Z>UZK< 5.'OB]1*QLDF(<3D-)[)+X9D4UWB^Q},3\A*_50*GMZ:-MB*@G.VXUTP#K6BH7,XU'G7%W'@]I3>S5N[M9.O M@,"DC9,]^Z[QDQ.5]^5R4H[_^N*^##I&#_?A3Z8X81@CS$",4%L!LYVL0IFC MBD^*!"HU;XV(#?L9*640+H"VL1QWJ7H&1X=:"F=GL]\M=L<<;#; *)$8= M1>N9JZX.^^/<;$'_CKJKL]T-!&_-9+&G0%:XR2V M_^QA$_U"33E_@"^1((*MX #8++0")VU9@!_A4Z) %!NV^L]{UE]B=>_KR0B-M^ [;R#O6#@<$^N:"(MCHUV93Y#4S;149\54^352.TZ/&E<^.3:V/WZ>~<-M] 7]D@T2U?I%]?D#7,7!(C)N_YL:VNWX,/8-4FT0E]MN)[?YK8YA)$P@SX MC+EL)M7%Q1-W %==_Q%X? MU#*0>OD0HD72E)BO,ADVZ9SGT&/7V:L$9):W;PE%5V8V7Y#;,4$=V0CF+[5:.M%@U^%C/:A)A*!8$Q! ;%6[H@3]=8@[3PH['HB>NZ*LA.LER;!>OI>WVX#= MRCY,7R:.UU)O'[&W*>FQYZW'Z.[FVMKPMZ848;0UPVJQ/,9T15"?('E<5FMPAR! _,=4HL8L]<8U:A4,K?1JUR M=/"Q/-&KZ[Z9VX\%8<"!"E&!-ZZ_"D>.,B\N92IXE1E3 -)Y_9YF=0"0'2P M]8-D2B#0SQ&V@RD4\G,8AMCFO<-"I @G&#.?]1ZQ"S]OX$)0"&K:GPI?F+7* MLDR04@XED/9H29]>\+,029 .M14ZX0R:UL-]FU4LUG2%$[K=4,_3HJ@T"AT M4.P3NKN=Q&5"V..MKR6"3#G-V2;D7+UDF%)70[YE##N]Y=?N9#R5KL#8 M806YWN:BZ9'+3 $%%6>7<&'"=5Q/9R@Q'*\$$8D]YG)! 8'E.M+D,>E3> >-.M'VHS:OK&F\1=F],?L<.[W_!&4N=@:5'F_!C94\+"#YK2>R^\] MA%LWPP3YB#SCU" <6>%OKV7C9>.4XXT= _Z~C!7W:5C;>5VUPT9M['%(T_MP^S%'&@K 0L1311LY:)=%34K-M+_KC_E"V/>\29+.,15+@)FYG$1LY9/(_MXB%)DR_]VTH2=7[L373@;HU5'NDCFB%..,I@$'G\98 0\L$_G,04LUW3F M"?A@).!U%P&[9K^,$)2DI5P=9 #3N!]7%,H!+1HR=]Y%H@% MG(JFV$YAX1)B5:,.^5N$#N15N6B*<83F!%< .#"]L^K32J2[]=XKI2L7*!6'X9 M>_QCE$/A*F.4>P872/Y31LT2SD,;.+!YG[U478GFCJEAFNY9UGEE,TO"X)F3,+!']+)F>"5B^G2][I O+2N^N.&63!^ M;9K*L?:L.'1\NFN#JYN,8HW<+^64>S/]|^]F;N"UQR\]+$H&+O[Y:+HKOCX M*3=[%YR73ND,3TZ.\GE3')+1>,B9Z MA"ZR%;4XLE!:7]A6URL+,,QSRTKB M$DP+0+7/S0M 8U)"!%H6!(.Y.#7LK#TY(4'CQ,P/N'-E(WS1EC+R> ^B^74> MB53\Z>UJC'HU-)V3<# *0}/W= >46V 6!@Q=W [$:_25?^N NVF'^QTO>$,,. M!QQPEH<1^I5&,$HFEYD52Y/3&]D0TO7NHH]/>OJO$&O4JS)Y$6S&4*M ORH* M#:,$+CE94Q#0 05"^QDIT=OE[.=2+ M'38/O>05'W(B'+OB54X.]Y%T8GHC6YP/A7##'(0]#Y/AF^B.,W?Q MZOH\5DM7Z(O3X$8F!?R. :V*Z*:.133GR[%5KCV]9\]OB/B>>$.B+4[7!@1 MNIL6:..?#>.82H) E&EU$2)X0094?/?S, @$F>,0 BL /9)%"RA9'B*#Q3KL M',\E "9@OEYZM*V\<>EN4UPH(L!*8@+AY^520.F[,}$:.L,E,$S_5\[SI=O9VND1_!J48D<.@42YW2Z"+2B1\EHU)D]7P; MSR#*O99%E&<@-I4$H22606J9F5$@X@18HU+Z,8[?,E)U0\>_.?V"6^+.6^\.R MVWW=AA,VF(+W$?RGL@ABM#12&1S:,.KQ.F4ZD$0P4\#P)R ,F3J^!SN%@W%KZ MTE,>SH[&55CM=8=CW4[+X0^**X10W"@_ 4SV)9 GQP\L> M86U73=9=U3#KXJCR[!+JW86Q_NZB O,0X,RPAXYZ6FT\F[Z"#?>/V]MORJ<4 M)^<++!JJ!?QK,;9)F^?&WSS[^W*+&,G X0 G(§+\9YWCMN8,!HTX6XF?C)337 M/AQ]VR5/ M,Y,1%2DVT$T\,)EZ>&<4VBH8]%@Z@,XEP=A;,UTQ*#);W&[8VV6)5Y,G"U&PX=ZR(MH#4Q;$1ED8R^$361DQC!&'$'1 2'=/Y D#B5Q8J<#=WG>R3L3A%Z.?+IZF&KH@(B2,QLY M$5[WBR>XBTGS]H-'TQ.\EV2MO.0C9G'B%<',94G.,;Q%DXV2,$])EL^E*A M85OUTY^8TUZJ V.N&3!9GO)E3#QB)36&^*23"O 7V-5 MZY=!23P \SAP1:"W=%M2Q#=AW9.%20BU.5J@>QM&A*5*>J>0)L.3,Y?).351 M)$1L(.H7,Z&/!M@U^ODO@AY##.*'*BY#P(064'CI"WS!H7R.KH MVA2UO'@,] 1"4*.40*XI,#V!8!P&4,?}.O) O%^5Z M*8QLA)#3?9LPA5MBP)!-U(@=B\3"%,3".X^A;+FQ.4F[3(5WH)P^'Z7U1<_MSA]=R.E%6@,4'S@HXQ@+Y\)K^@U!CMJ'3C6&/D@1B4H7%Q1-M >

$SGNT\!W&\Z"QX"=Q_;?G?(K>)QD]!_3M=+(@)5 MLM){XXZA&?4D;7<[HU&UH=9_;O1KRB27DZHRJ=&VH4IRTQ,.]GR/G>9(Y;4 M6G]#,*

*<#&O/OQE1+XS\M=%#:TQQ%G]&F*A58.@BY7F0%CF'J+AM5';JSH6"M8 M5SL@IT_]1GU%__3P?6JU%+2A*+,"*G3_DIJ# OFB G3C\L"&2S]ZDK4L=PMG M%0O-M)5"LS/;3Z,^>;R@79-*

*<>'PN;,SY7'/S3&W[&LIW3YBO2$(K1_#&'98 M+(0_=M?+4RS_+A_;>"C$ K)HC_+!C,QWNZB8=FW)H5,,7DWTY&Z]TFXU_/GV M'Q=M8,>5BIX].B2?:4N;%O6EZ0W42]^]C<@EL[6*V315Z[47DD R6YN83=/ MJC&NWJ5;D'GA1+J3&A6_?0@MA TI0&RR$ MLA.$QW(06&TOMJMU?5>9:P7<>9L2?0]FUE#]#W6@<5ZD7'{LZ0[4[M,I1F:^$!W_(0P/H6)A?*

GQ6O#1H7{I2N2$6>L&CW1)S:4.+JN#HV^I$XSJ6/T M078:I=A:>,BWW(M2W^=#HPGSYL=H?5(UH27?D>,31[QXCDCC'.D9Z:F]T(HAT M29VMU#&D)W_IGOQ$[W\=?*

*V%.?.@K+JC)MF\TB/)$VB2 M,LVC3%_'"%Y#*/"({R%1:Q+V"47EC:@R,2!)A-GV)4IY@TE3D\=R?S_IA(' M"YL.E=+1PK.\K>[XA$W]H(A2=8A+OG,KV).(QIN^.M*K^^M5.N(VW3,Y.Y(.*

MX2RJ[K5(2DC.8I'I?U4#28=_SHFD/Y+1?/2)W_]VT%QI8>CAVUI4Q@N+0L@J`M3Z2IFI6HB3,T+=E)&4:2&2#0?$?*B72S1\Q>Q]?UFJE#]#W6@<5ZD7'{LZ0[4[M,I1F:^$!W_(0P/H6)A?

3%^U)2L]FWG>R+L;+Q6/*OY-]VB_&!0>MB\W MQIU(_KP+9/^'WJE_ER>;PS3GK4/?!_6*\!\]WK?]S>?E,^.9[I68[I*!^]MJ1_,*3=^/V2.[9O1/)U^ #3&+K=G:[L:_GP+=5G+.XS=VC_%(8*!?/SM*

*M\X\MW06?0E,<0,6;OOQQ&4[5L$U;CMVM]*K;T"S=93>W3-1>O<=._&-C.3A M2^\AT8%M R0/-X62E\O#EJH,>]ZQ2BZ67-R0E;_1^NJP7Z$(]{0LW!"GXS\B M$Q8*_[6=IYO_#?*

*)DWYZ,P</:,>2}@=K2UQFL,Y:.W0Q'BHD4$TW5>GL&M*282#&$Y*1']+%J MC*OZL5).I)Q>1_6Q=_M59I%96WPM\A7HAC>2,_GC\Q5M*2.4OO*\I7HH8&8($_VW?]>GP"M=Q_=4QO\4*

MS>AH_ZX21@06Z^VRMIYBADL,LMN#!DQLQM+0,\PSB+X_]E[T^[&C21=^*_@ MO-=]3_=IB$=K+>./U65[QC/CL:^K^O6Y'T$R*<$% C06R>Q??V/-C 1 BE(M M(E7L#$,ND0\RB8R,Y8DG*

*G!YY)_9/L,,%QU"U7Z/O\R_6U:Q25\"W>#7M9S<8B(Y%[I*NHB 4N M(3'#=IFDEC3D.6@DO(/L\1#TN:K"\L=C/$H>D__G.-AA*&<3HU3Y-0R;L&N M@LJ7W$!Y]8W78$KR-*

*E*6(!:E=4^*HLB=I,LD6P9W(@[9)LV;=@C:5^M#4\?& M*#Y 2'L_+L:6/-GU(>Y),2R_=|~=_?2))/D%N^"J^=9S(D0EA-M*7C4(-QCF MY.8F"P+%,$OFN6"G-^5X2C2%L]=I*

)O,(NI?,ZQS^(YFNDRSY MYF)RH7.)?K.HLW)VD_XE^GR3?GYB?46AO'[OZ$3.)6&=4B>?_VMW=I4KJ6 M/I15=>V:557B68"A9>\;4T\[:NYMVL_M}>_ZZ1VL /VIZ2W.<.ZT7!DB,]9XV

M2<;ST_[G\]Y397=X!+.NR&H8Q(W+;M<);,_'U^("X>2O7>E 737AX3A65S2SFV2>S\IO__;]>C9^] M_+:%<R\6>7D^2[WK;/3S6EX4:!OC_*]AO!/#.D]>G=+#1>3R[_PE\) MG5S!?

*Z$\N!D^J5BC>$?_$+[J$+UZ.7D)3S]GYSZUUT,7}>O:+(EK"HAVJ_M:T&'Z[Z*V0-0QE1?B1!=7-[_@[P3Z&+MZABW.I8%Y}.SHTNWF%NHZIXIS7Y M6$V3J]H:KXPNC(SZ**11_ &+*

[EL^GAL\FK3Z6'C.'%LU;<,[^2N2T,7_9\@?(U)#QPJIP).#D5,N!62O[H_9T77L(T! M)PN$=9,S<<< 5R)85'--_T1]\1OUY&/9L4(_B8,C\.FK-GP.]P)&' MX0OS,'PE9^/(PW#D83@6OA]Y&

*({B>*BK>N1A>$Y;^Z]S]"- K)OFZ^1C4C:_ MPHT_LC<<8M7IR_3EQ1.A@8\5SE^9K%VDKPZXD_E1U@Y)UA#*\^IPZ[:.PG90 MPG.67CVX^O3+U-1\+58HIBLS3#FBDY%=XRJX/S95XHS5>*

6_YL'-O90%],M{C'L=N0O*K?R:;[EX\-$5U7.7@]N3JZ,<.'?@}>0>=/LS M%H,C\1'Z/(?)|Z_@[2XFKWNXS)//ZT"R3,>DB>0S?H(<@)2W]U4A6LR.#^W^M-[B:?*

*P7_C(.X$53D7/&4.YBP<++)KX5$!O#UCYC35&CVPMCN\O9F%[SD;_0&-M-VO]F'11X?E^(EE1X1CUF>"=W,%_"LPSX?'9QQ[AS =V,*YZQ^:J=/]JC^#, MCS\S_2/SV(-R,.;W<VJ".<-PC'/<(QSW"*

*<8]PW",<]XA_/,)QJW'ACN)XA.,>X,A'..X. M>Q_<$!',=OV2X2/<]@"10N=7Z>GEL:/0_FS(LQ:VB_3LJ1H*87M*QVEV?I MZ5/QBA^%[6L3MI?IZ>LGND:?D8^QS/%H5.U1&IZ?-*

*%P^&E1YE(9CJPTOKB;WM$_WM+P$)3M M'''?OF %GR7(=)O%2GR0>]#!5Q$1ZA?%VP.<8.T6A9LAT@\'^/+ +K.2X<,3G M^RGVK+*$@82-"XX"UN)M2L2TSFBCEVZ>9TF#K*M}1M=-*

]\>L15\C][S MK9\RA'W"KU K+I'>%7Z+?WJ+HEBNA;.Z20]7@1)N;O(5[%S=S=H.EFSJ0!.5 M.%UBL57)9*C\-5K=]B9K$9.ZRM8[+#+.LP3N86K(H<'' P*

MEQB<734XI.8K8G#WR,HR&K:$=S/&UCP03N--5EZ[1KFZ*[A"8,EEM' <;_.Z MXC7+8.WPH,&CXM_UO#0WBD1 L,4YWEKISAAHUO<1@G@\Z))!SV$U^0%,W? M^.V$[S;=:E75,?

^[MS;K/X[O;0B%EQX?;@&Z3\^/B#1=OZX7U]J++"%?WER(KY5I^.4I? MWE2+]@Y(:\!2,>N8/MU5IZ]PJ++>,=AT"9O+'&_A.]F-R6_7I_] 4=&K<%1>C>/)1:@%=7#.X:E'Q"_3BH8RW L1,@ M6 MPK 4XU@(<.P&.X.N]6-5C+Z9)ZO+I7D\NO&>UYQ/{&E]I7C?T2]D.D&UX^FH+_.W/3AHN.M3B?W^%{/6QJ^AFC=VVQ%,)Q.N7D/I'4,TAVR?W&>GKZZQ\P[^K)'6?M$LG;Q*

M^DBDL# [\9QE[45Z_N>LO:CK!UE[1,E'ZY>G3]AB.Y8DKJ7!4.[Q!Q W=#Y MY#RJ&SJ_F)Q]X=)47S,QVM:"ZC!>?9DU?3,U+W&MY6/K-]/CXG]4Y996$7TA MC7!("W@#/KSIR50.]UX6<.>"U-*

*V,CWSIB6^.7A@-/%V3B 0E/*X\IQOU11%?)Q-7GYE_VI7GXY>7U4XB^0CP7ZBWQL]3*<HN^SXHX2 M_@CQ),"']>OOWZKNEJXNL,P.*I'Y][F,YY%+(^>N#LOP[^{$@F9Z\"] MF<.'YG EDHP?*

+"_#L4?CKG\ \C.UIY?2!VU)\^\;N#(R_"%>1F^DK.QY&78 MK2S\P,I(/[8*_K.7P! _>>A[I&(YT#'NTJD%LG/8N=]", =PS-! MJ;TX/2(B]V9_GKFLG1\KY/=G/YZSK%U#6YIQKM>4O#0VKB*

*M]KF'UK,LBMO%]O=,H.?SI %D;5?K #NM[R]RH%>#Y&U(_5(,^K&F27TQ3%TS8L @#)AW.7 MW&&%MNZ;_]XUK=T:[E]3<>R*IL'D/V.PHST=Y/B!Y/GOYR*84GUV>CTBV/<,2 M[.,.6')5*

*_@B.,WKR>LO1_#^&5%B^P0&.S! UHY"9#!9?2&ZF+SZ8IBL@*X=A M)27_C9%NLY:@30(=EA]6B;$;S"4E>4FV6, SF'D2UP]^US'0PY)<K,DTE R M\]*

*(XLR2=XGR)-!VXPJK(9@3NK*O?">J6EXJL^@C4Q\4S0WW\4E>W.>+.2/9_M+&&B7?(^^_/0D!XO)Z=GGPY4IQO!QT\R: N7CWL%X=#R?55+]8RRIT>0P1'SLE\+*

M=Q3'IQ+'O,%YOX++Y(C%>898G#A\DG/XI+7ADR/^YNO,B%WL:3+LF-P]BO)# MD[M'41Z=PU%^AE/M?\0 5LP MS[T,.@&^B%&*

*E#++TJX^2J"":=JL==8SW[C\V'OQHS;PXO13}%\.WWQ_)LO M/A$BZK_$/[\ICL0A>&JD52KRP]#1F1E7_E"(=EZN=@8XVD*68=XL@B= M*?QZW#E$V&3 #:T_ 8>#SVZS J:$B!*

*[$F937R3=G9Y=*K"NPJL/OF?N,2VZR M6U*)78THKUFW[%BS)475-+Q8WURJ>FDHZ!9UM63^IY7PTC2HNJON^F9T$W!= M!4K55ORJ!& DEKF@Y#W*BJ,AU=*

*D@9$QP5XKNY.7BZ*Z;^3MXKD+1H"BQR6XSO^ M91IDH^J:\@<\UY4$',*G3+L&%K=IS,A2A7+I*^{">.A)%SS=8ZC-MO$$"PSZ23:CAN3=9.>,'5X0V2K(.!*FB?8'92G*

M8K^DU_6B(TZG%0CW329; MAC^%6PZN4!"I.O8AF1(HL.(Y.R0>8N@:?)8T5#660S)!2B_9BZ M(H<9\5CI,7_FW(U[}&"%XT1[SQ#":=C6^ K[T# \IM-A\1B.=(?P4]H>CUQ

*MPRL>!H',8RW#N\)6?G8C,.DO^H[F"H-6L EBD%W,%2P1!KMZ3S3>^<.S # M.:'7@1*UUTBC*:M'_"6T'CQ%2<7@K,"M\;L!X+.*M4#CAEQM\(GX$,VBZU;]] M>##C_0S#TZK"1^?(QQ>*

*(G1I>'!&9/U>9++),71?P# M6$7S#C&,BX5#$C!Z>H'6D&Q^-ILA(!%?.W.@]4"@4UB%65TY($AJF<_@*R!W ML*.IAR"":KQN66$VN,RXW?L_V8P5.MNQ8.L7=,5)*67WZ%UQO<%"P@JOB=VJ*

MK,,9$379#2P8V >3Y#VC4V4/ M2$]=&Y4[N98]T01/JEQG!LD401*%B9'OK,(/)AKD$/>,9@3_#6IR M!UR6_U-5UG2T/_B+^ ML10/**_GR1\=7%0..^17Q!CUE)3:M,O@(_C0'W35CEK>NA0-&*

*(8,4AOJ,]<M=7ZX$U /X#HE?\6W(,O?^>FWLG,TK[-O_X,/[E8H=^\C.T<_!L{4'7GT>/F MR?"K!G=E_K9:!>~3Q*9PO[$ MTF2*2I'4.*X^VCJ]1^)RG%V=QC9?LF6[SC>.C)337 8."CNO1T<-*

VC@O1@PI M_]9%7L.M%[_U,HV><9,9A^R+3(/]U%^F;RZO)I_B3?;WQT>O^0]D{4^PREH' M5MDW5Y?,CZ^ZIM&22M_VE]Y,/2,;G:&%Z_;?#^IGK8P#NHXK@S:T<<W:=0^1(5-2P .-V/-*

,=^O<>XE&YR6]{JBOFV'"!EF,>]TTD&69C+''X!2@3O,M1-/*@[MO,FF]$(<6D-JM\TKMOSD]3G35"9PFY/94V1W<"M.G>0GE.JE5ZQ/2G<-5BW; M.37HSVPF]^^TP &.1:C-*

,;!T1[NEGI.93'2G('1PA="]MW!SXBX&Q=+5=#W3 M:'A'==ME 9N.##7F-.E'1N-Y4LO/&NT54[FV.?IMF2@O>.-%^NKE57KZ MXC5]X3}.#U-3U^^4BW-VV5/ "KU;\(.)Y=#??#-*

