
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 31, 2025

OR

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

For the transition period from to

Commission file number 001-40531

SENTINELONE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

99-0385461

(I.R.S. Employer Identification
No.)

**444 Castro Street, Suite 400, Mountain View,
California**

(Address of Principal Executive Offices)

94041

(Zip Code)

(855) 868-3733

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if
changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001	S	The New York Stock Exchange

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

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

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

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

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

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

As of August 22, 2025, the registrant had 319,496,938 shares of Class A common stock and 14,108,911 shares of Class B common stock outstanding.

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Special Note About Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), about us and our industry that involve substantial risks and uncertainties. All statements contained in this Quarterly Report on Form 10-Q, other than statements of historical fact, including statements regarding our future operating results and financial condition, our business strategy and plans, market growth, and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “potentially,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “would,” “project,” “target,” “plan,” “expect,” or the negative of these words and similar expressions are intended to identify forward-looking statements.

Forward-looking statements include, but are not limited to, statements about:

- our future financial performance, including our expectations regarding our total revenue, cost of revenue, gross profit or gross margin, operating expenses, including changes in operating expenses and our ability to achieve and maintain future profitability;
- the global political, economic, and macroeconomic climate, whether in the cybersecurity industry in general, or among specific types of customers or within particular geographies, including but not limited to, the changes in U.S. federal spending, significant political or regulatory developments including changes in trade policy, actual or perceived instability in the banking industry, supply chain disruptions, a potential recession, inflation, and interest rate volatility;
- the impact of natural or man-made global events on our business, including wars and other regional geopolitical conflicts around the world;
- the impact of actions we are taking to improve operational efficiencies and operating costs, including the restructuring plans we approved in March 2025 and July 2025;
- the impact of our negotiations and potential settlement with the U.S. and Israeli governments for a bilateral Advance Pricing Agreement;
- our plans with respect to our 2025 Share Repurchase Program;
- the impact of actions that we are taking to improve operational efficiencies and operating costs;
- our business plan and our ability to effectively manage our growth;
- our total market opportunity;
- anticipated trends, growth rates, and challenges in our business and in the markets in which we operate;
- our ability to maintain the security and availability of our platform;
- market acceptance of our platform and our ability to increase adoption of our platform;
- beliefs and objectives for future operations;
- our ability to further penetrate our existing customer base and attract, retain, and expand our customer base;
- our ability to timely and effectively scale and adapt our platform;
- future acquisitions or investments in complementary companies, products, services, or technologies and our ability to integrate such acquisitions or investments, including our acquisitions of PingSafe Pte. Ltd. (PingSafe) and Stride Security Ltd. (Stride) in February 2024, and our announced acquisition of Prompt Security, Inc. in August 2025;
- cybersecurity incidents;

- our ability to develop new products and services and bring them to market in a timely manner and make enhancements to our platform;
- the ultimate success of technologies aimed at enhancing our platform, including through artificial intelligence (AI);
- our expectations concerning relationships with third parties;
- our ability to maintain, protect, and enhance our intellectual property;
- our ability to continue to expand internationally;
- the effects of increased competition in our markets and our ability to compete effectively;
- our ability to stay in compliance with laws and regulations that currently apply or become applicable to our business both in the United States (U.S.) and internationally;
- economic and industry trends, projected growth, or trend analysis;
- expenses associated with being a public company; and
- other statements regarding our future operations, financial condition, and prospects and business strategies.

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.

These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including those described in Part II, Item 1A, “Risk Factors” and elsewhere in this Quarterly Report on Form 10-Q. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the forward-looking events and circumstances discussed in this Quarterly Report on Form 10-Q may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. We undertake no obligation to update publicly any of these forward-looking statements for any reason after the date of this report or to conform these statements to actual results or to changes in our expectations, except as required by law. Our forward-looking statements do not reflect the potential impact of any future acquisitions, partnerships, mergers, dispositions, joint ventures, or investments we may make.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed with the SEC as exhibits to this report with the understanding that our actual future results, performance, and events and circumstances may be materially different from what we expect.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

SENTINELONE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	July 31, 2025	January 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 278,005	\$ 186,574
Short-term investments	532,818	535,331
Accounts receivable, net	179,332	236,012
Deferred contract acquisition costs, current	65,402	64,782
Prepaid expenses and other current assets	37,141	47,023
Total current assets	1,092,698	1,069,722
Property and equipment, net	79,227	71,774
Long-term investments	347,009	419,367
Deferred contract acquisition costs, non-current	83,271	85,322
Intangible assets, net	94,272	107,155
Goodwill	629,636	629,636
Other assets	24,371	23,649
Total assets	<u>\$ 2,350,484</u>	<u>\$ 2,406,625</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 9,725	\$ 8,159
Accrued payroll and benefits	66,548	79,612
Deferred revenue, current	457,221	470,127
Other current liabilities	63,282	55,655
Total current liabilities	596,776	613,553
Deferred revenue, non-current	89,586	102,017
Other liabilities	156,336	21,808
Total liabilities	<u>842,698</u>	<u>737,378</u>
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Preferred stock, \$0.0001 par value; 50,000,000 shares authorized as of July 31, 2025 and January 31, 2025; no shares issued and outstanding as of July 31, 2025 and January 31, 2025	—	—
Class A common stock; \$0.0001 par value; 1,500,000,000 shares authorized as of July 31, 2025 and January 31, 2025; 318,008,601 and 310,949,758 shares issued and outstanding as of July 31, 2025 and January 31, 2025, respectively	32	31
Class B common stock; \$0.0001 par value; 300,000,000 shares authorized as of July 31, 2025 and January 31, 2025; 14,125,911 and 14,629,347 shares issued and outstanding as of July 31, 2025 and January 31, 2025, respectively	1	1
Additional paid-in capital	3,414,117	3,294,542
Accumulated other comprehensive income	1,333	2,158

SENTINELONE, INC.**CONDENSED CONSOLIDATED BALANCE SHEETS**
(in thousands, except share data)

Accumulated deficit	(1,907,697)	(1,627,485)
Total stockholders' equity	1,507,786	1,669,247
Total liabilities and stockholders' equity	<u>\$ 2,350,484</u>	<u>\$ 2,406,625</u>