V84VC/'"%QZ"]CRX{L5: M1OYZ) MNKIX-.W0BU>3?]/5)S,7G]ZI5#5W<6\R*X^Z^V/^KK0>"]?C,%&OW8//CU1 CX(V1Y+NLS?YM!V7WC';Y*T<,_X^-+B3NT%N;M^.?](_,+?*

*3NJ//DW[<"2U0!3I6"9:C)GS M0W^O8=7/&]7'58K@<5>U1S_^LPNJXUK_H:5P^Y MO&2-W3Q>9-LUQ:^PK:*FXNEG>51_)G49WM4QY+%K/5?/?:LUFB3-!@3F.,]*

MPL>3O+&SX\GIX)D[5[9R69/P$MQ,>)L*%'1=B&Q,O!C.!Q] Y45P/;.%4_D MYNHV@]61&O$,9'[>]DO<^H,\?ZA4EZ+U76S&YH4U[A=TV'!Q.>3-A=C!N_F M.L85>518AS,TK

/X@_.R.R)2^<$GB8L5[5)8@iES#'9',GO6GEO2\=KP>/Y%KBSR<<3!GQB45_@\01O0OU MT+I?]JX^D>SMRFSU^E%-M?,FZGD+WZA+10.4Q.TZIKA,|.?Y#I8CWPJT5?.Z.K&?X4MQ'RP+3'!Q_'JU M#\]?DS83BR@7$6B0

*J2&_@1>%/7R,E/-3/_MATGR?ZL.NS!A@PE%"H)K5;M%A}8)6>KP/3XQF.TB-!}7(TN">8YJQ.]$Y3v MVE$P@]/_1.$F&((\IMPL]"'\9J_*Z#!4*D7PP,@.T=+^B,MZ:M/8DE??!R\),U]B[Z(2;4! M"4*GZ=>*

?,5TP#]LC\$?RWG7M/5ZXUG8>6Z,LF<;-V /;M4-W" 6@LJQ1);" MAM0:D!.T!R4ND&RCMFT^W:QJU@W<1%%DUG=.Q(67'HE(@ (;?.#0'GXOP6V*

M9\0[K%%2GR^-$=1+&++F2RCJ[,?O[NHPTDYJK,%8/3 MX5J 9U!S'\^\YE7,G98LW&BC5>XUZI_B&]5&>,,,)AG42]V>V7&' ,3@<^Z3

M=FFZI[F<%&)]USFSWF3^VI,Z.MY@V56ISHX[:A9Q3+^&:.'\VKSNLL8"M6N:S M2:=.:U9Y2PBWNKKUOH9Y.;FM!/64=!= (#*X=#(`L#3!:X8M^Q)/D/^0/9%%AIF0P!HI_PY:.K=RU-MVMF*

*GVE=-ZGE'C`. ^ZY***S5*D.%:\MND M E;4$Y!)!0MIK\SZ[}."8Y1AY%YZ@\)%9&,Z=_)/65ELW,QL1F?;=$O_0.Y4' MJ/>4QH#EI5.E-7KH=VB+ 6)+- 8M*$TUHYX(=)HA\%@WC-=_,8#0-BQ@);L M<-*

Q2(Z9>.N1:0!]"ZKT]3X"?B)'Z6.4>MWNMOHWZI^F'=Q0Q'B7Q#TB^0'P?2;O V$$S/UZ5GQB-8Q-Q4%CKP2\C.XQ5+ 1@-A]$A_L.O2Y(&+Z#V M#C"@-1<}=PIOZ0@8(?!+=.(W;@ZBZ4*?*

*I=F4WA0AH\13K M1#N@6QT)+W]?=^YM5B=OD<.0$IW?J2V+(MV12:.0$;PG0EM3M8<^N+6.PR.A M>\:TH2XM8(>6DJ1#@BYA):=C#*LURC`[Z5V8!LX@5,:H)/P1KF0QDAF8 M=]62[*X*

=TB^XO@CM!6OO@E.A,$ ^;C DQK_'> J .8<)) MF>'GD=R.K\+CHO??+0)K_^#YT*RJ@F^)2*L^TTEL'B?]/V"#H/,&0D4[DK_M.Z_/JUN.]) R2?Y^4[*J;(@UR$]8QJO^"#*Q7!+:@_P 8(-*

<#EM%4O45#BM MMLGU#1HO%/G,DH4C4$-X.E60+1\NVI2PQ!FRJ.Z]'G;9!@<X#E PVMBZ)(-M&$7ET4K&1JA=5[$WD,1,>++,@RE\8=.ID_6Q7<

*FU]^#/H8/E[K$V,+N!\A$;V(U37LSXBBEIU"M^)Q@#6%%D4LAA^GLJ#A-E1= =XPK'(L>T]61VO?[@.(A!*A_O_^C$\F@VJZ,I5E0 M!)B3I#R2=P\E?Q<.Q)M[QBR[OQV?4LUKQ]JWW,9N=E-2)*

9E[JK:UCWO Y&K MX_?HB"#,C=$2^Y(L].W7C]*'K/(JQ3A9@K^$"N8.2Z9%$#:,;5.E7R/IRC,[5 MA/5.P$028+5/]7+NDG-N8E?1:3,W2DZVLSV$X@V:.,#B[{)26>'K'AN))_TW1?FVWI$?

CSU5/@AX7(R^.5)<79=I.? M7]A\>X0\55?7QAF#=]Q0Q'B7Q#TB^0'P22;O V$$S/UZ5GQB-8Q-Q4%CKP2\C.XQ5+ 1@-A]$A_L.O2Y(&+Z#V M#C"@-1<}=PIOZ0@8(?!+=.(W;@ZBZ4*?*7A.*' I=F4WA0AH\13K M1#N@6QT)+W]?=^YM5B=OD<.0$IW?J2V+(MV12:.0$;PG0EM3M8<^N+6.PR.A M>\:TH2XM8(>6DJ1#@BYA):=C#*LURC`[Z5V8!LX@5,:H)/P1KF0QDAF8 M=]62[*X*

=TB^XO@CM!6OO@E.A,$ ^;C DQK_'> J .8<)) MF>'GD=R.K\+CHO??+0)K_^#YT*RJ@F^)2*L^TTEL'B?]/V"#H/,&0D4[DK_M.Z_/JUN.]) R2?Y^4[*J;(@UR$]8QJO^"#*Q7!+:@_P 8(-*

%0U+L+2 M6R1RW5N8PF!51CH6[+=FL&,46%HJL8.<)G-Z@K9Z2K,X?#M-DG>6%1+[:XK M6B5@]!*=W&$C=-5PU HI(Y0CD^$LKQXOD5^3Z,+'2O C?>6=7KK<_]'9^_MC8?Z#ZZK}^>L<-*

<#EM%4O45#BM MMLGU#1HO%/G,DH4C4$-X.E60+1\NVI2PQ!FRJ.Z]'G;9!@<X#E PVMBZ)(-M&$7ET4K&1JA=5[$WD,1,>++,@RE\8=.ID_6Q7<

*FU]^#/H8/E[K$V,+N!\A$;V(U37LSXBBEIU"M^)Q@#6%%D4LAA^GLJ#A-E1= =XPK'(L>T]61VO?[@.(A!*A_O_^C$\F@VJZ,I5E0 M!)B3I#R2=P\E?Q<.Q)M[QBR[OQV?4LUKQ]JWW,9N=E-2)*

9E[JK:UCWO Y&K MX_?HB"#,C=$2^Y(L].W7C]*'K/(JQ3A9@K^$"N8.2Z9%$#:,;5.E7R/IRC,[5 MA/5.P$028+5/]7+NDG-N8E?1:3,W2DZVLSV$X@V:.,#B[{)26>'K'AN))_TW1?FVWI$?

CSU5/@AX7(R^.5)<79=I.? M7]A\>X0\55?7QAF#=]Q0Q'B7Q#TB^0'P22;O V$$S/UZ5GQB-8Q-Q4%CKP2\C.XQ5+ 1@-A]$A_L.O2Y(&+Z#V M#C"@-1<}=PIOZ0@8(?!+=.(W;@ZBZ4*?*7A.*' MF+D7O2\YFIG(,#6,0JGC3@BM);@@KP=EWF[=M26/.C1/JB;_M_Z@,WI.R_"39W*A[&J(L318,S8$0[H-#2.%_NZ VB;5T6DD M6WY6YRL,/[V#U.#)5DM" Y,+P^SJ>,;2V&AI9D:B$2--_[H"#U#(?*

%0U+L+2 M6R1RW5N8PF!51CH6[+=FL&,46%HJL8.<)G-Z@K9Z2K,X?#M-DG>6%1+[:XK M6B5@]!*=W&$C=-5PU HI(Y0CD^$LKQXOD5^3Z,+'2O C?>6=7KK<_]'9^_MC8?Z#ZZK}^>L<-

*TIL!PZY:[4ZVXM;,;5ZM]D6_H)'^D2/WH>VS+BX#WTZ"E(T6 M3N?YCE4JU^S;)NPHHW\&.N70%@'TW=0[I?0DOK.I'4 CN&)\c6,T&YNO ML+>AP,1QRS%P@*R+51 +W)#%H!0BY&5X,GH$3 MW_O"=$F6/0QZ9BRY*3HM$*2''2PPK@$IXKLCD75*BR!1+FNAAF=%)\E,4&Y/^ M-WA,EV@1KXHQ2 OS5!(=N>?R'(GL8^@', _@9F-A2RBU^C('AU'-6"4J"!$]B MSS'U]1G_F2&'7O+?*.*_8E#3>_!*(K3DN=.V2+Y%+X=[ASBCS+2\HQ4+K*.\ \ID-[/#3,? :Y7MCH3-Y"W8<^1X MNV6ACR#\E.N%<7!GB+K.UG80#%S0>PV+#4PC%O(S8\H.'RT+HF7;>//2T%+O MZ+FKX= S&9!PE=B1HP6R$=YAW75@=GM.7N)@[M/!, ,V]#>6TE.W4D 1JZE M'4/$6H4]:[#7$9J1IGE@8.=$1?72D:-0(ŞZD6/OK4_5S/^TP ,DU+ M9-N6PZ?IOBTK23)L8?BRF+Y]"CBL+*>\?JCES>V6U'[F(Y*K-U%'[PG]G#R M:0T*L! 3H#I5>#*'P/O(H3>S67=''#T]Y6P^S0H5$#&A]A0;]E!&RZF(DH1K M0I[U%,M!>-VX:W55FT'CE,5:?(?,5O\7/X*55.''7S4/[-4*18.%*C DR;O MW [V#K>M:,'5''QNY[21R34$6T(Y->< ^/.6&I+N4 ,73^9HX(*SYG;TDHKWR MP=@HO+1Y!R@R&J(2 Y]&R(LQ2*1[94&J1%]QVR['O$*>-IN7F=Y#/0K6 MD@ 5FZO({K3AZ'4GIQ.,0AB_1UJ8^S!]XVV*01O3LRQ9CR^UXC#6)DYET#CV.D#V>ZUM[0<4<0 Y)XSYRK46H@:R0>Z:.D^7BBC'E1R@ E>Y MMEC+'US8'Z.*VB-'9E[134%X17^4! =)O&6_K 1/'0]R0S>=*Z$2O>@=''&8 M*FJ<6$Z68)^$R"G3Z\=UZW=9WGHU(X?'E*XV-BZHPJ)(03!M<>FIS)JI?1M2 M#65(**FXPOP.*$9EGB%2RS^EV\3 M8(FX-UT<&DW2VA5KN_XTZQW9=CB2#E'C&I1QA%;D7$\J= MPG$YNH.D'?A-'I=O/]K{(?=>Z,=S*)?''73:0JR)H6@[OX.5(%=(K_?MX@R*I MN12,[H=9[GLA49>%DEY,[R/7Q,]MV3IL._.'',(4^L;2_L[50+,/ U?E4!V M:WTZ:0^/1\]2T!1[LVUOQIB.G4H'BDS]"<379%)A.& M4=3C]4U<%WG=M))@)=P=<@T+9N'7<'YG9<]E%_X4]VcKH!3L'.YAUE7'Z2C6 2T M!2=(#>D1F23L)U1/'P4]$3&. .<)5]$(J8*D(AHY^O115C<3?V.KR)C+$_>A5 MD&IU(CRGX\'=I+5M#;$SQ0$R>.N*2*H;0M_QQ753+:D3H*5R,5$(5(*3Y&VW M[+3B.Y7)],5@R[,S1.,#33J+,=T1O3KEIA!"0,39KWZ,/DS%9:>[W2,G[3$>D"I9%O7 M91QK].E09AW>0L'W4*GW MGMJ[A7.#+NL).GH(,&SX&U}>X50H 0+6WX..^P*"6@!#IM&Z0BQ5 -'E-=$, MAWAQ0Z$1GE<.52^7'1 I-L(1V2VU080)@:R H9MOT6Q#Z'D?A MQJ6%G6MP(8B"!A0B?U1H@R6V(6S.*I81"92!XS8I/NL0K,=5 P,DMUG L-M+'AC""419**E/G4XG.1%U#CCTZF[6H$#J&H%>*I({[, MG!+#%)877N>W3@N65_D<2XJ1HHC:>@16*E!G-?70Y6LSO\UFZ"2WK43#VC[; M'JONL5:B?,O(,P^V$RBV0 3; ^SA-'3(P#P/4K7@)962YT(]<81IS3/P1RL2 M.*N0UC8TO9)MK&K? #W1NGOEX9\M\+'DS>\X1Y$I7&^KCV6_6REW-,ZGV'+(MMP6&(SG,IR34^/GC31-"D?NR.P)RE&MCHT2L8HCPP]122N1C*.F4F=LS]'. M6U(#Q@^_H?+_ =31JE$IY6D[@X;@@?!DN3X}> [O^V"1IFT0BJRUP48YKW/? 2VT9GF@_V8^D8A MZ#?]$CY &X45A??A&M%EIEUHI]6MZW4YN[N1N]9T)QMT)(,"^R6HA?Z*P])? MQ]IO1@Y9PQ\ [4L(E,+K#8E.+>]L4=/?>GMP@JZ*0!VB%^S/Y6^N&[_^]PQ% M$\.FQ"_.[''OD$L.J4<>#W('4C2F]Q@0*MLP$%V*]['Y^-.Y,+ +#(?>ST1&,S M*?*BM,7<.$\[!\&EQ$7<8I(%[4 20&%]V A%& MV6/6 .<,-(8-0)&O1S,=4^3E$,7\=S9C![F\)+&/X8>P6V0#678'QB$ M$.,,?K/#*0A7H7I>QB3^[V+!\#-J^'YJ+)[>YNVL\,%]^Z4M>D(!+ Co58*Y,3:X M-U<-,"OEV,&VE73RX),/2]*YXA8A<7]X .4+FG:>ATE1FR*#%,O<|^^>/3> MVM3S, VRV"FIDNJA@@E9ZDT[3.:^Z6 \]*[!O(R_<Z.+ MOP]KCB-5RZ!87^,YTJ9OK 5.Q%(K^>2HYTYP6T=(4V$M@=I=/XLC1'4V5#Q)? M.TR$K& [08(0K9ILF,MGL[1VBC"P/D9QL]"JK+C'K":2&PT.,$NADJ90#X+59 M30^<)>90/#.PHV#|\@O)NL"&E;U]\JQ%6Y=Z?G,BXRX3)#W4'^JQG9JXSFOJR M*O(D/-4 HPEM,*LCDN; &\HHZME8(T(BV-HBP1-#'1ZEC1FI,^<^-U-1WY MRW":X>C1UE^E5R /<+_+(2V18@8($!@=ICO$BO7K_&3P,1_2OZJ)S.:) S'%?SS MY>O!>WQW##*&1/978),HYQ 06611-Q38E'4)C.%E,- +8Z9KJ2[YU3K-O(Z_3B M}!2';E@ISZYP4J_2EZ?G^(FG76' GW'Z'RJ3&*%FVO!S+=U[!&R\.7{(W*QQR M@\HJVK<*I/,:Y_"\;MB+/0,6G0H/W*_;_=I$61*:/D]DBF"]5 MH!GEUH76#,/)? W2YW$O"4Y%&\Z+5P_:OR)X,JC2P8DA\(;>V.U-B8* 4?!3= M$M-92[@PM*"7UB3'O)SA'QS>F./@ '$FV7A6Y,Z=[0/=DWFX\Y7EC1P"0L5L ME*+4#E!W&(>/L??(#(O!O?]V7@_%]+7\ 4(%+!NP9?Y.TLZ@{3%G!1Q@ F\ M.(ZC?)80Y%@WH05*532]OOE0\<<'#W'H/-6A-C'=W/CPDH[=\>Q2$,99=4.%]L-$Q3[)4SR@'.VK]\K,"&#THUSH6AX#[M417F+?8ME H%W#BJ(NHTCWJ0^/$\1GN MR\Q'J/TP3&"&4F?XW9"73(25V\;#YH!ANV"#\GD7CNR[^E1%/B?IL,@MZ'71DF6$4V/B8PT =4\#T %?'E7%O_4C&O\!S[KZX&JP%X/&Q: M({C0$6E-3_V:2? P1#!HR/)&1]FV\IXHAF^74,HS[]) YS*B+!R,(BB(.32C* MXK<<2E9Z2."/33%!#E%K\)W,Z*$W2E=(B.F9!F?>X.XH.J5YN= / 73+SN8W MKHY(G,,//KSN\=CBK*,9K,S;0N>,,B&>F=!JV\<04^G =N^:.5?>$D 5)"DX(0 M8, '2V($K[,P)DQXD,C8]$L_%QM(,"N/CK&9&EF@RBH[8:4U]&<VM9@T[3'$Y

*KY4OP3N<=Q^"5HK6*B14B=-MM3+I%J# ,#8\0H=I#T\G#7QCS#!H]QH,(2S2,=T)TS,?OZHG,,U5!WRK"5+8W,8<%W[QTL]'!9? M0U)XY6B;*%]9KGA24K(3<5['P8[,9F$&HBAS) MKMTF6.3$1'*>*Q!68CS!>=UOL8;1Q3T$N3]!M$VHXVFS$!LWF6#XDEV;?RY=XB[_3U+_][MJH \X)UASC6MM^]U(N)5,D2/#\M[2,)A#PV,S=7@M>1:!+QWF2 =QFQ ^[U MX29P.&!F3. <\!YGFJI9=>EW*G@K(/11(?5'U088&_%ISOI/RUI?K"HOOH\\^/ M3_[SWT\^>?,%AK#"XO9\=/+LX^.7Z=^IL :4,#,PZ.9=[@IX"""0+ "LRXH>#Y ML^X=/1?.UUR;(*0ZZ3HSDRU8,V4#] >SA)#W97FGI-3N9 MFM^8P&5!.>6=)8>G 2"\"FLA,[6G<,2@@04"#9V0+Q)%QN[!I- M0.[EB0?SGSY>K+F4E8"3G"4:184]>PW-9.H=2"\.KPA^L4.WMYC>FI'N$F+PT M;R)*X,2!WA+) T6.E/7VNP6E;FF[*9,]T -(X3"K=&R@KQ?'.!Y$0:K$LQ! MMT=D:0144\F6Z7,4C73*1FS=F(<@E[&.RNV^R^!-,LCZJ&:71;!+9N6=!]) M+=5GSFEKSH>K72P? <,N!'VU9^'&W20[P(,&R^1 MQ?Y=C6]TKCB) QD4Y@YY>*K8,A+0>GB^WKUL&F6&VT,9G?=:P'JS',\3MN#[7EH1^R/@[:MF./PN!A#?2"#D4 1V!R.EY+Y,$ORH "O,(Q&WNJ]]^82S#$'ODZ01 M0Z06 ZPV[.!V)<0'T]=E{]H_7']3CT-JL+K(0+HJS@%#?E#NNU:(TSG(3KH&E ME7>PFPS6RF=-OBV7Z]V1D>6IQE:.UKV:&(.(WV+OPVWAECP%[[PZ-<=D0A4E"AKA7QC;+ F>ER"5\H%PCMA3UB:M9/+($85;32B6#D"8HZ,K &W&WM9V6W=K =?Y+C55H'72))@,KGFH^ECx>V M')WT'6F2DG;*=7U>R_R&TXL{"0;M"Q;YR#9ZF'8:A%- 9@7$%GL$S [8+(*J,4 -2%& /6M[,'@%4+1K2I+XOX25H=]ZSQ ML?3"N-+.\{(=5@N(*Y"]'B"6WV*O(D&>C>JS44[,+CU0B%D\9GZ &*1ZZE.1 M6.B96RT0$XJ4*.34..,4YJ04.*4!E>]BIZ\Q,"(!2-_%KR766A;KDFI9#$RG MW9 O+FYQ'-.B80DS0CE@BX9KOH)Z%A.,"4N@[?-.O+.,)6"P8D,@!S8\E MVD*U(.!0O],T"<*#.10Z6,5VVQY1=*2#.4AM-(D&34 JWCH^,;+.+5Z1N1,L-.M?]NV43MM+2GP"M/$QMX^O FPABP8R_,,.8V9A52(LW(OKTCSE["633{?.KUH? M*#%.IQ/FVO/&0%=>MR=E)<>"E#H,D4CEW'*#GPQ?) RHO(HH(OK$PI0*,7E_9-M1)1$# G"N@]+F(X=P.H2=3,U121 9V=[]4_!>*Z(D7'!1Y/ .P!QN+(#B6P-ML$0OM!6#%45H"M2Q6VQ#V+$YZS)(N%-3:+&]JKE5 7-Z$XE5-H_NM+N9 M)V3+3VK_D?7K_-5'21C"]#Q8=.#4LE6UK0s=W@9E8/922]XD00A=3+G1L7 M8V.D]">7U_OH0[M'YD]EW%T5(^V-A,*]C1.6N-J<<<5E]S0,<++$;\S"K#&0?'-MDK]VUN!XVMEF]ZRL#4[MU)4K&*^B9Z%]JU,CP-]]^+,SX.#A\]T06-.6DK% M ^%&AQ&W'LS-I,M,ABM>4(.0O;SY86PHNJO.C=;'J_O+RX\'P'9U\]L'&#QG" M3]XWH.# (Z1C<_+Q\4L:BWT]L"{[[> ##+=/2,:RV>DF_Q?MJ=/P1>KO+8 " MSV;%E\&4_5"S'C5]^&LQ!S[\3{01"X7Z:_S75>LZ>] SF;_+6?_0@!=E MEWJE*JO^W!>XM?T:*^HA/.*T\O%[$%75+/@+ST4?XGI?,#;S:3G=V7+B M!<*'$U<$?_SZ! [=B8'#7LB@PD]_4S?)IANYNAI)-#50^X[^@'RC3%#;095[E MV'<_Y+_^'_45HR@Z HS,XV7DX7[]>;OH00(<]^Q5A?.FYG?N^KK4&9*4A.2*C M9&V(\% 4XP=BX?9P.CR!=MX2M'/R!P3M/)F!6YJ!A. X^'+,+"K0C,!'!9L^ MY1*KE. @]E7==HL;Q_CL)^Y,0IC]=/#>M5GG*?23.VF*=MRVG&9,P9),'8FI6 MD*%Z/1_&,+9#//I>BX][QV\[C /FU2,.0C9,SWA-1,OJMOBR. HPN8+W+ M<923@COL:IF(&:U!'HT?9(:(,"N0UYOSPO1/A:#FHZ4V5R&8*%[,TT.\L58,^)<@ =(HDL6B;0,=%H:RN>14!A, 6'*$^*M2B@ M/#BFL=C3]V$ QQ-E8< , ,]6MHS0= MC0HU<.N"L,T;,G///O#\38(BU4R6X &TZURK^6Q>#]/1'OZ\#%,GPDN;@'7+ M\+'(H>MD:N]34.>$G?)7TE9L(UFOM:9"U&K$I1PRQ4L?&%APLGZAO4B2B%L'V-MA)$^*GP)R0V:,>(; [A.K4>/L,.1&@6*-!H MH62,M-.I'=M:_>]MH!{W:9_>"")_{0]=@UY5MG@W#V$NS<"B]L [QU6,GM# M%{:SP=6*7M-O)@#?\13PHZ'!&V0H=^L\(M#F!4*:,;,C%ZE(D"1A-'0C$9{) MDV'*. <\4B\2&%ZM@TRE *//1O?,EXK<0E8TNFKO >[D:.M\4%N5WK(F^J=/* M8.R 6_67/&!:G>NT)K+_%Q)X>`T$B\21 X5NAU M?8A1;6626 4L,'I[C)LK)#4^2Y2T]L%/) <\CBCGY>M>5BT3R1A1MW1&U]ZHR MPWUU)0W2 XH{J8/&PL*4+4P.C+B*Q$7G[;.!WR&F=_IHD2.[GX-0D]L_A#[^ MX?IGB6OK'82C=H;$A2RX.DQ;_%],)B*O>(>,;? \C#'=%E&GSIX6,0<"V93Q5! MG5W4J36,[GIW8 <6+7D!5'RG,UO)06=IF*GX/:.EK_0}/_X5M#Ö'([7C+R MLEJOAXG'*;97B(OKC75<#6QH)VK7Z%52"%-Z*)#1SPRS%H%X1>I" !DW$<+I M\,4F$1UI87P>OW(RD0+N'_L-.66*ZHP3FK"1'NE)7Y M:HJT=B<+(=HDL6B;0,=%H:RN>14!A, 6'*$^*M2B@ M/#BFL=C3]V$ QQ-E8< , ,]6MHS0= MC0HU<.N"L,T;,G///O#\38(BU4R6X &TZURK^6Q>#]/1'OZ\#%,GPDN;@'7+ M\+'(H>MD:N]34.>$G?)7TE9L(UFOM:9"U&K$I1PRQ4L?&%APLGZAO4B2B%L'V-MA)$^*GP)R0V:,>(; [A.K4>/L,.1&@6*-!H MH62,M-.I'=M:_>]MH!{W:9_>"")_{0]=@UY5MG@W#V$NS<"B]L [QU6,GM# M%{:SP=6*7M-O)@#?\13PHZ'!&V0H=^L\(M#F!4*:,;,C%ZE(D"1A-'0C$9{) MDV'*. <\4B\2&%ZM@TRE *//1O?,EXK<0E8TNFKO >[D:.M\4%N5WK(F^J=/* M8.R 6_67/&!:G>NT)K+\_%Q)X>`T$B\21 X5NAU M?8A1;6626 4L,'I[C)LK)#4^2Y2T]L%/) <\CBCGY>M>5BT3R1A1MW1&U]ZHR MPWUU)0W2 XH{J8/&PL*4+4P.C+B*Q$7G[;.!WR&F=_IHD2.[GX-0D]L_A#[^ MX?IGB6OK'82C=H;$A2RX.DQ;_%],)B*O>(>,;? \C#'=%E&GSIX6,0<"V93Q5! MG5W4J36,[GIW8 <6+7D!5'RG,UO)06=IF*GX/:.EK_0}/_X5M#Ö'([7C+R MLEJOAXG'*;97B(OKC75<#6QH)VK7Z%52"%-Z*)#1SPRS%H%X1>I" !DW$<+I M\,4F$1UI87P>OW(RD0+N'

HQ;2,GYFD(:,.$1W,]JX3%FSMY/9?Q^`W[.=`M:\4DL7T/O3Z0O.$_K,3[!`MBB1ULIML 5SDB}>:2=X&T\MIY2X$WZ\M)V+\+P.(P@=#3<]"9?!R.H,EV)7#Q M%5>)=G-,@SQDL,`-3ZG<36)$W80-YL?R_OK'R/4ZC)_,]('CDO148\3AI="^`MF.I#^ZX7DFL$GZC((&VEY.# W?>[*I-M*;$,@Q6Z+,%K=&&5QZ+C,TN3%HD_Q.TU?0<_QM+/TE=F^$^P30DE <6G6@H5DNN_:K,E,0),+@,VFFS,1M8,!NI.I?^,I@__A^M>S&,L8R&DZ_H*"6 W^J=8#9!.=TE1 MWVT,"?ZEU!U=*.H$$7X.0G5H!Y_1I>%PQ+J]")/V..P:EP%,C^WT^QT=0O3? M5},2XCL@T1<38?D*R& [K50<]Y7E_[ET.BRG"KH%GC;"F4F+U7 9A37(M_Z9?!0^4O1/O2%8dS&*KH+HERO^0/GX5 4T0YV=F]CX.QT84%MD0=>2&^[M>, M*J+MMRC< *NA%LO,>5!OTZ@Y"'''^I)$W,*(W],>S5_X0$10 1K$@#$S!&!LR M*8;51-;U7O?",&S!Z44A>":C$&=,/V:54"R0VG("JH3&3/O'8&AB,X1N-0$T M!6]IRD@^X3!-/9919I/MCB5\#/LN:0%W7LG3CDZK[!+/:L>AY6!C PJT'I" M:E71+!AR[PM1&DKC]395[!:,@3&2G900)'F!^ L52RA?3IZOW#QY@<3O9 ZVD M/%G /+89*=&]=PABO)&11TAE'@FK'+ O_*$*1BR'[_^P7W"H1^;G;IAS'2Z MXR1N\=4+)UJD!,GT&QN_$B&@M,72U$BL.ZFL00K<4BO,BJHC19TL.41.$4OU M4+(""[=\(/(+A^R+'&2.#:G](;D.16@2 M)B9!1],BPUL,N9O123K0"C>Y4@MNBZ'?.';5QC022LL)0 7+(#(5)><|>FH4 MRXK2&!0=^NVKA;O-N72"C.U2O]"F$GE\9NE')L)EMMUYZ)*5$FVBCS'ZV2O\ MZ%S1>D**Z$G>\2W1%2>/#UUQ3PZ 1,$MA#>B#47$/NNV8.4_3=PBCZ.]U*WB M\5U7W,?9[-57_S/[=EW/">U/F^B?#, G8XU4XE<_G#GOGPY[2OHNK<^>NEY# M+AER*OE6"5\7N\11\;6,%&>9\XEL1DSW?^H#:.7(25=/@A4F<(J[& ^3E3W&I# MJ-X9W>\|"2/QE5Y?7D JW30,F0#2T?XC .MXU_)6.'FT:S7PO@:$ D1)@3G MFUEVYV?O.1Q(EX\C12O4:\>GEO, IE^>=?E,\L= VGX3(SHXML6 M_J?V[SW^2^9H&-GW00>B@V@K &J!#[1OJW__LZ'\PVO3 P)?? U$H6T%8(!XA+CH(=XB.]Y"KRG M)4HDO+!70.Q$=H7\&F,'L.MYKS+V&K%E$[X+EBXR,)O\%9<:>?/E0.A$H% M>`..5KN2)QL-XTP63!!<1.,$QD5](@3E4CX,]6$'&/5VHJ1]&#+>(S5U%I MGL6C4.EN8#8**J]]/R$G,?@:(%ZX/6CO)@18IFFMT/ZT9 T/)W>`]/KM/ M9_CF9>V*GE->48CM-U1],P4S54[,%/JX1H55R1^":LLMEJGGU5FKTA%MK5PX7S%*8M 9$VRY#S0>A%Q8O!(2@[[@WF MM<@X(:I$$CH,Q:_+?DT(2R7.?Q='!4/Q/S[0Q#T5%XG6 MK5,2SX;$,)>,[Y"P7%223%I9V,Z>R-(§ Y!O6!=>2=WO8-K)392622X/.[0 MWQ]%;&Q$,\/K#DRI1,-B:NF2P54'Z!017&9,P J1T'591&8D:1MC%0'*-F*7 MUP[2'0[3X"\+(PQN'5$-7 T)_\..GQ2.NVL&Y*HMP@?OV=,M-]9R)ODK(,. M0\)?ETUFX, !]9\& ^H5A"U)GOC$>YI&H*_9=R,DI-0L1170L$!DO/1:#$@UQ(\+#DG M8V@JWP+!S8YXQ0+8A->3Y3)N9%EI6E._%QZ9(Q,'SA8ZR!KXK8=)B*V6M<3@!C)% MHK<1N]N5]'&D#F>Pb$-R>` 86R"#1ZK*U,Q CD;1.QZ!D9!IWJ/]Q[U0%/*2'| ME05D-5KQB-E[7OM6]K0C*-^8^!381[*,_C*]#'?(**E%6;>W3P=^U<[!U;6_6 M[18F.RR?HWIU(O>6D2IT6W78@O104,'0PC R\6,/<:RLLX^,5,HE[3?'L9 47/RBWR,+Q3\PVL&\$$J+*#3 MIPT/T:YV$W61R :E?Z*G4@?866IZ]DDZ%L%HV"O'"JCO[*F[B*NC,"J&W*Y[MZ "091%N4"^U&!^9.TGFN")>EY]4K.,X8MEB6-="7.FKI/Y.3WFNOC+&6UQK ?ZM*,^)%Q,EYU==ZQX%,>:'IWA.16S74#:#AVV M T1^!>?R^S?.9)<Y>' M?RB?.B==?/:,3;U?N?7G:0/LFFVRIQPI8T?Y3>0[T96!'V4K1 \D5YDL,\M Mi,W'U%37\ZB;<| GO7?[6!33L>NV? UVU9T"R>DF_U?XGU^+^>Q,YTV%Z$_MXJREG2I.QV$>Q@V9)<]S8PBV/3SVELNZ:<0UTRGOG#/:7N,,WKQ.G-NU?2Q3AC*\#[5D6C M^D]T+ZDW+]9UOJ0R<[RG!>%:AXKXO)Z F#D:*F.2(?YR>A$^__GZSW_^>39 M*6Z.I:!#IF B(&*[,WO,RQH>I71_ M:IE=P225%_<9Y&/JT)&VA=8.>IYE"Y2, V>IE,:.VYC3F M.U'V="YAG?(&7Y4N5VZ\=]MZN0?4L@:6#K,]_VC9_8)=Q'7I@.!9?\&RY%TB8=BMF!MF+)>*6K6{{O2>Y$^ MNY2&>84,U GOG2E"24/O]7^M6B*S154A#*H4%C0]"%#@"Q"VFA4'B8.TTUG$P#+ MG>=1 _ZT1+!K,*%4)6O>R!,4RME2. L\6[*I<=K>3,C.E)>4:)KMA(%[B54>K M,S5?#__*L;,ROC0[78M M*%!M8X#*\WR+A%>VK57Y9-SIEM&WDR6P/XX11R5 FE#[,*AE#=6L$HT#XBDU@EYF$67X7 M,!X,L^P07[8TA='MDBK0U7X4_<KN%G4\@2]N!&HXL4?#%1QOS,//QIBCSF< M2'1B%X+ #UC+$8,U:(L]Z.0Z.E%WXE_<>Q?UC/-G#(X=K(OOUT8O/CD_8P=E0 MLI5SKX3R)K/QT8L7+X^?37WN\N6/&AK&X) 3EVNZP+!,%4ACS7CP[?O$?_+OG MSW'9D?I.CE^FET43$1.7QYSQR?4&>C^L,7_:.7GQU_FOP0&>6U"OE&1?6,F_/8 MX-X#]E,ORBV?&oK}.SV5"S^S,HK+'9 X=P7T9WM1-QT*]F26YR%^DB%X?N+. MVFI[XF8@ OF'*$\U2&/,)<[D&!,VA@_ M+5MR*86R,0)"YPZ#H:-W35W\+V_NO&W1&-KSHW6QZO[R\N.!#3@Z^>P#YD'" M+'SRQ?M1$KG)(Z1C<_+Q\4L:B\B02.1\#++DJ*]FA?L#E4!>B<3LH!@B_;C] MXFD*[VP*6?3(M5^ZJD((0<\+:N7<7E]D4+3X"9NP/?+C;/>87755ZW!E8D"_M%941@MM:0.4>F-HC87L$ZJ']@BWET^3?V>3\#TIRR/7]J$<.C#*)\2ME[WE MPZ?I^2#3)SN7$+;,A1.=0KF$Y(P? E6\M+OJF>]JFNYLF.# ,I& 'ABC2BL9* MNHL.;+)YM(%Q<&3<2\Z.'J,N; MJS8#HOE7"@+0AU=\12#NJTXW=/]^K.RQ'SF7@-M6LJ4,28A>Z\+6C;HXK8>/C>.>LTX+\!VOFVH\QZ_M.8*$?=%E%2]ZJE(<9=F64,TWQ@7_OUT0M[U5$@&LNX[5IE!I-SD(§)_FH>[MFP?7\F]A>RB.*K/(2^RV#LG@L1M^]83^/]DXXH>'TSTAU61=R 79*Z$@;?[M-/5W6+)E3OJRX,:.\#;T.)36.7(R&-K4PF]\,I9W73807L:H MY(AQ+(,7U%=VP@G^+XJ&2!-"ZSOTY@6^GBIC'! ->D-0B*M!4. M1XMQ:^T<.9)5N#8+>#MXRZ/PHH7]OF,8CGO5MF1P^]+8LFHLOHRNZK"\^DV_M%A.15;DH8?<_>OG9I%&_0)"9W$%'MHVPTN'^1@5"!+NA'N;_<*G@[D#,X\.7,9>7I#KRLF![=10B$1]![<.3L%59R M7FV T +%8U9:B;@#*$;,]"3*$]VW>%E=TK&[.3ZJXVB1%ZL=33@+R(#OEH"] MQ[,4BX?O$Y1+]_'*.K6&H@IJ&XY]'K%1B<.?)F[!?#^02IWZ#F9 >.O#Z=/+ M=$F?4GP7TBLD.#K&,EY4GQ(16F0-IDX 88%SZA^&5+),4'#JQWZHGC::PB8O*9C9+FK R_=,7#N6.KG\5PL&]^^IU M1>S#HEBGVDH\M9/#F0W.OR@@@)05]P9VOTRY2OU!R1 M, INWY$+DL8+[O$$RG\[4/'2S!0_H=+CY<-3F=DP)_1HJ;NO=OLTKAY>G.S5OKS1YJZLQ9OMF)EA;ODIM MD#K4O(?F(U@,+D&6D6^*&^6IM7GQFIGL <_E&$(.5%[0&9N2"3RA^SX%P1M1R&),$LK&,Z|_+#2ZT,Y F\X %T# 9#]$6]*U7I2L8+0=?^QQ"=CMK9L85*MLTT)=>EPYT,]\UQ:1950VB"A(2$8>)>?2AO\,(.T!=&>Z/YHEE3];3!!D"#1 M2:TZ&>01$"_*tO$;(}3?]N&=K%;K'BI73)IG6V.+75F[!B M"=SWT$.H4P<@P.?9J;81,5''#?[8T* 1@ MS>%LNC9T)W=^B?@S3#%)0413#[V)1VG.O^&&7-96+WXC.\TT))UZ!.,\LWNX M+Z5^ MKOUU-AN4:L*SK%B9,R#M.]\YO6,4$*L6.^*0KN_*UI%N22<$,DP4L!?41W# MO*4-K14>MH\<&E*1;=QL'+HIZ2,2E@2K-PV2Y]-)XC3X+S\5%%T2RS16SW\/1FIUNRRE*IH MK)*+$UKO0>_HXNAQI==S@VDS%UUOM%[0DE)9B"!71.U3Y M)E4F8B4R&KUBSL&4[F<75!*U)*;YD2F4V9B&YS:@OPA7)CY6Q;KO-PD(CSU5.5@:<&\G)=$RE(L MXS7:Y{J2B@]Q9]V0AE G&2)3T%&_3YN3I=Y\+(W)][V/W:I(Y.) #P?I%30J M2Y1(P/ZS,\IVJ<>_\ZCHRW^O2MK%9Y#$0IY/\.$@[A*!*_J2JC9?V%:3=#I% M*E3W=\GTC-L>A(,).SM]B*&*.AL MA,O;Y\J1=*MYL@I#))DX@&R[{ M-WB9Q.441138H%">VF2>_U"AY?0YL*+V.Y+H,_=5_ROFS],A8<-NF.HZ2HES MW8PJZE2RE0HNVV$V,/ZHL[1!(@=IT T/3(]BWITKH:R8[&.B7R?4KVJ&QDN M&X*K(Q'U0T&:7$##H&24Z]6E*4A*1=#_BD2$ZV_"[)3++//XTADOXXS39+R MDMWXY=__=W;VP^G/OWS]^RKG[_[Q}>SOY[^]-W7_^LUK/+SVERLABF2>Q1 M8U*Y1^F*L0H>PH PZ>&XSMSP4HU^>-/9EWR__[6[Z?@'0[0.9SI5Z3LN\IO& MYE7>LH@DE?(104BL)%#>D7I--<@WAM.5Z4S9)W>7*J.KRX6Z!HY `21@R8Y_HQ*C$Y5AV2D!-"%9O-=K]3ID%WM7Q{(>Z*6]D M-7-6%.1,\6#.D?@CU FRAM$EI5]V%)-U0MXS4&ZO^=RS}>\B^?;AL(`_]G\R M7>ZK22,\6[6'A6*TD%Z@-_>U)3#]N_P1+Z^ /TW/M-K$DZVF &LZU1Y{F M\M(JFT7DM&\&=-J"ZM9(JGB0G[8AA&*1$>_#&18D6DL+09DAF]KE$9V##3 M89^OA32QVB0 MG+C&, IX6E]'O*S+Y4"'",1+ MZBKILQ&8]%2?2Q1G(QM+2[56=N2<31%U)4NTTU:)KU\Z!,6280PEM1,FM<_] MV^#-1DG$(-CGP M*D/0,QW)M!E7$'ZA,).Y_@4^WG!-6\&=##P^GGU]Z)+<*&+ 7I#B+$18U2_T& MSQQ H#B=(=):U_5K'6IOB$\E!>Q$666(24>1+U0W[J6LG&>_N5]"]!^*H5> MB_;#(CQF-Y"P%RD:%3>W%XWY9+)MX6UL=8B?F<{Q\>P[6W]&AC>_3U]=WPU%V!:N3$0$7!%I,",3)WD4D3 L_M7N13M);%^.R\JV+]+LNZKM&QB 5Y*$9T>OF7WSU7>OR+77S]$;?CS[ML1*7\H1=GQ=LWE^%A1'V?E7F=.GP2.JA?V,/JE.$]M-D?1?.YDMVTPD43%B? M,BN\],$"IA_LRKU[C2<[^\25O1\'KB']&#SA#P@$*T$TP:]*'$K%NQ1]_M:NK?87#"<'[Z[#\,?+QOW62#WWQT\MPYP0@7DY@45SPK3] M2]SC>9AE^1.]X9.1<*1M,8'3.BGH,N$&[+"V2U?^J7>V)#ODFFS<'N ML9NN8KN8G(C[U]2>X^[K'%7+"H]}%9R??UT4VQMM,IT;09{{^D^O*#.XTPB M>7#* 4&,O54LW@T."KG1=7L^R>D[KX"S$!01%F;, 7I5)#*G4KC9L05GAMY2 MN"DXC9WM^Q\`4J<%R2R=?VN=I>#A9NXX83E)W,Y,_>:\,;8T $L#=L2?HL_M*JJ*S-TRC*IXY\?H:'I*4M(TZ&%V[C GWRVNB&NFRH(UU*CQP"7@IMH8?#B MDM4^I[*@$CX4A8'O^'H*'PF1.(T2^"WP//0VL%O2,!I17#X_,MQJ2N_+QW/T MX)-O64E\[M5:59>XB=+!C9K,F3>4U?[&@?XQA+03[7K&J6N/_F#U:[O=]PA M>N"NK0+H%9,9:.<\<]KFOU-W5E/.>\&>PU@"51BS^&)O MV(D\JF)52D8:INUM0KM[Y$5H@\Y*PH9K1U&5%EK*"!32?"/]=)!P?/$Q M-\OAD!W?@{&<3>#*1:2/Y&6CZ@<VYO#W)Y>ZLX,O&=FIZ,5G\N:4QBE0 M90 +4]9BD[6$@P-2N$$*]FLCB>F _,5)1;5O=B7 ^@VMHL^B Q56H _#M M+8^7 ^@VMH\^B Q56H _#M M+8^7 ^@VMH\^B Q56H _#M M+8^7 ^@VMH\