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

SENTINELONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
Revenue	\$ 242,183	\$ 198,937	\$ 471,212	\$ 385,292
Cost of revenue	60,474	50,699	117,006	100,836
Gross profit	181,709	148,238	354,206	284,456
Operating expenses:				
Research and development	79,091	63,602	151,344	121,923
Sales and marketing	127,879	119,617	261,760	235,447
General and administrative	51,474	44,400	100,153	87,067
Restructuring (Note 8)	3,883	—	9,050	—
Total operating expenses	262,327	227,619	522,307	444,437
Loss from operations	(80,618)	(79,381)	(168,101)	(159,981)
Interest income, net	12,196	12,817	24,486	24,863
Other income (expense), net	(327)	(421)	165	(460)
Loss before income taxes	(68,749)	(66,985)	(143,450)	(135,578)
Provision for income taxes	3,270	2,199	136,762	3,711
Net loss	<u>\$ (72,019)</u>	<u>\$ (69,184)</u>	<u>\$ (280,212)</u>	<u>\$ (139,289)</u>
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted	<u>\$ (0.22)</u>	<u>\$ (0.22)</u>	<u>\$ (0.85)</u>	<u>\$ (0.45)</u>
Weighted-average shares used in computing net loss per share attributable to Class A and Class B common stockholders, basic and diluted	<u>330,938,421</u>	<u>312,615,531</u>	<u>329,481,933</u>	<u>310,358,089</u>

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

SENTINELONE, INC.**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****(in thousands)**

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
Net loss	\$ (72,019)	\$ (69,184)	\$ (280,212)	\$ (139,289)
Other comprehensive income (loss):				
Change in unrealized gains (losses) on investments	(2,720)	3,938	(825)	2,695
Total comprehensive loss	<u>\$ (74,739)</u>	<u>\$ (65,246)</u>	<u>\$ (281,037)</u>	<u>\$ (136,594)</u>

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

SENTINELONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Three Months Ended July 31, 2025					
	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of April 30, 2025	331,072,169	\$ 33	\$ 3,378,134	\$ 4,053	\$ (1,835,678)	\$ 1,546,542
Issuance of common stock upon exercise of stock options	678,982	—	2,952	—	—	2,952
Vesting of restricted stock units	2,766,104	—	—	—	—	—
Issuance of common stock under employee purchase plan	578,154	—	9,065	—	—	9,065
Repurchase of common stock	(2,960,897)	—	(52,693)	—	—	(52,693)
Stock-based compensation	—	—	76,659	—	—	76,659
Other comprehensive loss	—	—	—	(2,720)	—	(2,720)
Net loss	—	—	—	—	(72,019)	(72,019)
Balance as of July 31, 2025	332,134,512	\$ 33	\$ 3,414,117	\$ 1,333	\$ (1,907,697)	\$ 1,507,786

	Three Months Ended July 31, 2024					
	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of April 30, 2024	311,556,289	\$ 32	\$ 3,027,530	\$ (2,793)	\$ (1,409,149)	\$ 1,615,620
Issuance of common stock upon exercise of stock options	1,475,181	—	6,258	—	—	6,258
Vesting of restricted stock units	2,387,044	—	—	—	—	—
Issuance of common stock under employee purchase plan	508,690	—	8,800	—	—	8,800
Stock-based compensation	—	—	68,255	—	—	68,255
Other comprehensive income	—	—	—	3,938	—	3,938
Net loss	—	—	—	—	(69,184)	(69,184)
Balance as of July 31, 2024	315,927,204	\$ 32	\$ 3,110,843	\$ 1,145	\$ (1,478,333)	\$ 1,633,687

SENTINELONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Six Months Ended July 31, 2025					
	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of January 31, 2025	325,579,105	\$ 32	\$ 3,294,542	\$ 2,158	\$ (1,627,485)	1,669,247
Issuance of common stock upon exercise of stock options	3,199,972	—	15,229	—	—	15,229
Vesting of restricted stock units and performance stock units	5,738,178	1	—	—	—	1
Issuance of common stock under employee purchase plan	578,154	—	9,065	—	—	9,065
Repurchase of common stock	(2,960,897)	—	(52,693)	—	—	(52,693)
Stock-based compensation	—	—	147,974	—	—	147,974
Other comprehensive loss	—	—	—	(825)	—	(825)
Net loss	—	—	—	—	(280,212)	(280,212)
Balance as of July 31, 2025	332,134,512	\$ 33	\$ 3,414,117	\$ 1,333	\$ (1,907,697)	\$ 1,507,786

	Six Months Ended July 31, 2024					
	Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balance as of January 31, 2024	304,691,722	\$ 30	\$ 2,934,607	\$ (1,550)	\$ (1,339,044)	\$ 1,594,043
Issuance of common stock upon exercise of stock options	3,820,697	1	12,812	—	—	12,813
Issuance of common stock and assumed options in connection with acquisition	2,354,607	1	23,738	—	—	23,739
Vesting of restricted stock units	4,570,788	—	—	—	—	—
Issuance of common stock under employee purchase plan	508,690	—	8,800	—	—	8,800
Repurchase of common stock	(19,300)	—	—	—	—	—
Stock-based compensation	—	—	130,886	—	—	130,886
Other comprehensive income	—	—	—	2,695	—	2,695
Net loss	—	—	—	—	(139,289)	(139,289)
Balance as of July 31, 2024	315,927,204	\$ 32	\$ 3,110,843	\$ 1,145	\$ (1,478,333)	\$ 1,633,687

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

SENTINELONE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended July 31,	
	2025	2024
CASH FLOW FROM OPERATING ACTIVITIES:		
Net loss	\$ (280,212)	\$ (139,289)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	23,117	21,110
Amortization of deferred contract acquisition costs	37,507	31,252
Non-cash operating lease costs	2,120	1,939
Stock-based compensation expense	142,539	123,230
Accretion of discounts, and amortization of premiums on investments, net	(4,856)	(7,420)
Asset impairment charges	2,176	1,429
Other	280	113
Changes in operating assets and liabilities, net of effects of acquisitions		
Accounts receivable	56,409	59,258
Prepaid expenses and other assets	3,159	8,942
Deferred contract acquisition costs	(36,076)	(34,901)
Accounts payable	1,547	10
Accrued and other liabilities	144,040	4,658
Accrued payroll and benefits	(13,063)	(10,645)
Operating lease liabilities	(2,119)	(2,800)
Deferred revenue	(25,337)	(12,583)
Net cash provided by operating activities	51,231	44,303
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(410)	(1,439)
Purchases of intangible assets	(100)	(133)
Capitalization of internal-use software	(12,525)	(14,544)
Purchases of investments	(208,090)	(442,629)
Proceeds from sales, maturities and return of capital of investments	286,767	404,677
Cash paid for acquisitions, net of cash acquired	—	(61,553)
Net cash provided by (used in) investing activities	65,642	(115,621)
CASH FLOW FROM FINANCING ACTIVITIES:		
Repurchases of common stock	(52,693)	—
Repurchase of early exercised stock options	—	(21)
Proceeds from exercise of stock options	15,229	12,813
Proceeds from issuance of common stock under the employee stock purchase plan	9,065	8,800
Net cash (used in) provided by financing activities	(28,399)	21,592
NET CHANGE IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	88,474	(49,726)
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—Beginning of period	193,302	322,086
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH—End of period	\$ 281,776	\$ 272,360
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid, net of refunds	\$ 1,923	\$ 2,468
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Stock-based compensation capitalized as internal-use software	\$ 5,435	\$ 7,656
Property and equipment purchased but not yet paid	\$ 52	\$ 42

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

SENTINELONE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Business

SentinelOne, Inc. (SentinelOne, the Company, we, our, or us) was incorporated in January 2013 in the State of Delaware. We are a cybersecurity provider that delivers an artificial intelligence-powered platform to enable autonomous cybersecurity defense. Our headquarters is located in Mountain View, California with various other global office locations.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), and applicable rules and regulations of the Securities and Exchange Commission (SEC), regarding interim financial reporting. Certain information and note disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 filed with the SEC on March 26, 2025 (Annual Report).