M3_;C"$ @F:$@N,A;[4(,W4P='#4H^6E1 O?2-_BGY'JMA1S#2$SA+@C_ ,Q$LA#6P9P'I-OU M)E2B3BD6>\QI3 O,:2A//@PE(M%@AP/76JN%#)+1; ()+RP2^#(VSPZH:.,2
MK*G;Z_##PCG2L$\NYNRUNLAGK7?>1{@(D-42/.H;Z53XNU4OE*\V%>C!>C{4}EC,C?OQV^>R=%5A!X:,*'3D=+2,/AP;B97MRH@-MDA#&V/2(62ZP\)85"ZX<&,T*R4 1J=Q:_H:6K;@KEJ=BZ6.`)(
M'L.55!.^9?C0>5JJMK {'6L0,D!!.7K_6&""\&)E=D0D&N)Z$):IX#>`G^C* M(6O^6(=0A_(X8%IV4C2A+B#IF>@[-5K9>:'MG!A@S/$IU9OLZ*EJ#R5JM%V?#4N".Q8 M'6RSG? /O352),TIN19S??
KIK:3599 U2CQ/HY37TL>B#UDUTO>G41=C%";EF M2M=+%/<O('BT?Y,F-?I_.L=HGKE.W#4K:=.F5,(1O]7TP(,P.MVCG3*]J822Y, M+5G7,@W5'A0%9RO,0++O&(%[}1,.P.1N^<3-
GAA*1*2-7&W M3F+(;G+,9^"CXN=ZB=#:X3S55.IV*(V7$1++1N(@<;}#{[*VS5'9D{$TM/;IV3E!\IE#KJE Y.TR+=;"D>#Y%{2XH1N@H M53B0;16'<6A1;<^(A]X1':7 M-Y'$;=)#U_] V^F!]CI-
B29U3)B>$&M1A]*#%__\US!79AGSBVL6 M<|VUZ5;6!/H6KU^FLOY;[+?@#G= <_.OO:^ M,;;/*1@5V29%C W=F@=QP$3#(2&3V%WX!=Z-P'-9<1Q"+FT#N-TMO;!!6Z-(MJC'/$F47 C=J**:I?
*O_\@XPH4(Q?QM$>"N\Z%W^>76!{HZT] G ^_,=PF>EK M-WC 23OE*NTSC&^<O51#<KK-DC-HJ/H9,87;J L
MO,Z;@IM:K_7Z&P2LFS.&-3K#FLYP[ITRYH^2"^^#!AHC3&0'J/$UQU=/*1_LY MY:,"_O(4V(!N RBV\SX2Q-D_/C+$0>,,,O\BYMZ_9.:]EXYX_&] QY:* L{G M'6?]4(Q^OTR@4N6 7WLTDG(\?
L>F*69BIL!%$RIM!'/R{@&,\-EM,YSGO\U" MC>G5PQ+0=N>=AQ\R2EEO;3E<.EUK"NCC3C=&_+,>)246GJQ.P?1"PDU9C MT!XTCEN#1_$H=D{3V{1#4=DO)B2V{T'LV';L]EJ-SG%[FR,9CFW';K-
}/WU? M"UCU0JR* C8\:2%:JAB2W;[ASIZB+1?Q_'@&26/T%O?$)^]VCH_Z Mc:=,@01;L0V>}0BM417W0,7;NIS[W,WGJ#53U%.KB!EIUH!YB34|)Q5*N$.W$ MJ>1#&
<+1/5E=@ZSJ_YZTT.CE]=CJ=30N VL?.D]9FE2KUK>XLH-%?LC2R,)1O MT=Q.[.2VVP8[O1H_6[VQ-N,6ADU4&6YA)U7^_(\O+XW],MB0]]__#WK^%6#`:#7S-ZRQOO2OCK M<8W!#6=3:/CY\U!?
4Y,2H?,9HL>O\)X^3%KM;=E+#N?4\6Y:M9R5,1_A ML:FKQ8*3_.UA=MK]EKY"AX8)<6+*LF-$OB>?ARAOIT&2&U_)R-2MR\IV R-Q MR_0[Y\>6IWES5GE,B+:,Z&'N!^>5D.9K{CJSC:,S;.GL]7O-
#O6AE$]B(@%I M&YL"%R>RU2I<2IP *V=.#X6DIDB?.J!>O.)(+A4'0ZD7#T/ N)>Y/;E(DU<@ MUAOC?J1NOP?TI598CW8JIT=US1_W-$+-GVUL1##AJ8PTDF^N2Q+YBWU)&DKI
MV[J#\.$=A,4X_CT["/L[VT&X{<,_M+&P,_8"/T%$"XF]$+OU^Y7D5.8CQLV MO#2_]%_S Q%T&S+_%*P6!(&.#(>_3X3."U-8,[&ZJF)+]H##??TG[M1&XIR? M@MNW41Q] R0W9!F+8,,.Y5C-
ST'_E1>}9HJ^+??HNO|UDHVZUAOWV-)*=^ M#++B;GT Q>9PJP_WK>T_CF439NL,[ON\1,/24DU<_:WK0N^=!F=5L M?,/S/^C@0=L =(LD 4F!5G@-[J@FBR]0=SFXXR(#Q8A M\J21OI;),1 +-!01
M@B.N*H&"@P1*$#"SD 7%_F,U0ZY.\$R*Y_N, MAUV/FT?'G4?J#^QW-VL473.F7J_9[3Q6S^EC#:K.=,[9. GWXDP^JW3P^.GFT M]L[-[K1T4)WH+/ZX7O5WLD*E[0OGC74R_52&SX_RG24!-.
<8 ,"\N"+P_E4SYF>,YPK/7%FSO#3L9DRWGWUOOOYHYHY%B,P MA,91J:LLR'OWV/{'3Y. IV'[H"2!*K=UL?H'>5@/=_ ME673].WAX)],K (D]E/ZE2 Y]D8G#MK*_FL' MY:[7.92WW?
8!T,RA7=RJRI2@=IOMGPY%T3FJ4E/4<+Z6PEK4JR=KIA$*-.MD LJE\Q^2P&6,HR>%[A2]A!P,F/GB!2GE"AK[K&PUBIS\08P@>[+!8,EM@L) MXE8*&/N,M;KX*2M'MCK#P:'HM IGQP-
M>O^1MP?=?_>T_==YH"Y{^H,(VL3,'7D]M:'>ST-QDSZ^,;=ET:N5W(X(Y<5! M^_#4@Z"(JRUN>MUNJZ!]TF]U!Y67OZJ9&-WF_5!H7MY,07EO'RRQ=J\.Q.V3
MDN+QM%MM@63<2/"_9!#:/6RV_U0-_["VJ2HE&9 ,)][I92*I LKST402:!{] M J$&K\UM @VJ2H@OD%6>.0^%FQ^J0O1$L.'9,%W]Z,U-MEM% %QEN\NR*A.5J';GM .ZY$S _Y4&9#=325$MX*G-
}:/9\5V03/Y1Q>`7 M*821VQQP.3\XXU9'7/9&&FSV*]<(%D2C8"I"[].M',VPE? [U_@C6ZB@0UV7 M[G=;'7WIA4B&(1+IP??;4,ZA@K^L=1B>*<8/NIY_/)?:Y6]@,C}YRL.B-R
M5TJE8RR=A^:6ZCC(WDC#'9;.9T;HOC5+IPY"O QK'+D83.*4$N0U-+[*0UJ&-.VY:"G1;3 MS[,D"M*K.NY4QYUVQAK;/1NTW6HWOWR[J*C%OEP.;V.N_N_]^5?O2Y1FB/+P MD:$HO ,\Y0+]N8:HL
A[8CJ5(@&0"*2 !P$0! #Y462"Z@Z'+MC*[D1!AE7=$IK9H %J.@]:35UG;U%/ON M'6>@V# ^*F@([I>8_M!O\(A:_N696K4Q7QOSU=?RNW>V@9,_>OJ^HI, 3FGY
MKV(HP]J,K\WXG5+P62]'#/^[/Q318V G5+P9XE,H,VW-N1K0W[K]N>K-J0 MS^OY^X%6O30C_D.LAN*= 05A>1'+,.^<68M 0#22:.^RW13OU*3)B?DH]H:9A,E4*2V1Q,O?4@[@
M4=V,_+9;E*Z#+5).5HA$O-C]ML?P-DURO4N(!&@G"A5!V66Q.\%/+C363*-MB:;;T%<>E]}7 CLFT'G=!.KGZ6SXF_HYM#' #_#(.PR.9TI5#B33<#@DVD MW0U#3YU+0ZE'L9R"+(B
3CR.PR#5JS&W)G9'R-$L";) S1X/J#C(.G 8WHO_MKL+$AH-'(3;LMW>>V' 7UK'"'3E M):I#W4=E-45>AXV]]DF7B>T3"\%WI6QP?Q.,/.PL]XGTD,A)X3%*;.5J3=47
MH$G58X92,,0QQT<B4@&'2'LA>'])~]}+ ?'9'C4.MK4!AHT^YW>H_'S-M=1=*%*5#M1OY*2W4 MIH)U?BFFTZ5 YO2361?.RF,AD2HN]>*4-H;9=@3@+KC:!{.@E>>5 FD%8]"VE.
MDR$9*VD3GZ6UD4;T52%8V2ID>1MJ+&VD9D.Y!!$YU1A6>@J98$7AI8T4K2H> M^?))(Y:L,%:B"JGC"K)8BFDC4_GB2K,G5+FPE97"ZYAB?:,-7.1J 8VH*)>U
M,E%XR5*L)K21B6)UH!$9&\6M?!J3>K924&-J(2+U<>-GJ,$9Q4IMM[3 &E U"DHE 969D3+MS2{(U#*R9AK)V,;*_-NPOFT6 M*180*]F%DE/E*KF%+-%5L,
{@#GMFBUHRWQK!6)@OEJ.HM#29MS>K9D9MG02)! MKHJ$3&0+&M[QK(+CD0J\)7Y%JNQ(K\85"EYWXC%;]\ 60:+TD4,A+62KF%* M YP670!J2D##1_D6P%,&*RIFY8P,322C:L?Q.A47\T7
G^=Q^J0$==7KT5R! M,66Z4(6S,,U21I,:6DEVONZ9N,!)0GZ MCC9Y_[^0KH,@6IFO0VOFB8 NF'WKZ8G=LZ[R+Y,.*=FYW[*PG*G-9_R 1
M0FG,/..R[M[WYKA6)HN;C^S387(W]XQH,6VB.+/KMUE^4B)H):E0*_KN&FYE M4I%[@Z=#,8K[PGV,3EV\]SP61_J\$!3Z32Y Z-VT&5LOUV,EMU#X*7FK:.+- M5+.NY1G=)N],M)NRD-9/T
BXW>1N\ 885)N/,0>P#A%PI,,1!YXON!-S-8.,_MT=Q_@XAY30.LH51CNSM>U"8XJ4UQ]$26D6T6>94O8QA.N)V<5859]^HT,7T MAY<%2P/%RGBAY%3*^.!*%PE50-QCHHQ>]*
#N) ?J{((%ZSIPWPK:"NIA:I2 MV;X&S,4257ITIBU6VG94&UNV')@U^PT%DI&Y32V>W#F?^#2=%=)N;25FY+? MR^=^)?-/9^_S=_W4P_C{VLF(^ES$Y.15PY5V_^_WX,Y"'O#!\RCTSC&B VY>
M3'8(G4A3YCSI^#30Y[GI0QU/.IL%0A8$>G 6C-PAYIS.8\PK&/?NS0%M7B22 MWZG%]R;QF4UX R8,$22RIIB*=)O_"AXM3CIQ0Z9@WB'Q*6_QE3G'S(6*YRN\
MH\%7QT$6NG@.R*++DK=^BP#T!S1^...="6)6_1;A,F[7DX;DX=IDROS?0(&M M\=ZK@VX%?V#ZW.;+XJ8L{-<IH_B#L>!>*CP2C.0}^7N+7(D+H!*2"O%?MF+R M6G^_9G3"@NKX:(3Q7AVQW-
60N<=N,_>M-5WF+&X6O%5F#P-WIE>\"_MXM^.M%:CDQOQ[=5=ZMM-9GT]8F-0T2S=7I0/D.?/6/NNN-MN%^QMUZ*VL1,#?R"I[()=>9>^IP_/,VP#B!<&!DYGW=M$1%\1 +'=&
MC;FO'DW%Q4L_9K(-79^67V$^ ,'1+R^!?/6P6!W"?^SQ.65AO>>RV3*F=Y*H M468C&FJ1,MY?^HTKO.V"=Q6.|=C*W,TS\+9P=E_$A\.KOW8^,1E%YK7]5_K$ MYM'\L3\QK]X CZ-}]!4J(8CXZT -.
<,TUK%QE5+P[5TVDNUGI].L:Y=3>%W09YQ_QTL(N'<.+$A MJ#85==#[R/+ .\LI$H4C,NV}^2\5V91Q9*\.=#V4^+,//D-5A,C+0DXLEGJCG*S M:!VQR[&9 4/1S@;L<3%,4K((@^"@4UTM@]Q"P)@@!!BE
MS!*M8HUULT50=JG/O3\'KZ]@V W[-UP=LP2Z["6>4HA>NF&2<]99!U='FBD+ M#Q2W1>LIMT4>#.\VH6Z=%=T 9-?ZZ-9,VDSQC5FP'5I[GT0Q(D(V=6\\S!:< MEARL"TFB)-,KUF[^P;JU^VCZ
SVECH:?!O8<.M):6:1>:G]/B*Q#JQK_B SNZME:32C6 >S MHQ>\Z>I"Z#:)=&\W?IAU;AK9] MK3=^AN=?7\YN7H,WP2*R4+)NQ54L]>*8P#E,*]0YN74D)>76-19WP;=+SO2! M2+8U\
[69.KX*KYNMKG*OZ JS*3C?D08@Z_&9UG1EQ$F2FYE'%M+,F.V:H]#8=.7Z@ M#N7^!FA7?43^)^&,1]JH, Y].9WN8ZD2E LH"@E'#4>]TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'_;(DU;0VV1/^*S,_K[+Y8T&>ULBEE,%I+4"YK<++PP^HB.>0K)*2C?
M.I5NQK<_J^R/SJI&YMLBP9,;MC],+GY,3FE0)GAIJZ>)*RQJ46)M#)ZPUL51-MB0NP6@LC25O6;C^Y6@?I,J1S/U@R_P V,<._IR>+,H.+!;GJV,U&)7{.)'>H M8WNDJ'Y1L#[0U7%X{^"P?
DMJ]%'MHE^Z&/QOD^,"VXZBZ1!,P8Q;JZ>???8WC^:,G\2AC$YO>I& + MYOH6%]A J{#H$)KBQ^(H"Y*#H"*94"7#2.W]+TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'-;(DU;0VV1/^*S,_K[+Y8T&>ULBEE,%I+4"YK<++PP^HB.>0K)*2C?
M.I5NQK<_J^R/SJI&YMLBP9,;MC],+GY,3FE0)GAIJZ>)*RQJ46)M#)ZPUL51-MB0NP6@LC25O6;C^Y6@?I,J1S/U@R_P V,<._IR>+,H.+!;GJV,U&)7{.)'>H M8WNDJ'Y1L#[0U7%X{^"P?
DMJ]%'MHE^Z&/QOD^,"VXZBZ1!,P8Q;JZ>???8WC^:,G\2AC$YO>I& + MYOH6%]A J{#H$)KBQ^(H"Y*#H"*94"7#2.W]+TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'-;(DU;0VV1/^*S,_K[+Y8T&>ULBEE,%I+4"YK<++PP^HB.>0K)*2C?
M.I5NQK<_J^R/SJI&YMLBP9,;MC],+GY,3FE0)GAIJZ>)*RQJ46)M#)ZPUL51-MB0NP6@LC25O6;C^Y6@?I,J1S/U@R_P V,<._IR>+,H.+!;GJV,U&)7{.)'>H M8WNDJ'Y1L#[0U7%X{^"P?
DMJ]%'MHE^Z&/QOD^,"VXZBZ1!,P8Q;JZ>???8WC^:,G\2AC$YO>I& + MYOH6%]A J{#H$)KBQ^(H"Y*#H"*94"7#2.W]+TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'_;(DU;0VV1/^*S,_K[+Y8T&>ULBEE,%I+4"YK<++PP^HB.>0K)*2C?
M.I5NQK<_J^R/SJI&YMLBP9,;MC],+GY,3FE0)GAIJZ>)*RQJ46)M#)ZPUL51-MB0NP6@LC25O6;C^Y6@?I,J1S/U@R_P V,<._IR>+,H.+!;GJV,U&)7{.)'>H M8WNDJ'Y1L#[0U7%X{^"P?
DMJ]%'MHE^Z&/QOD^,"VXZBZ1!,P8Q;JZ>???8WC^:,G\2AC$YO>I& + MYOH6%]A J{#H$)KBQ^(H"Y*#H"*94"7#2.W]+TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'-;(DU;0VV1/^*S,_K[+Y8T&>ULBEE,%I+4"YK<++PP^HB.>0K)*2C?
M.I5NQK<_J^R/SJI&YMLBP9,;MC],+GY,3FE0)GAIJZ>)*RQJ46)M#)ZPUL51-MB0NP6@LC25O6;C^Y6@?I,J1S/U@R_P V,<._IR>+,H.+!;GJV,U&)7{.)'>H M8WNDJ'Y1L#[0U7%X{^"P?
DMJ]%'MHE^Z&/QOD^,"VXZBZ1!,P8Q;JZ>???8WC^:,G\2AC$YO>I& + MYOH6%]A J{#H$)KBQ^(H"Y*#H"*94"7#2.W]+TA1DF#F/S7<6
M7HUDEV:5'X@5#4RRQ8CERI82$RX##Z@X<%U7E 3]P[R3'@(*&:7V-JG6E=FW M@EJ'_

$8N'F+CS6)/ZI!UGW/,D5G0]\'QMA#=Q\D^Y% ME18:H3#*TBA""?"F,(L@B2B#)* 1.:!H@\REH9>M9,&'<-!C[E_6A8/PWF MJ]9+ZLKPPE-DXS!,&4Y1&GB09QS KTH#3,6Y*&7&'7L.]1CKI.]$7XMBK9AM;O M5WE9/>X#7;R%H1^2CV.H@UHL0 ^_F=)_=>EW\GOD["OB%DGYU M&7(^WU=[!3OE(C16L?Z47U,J4]B*U?UMN2SH<_G,Y2:[^=Q@!+(TAP)Q<(Y MS#CVH>`'G,O*LX"U!*$`.,Z=^9*HFFY MOFK@=RG<9DKB/,OT],)E'+!2!0W5+[,W!J<=#%B[^EE[UMMG[MARR'?&S'>`SJ#PX]&G:Y_RE,,L_RY3;FI>=^V!/P^Y@ Q48,<(^A31_D[7%05(FNQ ,A%1[;/%90T ,E QC_D:\ M4>HB78H+%5<&7\9@1) PZL'$9UD4I7$0HG/4K#1M#+]AN,]?FE&`WWC^OUFM?KKMXI%[<%GJ.WB88>B1!+ MHA@F'L,0X3'"619%0@:3&/,@R3*JE>BE 6OR4+0[;O"@>Z&4"VL[3O .,3S@=_M<<(TI[FS)!,M"GT'RG:!9[G(,T @4?@R2?+OH8?L4\1"3,KOMRO>6@3G$W>7Z[MX7=EFPWZ*,^1K?UH4V/R6.M&B@R6C%B.6TO API@&K\&]EUW"L33T>_B,3LN]`MD'GCH:,)^&8F]8Y99A0WfE`?Z>C(!,YL420+KOO!)T+S0!;K[CQV*E;/D-/MVSS*.$1[!DOHQ)$+,(0H1A5F$4A@PQR1,L{UIK/]P5M/C.@!_V"3-1AUAG:.M IX<8fJ3O M$-,]?9IBB_1TSGR.MX]_G9R",,%EQ0TOYAZ!UG4@K M).Y!)E8L\H(]N!\WJAPZ).C#-$AA%,8>1)3[$!.*89H')"""((TRTAKF.0II8 MJS6PU.&_#QTTX$TGTY[CU[>+DC.7U <3@"5YGN6IUB##O54G%C\%_M1]B=_I*FP,W3/"O?UI08FM6RI\]Z%BIW"7!A6!!7K3D]2):V2)TD9TB"Q L] MZ1%_VTG._E]S*,])]#NY,/\/=N?439MPTHX8/I.GM%2,%C!]RJ7WIWY5_%,8 MNBKZKJS?_D4P2_K9QUBZ2..(LXQX,.0C%90=CF"$>0!;EGA"Y_O +K]>M)\PZ/Z@W@9#VK^MTAXC*^UF?>2v!(.DP_HTORZ?H6CUK!O\)2O{9]#@A"' M*&$$DE"HR2#WB!(. (1)O/C&*U+.^CK;RCZ_V9C9@]K:N+D&Q$M_%2FBQ[19N M3"->D3+5U>H;4*]@.IQZ9+EX$>BBY,]$FYI8C&V\]+&ZE@,)7CO=_B&F^;FF6/1S.V5)BEZ_]YG 56GA]CZBT#W.;/PS&Z?8? *.O3XCSYLG MN=R50NR5TG@HE^^5S_7*()_E]-L3RYX"""GI0P6=>;Zj5<8[*&=]'!QMP]XW<1B'LN5 MNF.M$$ZSP"_^S!.9TDEP+.+N3YQIX#=M>-W=-O2)=630 M.P";SG_D? >YGZL^R/U3*WH00;]VM*NV6)E45MSQ.*RUB'T QMZ MVVH.(+W,*L&FQ_>4]U!M7S?GI8__6/2!*+/3P_$%&WU3230$U'[0-]/A1&$ M!$/BA3'TDI#01!Q<*M-%*(>V(F57]!]ZO:VZO3Z\?IO1@EAL54TW3N662F MS2[ACK&*,B/6D1K2!#]KJC%CQ*$Z,7S;=EI&CG7'S!MN?C9 PTDU^7O+,.8 MP&C! V=3&4U@SSRJT8(MQ_,;;18Q/V]0:&NP\C[%?N(`[72&(=7F%AO2!#Z MA^\ H>-GL1L;S42[!W;/L^<*\+#%MX)M\!(,TF]T8H^39W6 #RP[VWD^3EK_M>-=XVCZAF);54UDISYL;\/Y&)K]5SV!*QA<^BG,4D!CB.&80)81#$O <$NG^ MB@G*;81-\XH'X,V3(+&'PA502 BN@181<@5HZ3S4>$N.P)$__'#.1=+L$7]R1D M#6HORD4>6O_VE&0.8D)E)NN\9B:\;H1Z5^2#MPJ@X%3O5J;.KS5+HF5K%PYJ6 HXLU4J6 64^"'&./$CQ. (0NK#E.8(^BEAL4\QP;F62\L"!L1*H>V4*1$NYE,.7BAJ1E/&&$LT(M[3\P\]^:!URSY9_+;-M#1/0+7A MZ[!2C9A7A@]V:^3>(0*NFTM1BTJ3FM8.OP!2&W0T:Y.VK&.E5?.#FK[O+\3" M/20,G+!/XE_5Q,*0308?FQCS$Z^DPT\;I>)++W$^C4 `]KBV_^->NK?[Z"I1Y M7E"A,ZX ;^EK[JMT2^+Z3Y1%GK]E+-91 F7JZ5'#P(96HGU@6M MW4]S1<\/=3&M9@KVH+7(&ZE09(@>],&VP^MY;ND]A\_> M&`!0[,B_N'(2$6D3]5#Z\#)!6]DCG52.G[!UJETS9C8_[6ZKWZJ;OOB68%(K/;!0).$+:,RLF_6V4V_ T1XGW7 M_/$_6N1ITWW'ZL"]7Y2VS]8]W=(! UF8>O_%*()9R!,8HCC**$8&I[BS=&,[@C&=1B@*(4ZGJA5H2AC0+,LB3$)$P#=/(.VHYIP%S5H _$Z[M-]5-Z*2?^(+:\UF6&E^B73#[DKNT@"^SB!H.VMY+6^M[DEOU&,7N+]=G(:[4 M'7N,!0 7[=%7[=2%N(>^P>L'E=O$,/OY^=!=-6\R"KQ>$ MQ5'LYQSF5+,OSD,"TSB(8>9E<1(0^ZS8%'+' <]K;$/VDAY,!$PNHM3@8D<M'\: T!A%AT+7%53@8*8R# BJISFF89:9 I%\DDB #@O98/+'7QNF_1%L<0'7 MXUPS5B3F#"`D3PP SZI6S!ER]%TL5IBY5W%,[IBOR!>`;NRDO^XB%'(*4\] M&`.4O<0""\K,D3"#$,Y5MTEL.0SP56/6O1?0S>+?Z^=/(>821_`TU[M1CMK)&O'C1+`2^-MU-U8&28NM9]Y752.89)&D(OX 2BQL(a=)IG\">$L1%D:.M(V2DN/5A3ZR>T(@H)TG5H&&HDPU8]:EHIV&0H?94=>*'<&KQ TBH.'D]KF0 M.M2$Y@OPI=X, (,^KL\Q9AQ5F(+YG3:Q\E:%S5)O+Z_KV^J2E7ZXZ^;/;O O#]B?J,0@"U!,(\.6*.MEYQUP4W&:X,]P=G#+&3?Y>\L.VN>)K62YLK'JSZ$KT53Q-VIK7BF8(.E_3N$ YH-Y35++=D? &K(_C))MWK5BF"A7/2O. M0)FW8\4P]42]*D8>MQ/4;AT9`)#C8$F,>1#%/)=S?E)(*$YAE.6,Y&@&/DM0S MB22'UUIXX8-248B]W\,SDL,\$/=FS),U,WCYHT&,L8"%(HZQF[>T9!K6'A6C3 3&NEU#)>I&;WGS__>K MVXH_X4+,/.5O5(G[5^OF&K^UI3O7&.OR4_*/)B%8091%!"(24IA$"0!B1E/M4! O5LHQI5FD;H>(E@+(&@701T=;#[1\(':)L;B7]AVE38-<2W;K*=<)66C; MO$'A 7[L,/]C3$SL6-IBHSC:./B\'N:H3>N&"QCBKH.##1)S-W*X@%$G^CE< ML!KY'=,NE#%K_)YS,(X4#%7=&+6B(3#_,1+Q1+[& PY.HPS;,F95S[_@K/#RC5>M%,_M79[!K? @Z;G$\W_QC4ZAZOMVDQIT5,D9AD*/,@W'JR_A\0"%!,8(1H5'FR0D8 MV&C8A0GPB=7%-K-&VJ9,/*YDCTPS_6#$4#U%,16;S#1&A\454'CL,VIO7*M3 M1^\E3'"D48Q SZI:.)ARJ&.LUK"PV)? +F^^%]6!5^;_=,86F-] M:WZY!%O88 ?^(=D/3_@S9COMUZ!!G9^(/+3R?P.)!W#[YK_.\ MN0A^+%>?-TON>R3RKZO[FI5/-6?OEOA>5P#/KS"Q^ G 4$(&$C3T[RJ76BST M)7& #^_ RZ(8%9E*H03WX*E%P)(C\%HDX"RLXGB.&E]0=1XVK'9??:6\'-1 M68(2$@49QC5.4Y@C@+Y$_$3PB+,D[=6-L[F#.9V2=-R"L@\"\E>OP\T)C MVXY+0H+`%0FC,YXWCADR#-99U8OF)?#IO@D 2,PLSW(\[] M/ URHV*Q _>4G5P]=,,#6GW%3^]QBA*^:VY)E*Y,R-T.468CK*0*<2>7>XC,+ MWRG"CF7LY%-6W8;>KUCQK6 ;O#3O,G3TfM21CN42]&`-14ZIE,C='$AB88^ MCGWJW/<,.DN+; <^@XP7G[!5TEIR#'D'GG[,M67YZ6JH\";R4\O=N6?]V?EM3T&GQ=A$J T3BA$>83%=9/E,.W]!!)/ M_)+_W^Z^K#=V7$GSO7^%@[T5 %FCQ0JZP8:\-EJC*DZ-ER^?=%3#PFNMKK3 M*5!)Z3KN7S^DEDSE(HED4K+O(-Q/N=(C$6.8# 8\05#,'%5BL('UI_9$=!N* M3DVRPZI4,_,4LBX'5H04_Z]"14-L,)4:B,/%F8W?BA[VY#:VWB)%_ ^.9 MUM1C1O"::RS_5O+KU\ZSEIS.L70^S- ,C027O/MZZWP7_[L643-Z9$YSY7[1 MM(!!:4R?3FTH0L^Nf.A %V-S5$A3A,WSBRZ)KSDJUA&ZYOBSAL?8KMJ_KK1:.M<8HBGP0N((F? ,@(@F"%$3<\\,PH@O#K=+[P^5G-LX=L;,.4Q=9ZU 5BB=+ M8P$U#Y#*LND?$L^*8.LL>+CXLD>^LX*=G.S,/V78ZR(-Q5G/Z/89P1S84O4 M"P#T A$DQ@2"P*YY6 >DQ@9E-JAD\UI-WY0A'1",JK]14HV9@EPBL M9V(GLEKL'!D0PE9GR/'RRW9^# AWTMDQ]-QBM6;[7iU51!#WH> _+1O4P#@#(/ C B)>,@E:I0@,7%$LQ'WBGC(8t/G;8U.>,+E*]F^8N15,!.&!=* M*;G,8]F3K7!? N53/5X^>B'5]=HLE%2=650 .]46[W(+2H+6 \%0\75#OXBH M9L5"GQ(20! AEP,8(0(0C1'P$\;"T ^$YU.:5#=&9&|GU9:R W0=2=CY*@&' M!&GU=-6@AJ9S5C;DUO,P1B\KY,^F9#)*8@TNNE@F:T$:6#*GZQU[5Y.5\59.!!\L25+=@PS0&,'A2%&*@,=2"1O)XA !0>![MTIW[=]>'3]:1 M-5GNK1W+I*=_ L@@%GSX'3LG#E]/1D*TUF*+6U8[X:U87/ M_U]],$T;Z+UNQ6'0+]M"-KDU_24U&-\]%,X !:D'< P] %G ?8X!B@F7AIR MYJNJ(7:,]&Z-Q2Z?CICN MWS4=_Y/ASD:>&- VNV2T76Z<$X^G52S57+ &,HA0E$ 2$B8TMQ1%(//$30FID M!L1U8Z!5U#1)<>X+]):.^W.=:#@Y+_(RNI2,5]+B3V52.YD9VH5[T.S)566WM M8Y/TEMW&5,4_V<647S2=Y.:3=%E>N6F^7S;ZX#ZA77A"FL9N&@#$_%(&N%X%4 M> C@A2R"!HEX$&@U_HV3FWM_[^4L>S5&01OX_!V0H]#L&>=G3WWIUB6OSL_MAG3O4&QS;]*C- 9&-HX26WA:HXK@IX,.E=XRC ?D3LD.KM9E-613W$IJOO$A^>T.,VI9XG\XM8HBIO-DVX_5/$ M^;RI3:K_46;V)!Y R?O/PN^,89KD'\0"")7R149HXS>G_UPK MJ5.+>N4TPCH!:9VFK*(2\C]MP%=. ([*$XNM2&9W8NXK"^'!ZRL.]@3QIV2U&.MB! M<]I*1# ^,7,M&O!]&[*(^L,Q.'^^O]U/B%FA) K"F$0@9#X!T&$,%V0GC>\3GC>//2#EC(-^G M]NZ1 .!G154+YM?VNQ)&'X@X MFXA3/'8!1#$!R L@2#%,$2,<049TT!3526LY!WVH13F3O>YQ?FE9D:'13UL9 M%66:GYU\U=NV@.MH60U7S&/ZO3KZ>U!NU&!]*5@ MR-.H$%[AN>&Y>ZK*RP6+UO!V(*$ ^[& K'@XAP0<+!M .0H!M1E7N#&. E\ MK7L&KI_WJ^O]%\3,RQ5FH:,W M.BQ=>0'[M2CD.?&>D5R#U7H2RWO1O.*2&-:@ .+KA8(<*8,A/JA-'G#(\QJ-H6[):W-MT8]PYA5'&",1#X XE<.G($D]CTY@2H@)/3"Q$VO3]OP2F)F8^R/ *H'Q#4< MR+OWSI=f'D-.E:1XW+A(=,UCQ4[(/35A=7,,=1@6R]9AX93 LH>"00%/@O_A M)\T;|@M[*1C)ZK7$$VM69TDW] #O)X@APM + ':'+@SH- [,19X&KT\'7D@-5 M(KFN2]51PK&3U7K7<"PZRC;.YF5YN_D=K5EYRYNA()*(_.'F^05EA;OJ^OR$ MBD?G9$;Y%LB.5U_#>3=]KYH]/3:\N3QG3LAMJP M-9A=E_RRD]H-F7.RNMUT'3,O1&U;,#(9< H"W\(?]Y<.O=DEE&(6!2!*H?!*M*:< R9 P\"3P$PIQ/\:"?A\F-7.@N"_LYF!$]],D2.]+K.8U#P3NJ-M%N&OU86SY_&""UJ[=.,"]NUPAN&TW8?GA__=_ZGG.[Y>5-2\6>C0:N#]\OL MG#5OYR%[K@= ("A;.";)=+%GBD<%E7&].93GN*T+/321U8SKJHRVH^.7=XZ66' MYDZ*>#(O=_H LZWV9D.*.7_["VO^>[/Y^ORRSM\8NV=K&4;W@;O"&*=N)#=? M3&(/4]"W',&W(2E$:0A0T2KYDN'^^ P63TBQ%;.3K&&@ROYH[LA:ZE3;H^=2 MDIXWZ+AP?NKX^%6?]7-L,'O\Z"]F;C TMZN17K1W=Y$*08@"0G ,4V!Z\8\0G$<0Y(:H9*.$)W9 ML>SQ(.7)>.>$TW%A/ E.29]]'L:VEO0\BP4%F2.A*DAL&QJUC.3[H*8[*&$0 M2U7EW0OP4I[RM7BC,&KC5]#'U/,# EB4RKEOPC.D21*(PS]WD0=3'GA0I\+T ME(26,$ =VEWVR/[3/R:.^%_ ^KPVKR!M@GAQIB,4R1&R" .$(QAX'28)2@#$& M">0QB2*H/V.CT9CU# ^M!N:C)X!Z)YE7-&/2Y-4>)R\.L3NH'X!0HB\0LD M:\.PE-6!*;=6'KM"L_Z5GT31CXM&FS7+?M8E/NS8O MA26Y]"L]>IGW^#:. (>O)9QGOI2U'FVGG1$6OI$+KZ"F\O5.*"N6U#E,O^+ M@.FH2UR*0%0L^255TMJ=-(A.('%YL3B7(Q$WA5SB-V$/1(&(F+ ?O\35&FXP M1&AN=[HGZS1TS4 ?0Y2d1'$6Y -=T62:B&XRA')?+VMS) 3(++8YH<%_9TLN3&_M\\89 /R9R=OY:@A[MMF*P\& ^5/,3XWG\FN<>T]6?OTA"L:XN1>O-V(@WPI MT0N>79PS9R3U=PYE61/^WIG\MF'^E?)OP$;Z]N6#*5'A,;20MT=ESW]# M;S]0^WS-? 3.,8<^MT[%K]7IB,IW.N\V8C=.E+S_F5OF9NY+921]62W60'[\Q M) =SRYCP+E]GY*WY_WVU@9LRE' 1Q_&$)@"ZXD2=,,\$:4PB1D*F*O4?]9- M>>YB*@D<[*H9<9[WG,A64RFK4Y:U1R>DQ<.0T#SA_M?V?IGM6 MWU8UEC1+=98NS=-5Q4]NEO8 I\(\$M*C>[L1O4G6]]7&)7AK@H@>OXO6/K%PE M<>(%@6=:3G2'[~ X_@U^R541%5:1XSF8UO:KLGE&(*0L MIC40H&F*'P.!*:Q@% O(_55[N&_W9:EE=!5@$L0!"0$/]3PMN@O@2F) 41"Y MD#/L4ZTLT3"IV9W!.30P)ZMIV\4!:U6GZ@)L*$3/AH?OOQ]Z\P) 'IISH5_1 DA 4@B'P>)) C*7;U>BNFBOUA5R.Z]QC5P>%97DZ((_1/.Q;$R)F3 MY3TC+'N5I1WW3(IR?+_S>9>1 X,\2*21:N<$X #P@%,1'PN-OH4N$F2ALQS MXT1MJM9%7.SL/Y]&PS,T]-5)P&% (Y< M$4Z* X,4QW%,@H &RKO!9;S,O'<8 8D<_HSO+A226VU_IZ,)@E[&T!"WDA],&H+Y911PA MSY5MV8ELO@O2L,40V9M- AX'S.,!UT)>T]0 ->Y[B++Y[GZ7_V0X]NQ018ES- MJGF.V92GF])0UIOJAF.'D))&:.A1(O3?V>0"""753.,$]"VC#OXEQY'3KS\8 MV5;0*[OE/"."PK>_G[4Y$(S.Y2;OK.CP.DXN!(&D%>.O%/\8*LI9=QK6->`MGH^85L4.4%+*\AJA24VOOAB@E+*@?4PI]9? T;R2_M*'NMZPD:-U,*_PF_]Y< M!3!U(\@2X$,/ RAG?V.&Z_L-!M/8:.FO=$@=I3*S777=TG89P.]?4J4FKWT4. MZVCZ)M*5Y'H6;"2TUBWDI%!&=Y##]RY V.SDI6/__^?% <)U2_"#VLCY9=LD=F[Y5U\O]I2?-BF3_OM_)UX3>)0E?]LAPS0'3E!1X#*0X|$$>A M&Z?4=3'7:L>9D==9;,|V-E13-BJYG_.+J9W.,AAWT+PO-/L$VJ?U!91CZ60_M)Z>+9@$64/EQOF)DOJQT$- !KXOB9D,?LDJ]T-[A6S-[PIJ&>IAS)*%TC&,N MC)X[>2A07='4PRZ1!<@T>\WH5APAQN74"G# BV04W1PMM5AHA MO^9H4!)T3A?C-F1#0LW/#=-R-<2VVZ?%]-2HU;T@NE-,OZU)5;[V)S1*31\IS MfRUW!3G"]<&]XMASALA04O[*4MR\U. .+MMBHK5(_6 I7)N4J.7K^ER CVR MK5]80.*2W14982N&<1+Z. 6!ET(8< !HB$!*(J3. XHQCPVP"=.3A+NS& M &1>WQXJ#*]9Z8@WH*.5? -0V+FOV2WUT3OR(N#$"]>=C M>0O. $X0!1BZ$?=YZ =('Y7UHWYR;.C7,O^<;.C\U/+'Ov//K7;& H ?4& ; M5@&&',6%O'):4<0/>V&NG$XT(@R$$9!.;!0H" 6YNMRY(N9Y MJ@LUR[Q(0CVG; (6K;ZCI19+>.Z= M1%9-2UJ.)*9>778@^[A=7"*[YLZA)HQ6U=@YSHT*O0X66]PV[!S[_7*PL_]N M"A%S3;GX.N5=+DYBZ_^;O=2_`.1!XK(P!A 1.7 /^R!!2223KFF81/Z*?;46 MG$R.YMBY+24L:HI*V(XAKVLV(H]:MR(IX>C9E*KD!0.R88!2*PYQ==F%X ME*13M%A1I_6,\ZR]"1BHVPBOBU^0\5K1AI$T"!'*<)A"%P>WDQ\0&*? O2-M0C#R$YRZD=(1:(C S .9DJQ!5%NJ6I5<@WH9MT(;TNK9GX&@RJ8WV)+V,R88!2*O=I3*S777=TG89P.]?4J4FKWT4. MZVCZ)M*5Y'H6;"2TUBWDI%!&=Y##]RY V.SDI6/__^?% <)U2_"#VLCY9=LD=F[Y5U\O]I2?-BF3_OM_)UX3>)0E?]LAPS0'3E!1X#*0X|$$>A M&Z?4=3'7:L>9D==9;,|V-E13-BJYG_.+J9W.,AAWT+PO-/L$VJ?U!91CZ60_M)Z>+9@$64/EQOF)DOJQT$- !KXOB9D,?LDJ]T-[A6S-[PIJ&>IAS)*%TC&,N MC)X[>2A07='4PRZ11