In management's opinion, the accompanying unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments, which reflect all normal recurring adjustments necessary to present fairly the results for the interim periods, but are not necessarily indicative of the results to be expected for the full year or any other future interim or annual period.

Principles of Consolidation

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

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. These estimates are based on management's knowledge about current events and expectations about actions we may undertake in the future. Actual results could differ from these estimates, and such differences could be material to our condensed consolidated financial statements. There have been no material changes in our use of estimates during the six months ended July 31, 2025, as compared to the use of estimates disclosed in our Annual Report.

Significant Accounting Policies

There have been no material changes to our significant accounting policies as compared to the significant accounting policies described in our Annual Report.

Recently Issued Accounting Pronouncements Not Yet Adopted

In December 2023, the FASB issued ASU No. 2023-09, *Improvements to Income Tax Disclosures* (Topic 740). The ASU requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as additional information on income taxes paid. The ASU is effective on a prospective basis for annual periods beginning after December 15, 2024, with early adoption permitted. This ASU will result in the required additional disclosures being included in our consolidated financial statements, once adopted. The Company has not early adopted this standard, and we are currently assessing its impact on related disclosures, with adoption planned for the annual period ending January 31, 2026.

SENTINELONE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. This ASU requires additional disclosure in the notes to the financial statements of specified information about certain income statement line items. Additionally, in January 2025, the FASB further issued ASU 2025-01 to clarify the effective date of ASU 2024-03. The ASU is effective for fiscal years beginning after December 15, 2026, and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments should be applied either prospectively to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any or all prior periods presented in the financial statements. We are currently evaluating the provisions of this ASU.

Segment and Geographic Information

We have a single operating and reportable segment. Our chief operating decision maker (CODM) is our Chief Executive Officer. The CODM is regularly provided with financial information on a consolidated basis as reported in our condensed consolidated statements of operations. Our CODM uses consolidated net loss to assess financial performance and allocate resources. This financial metric is used by the CODM to make key operating decisions, such as the determination of the rate at which we seek to grow global operating margin and the allocation of budget between various departments. For information regarding our revenue by geography, see Note 3, Revenue and Contract Balances.

Cash, Cash Equivalents, and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents, and restricted cash to the total of these amounts shown in the condensed consolidated statements of cash flows (in thousands):

	As of July 31, 2025	As of January 31, 2025
Cash and cash equivalents	\$ 278,005	\$ 186,574
Restricted cash, current	103	3,244
Restricted cash, non-current	3,668	3,484
	<u>\$ 281,776</u>	<u>\$ 193,302</u>

Restricted cash, current and restricted cash, non-current is presented within prepaid expenses and other current assets, and other assets in the condensed consolidated balance sheets, respectively.

3. REVENUE AND CONTRACT BALANCES
Disaggregation of Revenue

The following table summarizes revenue by geography based on the shipping address of end customers who have contracted to use our platform for the periods presented (in thousands, except percentages):

	Three Months Ended July 31, 2025		Three Months Ended July 31, 2024	
	Amount	% of Revenue	Amount	% of Revenue
United States	\$ 149,650	62 %	\$ 126,260	63 %
International	92,533	38	72,677	37
Total	<u>\$ 242,183</u>	<u>100 %</u>	<u>\$ 198,937</u>	<u>100 %</u>

SENTINELONE, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

	Six Months Ended July 31, 2025		Six Months Ended July 31, 2024	
	Amount	% of Revenue	Amount	% of Revenue
United States	\$ 292,091	62 %	\$ 244,502	63 %
International	179,121	38	140,790	37
Total	<u>\$ 471,212</u>	<u>100 %</u>	<u>\$ 385,292</u>	<u>100 %</u>

No single country other than the United States represented 10% or more of our revenue during the three and six months ended July 31, 2025 and 2024.

Substantially all of our sales are fulfilled through our channel partners, including distributors, resellers, managed security service providers, and others.

Contract Balances

Contract assets consist of unbilled accounts receivable, which arise when a right to consideration for our performance under the customer contract occurs before invoicing the customer. The amount of unbilled accounts receivable included within accounts receivable, net on the condensed consolidated balance sheets was \$8.9 million and \$5.5 million as of July 31, 2025 and January 31, 2025, respectively.

Contract liabilities consist of deferred revenue, which represents invoices billed in advance of performance under a contract. Deferred revenue is recognized as revenue over the contractual period. The deferred revenue balance was \$546.8 million and \$572.1 million as of July 31, 2025 and January 31, 2025, respectively. We recognized revenue of \$181.2 million and \$155.5 million during the three months ended July 31, 2025 and 2024, respectively, and \$317.2 million and \$262.2 million during the six months ended July 31, 2025 and 2024, respectively that was included in the corresponding contract liability balance at the beginning of the period.

Remaining Performance Obligations

Our contracts with customers typically range from one to three years. Revenue allocated to remaining performance obligations represents non-cancelable contract revenue that has not yet been recognized, which includes deferred revenue and amounts that will be invoiced in future periods.

For consumption and usage-based contracts with non-cancelable commitments, remaining performance obligations are determined based on the ratable recognition of the remaining commitment over the remaining contract term. The amount and timing of revenue recognition are generally dependent on customers' future consumption, which is inherently variable at the customers' discretion.

As of July 31, 2025, our remaining performance obligations were \$1.2 billion, of which we expect to recognize 85% as revenue over the next 24 months following July 31, 2025, with the remainder to be recognized thereafter.

4. ACQUISITIONS
Fiscal 2025 Acquisitions
PingSafe

On February 1, 2024, we completed our acquisition of PingSafe Pte. Ltd. (PingSafe) to provide customers with a fully integrated platform that drives better automation across their entire cloud footprint. We acquired 100% of the shares of PingSafe for total consideration of approximately \$59.2 million in cash and 2,354,607 shares of our Class A common stock. The acquisition was accounted for as a business combination in accordance with ASC Topic 805, *Business Combinations* (ASC Topic 805).