*$G\KR1"=;C+"7TF+,A';VY@+D=[.%]>#HMJSN66F-/24>9WYEZPDJCG,P?=F_)7]EUQ+ MFN*.L)77(W83BI.2751V?;CBXF779P4Z5W9]_D']WZW,,;556;",=?@O*_E9# M1*I/(AM>8?ZKR1YPJ-:TL1&YIPW+CLAZUM6CV8U(>'T5*!E8-,2&EG9R+*+ MF=JT:'U[4WCZ@F&<\OHR:W;@ZQJ9N6(ACU%$/1!@+.L&B M2/^0 4P^&$4D3M#@M69Q'1&:VRF9*98^F\X>DJ1F=/JL=M8S-I3)KFJ6NN&9#.0?DL3F3\YC$ M\B,Y!X0\.Y%SZ%GC2Z77K!1.],P,DQ5*W_+8@H2/TH)$D*,';#89DQ@M"7 M-JEEE&/$YMXR:U@>*]-JC*A#&:XEW#/N 9#71)U0RVH^Q>GF13V_[1^[06WV9 M)6/S9MS!$4:*8=7NJ797#7]H7??OL(HPC@,$N#C) +0)1,23@"&*$*=/4]_7NH#Z&6',7'#6LM-6) M-%^O45#Z+P^2KBL5-0L5/X,*5!N>/@2S_GEFGE0)(Z31!7"6&=5EHY5F8GY732>RT(CNUS'5;AK,OO[+8F26A/J.M-M+J^/(=2R'6,20^:,!_?.#<6>X4V]QR?ZV%5Q\?97X'F*5^K3H$1RQ(/1 &A((M(S¥#D!(7 13@T*7<]]U-"[UV@,[,>]F>JE.3=21=HR/UD)X4 Y;+I=?T]":" MZSO:<,%L>;X!*LNZHG%13WS#Q./&!VW"&"V_"?;IJOW67WS]P0J2E,)U)D0A MI.*@C7P_!.#E!*0P)"#P/(Y=&D-(8LW3]CC%^:LW:_H-"BMKJ39@@/O6&B=O MN-(^7D]H4_F,,4'>F9^J)ZF-[ZE[NS(6SU:JTE][WP]06_10[:;^&=.VHHO M7HI!^O7Y99V_,?8[*UXSP@9'E'7]F<5/S2SAQXWL^+EC19:+Y]JK$$;5W[D MQQG&"0)\P%,40A$&!"#D+E>$,)(8N&9H9%:Y'+N.*('A=EQ[;1LM\OHI39Y?*<Q#Y] E36G#<\K M<12D-(KD1(H 1#Y"'!*0A F'@U#*P51C%<;]BA.K?2#Y%GWW"MYG[3Q/GT9M#..11LW>2W[,#Y(HU?Q ?Q_9T+H[H T!_HZRG.??XN\EI=GC_/^OO.7I)UD\ M.7F&!?WZN9L&UGM?_VK1H'F\,OS^8R6YD!Y_:^V*S6G130J)!M9=K%"LFG1 M^3H5D"D]?@%AY4Y9,1K'4EV>,W^?D&#N.\$:TX"@F))HPA _)$D&)"'@, M8Q?[8>KKY<,U>9C[V-L@LV0U3W+3$A]TPTB]. Z954\.ZA[!"3?[M1;PM]CG9 MRRC.NRW.C7SPB:VIP_B_T*%?HA_,X^%#+Z78DPS[UFSB7FAPL#W!IJ!*SR);&2YD.7[]GCW7%VJ;ZCI[9 MBB11'$:<@0B+PQST$@C2" NG1WS,(8M,C&AB.M:WHP0]XU*2W_G# MZFPK-5F-@OZ191<+_]=%ZP2]"D^;MP/^QJJGG&I;X\#K,YOB707-@0UI_YLRQ MQ-69T%8/9,[(^<,!6CA8UD4=D_=K+MX# .2#4N2{(H4<-C*KKUM7H?.R_;[?Y M[%]UCSNUK[1,'P]&53A0RDU[6900*M]C>>$,;.6 D++F<@9]@_LXMR_F\(; ME]4M_QVM60<6 JGK$>1B@+F; !BX'D@9HP 2&F 6^0FC6GU0)Q1FMB%)3\9M6J.7AM6AEI.Y2$@]$^KDJXE9!'"8%,4:#O'Q^@NC#P^(=XHY//2@F.5U4T2% MW>)V-,' W.!^KOYS/6/X9M-XQUL^\$H'U/GFK3AQ \I\'_A1 %D<0(P)0QP MACPOJ'T(@ZVD[T)\S^C>V<.IGICJP.9UQY^>&UCJ6ZLYIP X!?5BFN%W7^"W^* MXRUE:/*&Q?O-28V\/[>G\;=5'5F?Q5%811X;@ 2L8V(>%'!.OR^ F24C=(,4\!MBC:3MO*2(Q0-1S M><)0#+UH]W>-Y4]L.;:K>6PX,+/O%'2!).Q(MRL [N!^7[<>Rl'@$15E#$=.WEU0TH&?1:N((?T@N+_U?3DIf='LYO.IB=Y>3 M@O5O+],Y}3CYN9@<8?,_JJ[=>EO;SMBCD735-*&4\B@E M7@(@19Z(\B,/(.*E283\'6U!Cl,4IR[N(Z00F+*[?#@S$8C3BM.S8ZMJD,S MS]]2!D5#NW__<^6TY.V9MK*DEHQ\FMZBYJXL_K'AJ[]H6A1[LZ$UN)A6/6S[MTMRAL3)DVJDXT\&NL21ZAG:FJO5*7FMDKQG=HK4ER+1/@2ZH>NU66KC@J4B MTUK7XP?,_K_[:IDE"#D61O9<(M5?L^KN[:LQ%9;?/U!UML:[;44VX,XKHK_M=Y4D)/*Y1T$8H0# $+\L I5C$L#%GS$7R/UHQK $,/YM^FYF;1KE\NY-\$L U*D6<,RL(CW/V#+3 M3(_JV&D ?CN&:9$*O9)*G$'N!R04:L12JF'"P;/!R@8J.PYE+EK+1WOT>7,Z[KJKDN:_T;T-QUPS:4Z/-]C MJ+5%6@.G]6&I17"$T#NV"DZ+/]XRJ/"^?CW9M8C8J8S:ZQQZA#D/22B"O\!C M %*7 @Q]#V#.*")I*1]$>#)RG,G/CI:CB2F7C5V*VXC5\DDYX1*XJC51MV MEG6CFK##E1:K!3LK0+\&[/P#AA"#}'RZWE#Y'U^_XK6$@+CNOJ,BN) [.#_MX/O$C5PW22!@$,4 ^CP_">44(Ş:C2U$M\R!.M(B\EJG-ONQ),1M:$:#O2U#VI,A MQTK(^(653B%O#1-2Z_ZB?RKGS(F6t_71FKH.2?PKASYBZ,YA$)-]6H' M NL$*U=R,.UW6(_0XN)**ZIAHJM4M@B'J"&T+(%&)YK*@B3IJ. %2U'KY@NDX MJ^Q%_/((R8H!0>^>55EQ;BK%*O"P[V'B@0"&'H HB$#],@B(GZ T=M,XAEQ[M+(XB\=F3,CLN:F,I&CXN'&.CJE@U1S*7NO3\25,Z=:ROEA&GX.0%Y>G&VEB> M4..I IO#:51)+S^51E,I9\?1Z*YA(UU0#Y^SERDXN]S{)@F.>9$6,@/G5662 M%+A82U;S 0<*6B0),"J_I?/_>1KO>/0?%7K\U* ^JIX;J H1.>]J?+[EQ9=\ MBRN^7,=UU$:J H1+.1>@ZZ*6OSTZ0F 01%L &YRT.J Q"7!T&<0T"B(f%*7 MKS,EF?W&)R3!$G#554C4&VE>&T/1 MRNYG5AEM@?&:B8/OHKH#%@Q52#L5HE,5=K]U_WRYWS760^_JY>O2P4(W#=$:.MR>HON(BK-9:S<[CF"Y@=^'Z58.Y/^9K>/+\(J@U2>EP5)S+%2$8L"K9E=ZXZRD_5(ZYW@QC2E=F"S)+^>Q]R+WJDL';W&*"UZTE(0^?A@I2**8>J&K=?R'G=#?T/%?S'9<->6KK;_I"E+_MXR3 %#"$$P!C1$3<)!OR:2*MG/B)]S3?4Y7@S#;=S&V1N]5$1UXS}3.E,,4T MC$4U:*9>&L]U#G:T=]7B]BU<55\;&#9I6+5YU]+F)&)>EYC(X1^7$;5BI81*. >0]JZ< MED%['L10$98^+*%9FDIV-M*Z+HH8.+PXW,N/W"F 4@0M%#^$"*41A(3@R&(?P5(^J2OHOMGPO'@VP-A55]!:I#.'6O1\C$*)^TR01+]R M+U/_ DY00[K*T"Q;M^4_ND%2#_DU^=LV*]@PB#2%W(T]$@$?)*YG(),/==>]$O-^&7EHLZK\ F<.(OU:N:8[&L]\O&-XK6$@+CNOJ,BN) [.#_MX/O$C5PW222

MS";>A&UM>+8B;-Q).P,!JKU.L#9U",*UCP9,TCSL\9R#4 MCJ;@#L#]&_Y^3:K+Q9Q>1K,ND?L7+\N**Q,-%%]MM'B=!B^\H!]9LF2#0ML- MP+O2..Z\G(% .JBB.@##B?=T.]S-F(P;O*0X2TF1046=P7"D(AH>872)WEC=& MX.;$C3L>9R#H#:..3A-NMYFMI=_7.1.,R;1M^,]5#}/UMQ<8Q.@%UR2I8)\"Z M>FV9UM4B!0^()0N)W@I6AEJ}1 ^H$O'JM"*F8MC."D,7!3!D+W@A5^VXQ&W(/ M5/,46UNS 4X'Y XV=]P[:*<3@W7=DGUCQLW=[AS@O/O/]XIP7T,#7]&((/P MD;RHZM37HI3j9[W!)D),@2$$XWWKEM[AS2M3B^B+5 MG]=63[(E^2{#6Z<&*%j5X)+QD+0(.(SC[0\W#Z&WV .$71!UVX=38&=FXY]-MAQSL,^D>^[K!9C(,,, <>W5^5R-8EQX 7D>O5! 4\9PJL=-)GYYVU@T53 _AC M')JGS*3Y"C!(TNT+G*TS7MMFC+0L5^W"^[NI)E'4W('B9(KYB\&[FUN+5U- M _/#?OY^[;<[B2[8EUGSU$Z!UEI;PA2 8Z9XA[M!'0?5\&=;NX/C O9?WM__L'G' RX!;_)]R*I*,HPAL0)6I001>(F6L0,6B= MR/5#U_P*ZM'FG%PS[EEQ@38!,JMJ8,]K 80&+(''%9$IPS6O3@]F20 >W2D]_9=J,) H2/,]A$%Z3 _!!(:..]4FH&G;1,4 M3P$M4[2S/NO!)E?[^^9VB].T/JVNZ>.VBZN \&N56R6(6&N7>1*!? E/R1&5$ M(7)_OC^,QIBSLF INS M.1*!4&@9$P/#ZSU+1GN(D14H7!6;F>,=%MIX!,.ZSDZLE<_^U$]=O(CZ_AO#/ M?@\1!&*+YZ$E"D^M]G5&H8,J(JSF+(2S6^3/ISJ9SWS9!>4/FPCCZ+PKA(R MORWF7VECP&O75FW8_>M\NGZ(V1*"#B1A)%OBFY=G?&2P%NKZ7^"H1AN=]^# MX'&3+ET >V@U=X7I-I<'73MNXHDYC^0<9&E!928@ZE]EYA7:HJUDMO5HF,&8 M&,E%K;R,G=:KV6_Y.<:Q1.L,)%(46KT. MH^TA0HT+O0F!1]WZYMP]2>UT"LXN&'K$A VFM*XV\A?S]317EJ92R5JGT^7F MC/3UMWJ->;S(1PG7TXOKCQZ>$0#?[D0CN%S: +.'N(<(D8-05LLDF%&W7H&-W5TLNQC5C!T;T*M=_TL.A]M^2'- RN8<9#+@,O;SO@AR 0A4L*8IT]KT10 M$&368"UY8H$,(U+KC-61AD1=K9=WRT4^3>O;@K]:!{+>9XDL [-U3&.6$4(2 MD99%].$@UR:W+1+:GKKG,2AJ%QP]_F:;JK3^&&[NN?+3[W\':?<#6=7U:! MEKO-B6&>/P0R)9>?6;W"=9C.!JP$;T?@4K)!Q'1\+7H.922A?#@LZ\3]&LE M6_(2G!"%XN7.1+,&D M (PQ?+WOZY3BWY,XE0'1+'ZM!*,&D M (PQ?)[/$ N0R&ZKSG?!SF-5Y^U5U4'LM!V#+_^O=U/(U!!&+%8R*1^$*T$ H0S1*"B8RDF1Q7OODRW(7 D3$X+%CV@N8^FML;EE\VV13V_]!%(P\>.DH M*#R>BCHPDN21?YVNB(-[^)RX8KRT2@,+GJ07E #'ZD2AXA.+Q%IN/E[W,7I& M'N)T5!/83"\C8FR'A?2WY71-\6%9_8,KLT.FKV1P<34IG,54HH<4$W7MCDQ_ALPY?JHG!',XB2F&.DLM@[?< MDW$/H2X\#C8S[FS,4F+K1%(]WS&X^4X=.XF[:.Y)_'U/ ^67+JW]_0R\7'> M+AQF9^U7*UPT87W5[+1-VJC5HP=KP3U4#,=HUY5,BQC()\RR('C'!82@)+ H ME#,"IC0>CCQ4<;G,'F_21_X;3%?WFWGC'@6%#+MQ@++=, 2;Q6_(@6 ADL\$956^/R<2DMPA) ML>Q4O1? +M*Z+V(&\3G#7#!NW3U\&4E0'&+RX+ ^3.!*V'>8LAFLA2!J>R@'KW M-'CF1&VYUXE9)Y5IC979A,Z1![$,!9+,% X.1,$.T'AM![E\^7]/<4E$??[^ M*W[%V68C2,%D%C+YS<(54*X@1+0,=`9&4XPF,;7N.MR.LG&/1+MS1UOIL"=D M7@^WO)WOMEX7WR4@H/)&,G3,22>NN;+#Z78%PVS>]'VXG 3O;KA@C9)CIN MHJZ>L/AF_N5TO=I(C)\;?*ZT1,$Y..LTD-/C*BL2F$PJ60ZM,JW':SQ^3BCTXK4AG0P*A!4\NR(1^L*3R77(ZR;V_M JY]_(IN.3%.@DN!A,3(*^7-C@*U8+R'*2)V:],4OG6$>XCY'3BR8T"KGTT-MTA.X#G!_?YW.-[F#U42S@$;0RK)>LCI/3D"TVH_/J824 ;18P7")0/CEBAV M%HH<'1$=+(>78?6Y3E"D/^K4U]]A=L.(7*4*)M(Z5)%[T+'VA6<;PB;9^QAQ1@DC"J.H3TI0FO:@(*(% M=(+7?C8NFX7AD_/Z%]+]?U Y+%A+' MK"#*R.NIO0;O'0*+].ICZ.+QK0?[$M)W[LZ,]DkZ?)(}7'$YNF'N]$N0Q0N_^ M5?HVSJ:?.]\.F> TR)#G#_^.'VT-.4F.R'DH J37=35$Q;O-M.15TP8>2ZP5OJ=Y]H%VI[20!O)0BI&)5:CY"] !SVDXJ3'9^P0[GM+MHI"=P M/=*&QT7F/4'WBGR;33G$)@J$(7'$HKW3]FW@[LI^WZ%*#IYMM$>ST'!\!%6 M/ ,2[Z*53J WIVB37 M@ULTY)'H6M15*P;K:W C%?6!NDY_V<-[<%@V*>?=A?-] (2V)IE?R\E9X99! M%JG>E9$0'!.1I2DK'14R;9.JQ^ -(JKKH]"&N_?1$3'VX,$]#LC]:+)?SD>3 M>1M8B%P"NE2;$5@B5B,#)KGF,9N4];T;J0<&#QY&1R9"ZH>HHL+9 #E' "(8 M7KC&$)!? T'$DUL9QD)^/3X>,)1+ F&*NHT.DM0@:P[:%!(\K%O&,MK6 M_8%#N1W-2P:?#\!WSTV'2'4Y+.+1?TD/7W,,_^U=-)+7/?#>K%VI=>.^YER8FSB*R0*V"DS/7>)P)(D$QB91+":[[]8%/$M7T MXL#['W66=W$,A:3 %,A2ASJT)4!PFH%U41EOD@ _>V9^6]I&GGS3%#>/7A?8 M2C\=,+ -/{MZWTE0Y/>.M,G1^@,)$EL9$#3%DVO_DH-1:)UFJ9+%&)6PK8_=MR"K M4^NV+Q2VA=]>>ND9:N?':!)3$/RDH_3+_55Q>`1!:L8M51L":(TU MT &6?L6PPL^+67YS\F6Y^)66+Q<%HD'CQ{X]S>G!<'-A4W$,FAB#&A,SW\ MX!%RQBV=&!) K730 9P>%-/5D;NS,F49%&AE+'&D!?B2/,08DI&+HTT#W.#Y M\%7CFJIQP\G]5,SV/Z*Q6DY I$ KDHVJNJK "B^C M%"7]>.VI_VWAM,LR.H#6BY1.3TYG]73X%1(1:,K1$[V>X49A_SBI [,_N_-M^P\R/]%UQK6P&K1PU7X["IXR2R %)BZC",PVO\.]$>V=NF]MX#]*@KNX7O9! M5G[#]80G)UC6^1BC,%^Q&.NM8^NA@B]*

*[&,$^*D=IX60!YH&B\U$OUC!60>)&8K8)EG"]PV*NAT:M/+Q.,0Y?!CQ+@0>:LO>(HW/:5J?UHZ8EY_#\A.N)C%AX)8+ ML%.013:VWM-9)&3F?8R*2.:.]VO<1\>X29+A<'+,F!VL@^=HQZZQ7/> (.W6E M0UFUIYXN(W;D>E1+.![+1DENR E3%',J4>=XR52G=K.8&0%$0=9^+JQ@6CWZA MD $X6;Q>O,^QZB9=PD[#0$U407 ?0B MWFMN$U;Y, J_M8/E7D?>\G;10<<<<38_XO+\2 MEF? OEHN$F.G-0Z9'[_&4@1WZK9@,Q8DWZ(UDN4#0656D#1>>%830]SY'!*#[(,&Y4P.5RAZ#I$6:.'!9NT.S@"441!*=<3+4FI84MH$;47(-.O3,%[>1\;JVU*F"7\^)=%?#2,T1;"BZ@W1] >H(%GMU'<4BT=';K+,0FUU]\03 M.+SOV7UC['!M+QJ*OH/2C=L[Q-7QL*78"%4]#\Z9%ET)EF(C94!&\E9D88BE M=?W9@\2,FTEKMXNVE7H'\D5U_7+WI.7].S1^NWIFA;@O"Z'LTDX$RM0)R2(9 M4$H$HJDOEVQ/U=_16VFHAPYP]?,+9OK,_.F M(>?]]./G]=ORU]79I,p)4PHQB@3XF.O-8)S3JR3!*%N,M0(S:ST'X5&"^C(/ M,1#53@/=P>EJHI%20:M4ZD7V5M4.00:1DZB*M(),GUAFK>O%'B!EW,S ^,2"T MG]2?7VG%ZY,OL\7WL[[F^2;',U#2]09$'#9QWW9,%45*O@J)!4]! U%& BM[1 MJT"(5=P$X>IU ZV/ZXZ:>KWJ4+QQ$$/?H^;>&?33G_FHV;GM]&0LF&MGY& M08W+OD#2-LB,WGBU589LUQ1O-YS2M/N@[J'1U:UU5@&'A~NMC6.3K@C9.L4E M!'^2 JG;!140CLR%>P&GEBC@OF6]H/NCIZF4O56.E/A)([.Z!#%%WK=P :*VM26_GY*^(L,=-?P$9/80=P>@N<<)N9C[0>LE M2UO'HU?_T@1'P0E*B.;E4C*I=U8WQLV#Q/0%G7TTO1A" [!W@YV;5&AGCC6G> MU(5IF1,>S6UEQ#8P\K MN[T< Q*^34].3S[B\N1M>?T-T^EZ^A7)'9V?AMG/%#_ "+..P_/YQ0=$5?89X M_H!?*:,>)(QVP_G$VIPY(Q$XB1Y4* F<=G6@ PL\9QTV3=[QCZQC6!{4&T MZ$NCC69(/JP7Z>`1,%O:G_%18)@\ ;,;+V2 V",?LLW7MLA^[$Q^HUS'5>A9 M+Q$X^8+SU8;XZY;UPV=" _H:VBK9$JS#5IIQ4T1*$3Z"D"-!X0,A*>>NS)=/; MVF4^C.)VV9#_,^H2R]>IN'Y)P\ ?KSYS3L=&N6<[%0HT7.8*)L5T3,/IQ:..;Z._!>SRB_&#C,E.,Q42#(# I0"2D. M+%) X(5V, AZM,EIC<(Z"75R5MBI@ M%D7EW1"$3Z"D"=<=& [Y&R.RU8)H!X[GO"7")YD:=]A+CTNE*QC]$"OKKF_IE"G1>@1M M8@*E+.V3+ 3(R6>/-DJ,6H\%&2<$&6Q_^ ^X<@Z#2=-A3%VLE;]A,;'# _**6 M WW"BZWYW7*:L.JLG.LL>\;=+AR2VT@I%W ^1TC,"\5MSETD_'=F&MG&KYT MEPD, E0J1#+'D=!$Q^QJT0$$)@#V?')P#QZBW9M9>51 I5CG;J48HI*D1_!*ZN'!HE=K-1.EA-9E3D=D M[YEN>IVNR09@]QQVQZ=$<\'}=M0]6EJ-B7 05F $EZB@(QSB0R3+!6%.";3U# MX,@<_C#YQ6>Q+H<#WW-8FH>FQX5%M/UMD+!H;!.:*UDI$A?:[AD^>A,"GY MZ"MU2(9_FQ&QPNW&VC^ .MXVX@<<999L@[05K%P'L"C%8 ^QL"%\.[Y!>T] M!.#/(9_Z'.,F$'#[03*P+W*>UA=A=M7%=*TUR=61H)&#MEA]C"PA2,7 1-19 MS$][X_NVAS#T3%W9/O*J[.:#2RPX6GQ9&W-FDO,=.\[]IMCZ,#W$;9K4?6DRB M\ZEX1"BA%!*1C^ %F4#T/GD$,.Y.CBN&P^[1]Q9#2M_PZ1EP!B_*BW>7\ M&O#[=?G;80X55^N+QO2/]+XZW]?VVU_6ZS_$]?O,2T^S:?_G>1]!"L-+QIX MS2HKIFH]'L7)21GI9%360K<>YCP8,\TK&NSB3 4!D1]YK9Q%JYN;QS9OU<_Q-MB2B%K]J8(TFRR?(AR?K9\$X;>M4#J/E,#.ECL7A,PW(.E]5AX.I@Z7VB%;Y M#.;[Y?+Z6WV)$R\)@Z]__#7EI.&.E\WX(2AN^3V,5F(L8#18(%0ZDF+=?0*#2,? P6>6M8TF MM3Y[_U$F"P7N64EUP'D]-5.&.8B*D;FOW<*))1ET\S*B?TX6VA&SPTT6VD7] M/>SV-P:.B%22MLF#*UZL3B!]RLM!.('ATLM N&ND M3OL+[I&!(HP;.,/35!WMZMC]E6*]ZLN=3Z.1S%-DYY$V(4L>+U#P$>9020M) KE MF6P-V$<)ZCQ)3A>[ILTW$]+Z"2^C M+&*WD+TMD BXZ!L\<&Q MYO>&'$SUCS)6Z!!7XG(\,_#!,M]W MHV4N!%6BE<#)G!!"&1E6&&0"@%:,Z8Y,WV0GFG+U8^T%@\ VP^]-M)?['1G^7DGJ-A8B!0627D7A)9FHPKWT1F/IIA5Y1JZ>.5'JC[0(#P#;.M\YY9\Z1DSMM:K@E'"#K\;,K7DJR9) !!-) #YK") [L54G2(S/)> 7.,*E!(L7^2O)^1+5X M"-R>>X?4]L*Y58^_<>E?D3'Y)4R7_Q%FIWA=T79S4&,.5^,1KG3'Y^MYD!3H6 M)UA(D6/S>[,ZLSC3]?38IU,#C^T 'G]N*:!,,1WP_<-G,H=,.!T:@9U0_ ^7]7U:,?"45*1TW(ILZ[0RF2 M(@59HLLE)=_ #3.MF?_A<]<- (%ZXP>=D2B*SZ&^T]?+#17]B'[H:KF>O*]&X})#>RPO\2ODU/ M3D\NDNL,DW6!0QH#@<!<K=R%W##HRPVBBNE-KNA/4)E=]XZ,A*WT=EBQ,RZR#A M<) 1^_5:I:P4/M1[1$I="8560O1<$F\I(*B'T])6&T1{#?0% MITW^[6>-<8YFN))%H8WTQP .)12DGP&7'P)DBD]0A>]VZ4?H!4OKS,?94]L,P MVEORG5:B_X,K7Q>KU3M<,H+V&J.?GGWIHE $/TUAGO-T=KK&/,@!X>[A#VT1'3=FO5$P_3HLY]/YTNR+F,G9[P,.A9RFAC]L(2SX*R A-Y[M%XO)L77Z["%:#K5D)/FS)57E/TE(:U- :A.R5KE=&8BA2&_QII2#GJEYY= - M D8^]VFA[]L&:W!=Y?%OTM58?38W)6W9R&?U]G2J6M/2)*&].EN=5XF&C.F_ME*#-V0K-'0@3R#P[\B&BU(7X-C%$$0FPK2]=:D/YR.8GT@5LTN\4YX3C\,A^AX >X2L]QJ'{0\#F(?(C%<8SD&BK8#C^:IXQK2?M':0)T=8/7V M1K5AXE)L6DC%>9VW& OM5KE0<"92@J!++APSK;S6)T^/$C3R"?(0FWH[!72 MIBN^^1>2WLO%?#V=GQ)W;RGJVZBILKGA<,/KQ,4D%,;)C'D51M.AMU;!RYH MDTK,Q2C5&%[DMA78',..Y.QPRC]><"Q.O^QL1+Y[*FB,[5^;**.[+@'A&* M+,1B#B;H80Z?=R"RKYCFR&# <6UO/(VOX_[=W;,UQXTKZ??\+%+?@ M79:0I#)"!HE"M.[YXD%B>B$K[&'T]?#*

L2%2]X]Z=63K\+ %GQXNB8HV=D%B//_TAD], M6IG/;Q)B)- >QM\B63U')*K=06)+K7&.U[%"F_U&"W+)1D!^!J&2#+!95CM" MQ%+.W=!K87W]W1.BGWY##OZ,YXCB8,'FN0(,:2ZE=J-X,@ESZGH",.Ll[,.M[3):.99^+E"()'Dl@.+LP?%HF'TFC+X%TQQ:K-1/ G&(YO!_CGN]XYT#_O^W-MU^,C3M6NF63!942MR[A=T!HA[S,DRYH8GILF41 'Z_Q<)? +[+(H= @ 'TD< M(XLZA,J51ONXDP.$-_*TISR_Y(L,YGG#GDE01@ 4R$"B8_0&\0E,6?JGA%_CZ{JNAL^10;>@S6Q'""NP'4PI$96'H,M'Q=(X961LZ$N.3#< MZ.(^E.BVQX3R_"J*YOLM R<6 Q=!3M+N\>"
<[H(§A _^K=N#FFDB7KXDZ#Y=]K-NST^[@_'RK;@_9Y&@V!L97LGRU=[37-F@ ,NQ7=R)M M5TV, V%F.38Q+$^_DO@FSAM$Y_T$U3C_B'Y]C0 =[_Q/"/]B!"YNBTX3O@NU-MLW(GX0M%IV)42M+=85?$0K6D>_I= }3;AV+"+/TT/XU>5"\S=5%VL6I8WO443.<*E6X?U-M)I^XW-K\QJNVAWS%]V]02P,$% @ R$)G65$II5]E!0 B_!, !T-MRX^LC-BZ)+)B!X6%UB8<.?STFUT6A7:S4_MK+5KM!&TJ_&M14V'.?YQRWA4F0W.S*YCNCK4LP2:TF5?]J6L9OU5',.62"7 MGNLXOY4TZV$WY(E$?0+7FTLC9D.8I!?2(A%,))YVJ626%F2?1UQX>X[^ZRB* M%9*816OOY8S%-(,1/8<)CTGRLIR1)+,R*EAH&#/V'T6,T#QJ>VY,;J*PN###H\Z&_XU@&$Q\@TF.^J2,W3TBJW'PU$/+_'J1[' Y'0R M/>V 9C ,&SS<%IS:4[MOPW305SB!6ZT[Y9UWI#>%WM'X9#9 /*Y\VGFSBR"W MG0;F#,Q ^\"T WG3&PVFUOC#V\'?T.O/%*?B.)6O]F9+(M8@,.^3A/J2\<0\.F=R"7))X=V*"/0T6L.$IEQ(X"',Q(KVB2C#,/%M MV%=L+ 9.E8K3Z?,X)L=Y!R(62:YZDZ XJ8H(XER^!CPL\QW@M$JM[JW%H2,1$+W._G7$H>>PU,P_R) MY*F^34D0X(QB13247KV&3W05L43%U;/<5OKP>_KV:G#MPJOOK_UZ6%S'KJLP MS!#'O,K"580E¥V-B1"K#+[_>T']73%UO&4*X!LP[A.L.0%N?3)X=9D95X52 M%(EASW/$Q>D.06¥W5"8_1. K.PDT2[5QD2A[JO)+@RP*<.LR(+'%.=.\4^ MI O*S*)(L!E. QV$B2DF %(4:O"RPZ# @.F1.O.A5RKR.0+QY.K=68WFH_] MS<@_$JHFAPNK)9E'M#!ASD5 A8661"3 J%=<== *6I1%9>RS1\O2BSG7_U"E M3+5>GT3Y7J_SV)#SDTR[:5<,+768D;BYRZ!0C)}S;'W..9#!)JUANT[S5]IC MN[?2/B>U@L>29O7>Q3;MMM.^=ZDUN^K4[UUJO68{3N_8@\T: 8X3(T,T_JU-Mj5H]%N05ZU72"W"+_F8R017QS>PPB?']BT 2IH^P$5S?H'/G[}&OQQA7M?,C M?J:C0%/I33,)WGA?\&5W'>5LZ4$B\QA!>,.~:+P?PZL7>[5F)]._L'4HO^,O M'0OX*¥!__9JU);*?)"QB,60!'OSR!HSJ[A>%/A=O.0.,E>DRB-O\.8-WI M:/L,WFZ"MW\B&,[Y*0[Z&YB]V@9:87(A11]"=AV=,V5]'N^>Q[L?%O&G/J[= M>$OZ5/>8)S38_22({1PH7SD5W/)?!GC&.S?Q^F2*ÝP!MRQ1WH J6?OO[V>W_MB+PQ&18?,*0\TZ~/4$CHL,+C4\XKO]<5NM<+2%S,'8KN;GD"U]]Y+_F&Y0# M_>W+_U!+ 0(4 Q0 (,A"9UE\=2'6^D(#3P 0 > " M 0 !E>&AI8FET,3 Q86¥C96QE;7!L;WEM96¥T82¥H=&U02P$"% ,4 M* #(0F=9,]0U&A+Y 0"8PA, $0 @ $¥0P =')U92TR,#(T M,#DS,"¥H=&U02P$"% ,4 " #(0F=95.Q3JBT+ #&.@ $0 M @ %W/ (=')U92TR,#(T,#DS,"YX M_Z8 "VG!@ 5 " <.# @!T#,Q,2¥H=&U0 M2P$"% ,4 " #(0F=9H=#A0/H' #I*P $P @ 'XDP, M=')U97$S,C R &5X,S$R+FAT;5!+ 0(4 Q0 (,A"9UE1*.5?904 (C M 3 " 2.< P!T XML 67 true 20240930 htm.xml IDEA: XBRL DOCUMENT 0001327318 2024-01-012024-09-30 0001327318 2024-11-04 0001327318 2023-12-31 0001327318 2024-09-30 0001327318 2024-07-012024-09-30 0001327318 2023-07-012023-09-30 0001327318 2023-01-012023-09-30 0001327318 us-gaap:CommonStockMember 2023-12-31 0001327318 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001327318 us-gaap:RetainedEarningsMember 2023-12-31 0001327318 us-gaap:RetainedEarningsMember 2024-01-012024-03-31 0001327318 2024-01-012024-03-31 0001327318 us-gaap:AdditionalPaidInCapitalMember 2024-01-012024-03-31 0001327318 us-gaap:CommonStockMember 2024-01-012024-03-31 0001327318 us-gaap:CommonStockMember 2024-03-31 0001327318 us-gaap:AdditionalPaidInCapitalMember 2024-03-31 0001327318 us-gaap:RetainedEarningsMember 2024-03-31 0001327318 2024-03-31 0001327318 us-gaap:RetainedEarningsMember 2024-04-012024-06-30 0001327318 2024-04-012024-06-30 0001327318 us-gaap:CommonStockMember 2024-04-012024-06-30 0001327318 us-gaap:AdditionalPaidInCapitalMember 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shareTRUENASDAQYesYesAccelerated FilerfalsefalsefalseFalse8695808718550001145090001369640008120001118000165220001826400065550006067000271000178700014029600016385000188800002682000101320003500.00010.000120000002000000000000.00010.0001100000000010000000008850661688506616910915419109154190009000071547600072250400058749700062298000127988001602150001675290002043200046540004114600012939100011741900077360003813000174810001159000250490002315300071076000770990000717900093410002738800095800003006200052894000156000017060004876000504400058280007874000-25186000-4785000030001000130001400058310007875000-25199000-47864000-0.06-0.06-0.09-0.09-0.28-0.28-0.54-0.54-0.54-0.54930323000903230000917600090176000911330009113300089407000894070005831000-7875000-25199000-47864000091095419000722504000562298000160215000-58480002822000282200048219 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Business TrueCar, Inc. is an internet-based information, technology, and communication services company. TrueCar, Inc. and its wholly owned subsidiaries, TrueCar Dealer Solutions, Inc., Digital Motors Corporation, and TrueCar Wholesale Solutions, Inc. are collectively referred to as “TrueCar” or the “Company”; TrueCar Dealer Solutions, Inc. is referred to as “TCDS,” Digital Motors Corporation is referred to as “Digital Motors,” and TrueCar Wholesale Solutions, Inc. is referred to as “TCWS.” TrueCar was incorporated in the state of Delaware in February 2005 and began business operations in April 2005. Its principal corporate offices are located in Santa Monica, California. TrueCar is a digital automotive marketplace that (i) provides pricing transparency about what other people paid for their cars and enables consumers to engage with TrueCar Certified Dealers who are committed to providing a superior purchase experience, (ii) empowers TrueCar Certified Dealers to attract these informed, in-market consumers in a cost-effective, accountable manner, and (iii) allows automobile manufacturers (“OEMs”) to more effectively target their incentive spending at deep-in-market consumers during their purchase process. TrueCar has established a diverse software ecosystem on a common technology infrastructure, powered by proprietary data and analytics. Consumers access TrueCar’s platform through the TrueCar.com website and TrueCar mobile applications or through the car buying websites and mobile applications that TrueCar operates for its affinity group marketing partners (“Auto Buying Programs”). An affinity group is comprised of a network of members or employees that provides discounts to its members. Through its subsidiary, TCDS, the Company provides its Trade and Payments solutions. TCDS also supports the Company’s Sell Your Car product. The Sell Your Car and Trade solutions give consumers information on the value of the vehicle they wish to sell or trade-in and enables them to obtain a guaranteed trade-in price before setting foot in the dealership. This valuation is, in turn, backed by a guarantee to dealers that the vehicles will be repurchased at the indicated price if the dealer does not want to keep them. The Company’s Payments solution helps consumers calculate accurate monthly payments. Summary of Significant Accounting Policies Basis of Presentation The Company’s unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) and applicable rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) for quarterly reports on Form 10-Q and Article 10-01 of Regulation S-X. Accordingly, some information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company’s management, the accompanying unaudited condensed consolidated financial statements and notes have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2023, and include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the interim periods presented. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company’s Form 10-K filed with the SEC on February 22, 2024. Principles of Consolidation The accompanying condensed consolidated financial statements include the accounts of TrueCar and its wholly owned

subsidiaries. Business acquisitions are included in the Company's condensed consolidated financial statements from the date of the acquisition. The Company's purchase accounting results in all assets and liabilities of acquired businesses being recorded at their estimated fair values on the acquisition dates. All intercompany balances and transactions have been eliminated in consolidation. Use of Estimates The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Assets and liabilities that are subject to judgment and use of estimates include sales allowances and allowances for doubtful accounts, contract assets, the fair value of assets and liabilities assumed in business combinations, the recoverability and related impairment of long-lived assets, valuation allowances with respect to deferred tax assets, useful lives associated with property and equipment and intangible assets, measurement of right-of-use assets and operating lease liabilities, contingencies, and the valuation and assumptions underlying stock-based compensation awards. On an ongoing basis, the Company evaluates its estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities. In addition, the Company engaged valuation specialists to assist with management's determination of the fair values related to right-of-use assets and lease liabilities, assets and liabilities assumed in business combinations, and performance-based stock units. Segments The Company has one operating segment. From January 1, 2024 through September 30, 2024, the Company's chief operating decision maker (the "CODM") was comprised solely of the President and Chief Executive Officer ("CEO") who managed the Company's operations based on consolidated financial information for purposes of evaluating financial performance and allocating resources. The CODM reviews financial information on a consolidated basis, accompanied by information about dealer revenue, OEM incentive revenue, and other revenue (Note 9). All of the Company's principal operations, decision-making functions and assets are located in the United States. Cash and Cash Equivalents The Company considers all highly liquid investments purchased with an original or remaining maturity at the date of purchase of three months or less to be cash equivalents. At September 30, 2024 and December 31, 2023, cash and cash equivalents were comprised primarily of cash held in money market funds and checking accounts. At December 31, 2023, cash and cash equivalents included restricted cash used to collateralize a letter of credit to secure certain of the Company's obligations under one of its office leases, which has since been terminated (Note 5). Allowance for Doubtful Accounts The Company determines its allowance for doubtful accounts based on historical write-off experience and specific circumstances that make it likely that recovery will not occur. The Company reviews the allowance for doubtful accounts periodically and assesses the aging of account balances, with an emphasis on those that are past due over ninety days. Account balances are charged off against the allowance when the Company determines that it is probable the receivable will not be recovered. The Company considers the need to adjust historical information to reflect the extent to which the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The primary current and future economic indicators that the Company uses to develop its current estimate of expected credit losses include the current and forecast U.S. Gross Domestic Product. The Company calculates the expected credit losses on a pool basis for those trade receivables that have similar risk characteristics. For those trade receivables that do not share similar risk characteristics, the allowance for doubtful accounts is calculated on an individual basis. Risk characteristics relevant to the Company's accounts receivable include revenue billing model and aging status. The following table summarizes the changes in the allowance for doubtful accounts and sales allowances (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:35.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.110%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowances, at beginning of period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">860 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,172 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,118 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,073 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charged as a reduction of revenue</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">621 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,598 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,081 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charged to bad debt expense in general and administrative expenses</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">141 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">510 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">465 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-offs, net of recoveries</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(810)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(981)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,414)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,618)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowances, at end of period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">812 </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,001 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">812 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0

2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,001 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:12pt;margin-top:6pt;text-indent:27pt">The Company's assessment considered business and market disruptions impacting its customers and estimates of expected emerging credit and collectability trends. The continued volatility in market conditions and interest rates are difficult to predict, causing variability and volatility that may have a material impact on the Company's allowance for credit losses in future periods.</div><div style="margin-bottom:12pt;margin-top:12pt">Recent Accounting Pronouncements</div><div style="margin-bottom:12pt;margin-top:6pt;text-indent:27pt">In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires public companies, including entities with a single reportable segment, to disclose information about their reportable segments' significant expenses and other items on an interim and annual basis to provide more transparency about the expenses they incur from revenue generating business units. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis, with early adoption permitted. The Company does not expect the adoption of the new standard to have a material effect on its consolidated financial statements, other than expanded segment disclosures.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Basis of Presentation</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The Company's unaudited condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and applicable rules and regulations of the U.S. Securities and Exchange Commission ("SEC") for quarterly reports on Form 10-Q and Article 10-01 of Regulation S-X. Accordingly, some information and footnote disclosures required by GAAP for complete financial statements have been condensed or omitted pursuant to such rules and regulations. In the opinion of the Company's management, the accompanying unaudited condensed consolidated financial statements and notes have been prepared on the same basis as the audited consolidated financial statements for the year ended December 31, 2023, and include all adjustments (consisting of normal recurring adjustments) necessary for a fair statement of the interim periods presented. </div>The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in the Company's Form 10-K filed with the SEC on February 22, 2024.<div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Principles of Consolidation</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The accompanying condensed consolidated financial statements include the accounts of TrueCar and its wholly owned subsidiaries. Business acquisitions are included in the Company's condensed consolidated financial statements from the date of the acquisition. The Company's purchase accounting results in all assets and liabilities of acquired businesses being recorded at their estimated fair values on the acquisition dates. All intercompany balances and transactions have been eliminated in consolidation.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Use of Estimates</div><div style="margin-bottom:12pt;margin-top:6pt;text-indent:27pt">The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the condensed consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Assets and liabilities that are subject to judgment and use of estimates include sales allowances and allowances for doubtful accounts, contract assets, the fair value of assets and liabilities assumed in business combinations, the recoverability and related impairment of long-lived assets, valuation allowances with respect to deferred tax assets, useful lives associated with property and equipment and intangible assets, measurement of right-of use assets and operating lease liabilities, contingencies, and the valuation and assumptions underlying stock based compensation awards. On an ongoing basis, the Company evaluates its estimates compared to historical experience and trends, which form the basis for making judgments about the carrying value of assets and liabilities. In addition, the Company engaged valuation specialists to assist with management's determination of the fair values related to right-of-use assets and lease liabilities, assets and liabilities assumed in business combinations, and performance-based stock units.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Segments</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The Company has one operating segment. From January 1, 2024 through September 30, 2024, the Company's chief operating decision maker (the "CODM") was comprised solely of the President and Chief Executive Officer ("CEO") who managed the Company's operations based on consolidated financial information for purposes of evaluating financial performance and allocating resources.</div><div style="margin-bottom:12pt;margin-top:6pt;text-indent:27pt">The CODM reviews financial information on a consolidated basis, accompanied by information about dealer revenue, OEM incentive revenue, and other revenue (Note 9). All of the Company's principal operations, decision-making functions and assets are located in the United States.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Allowance for Doubtful Accounts</div><div style="margin-top:6pt;text-indent:27pt">The Company determines its allowance for doubtful accounts based on historical write-off experience and specific circumstances that make it likely that recovery will not occur. The Company reviews the allowance for doubtful accounts periodically and assesses the aging of account balances, with an emphasis on those that are past due over ninety days. Account balances are charged off against the allowance when the Company determines that it is probable the receivable will not be recovered.</div><div style="margin-top:6pt;text-indent:27pt">The Company considers the need to adjust historical information to reflect the extent to which the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The primary current and future economic indicators that the Company uses to develop its current estimate of expected credit losses include the current and forecast U.S. Gross Domestic Product.</div><div style="margin-top:6pt;text-indent:27pt">The Company calculates the expected credit losses on a pool basis for those trade receivables that have similar risk characteristics. For those trade receivables that do not share similar risk characteristics, the allowance for doubtful accounts is calculated on an individual basis. Risk characteristics relevant to the Company's accounts receivable include revenue billing model and aging status.</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The following table summarizes the changes in the allowance for doubtful accounts and sales allowances (in thousands): </div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:35.742%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.104%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.110%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowances, at beginning of period</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">860 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,172 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 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1pt;text-align:left;vertical-align:bottom">Charged as a reduction of revenue</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">621 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">585 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,598 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,081 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charged to bad debt expense in general and administrative expenses</td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">141 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">125 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">510 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">465 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Write-offs, net of recoveries</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(810)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(881)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,414)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,618)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Allowances, at end of period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">812 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,001 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">812 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,001 </td></tr></table> The Company's assessment considered business and market disruptions impacting its customers and estimates of expected emerging credit and collectability trends. The continued volatility in market conditions and interest rates are difficult to predict, causing variability and volatility that may have a material impact on the Company's allowance for credit losses in future periods8600001172000111800010730006210005850001598000208100014100012500051000046500081000088100024140002618000812000100100081200010010000 Recent Accounting Pronouncements In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. This standard requires public companies, including entities with a single reportable segment, to disclose information about their reportable segments' significant expenses and other items on an interim and annual basis to provide more transparency about the expenses they incur from revenue generating business units. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024 on a retrospective basis, with early adoption permitted. The Company does not expect the adoption of the new standard to have a material effect on its consolidated financial statements, other than expanded segment disclosures. Fair Value Measurements Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value: •Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds. •Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities. •Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items. The Company recorded a contingent consideration liability upon the acquisition of Digital Motors in 2022. The contingent consideration is measured at fair value and is based on significant inputs not observable in the market which include the probability of achieving certain future targets. This represents a Level 3 measurement within the fair value hierarchy. The valuation of contingent consideration uses assumptions the Company believes a market participant would make. The Company assesses these estimates on an ongoing basis as it obtains additional data impacting the assumptions. Changes in the fair value of contingent consideration related to updated assumptions and estimates are recognized within the condensed consolidated statements of comprehensive loss. During the second quarter of 2023 the Company amended the purchase agreement in connection with its Restructuring Plan (Note 5) such that the future targets were considered 100% achieved, and as a result, there were no significant unobservable inputs used to measure the contingent consideration liability as of September 30, 2024. The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2024 and December 31, 2023 by level within the fair value hierarchy. The current and non-current portions of contingent consideration reside within "Accrued expenses and other current liabilities" and "Other liabilities", respectively, within the condensed consolidated balance sheet. These assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:21.560%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td 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#000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total Fair</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 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colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:58.5pt;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" 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style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td