The purchase price of the acquisition amounted to \$83.0 million, which was primarily allocated to intangible assets of \$11.3 million and goodwill of \$72.9 million. We had post-combination expense with a fair value of \$46.9 million that was not included in the purchase price for the acquisition, which is comprised of 1,497,212 shares of restricted common stock with an aggregate fair value of \$41.2 million, and 214,976 assumed options with an

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aggregate fair value of \$5.7 million of post-combination expense and \$0.2 million included in the purchase price. Restricted common stock and assumed options will be recognized as stock-based compensation expense. All post-combination expense is expected to be recognized through February 2028. Post-combination compensation expense is subject to adjustment based on continuing service obligations to us of certain stockholders of PingSafe.

In connection with the acquisition of PingSafe, we also granted restricted stock units (RSUs) under our 2021 Equity Incentive Plan. For further details refer to Note 7, Stockholders' Equity.

The following table presents the allocation of purchase consideration recorded on our condensed consolidated balance sheet as of the acquisition date (in thousands):

	Amount
Consideration:	
Cash	\$ 56,789
Common stock (2,354,607 shares) ⁽¹⁾	23,570
Assumed options	169
Holdback subject to indemnification claims	2,452
Fair value of total consideration transferred	\$ 82,980
Cash and cash equivalents	\$ 2,003
Accounts receivable	542
Prepaid expenses and other current assets	331
Intangible assets	11,300
Accrued payroll and benefits	(2)
Accrued liabilities	(590)
Deferred revenue	(671)
Other long-term liabilities	(2,820)
Total identifiable net assets and liabilities	10,093
Goodwill	72,887
Total purchase consideration	\$ 82,980

⁽¹⁾ Consideration calculated using the fair value of our Class A common stock. The fair value of the 2,354,607 shares of Class A common stock issued as part of the consideration paid for PingSafe was determined on the basis of the closing market price of our Class A common stock on the acquisition date.

The excess of the purchase price over the fair value of net tangible and intangible assets acquired has been assigned to goodwill. Goodwill represents the future benefits resulting from the acquisition that will enhance the value of our platform for both new and existing customers and strengthen our competitive position.

The following table sets forth the amounts allocated to the intangible assets identified as of the date of acquisition, their estimated useful lives, and the amortization classification in the condensed consolidated statements of operations:

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	Fair Value (in thousands)	Useful Life (in years)	Amortization classification
Customer relationships	\$ 2,700	7	Sales and marketing
Developed technology	8,600	5	Cost of revenue
Total intangible assets acquired	<u>\$ 11,300</u>		

Stride

On February 1, 2024, we acquired 100% of the issued and outstanding equity securities of Stride Security Ltd. (Stride), a security automation company, to add hyper-automation across our Singularity platform. The acquisition was accounted for as a business combination in accordance with ASC Topic 805.

The purchase price of the acquisition amounted to \$7.5 million, which was primarily allocated to developed technology of \$0.4 million and goodwill of \$7.3 million. Goodwill represents the future benefits as a result of the acquisition that will enhance our product available to both new and existing customers and increase our competitive position. Developed technology will be amortized to cost of revenue on a straight-line basis over the estimated useful life of five years.

Additional Acquisition-Related Information

We incurred \$2.1 million and \$0.6 million of transaction expenses related to the PingSafe and Stride acquisitions, respectively. The costs were recorded as general and administrative expenses in our condensed consolidated statements of operations.

The goodwill acquired in both acquisitions is not tax deductible in local jurisdictions. The results of operations of PingSafe and Stride have been included in the condensed consolidated financial statements from the date of each acquisition and would not have had a material impact on our combined results of operations if the acquisitions had occurred on February 1, 2023.

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5. CASH AND CASH EQUIVALENTS, INVESTMENTS, AND FAIR VALUE MEASUREMENTS

The following tables summarize information about our cash, cash equivalents, and investments by investment category as of July 31, 2025 and January 31, 2025 (in thousands):

		As of July 31, 2025			
	Fair Value Level	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Assets					
Cash and cash equivalents:					
Cash		\$ 99,118	\$ —	\$ —	\$ 99,118
Money market funds	Level 1	178,887	—	—	178,887
Total cash and cash equivalents		<u>\$ 278,005</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 278,005</u>
Short-term investments:					
U.S. treasury securities	Level 1	\$ 233,244	\$ 513	\$ (44)	\$ 233,713
Commercial paper	Level 2	4,972	—	(1)	4,971
Corporate notes and bonds	Level 2	269,726	514	(25)	270,215
U.S. agency securities	Level 2	23,907	12	—	23,919
Total short-term investments		<u>\$ 531,849</u>	<u>\$ 1,039</u>	<u>\$ (70)</u>	<u>\$ 532,818</u>
Long-term investments:					
U.S. treasury securities	Level 1	\$ 175,835	\$ 208	\$ (145)	\$ 175,898
Corporate notes and bonds	Level 2	132,653	98	(204)	132,547
U.S. agency securities	Level 2	8,500	—	(44)	8,456
Total long-term investments		<u>\$ 316,988</u>	<u>\$ 306</u>	<u>\$ (393)</u>	<u>\$ 316,901</u>
Total assets measured at fair value					
		<u>\$ 1,126,842</u>	<u>\$ 1,345</u>	<u>\$ (463)</u>	<u>\$ 1,127,724</u>

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As of January 31, 2025					
	Fair Value Level	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Assets					
Cash and cash equivalents:					
Cash		\$ 94,728	\$ —	\$ —	\$ 94,728
Money market funds	Level 1	61,962	—	—	61,962
U.S. treasury securities	Level 1	9,969	3	—	9,972
Commercial paper	Level 2	19,914	—	(2)	19,912
Total cash and cash equivalents		<u>\$ 186,573</u>	<u>\$ 3</u>	<u>\$ (2)</u>	<u>\$ 186,574</u>
Short-term investments:					
U.S. treasury securities	Level 1	\$ 208,918	\$ 284	\$ (74)	\$ 209,128
Commercial paper	Level 2	24,606	1	(2)	24,605
Corporate notes and bonds	Level 2	238,610	586	(6)	239,190
U.S. agency securities	Level 2	62,257	151	—	62,408
Total short-term investments		<u>\$ 534,391</u>	<u>\$ 1,022</u>	<u>\$ (82)</u>	<u>\$ 535,331</u>
Long-term investments:					
U.S. treasury securities	Level 1	\$ 208,104	\$ 787	\$ (203)	\$ 208,688
Corporate notes and bonds	Level 2	173,882	573	(331)	174,124
U.S. agency securities	Level 2	13,458	—	(63)	13,395
Total long-term investments		<u>\$ 395,444</u>	<u>\$ 1,360</u>	<u>\$ (597)</u>	<u>\$ 396,207</u>
Total assets measured at fair value		<u>\$ 1,116,408</u>	<u>\$ 2,385</u>	<u>\$ (681)</u>	<u>\$ 1,118,112</u>

We invest in highly rated securities with a weighted average maturity of 18 months or less. As of July 31, 2025, all of our investments will mature within two years.

There were no transfers between the levels of the fair value hierarchy during the three and six months ended July 31, 2025 and 2024.

As of July 31, 2025, we determined that the declines in the market value of our investment portfolio were not driven by credit-related factors. During the three and six months ended July 31, 2025 and 2024, we did not recognize any losses on our investments due to credit-related factors. As of July 31, 2025, there were no securities in continuous unrealized loss positions for more than twelve months.

The tables above do not include the Company's strategic investments in non-marketable debt and equity securities, which are recorded at cost, less any impairment, plus or minus observable price changes in orderly transactions for identical or similar investments of the same issuer. These were \$30.1 million and \$23.2 million as of July 31, 2025 and January 31, 2025, respectively, and are presented as long-term investments in the condensed consolidated balance sheets.

For the three months ended July 31, 2025 and July 31, 2024, the Company recognized gains of \$0.8 million and \$0.3 million, respectively, on its non-marketable strategic investments. For the six months ended July 31, 2025 and July 31, 2024, the Company recognized gains of \$0.8 million and \$0.3 million, respectively. No impairment charges were recorded on these investments in each of the periods. Impairment charges and gains on strategic investments are recognized in other income (expense), net.

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6. SUPPLEMENTAL FINANCIAL STATEMENT INFORMATION
Intangible assets, net

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

	As of July 31, 2025	As of January 31, 2025
Developed technology	\$ 87,700	\$ 87,700
Customer relationships	85,000	85,000
Backlog	11,100	11,100
Non-compete agreements	650	650
Trademarks	150	150
Patents	5,280	5,177
Total finite-lived intangible assets	189,880	189,777
Less: accumulated amortization	(95,863)	(82,877)
Total finite-lived intangible assets, net	\$ 94,017	\$ 106,900
Indefinite-lived intangible assets - domain names	255	255
Total intangible assets, net	\$ 94,272	\$ 107,155

Amortization expense of intangible assets was \$6.5 million and \$6.6 million for the three months ended July 31, 2025 and 2024, respectively, and \$12.8 million and \$14.3 million for the six months ended July 31, 2025 and 2024, respectively.

As of July 31, 2025, estimated future amortization expense is as follows (in thousands):

Fiscal Year Ending January 31,	
Remainder of 2026	\$ 13,203
2027	26,192
2028	16,432
2029	10,596
2030	8,676
Thereafter	18,918
Total	\$ 94,017

Other liabilities

Other liabilities consisted of the following (in thousands):

	As of July 31, 2025	As of January 31, 2025
Income tax liability related to APA ⁽¹⁾	\$ 136,000	\$ —
Operating lease liabilities, non-current	11,543	13,787
Deferred tax liabilities	5,124	4,960
Other long-term liabilities	3,669	3,061
Total other liabilities	\$ 156,336	\$ 21,808

⁽¹⁾ Refer to Note 9, Income Taxes for the discussion on the unrecognized tax benefits related to the bilateral Advance Pricing Agreement (APA).

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7. STOCKHOLDERS' EQUITY
Stock-Based Compensation Expense

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

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
Cost of revenue	\$ 5,399	\$ 5,564	\$ 10,064	\$ 10,433
Research and development	24,289	20,811	45,230	38,276
Sales and marketing	21,338	18,882	44,253	36,956
General and administrative	22,858	19,420	43,028	37,565
Restructuring	—	—	(36)	—
Total	<u>\$ 73,884</u>	<u>\$ 64,677</u>	<u>\$ 142,539</u>	<u>\$ 123,230</u>

Restricted Stock Units

A summary of our RSU activity is as follows:

	Number of RSUs	Weighted-Average Grant Date Fair Value
Outstanding as of January 31, 2025	27,357,828	\$ 21.60
Granted	15,994,089	18.58
Released	(5,513,855)	22.12
Forfeited	(3,259,013)	20.40
Outstanding as of July 31, 2025	<u>34,579,049</u>	<u>\$ 20.23</u>

As of July 31, 2025, we had unrecognized stock-based compensation expense related to unvested RSUs of \$631.7 million that is expected to be recognized on a straight-line basis over a weighted-average period of 2.9 years.

Performance Stock Units

In April 2025, we granted Performance Stock Units (PSUs) to certain executives subject to predetermined service-based and performance-based vesting conditions. These PSUs may vest from 0% to 225% of the number of target shares based on the achievement of certain financial performance metrics and will vest contingently over a period of one to four years, subject to continuous service with us. During the three and six months ended July 31, 2025, we have recorded \$2.2 million and \$3.4 million, respectively, of stock-based compensation expense related to these PSUs.

A summary of our PSU activity is as follows:

	Number of PSUs	Weighted-Average Grant Date Fair Value
Outstanding as of January 31, 2025	233,680	\$ 22.27
Granted	542,431	17.37
Released	(224,323)	22.26
Forfeited or cancelled	(9,357)	22.38
Outstanding as of July 31, 2025	<u>542,431</u>	<u>\$ 17.37</u>

As of July 31, 2025, we had unrecognized stock-based compensation expense related to unvested PSUs of \$6.5 million that is expected to be recognized on a straight-line basis over a weighted-average period of 0.8 years.

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Stock Options

A summary of our stock option activity is as follows:

	Number of Options	Weighted- Average Exercise Price
Outstanding as of January 31, 2025	13,164,743	\$ 6.31
Exercised	(3,199,972)	4.76
Forfeited	(32,212)	2.18
Outstanding as of July 31, 2025	9,932,559	\$ 6.82
Vested and expected to vest as of July 31, 2025	9,932,559	\$ 6.82
Vested and exercisable as of July 31, 2025	7,814,249	\$ 6.14

As of July 31, 2025, we had unrecognized stock-based compensation expense related to unvested options of \$12.7 million that is expected to be recognized on a straight-line basis over a weighted-average period of 0.9 years.

Employee Stock Purchase Plan

We recognized stock-based compensation expense related to the Employee Stock Purchase Plan (ESPP) of \$1.9 million and \$3.4 million, respectively, during the three and six months ended July 31, 2025. We recognized stock-based compensation expenses of \$2.0 million and \$3.7 million, respectively, during the three and six months ended July 31, 2024.

Restricted Common Stock

In connection with the acquisition of PingSafe, we issued 1,497,212 shares of restricted Class A common stock. We recorded stock-based compensation expense related to these restricted shares of \$3.4 million and \$6.9 million, respectively, during the three and six months ended July 31, 2025, and \$3.4 million and \$6.8 million, respectively, during the three and six months ended July 31, 2024. As of July 31, 2025, we had unrecognized stock-based compensation expense related to this unvested restricted common stock of \$20.6 million that is expected to be recognized on a straight-line basis over a weighted-average period of 0.9 years.