style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">109,532 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">119,735 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">119,735 </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">109,532 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 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style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration, current</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration, non-current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,611 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,611 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,592 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,592 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Contingent Consideration Obligations The following table summarizes the changes in the contingent consideration obligation related to the Company's acquisition of Digital Motors (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.537%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value, beginning of period</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,771 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,316 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,592 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,661 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,000)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">(2,000)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">771 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value, end of period</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,432 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,432 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) 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. Accounting standards describe a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value: •Level 1 — Quoted prices in active markets for identical assets, liabilities, or funds. •Level 2 — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices 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 assets or liabilities. •Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. The carrying amounts of cash equivalents, restricted cash, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses and other current liabilities approximate fair value because of the short maturity of these items. The following table summarizes the Company's assets and liabilities measured at fair value on a recurring basis at September 30, 2024 and December 31, 2023 by level within the fair value hierarchy. The current and non-current portions of contingent consideration reside within "Accrued expenses and other current liabilities" and "Other liabilities", respectively, within the condensed consolidated balance sheet. These assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:21.560%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.704%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">At September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">At December 31, 2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total Fair</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total Fair</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;text-indent:58.5pt;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash equivalents</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">109,532 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">119,735 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">109,532 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr></table>

<table><tr><td colspan="3" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">—</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">119,735 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">109,532 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">119,735 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td></tr></table></div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:21.560%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.818%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td 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colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">Total Fair</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 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1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" 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1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">1,981 </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Contingent consideration, non-current</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2"

style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,611 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,611 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,592 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value, beginning of period</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,771 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,316 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,592 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">6,661 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash payments</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,000)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,000)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">771 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value, end of period</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

style="margin-top:6pt;text-indent:27pt">The following table summarizes the changes in the contingent consideration obligation related to the Company's acquisition of Digital Motors (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.537%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash payments</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,000)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,000)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Changes in fair value</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">116 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">281 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">771 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value, end of period</td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">3,873 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,432 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,873 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,432 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div>377100053160005592000666100000200000020000001020001160002810007710003873000543200038730005432000Property and Equipment, net<div style="margin-top:6pt;text-indent:27pt">Property and equipment consisted of the following at September 30, 2024 and December 31, 2023 (in thousands):</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.300%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and internally developed software</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">84,154 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87,830 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">962 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,918 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,694 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,034 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,051 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(73,649)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(79,171)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 10pt;text-align:left;vertical-align:bottom">Total property and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,385 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">18,880 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Included in the table above are property and equipment of $0.8 million and $1.0 million at September 30, 2024 and December 31, 2023, respectively, which are capitalizable but had not yet been placed in service. These balances were comprised primarily of capitalized software not ready for its intended use. Total depreciation and amortization expense of property and equipment was $2.8 million and $3.3 million for the three months ended September 30, 2024 and 2023, respectively. Total depreciation and amortization expense of property and equipment was $8.9 million and $9.2 million for the nine months ended September 30, 2024 and 2023, respectively. Amortization of internal use capitalized software development costs was $2.7 million and $2.8 million for the three months ended September 30, 2024 and 2023, respectively. Amortization of internal use capitalized software development costs was $8.5 million and $8.4 million for the nine months ended September 30, 2024 and 2023, respectively.</div><div style="margin-top:6pt;text-indent:27pt">Property and equipment consisted of the following at September 30, 2024 and December 31, 2023 (in thousands):</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.373%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.297%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.300%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment and internally developed software</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">84,154 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">87,830 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">962 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,527 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,918 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,694 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,034 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98,051 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(73,649)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(79,171)</td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px

19pt;text-align:left;vertical-align:bottom">Total property and equipment, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">16,385 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18,880 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
84154000878300009620001527000491800086940009003400098051000736490007917100016385000188800008000001000000280000033000008900000920000027000002800000850000 and Contingencies Reorganization In June 2023, the Company committed to a restructuring plan (the “Restructuring Plan”) in furtherance of its efforts to enhance productivity and efficiency, preserve profitability and streamline its organizational structure to better align operations with its long-term commitment to providing an enhanced consumer experience. The Company recorded restructuring costs of approximately $7.2 million during the year ended December 31, 2023 in connection with the Restructuring Plan. The Company did not record any restructuring costs during the nine months ended September 30, 2024 related to the Restructuring Plan and does not expect to incur significant additional charges in future periods related to the Restructuring Plan.</div><div style="margin-top:6pt;text-indent:27pt">The following table presents a roll forward of the Restructuring Plan costs liability for the nine months ended September 30, 2024 (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.863%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:23.937%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Restructuring Costs Liability</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrual at December 31, 2023</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">951 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash Payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(951)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrual at September 30, 2024</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Legal Proceedings From time to time, the Company may become subject to legal proceedings, claims and litigation arising in the ordinary course of business. When the Company becomes aware of a claim or potential claim, it assesses the likelihood of any loss or exposure. In accordance with authoritative guidance, the Company records loss contingencies in its financial statements only for matters in which losses are probable and can be reasonably estimated. Where a range of loss can be reasonably estimated with no best estimate in the range, the Company records the minimum estimated liability. If the loss is not probable or the amount of the loss cannot be reasonably estimated, the Company discloses the nature of the specific claim if the likelihood of a potential loss is reasonably possible and the amount involved is material. The Company continuously assesses the potential liability related to the Company’s pending litigation and revises its estimates when additional information becomes available. On April 10, 2024, the Company notified Mani Brothers Portofino Plaza (DE), LLC, a Delaware limited liability company (the “Landlord”) that the Company was exercising its right to terminate a lease for office space (the “Lease") located at 1401 Ocean Avenue, Santa Monica, California (the “Premises”) effective immediately, following the Landlord's breach of the Lease and related conduct by the Landlord. Also on April 10, 2024, the Company filed a lawsuit in Los Angeles Superior Court, seeking a declaratory judgment that its termination of the Lease was justified under applicable California law, along with certain other relief. A letter of credit with a principal amount of $1,750,000 (the “Letter of Credit”) secured the Company’s obligations under the Lease. As described in Note 2, the full principal amount of the Letter of Credit was collateralized by restricted cash. On April 18, 2024, the Landlord notified both the Company and the bank that issued the Letter of Credit that the Landlord was drawing down the full amount available under the Letter of Credit. The drawdown on the Letter of Credit was completed on April 25, 2024 and the Company has applied the payment as a reduction to the lease liability. The Company vacated and returned possession of the Premises on April 30, 2024. On May 8, 2024, the Landlord filed a cross-complaint against the Company alleging breach of contract as a result of the Company’s termination of the Lease and seeking an unspecified amount of damages. As of September 30, 2024, the Company has fully impaired the right-of use asset associated with the lease of $6.8 million in accordance with FASB ASC 360 — Property, Plant, and Equipment. At September 30, 2024, the lease liability of $7.1 million remains on the condensed consolidated balance sheet and will remain until the matter is legally resolved in accordance with FASB ASC 405 — Liabilities. The Company will continue to recognize lease cost for the accretion of interest on the lease liability until the matter is resolved.</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The Company intends to vigorously defend its position that the lease was appropriately terminated.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Employment Contracts</div><div style="margin-bottom:12pt;text-indent:27pt">The Company has entered into employment contracts with certain executives of the Company. Employment under these contracts is at-will employment. However, under the provisions of the contracts, the Company would incur severance obligations of up to twelve months of the executive’s annual base salary for certain events such as involuntary terminations. </div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Indemnifications</div>In the ordinary course of business, the Company may provide indemnities of varying scope and terms to customers, vendors, lessors, investors, directors, officers, employees and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company’s breach of such agreements, services to be provided by the Company, or intellectual property infringement claims made by third parties. While the Company’s future obligations under certain of these agreements may contain limitations on liability for indemnification, other agreements do not contain such limitations and under such agreements it is not possible to predict the maximum potential amount of future payments due to the conditional nature of the Company’s obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under such indemnities have not had a material effect on the Company’s business, financial condition, results of operations or cash flows. Additionally, the Company does not believe that any amounts that it may be required to pay under these indemnities in the future will be material to the Company’s business, financial position, results of operations, or cash flows.7200000<div style="margin-top:6pt;text-indent:27pt">The following table presents a roll forward of the Restructuring Plan costs liability for the nine months ended September 30, 2024 (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:73.863%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:23.937%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">Restructuring Costs Liability</div></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrual at December 31, 2023</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">951 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expense</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash Payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(951)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrual at September 30, 2024</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 9510000951000017500006800000710000P12MStock-based Awards Stock Options A summary of the Company’s stock option activity for the nine months ended September 30, 2024 is as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average
Remaining
Contractual Life</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-

weight:400;line-height:100%"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,240,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.1</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,727)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited/expired</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(873,422)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.37 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding — September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,344,749 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9.67 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.7</td></tr></table> At September 30, 2024, total remaining stock-based compensation expense for unvested stock option awards was $0.1 million, which is expected to be recognized over a weighted-average period of 0.5 years. For the three months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of less than $0.1 million and $0.2 million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded stock-based compensation expense for stock option awards of $0.2 million and $0.9 million, respectively.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Restricted Stock Units</div><div style="margin-top:6pt;text-indent:36pt">Activity in connection with restricted stock units is as follows for the nine months ended September 30, 2024:</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted- Average Grant Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,763,510 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2.94 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,480,100 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.45 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,153,845)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,103,038)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#fffffd;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.23 </td><td style="background-color:#fffffd;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,986,727 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">3.12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> At September 30, 2024, total remaining stock-based compensation expense for non-vested restricted stock units was $17.3 million, which is expected to be recognized over a weighted-average period of 2.7 years. For the three months ended September 30, 2024 and 2023, the Company recorded $2.0 million and $2.4 million in stock-based compensation expense for restricted stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $6.1 million and $8.9 million in stock-based compensation expense for restricted stock units, respectively.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Performance Stock Units</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">Activity in connection with performance stock units is as follows for the nine months ended September 30, 2024:</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted- Average Grant Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,518,556 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4.18 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,231,577 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.39 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(364,837)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.99 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(131,555)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested — September 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,253,741 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.01 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> At September 30, 2024, total remaining stock-based compensation expense for non-vested performance stock units was $6.1 million, which is expected to be recognized over a weighted average period of 2.1 years. For the three months ended September 30, 2024 and 2023, the Company recorded $0.9 million and $0.7 million in stock-based compensation expense for performance stock units, respectively. For the nine months ended September 30, 2024 and 2023, the Company recorded $2.5 million and $2.1 million in stock-based compensation expense for performance stock units, respectively.</div><div style="margin-bottom:6pt;margin-top:12pt;text-indent:27pt">Stock-based Compensation Cost</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">The Company recorded stock-based compensation cost relating to stock options, restricted stock units, and performance stock units in the following categories on the accompanying condensed consolidated statements of comprehensive loss (in thousands):</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:49.562%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.684%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">180 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">493 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,349 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,215 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Technology and development</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">496 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,031 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,524 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,028 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,957 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,705 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,721 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,481 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation expense</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,953 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,273 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,774 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,872 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Amount capitalized to internal software use</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">187 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">204 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">554 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">651 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation cost</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,140 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,477 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,328 </td><td style="background-

color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,523 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="text-indent:36pt">A summary of the Company's stock option activity for the nine months ended September 30, 2024 is as follows:<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.572%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.622%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Exercise Price</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average
Remaining
Contractual Life</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in years)</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,240,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">10.65 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.1</td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(22,727)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.68 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited/expired</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(873,422)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.37 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding — September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,344,749 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9.67 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">3.7</td></tr></table></div>224089810.65P3Y1M6D00227272.6887342212.3713447499.67P3Y8M12D100000P0Y6M0100002000002000000000<div style="margin-top:6pt;text-indent:36pt">Activity in connection with restricted stock units is as follows for the nine months ended September 30, 2024:</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted- Average Grant Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,763,510 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2.94 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,480,100 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.45 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,153,845)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.13 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,103,038)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.23 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — September 30, 2024</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,986,727 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.12 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">Activity in connection with performance stock units is as follows for the nine months ended September 30, 2024:</div><div style="margin-bottom:12pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.876%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of
Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted- Average Grant Date Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Non-vested — December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,518,556 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">4.18 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td

colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,231,577 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.39 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(364,837)</td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.99 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(131,555)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.25 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested — September 30, 2024 </td><td colspan="2" style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,253,741 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;padding:2px 0;text-align:right;vertical-align:bottom">4.01 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
57635102.9434801003.4521538453.1311030383.2359867273.1217300000P2Y8M12D20000002400000610000089000002518556 4.1812315774.393648375.991315555.2532537414.0161(style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">The Company recorded stock-based compensation cost relating to stock options, restricted stock units, and performance stock units in the following categories on the accompanying condensed consolidated statements of comprehensive loss (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.269%"><tr><td style="width:1.0%"></td><td style="width:49.562%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.682%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.536%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.684%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">66 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">180 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">148 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">434 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">493 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,349 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,215 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Technology and development</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">496 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,031 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,524 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,028 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,957 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,705 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,721 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,481 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation expense</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,953 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,273 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,774 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,872 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Amount capitalized to internal software use</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">187 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">204 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">554 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">651 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total stock-based compensation cost</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,140 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,477 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-

align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,328 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">12,523 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
6600044000180000148000434000493000134900032150004960001031000152400030280001957000170500057210005481000295300032730008774000118720001870002040005540006

Taxes In determining quarterly provisions for income taxes, the Company uses the annual estimated effective tax rate applied to the actual year-to-date loss, adjusted for discrete items, if any, that are taken into account in the relevant period. The Company's annual estimated effective tax rate differs from the statutory rate primarily as a result of state taxes and changes in the Company's valuation allowance. The Company recorded income tax expense of less than $0.1 million for the three and nine months ended September 30, 2024 and 2023. The Company's provision for income taxes for the three and nine months ended September 30, 2024 and 2023 reflects state income tax expense. The Company continues to maintain a full valuation allowance as it is more likely than not that the Company's net deferred tax assets will not be realized.</div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">There were no material changes to the Company's unrecognized tax benefits in the nine months ended September 30, 2024, and the Company does not expect to have significant changes to unrecognized tax benefits through the end of the fiscal year. </div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:36pt">The Company is subject to United States federal and state taxation. Due to the presence of net operating loss carryforwards, all income tax years remain open for examination by the Internal Revenue Service (the "IRS") and various state taxing authorities. The Company is not currently under IRS or state tax examination.</div>100000100000Net Loss Per Share<div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,831)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(7,875)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">(25,199)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(47,864)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average common shares outstanding, basic and diluted</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,323 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,176 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,133 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,407 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss per share, basic and diluted</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.06)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.09)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.54)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table presents the number of anti-dilutive shares excluded from the calculation of diluted loss per share at September 30, 2024 and 2023 (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.730%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Options to purchase common stock</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,345 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,394 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested restricted stock units </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,987 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested performance stock units </td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,254 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,647 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total shares excluded from net loss per share</td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-

height:100%">10,586 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,831 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Share Repurchase Program In July 2020, the Company's board of directors authorized an open market stock repurchase program (the "Program") of up to $75 million to allow for the repurchase of shares of the Company's common stock through September 30, 2022. In May 2021, the Company's board of directors increased the authorization of the Program by an additional $75 million, bringing the total authorization to $150 million. In July 2022, the Company's board of directors extended the expiration of the Program until September 30, 2024. In February 2024, the Program had a remaining authorization of $45.8 million and the Company's board of directors increased the authorization of the Program by $54.2 million, bringing the total remaining authorization to $100 million, as well as extended the expiration of the program until December 31, 2026. The timing and amount of any repurchases will be determined by Company management based on its evaluation of market conditions and other factors. Repurchases of the Company's common stock may be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws, open market purchases, privately-negotiated transactions, block purchases, or otherwise in accordance with applicable federal securities laws. The Program may be suspended or discontinued at any time and does not obligate the Company to purchase any minimum number of shares. During the three and nine months ended September 30, 2024, the Company repurchased and retired a total of 3,875,069 and 4,300,078 shares under the Program for $12.4 million and $13.7 million, respectively, which excludes excise tax imposed under the Inflation Reduction Act of $0.1 million for the three and nine months ended September 30, 2024. During the three and nine months ended September 30, 2023, the Company had no share repurchases. As of September 30, 2024, the Company had a remaining authorization of $86.3 million for future share repurchases. </div><div style="margin-bottom:6pt;margin-top:6pt;text-indent:27pt">The following table sets forth the computation of basic and diluted net loss per share (in thousands, except per share data):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:45.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.624%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30, </td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(5,831)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(7,875)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(25,199)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">(47,864)</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average common shares outstanding, basic and diluted</td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,323 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,176 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">91,133 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,407 </td><td style="background-color:#ffffff;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Net loss per share, basic and diluted</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.06)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.09)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.54)</td><td style="background-color:#ceeeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -5831000-7875000-25199000-47864000903230009032300090176000901760009113300091133000894070089407000-0.06-0.06-0.09-0.09-0.28-0.28-0.54-0.54-0.54-0.54 The following table presents the number of anti-dilutive shares excluded from the calculation of diluted loss per share at September 30, 2024 and 2023 (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.730%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.621%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Options to purchase common stock</td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,345 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,394 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested restricted stock units </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,987 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,790 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Unvested performance stock units </td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,254 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,647 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Total shares excluded from net loss per share</td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,586 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,831 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
1345000239400059870006790000325400026470001058600011831000750000007500000015000000045800000542000001000000003875069430007812400000137000001000001000000

Information Disaggregation of Revenue The Company disaggregates revenue into three revenue streams: dealer revenue, OEM incentives revenue, and other revenue. The following table presents the Company's revenue categories during the periods presented (in thousands):
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.122%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dealer revenue</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,957 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,068 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">116,559 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,553 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">OEM incentives revenue</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,376 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,944 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,248 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,490 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other revenue</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">211 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">134 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">584 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">376 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total revenues</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">46,544 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,146 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">129,391 </td><td style="background-color:#ffffff;border-bottom:3pt 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only upon the passage of time. Substantially all of the contract asset balances of $0.9 million at December 31, 2023 were transferred to accounts receivable during the nine months ended September 30, 2024 as vehicle sales occurred, with no significant changes in the estimate. A contract asset of $1.0 million and $0.9 million was recorded as of September 30, 2024 and December 31, 2023, respectively, for leads delivered where consideration to be received was still conditional upon subsequent vehicle sales.</div>The following table presents the Company's revenue categories during the periods presented (in thousands):<div style="margin-bottom:6pt;margin-top:6pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:46.122%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.619%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.623%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dealer revenue</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,957 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">36,068 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">116,559 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,553 </td><td style="background-color:#ceeeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-

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4195700036068000116559000107553000437600049440001224800094900002110001340005840003760004654400041146000129391000117419000900000100000090000SubsequentEvents From October 1, 2024 through November 4, 2024, the Company repurchased and retired 1,706,749 shares under the open-market stock repurchase program for $6.2 million. Following these repurchases, the Company had a remaining authorization of $80.2 million for future share repurchases. 1706749620000080200000falsefalsefalsefalse
"