Modifications

During the six months ended July 31, 2025 and 2024, certain members of our management team converted to non-employee consultants or to positions that no longer provide substantive service to the Company (Management Transitions). These Management Transitions have been accounted for as modifications, under which the unvested awards were accelerated, the exercise period of certain vested awards has been extended, or a certain number of unvested awards will vest through the end of the agreements entered into in connection with the Management Transitions.

During the three months ended July 31, 2025, we did not recognize any incremental charge related to the Management Transitions. During the six months ended July 31, 2025, we recognized an incremental charge of \$3.4 million. During the three and six months ended July 31, 2024, we recognized an incremental charge of \$0.3 million and \$0.3 million, respectively.

Share Repurchase Program

In May 2025, our board of directors authorized the 2025 Share Repurchase Program, under which we may purchase up to \$200.0 million of our outstanding shares of Class A common stock. We may repurchase shares of Class A common stock from time to time through open market purchases, in privately negotiated transaction or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, in accordance with applicable securities laws and other restrictions. The timing and total amount of stock repurchases will be at the discretion of management and will depend upon business, economic, and market conditions, corporate and regulatory requirements, prevailing stock prices, and other

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considerations. The 2025 Share Repurchase Program has no expiration date but may be modified, suspended or discontinued at any time, and does not obligate us to acquire any amount of Class A common stock. We expect to retire any repurchased shares of Class A common stock.

During the three and six months ended July 31, 2025, we repurchased 3.0 million shares of our Class A common stock under the 2025 Share Repurchase Program for an aggregate purchase price of \$52.7 million, including transaction costs, at an average price of \$17.78 per share. The total price of the shares repurchased and related transaction costs are reflected as a reduction to common stock and additional paid-in capital on our condensed consolidated balance sheets. As of July 31, 2025, \$147.3 million remained available for future share repurchases under the 2025 Share Repurchase Program.

8. RESTRUCTURING

In March 2025, we executed a restructuring plan (March Plan) as a result of a review of current strategic priorities, resource allocation, and cost reduction intended to reduce operating costs, improve operating margins and continue advancing our ongoing commitment to profitable growth. We incurred approximately \$5.2 million in charges in connection with the March Plan in the six months ended July 31, 2025, which primarily consists of \$3.0 million in charges related to severance payments and employee benefits and \$2.2 million of asset impairment charges related to facilities. These costs were substantially paid as of July 31, 2025 and the actions associated with the March Plan were completed as of July 31, 2025.

In July 2025, we initiated a restructuring plan (July Plan) and incurred approximately \$3.9 million in charges related to contract terminations during the three months ended July 31, 2025. These costs were paid as of July 31, 2025. Under the July Plan, we expect to incur additional restructuring charges of approximately \$3.1 million in August 2025 related to severance payments and employee benefits, which are expected to be paid by the end of fiscal 2026. The actions associated with the July Plan are expected to be fully completed by the end of fiscal 2026.

9. INCOME TAXES

We compute our tax provision for interim periods by applying the estimated annual effective tax rate to year-to-date income from continuing operations and adjusting for discrete items arising in that quarter.

During the six months ended July 31, 2025, we incurred a discrete tax expense upon recording a long-term tax contingency of \$136.0 million related to the APA matter, as discussed further below. Additionally, in connection with the APA matter, we released a valuation allowance upon the recognition of Israeli deferred tax assets of \$4.7 million. Without respect to these two discrete items, we had an effective tax rate of (4.8)% and (3.3)% for the three months ended July 31, 2025 and 2024, respectively, and (3.8)% and (2.7)% for the six months ended July 31, 2025 and 2024, respectively.

The effective tax rate is primarily attributable to minimum taxes and profits in our foreign jurisdictions.

On July 4, 2025, the United States enacted the One Big Beautiful Bill Act (OBBBA), which restores the immediate expensing of domestic research and experimental (R&E) expenditures and contains other provisions impacting U.S. tax law. We are currently evaluating the impact of the OBBBA, but we do not expect it to have a material effect on our condensed consolidated financial statements.

In 2022, we began negotiating an APA with the United States Internal Revenue Service (IRS) and the Israel Tax Authority (ITA), covering various transfer pricing matters for intercompany transactions, with the primary issue relating to the valuation of the intergroup utilization of our Israeli subsidiary's intellectual property (APA matter). The proposed APA would cover our fiscal years ended or ending January 31, 2022 through January 31, 2026. An APA, if obtained, would provide us with a more predictable future business operating model, ensure certainty to timing and amounts of cash tax payments, and preclude the relevant tax authorities from making certain transfer pricing adjustments within the scope of these agreements. While this effort is ongoing, the process of negotiating has been lengthy and may take more time to resolve. While we still continue to vigorously defend our tax position, during the six months ended July 31, 2025, in the context of the APA negotiations, we discussed a framework for a

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final settlement and resolution of this matter with the ITA. As a result of such discussions, we reassessed our uncertain tax position in respect of the APA matter, and based on this reassessment, incurred a tax expense of \$136.0 million in the six months ended July 31, 2025, and recorded a long-term tax contingency for this matter. We currently expect that any payments pursuant to an APA (if an APA is concluded) or negotiated settlement would be made over a number of years and subject to other terms and conditions. However, no agreements between us and the IRS and the ITA have been reached at this time. By its nature, a concluded APA is a tri-party agreement between the two competent tax authorities and the taxpayer, and therefore, a successful resolution of such requires compromise by all three parties in order to achieve such aforementioned certainty and conclusion, and accordingly there can be no assurance that the APA process will be successful. Alternatively, the APA process could be terminated without an agreed upon resolution. In such case, the ITA may initiate an audit of these agreements and transactions, the result of which could be a potential tax assessment. In this case, we intend to exhaust all administrative and judicial remedies necessary to resolve the matter, as necessary, which could be another lengthy process.

We believe that the tax positions we have taken on our Israeli filed tax returns related to these intercompany transactions are sustainable and meet the more likely than not criteria for recognition and measurement, prescribed by ASC Topic 740, *Accounting for Income Taxes*. We believe that our transfer pricing for these intercompany transactions are on arm's-length terms, our assumptions, judgments, and estimates are reasonable, and the transactions are characterized appropriately based upon U.S. and OECD guidance and Israeli law. However, ASC 740 also requires that we consider all new information during the quarter, such as the framework for a final settlement and resolution of this matter as discussed with the ITA, without the limitation that the new information must change the technical merits of the position. As noted above, there can be no assurance that this matter will be resolved in our favor, or at the amount recorded, and any taxes, penalties, settlements or adverse judgments relating to this matter could materially and adversely impact our business, operating results, financial condition, and cash flows and the unrecognized tax benefit recorded during the six months ended July 31, 2025 could increase or decrease based on further developments relating to this matter.

10. NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS

Basic and diluted net loss per share attributable to common stockholders is computed in conformity with the two-class method required for participating securities. Basic net loss per share is computed by dividing net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per share is computed by giving effect to all potentially dilutive common stock equivalents to the extent they are dilutive. For purposes of this calculation, stock options, restricted common stock, RSUs, PSUs, and shares purchased pursuant to our ESPP are considered to be common stock equivalents but have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is anti-dilutive for all periods presented.

The rights, including the liquidation and dividend rights, of the holders of Class A and Class B common stock are identical, except with respect to voting, conversion, and transfer rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net loss per share attributable to common stockholders are, therefore, the same for both Class A and Class B common stock on both an individual and combined basis.

Basic and diluted net loss per share attributable to common stockholders was as follows (in thousands, except share and per share data):

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	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
<i>Numerator:</i>				
Net loss attributable to Class A and Class B common stockholders	\$ (72,019)	\$ (69,184)	\$ (280,212)	\$ (139,289)
<i>Denominator:</i>				
Weighted-average shares used in computing net loss per share attributable to Class A and Class B common stockholders, basic and diluted	330,938,421	312,615,531	329,481,933	310,358,089
Net loss per share attributable to Class A and Class B common stockholders, basic and diluted	<u>\$ (0.22)</u>	<u>\$ (0.22)</u>	<u>\$ (0.85)</u>	<u>\$ (0.45)</u>

The following potentially dilutive securities were excluded from the computation of diluted net loss per share attributable to common stockholders because their inclusion would have been anti-dilutive:

	As of July 31,	
	2025	2024
RSUs and PSUs	36,818,157	30,482,324
Stock options	9,932,559	17,386,250
Restricted common stock	873,373	1,501,328
ESPP	923,325	1,094,963
Total	<u>48,547,414</u>	<u>50,464,865</u>

11. COMMITMENTS AND CONTINGENCIES
Legal Contingencies

From time to time, we may be a party to various legal proceedings and subject to claims in the ordinary course of business.

Securities Litigation

On June 6, 2023, a securities class action was filed against us, our Chief Executive Officer and our former Chief Financial Officer, in the Northern District of California, captioned Johansson v. SentinelOne, Inc., Case No. 4:23-cv-02786. The suit is brought on behalf of an alleged class of stockholders who purchased or acquired shares of the Company's Class A common stock between June 1, 2022 and June 1, 2023. The complaint alleged that defendants made false or misleading statements about our business, operations and prospects, including its annual recurring revenues and internal controls, and purports to assert claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (Exchange Act). A substantially similar suit was filed on June 16, 2023 in the same court against the same defendants asserting the same claims, captioned Nyren v. SentinelOne, Inc., Case No. 4:23-cv-02982. On October 4, 2023, the court issued an order consolidating both cases under the caption In re SentinelOne, Inc. Securities Litigation Case No. 4:23-cv-02786 and appointing a lead plaintiff. Defendants filed a motion to dismiss the consolidated complaint. On July 2, 2024, the District Court granted defendants' motion, dismissing the consolidated complaint with leave for plaintiff to amend the complaint. Plaintiff filed an amended complaint on August 1, 2024. Defendants filed a motion to dismiss the amended complaint on September 16, 2024. We believe the case is without merit and defendants intend to defend the suit vigorously.

SENTINELONE, INC.**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Derivative Litigation

On January 10, 2024, Plaintiff Walter Stochevski, derivatively on behalf of SentinelOne, filed a shareholder derivative complaint against SentinelOne and certain of its current and former directors and officers in the United States District Court for the District of Delaware, which was subsequently transferred to the United States District Court for the Northern District of California. The complaint alleges claims based on events similar to those in the securities class action and asserts causes of action against the individual defendants for breach of fiduciary duty, aiding and abetting breach of fiduciary duty, unjust enrichment, waste of corporate assets, and for making false and misleading statements about our business, operations, and prospects in violation of Section 10(b) of the Exchange Act. This matter has been consolidated with *Newman*, below, under the caption In re SentinelOne, Inc. Stockholder Derivative Litigation, Case No. 4:24-cv-01934, and both matters are stayed.

On March 29, 2024, Plaintiff Joel Newman, derivatively on behalf of SentinelOne, filed a shareholder derivative complaint against SentinelOne and certain of its current and former directors and officers in the United States District Court for the Northern District of California, alleging claims based on events similar to those in the securities class action and the *Stochevski* action, above, and asserting causes of action against the individual defendants for breach of fiduciary duty, unjust enrichment, and control person claims under Section 20(a) of the Exchange Act. This matter has been consolidated with *Stochevski*, above, under the caption In re SentinelOne, Inc. Stockholder Derivative Litigation, Case No. 4:24-cv-01934, and both matters are stayed.

Warranties and Indemnification

Our services are generally warranted to deliver and operate in a manner consistent with general industry standards that are reasonably applicable and materially conform with our documentation under normal use and circumstances. Our contracts generally include certain provisions for indemnifying customers against liabilities if our products or services infringe a third party's intellectual property rights.

We also offer a limited warranty to certain customers, subject to certain conditions, to cover certain costs incurred by the customer in case of a cybersecurity breach. We have a cybersecurity liability policy that may cover our customers' actual damages. We have not incurred any material costs related to such obligations and had no material accruals related to such obligations in the condensed consolidated financial statements as of July 31, 2025 and January 31, 2025.

In addition, we also indemnify certain of our directors and executive officers against certain liabilities that may arise while they are serving in good faith in their company capacities. We maintain director and officer liability insurance coverage that would generally enable us to recover a portion of any future amounts paid.

Other Contingencies

We are engaged in ongoing negotiations with the IRS and the ITA regarding a potential bilateral APA related to certain intercompany transfer pricing matters involving the intra-group utilization of the intellectual property of our Israeli subsidiary. While no agreements have been reached and the outcome remains uncertain, we reassessed our uncertain tax position during the six months ended July 31, 2025, and recorded a related long-term tax contingency. If we agree to an APA or other negotiated settlement, we may, as part of that agreement, be required to make significant payments to the Israeli government. We currently expect that any payments pursuant to an APA (if an APA is concluded) would be made over a number of years and subject to other terms and conditions. This matter remains unresolved and, if not successfully concluded, could result in additional obligations, including potential tax assessments. For more information, see Note 9, Income Taxes.

12. EMPLOYEE BENEFIT PLAN

Our U.S. employees participate in a 401(k) defined contribution plan sponsored by us. Contributions to the plan are discretionary. There were \$0.5 million and \$0.4 million, in matching contributions for the three months ended July 31, 2025 and 2024, respectively. There were \$1.9 million and \$1.8 million, matching contributions for the six months ended July 31, 2025 and 2024, respectively.

SENTINELONE, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

Israeli Severance Pay

Israeli labor law generally requires payment of severance pay upon dismissal of an employee or upon termination of employment in certain other circumstances. Pursuant to Section 14 of the Severance Compensation Act, 1963 (Section 14), all of our employees in Israel are entitled to monthly deposits made in their name with insurance companies, at a rate of 8.33% of their monthly salary.

These payments release us from any future severance payment obligation with respect to these employees; as such, any liability for severance pay due to these employees and the deposits under Section 14 are not recorded as an asset on our condensed consolidated balance sheets. We recorded severance expenses related to these employees of \$0.9 million and \$0.8 million, respectively, for the three months ended July 31, 2025 and 2024. We recorded severance expenses related to these employees of \$1.8 million and \$1.7 million, respectively, for the six months ended July 31, 2025 and 2024.

13. SUBSEQUENT EVENTS

On August 5, 2025, we entered into an agreement to acquire all outstanding stock of a privately-held company for approximately \$180.0 million, primarily consisting of cash and shares of our Class A common stock based on the trailing 30-calendar day average closing price of our Class A common stock on August 4, 2025. The acquisition is expected to close in the third quarter of fiscal 2026, subject to certain closing conditions.

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

The following discussion and analysis provides information which our management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2025 filed with the U.S. Securities and Exchange Commission (SEC), on March 26, 2025. This discussion, particularly information with respect to our future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, includes forward-looking statements that involve risks and uncertainties as described under the heading "Special Note About Forward-Looking Statements" in this Quarterly Report on Form 10-Q. You should review the disclosure under the heading "Risk Factors" in this Quarterly Report on Form 10-Q for a discussion of important factors that could cause our actual results to differ materially from those anticipated in these forward-looking statements. Our fiscal year ends on January 31, and our fiscal quarters end on April 30, July 31, October 31, and January 31. Our fiscal years ended January 31, 2026 and January 31, 2025 are referred to herein as fiscal 2026 and fiscal 2025, respectively.

Unless the context otherwise requires, all references in this report to "SentinelOne," the "Company," "we," "our," "us," or similar terms refer to SentinelOne, Inc. and its subsidiaries.

Overview

We founded SentinelOne in 2013 with a dramatically new approach to cybersecurity.

We pioneered the world's first purpose-built AI-powered security platform to make cyber defense truly autonomous, from the endpoint and beyond. Our Singularity Platform instantly defends against cyberattacks — performing at a faster speed, greater scale, and higher accuracy than otherwise possible from a human-powered approach.

Our Singularity Platform ingests, correlates, and queries petabytes of structured and unstructured data from a myriad of ever-expanding disparate external and internal sources in real-time. We aim to build rich context and deliver greater visibility by constructing a dynamic representation of data across an organization. As a result, our AI models are able to be highly accurate, actionable, and autonomous. Our distributed AI models run both locally on every endpoint and every cloud workload, as well as on our cloud platform. Our Static and vector-agnostic Behavioral AI models, which run on the endpoints themselves, provide our customers with protection even when their devices are not connected to the cloud. In the cloud, our Streaming AI can detect anomalies that surface when multiple data feeds are correlated. By providing full visibility into the Storyline of every secured device across the organization through one console, our platform can make it very fast for analysts to easily search through petabytes of data to investigate incidents and proactively hunt threats. We have extended our control and visibility planes beyond the traditional endpoint to unmanaged Internet of Things (IoT) devices.

Singularity can be flexibly deployed on the environments that our customers choose, including public, private, or hybrid clouds. Our feature parity across Windows, macOS, Linux, and Kubernetes offers best-of-breed protection, visibility, and control across today's heterogeneous IT environments. Together, these capabilities make our platform the logical choice for organizations of all sizes, industry verticals, and compliance requirements. Our platform offers true multi-tenancy, which allows us to serve the world's largest organizations, managed security providers and incident response partners. Our customers are able to realize improved cybersecurity outcomes with fewer people.

We generate most of our revenue by selling subscriptions to our Singularity Platform. We generally price our subscriptions and modules on a per agent basis, and each agent generally corresponds with an endpoint, server, virtual machine, or container.

Our subscription contracts typically range from one to three years. We recognize subscription revenue ratably over the term of a contract. Most of our contracts are for terms representing annual increments, therefore contracts generally come up for renewal in the same period in subsequent years. The timing of large multi-year enterprise contracts can create some variability in subscription order levels between periods, though the impact to our revenue in any particular period is limited as a result of ratable revenue recognition.

Our go-to-market strategy is focused on acquiring new customers and driving expanded usage of our platform by existing customers. Our sales organization is comprised of our enterprise sales, inside sales and customer solutions engineering teams. It leverages our global network of independent software vendors (ISVs), alliance partners, and channel partners for prospect access. Additionally, our sales teams work closely with our customers, channel partners, and alliance partners to drive adoption of our platform, and our software solutions are fulfilled through our channel partners. Our channel partners include some of the world's largest resellers and distributors, managed service providers (MSPs), managed security service providers (MSSPs), managed detection and response providers (MDRs), original equipment manufacturers (OEMs), and incident response (IR) firms. Once customers experience the benefits of our platform, they often expand their subscriptions to benefit from the full range of our platform solutions. Additionally, many of our customers adopt Singularity Modules over time to extend the functionality of our platform and increase their coverage footprint. The combination of platform upgrades and extended modules drives our powerful land-and-expand motion.

Our Singularity Platform is used globally by organizations of all sizes across a broad range of industries. We had 1,513 customers with annualized recurring revenue (ARR) of \$100,000 or more as of July 31, 2025, up from 1,233 as of July 31, 2024. We define ARR as the annualized revenue run rate of our subscription and consumption and usage-based agreements at the end of a reporting period, assuming contracts are renewed on their existing terms for customers that are under contracts with us. As of July 31, 2025, no single end customer accounted for more than 3% of our ARR. Our revenue outside of the U.S. represented 38% and 37% for the three months ended July 31, 2025 and 2024, respectively, and 38% and 37% for the six months ended July 31, 2025 and 2024, respectively, illustrating the global nature of our solutions.

We have grown rapidly since our inception. Our revenue was \$242.2 million and \$198.9 million for the three months ended July 31, 2025 and 2024, respectively, representing year-over-year growth of 22%. Our revenue was \$471.2 million and \$385.3 million for the six months ended July 31, 2025 and 2024, respectively, representing year-over-year growth of 22%. During this period, we continued to invest in growing our business to capitalize on our market opportunity. As a result, our net loss for the three months ended July 31, 2025 and 2024 was \$72.0 million and \$69.2 million, respectively, and our net loss for the six months ended July 31, 2025 and 2024 was \$280.2 million and \$139.3 million, respectively.

Impact of Global Macroeconomic and Geopolitical Conditions

Our overall performance depends in part on worldwide economic and geopolitical conditions and their impact on customer behavior. Worsening economic conditions, including inflation, interest rate volatility, slower growth, potential recession, significant political or regulatory developments including changes in trade policy, fluctuations in foreign exchange rates, actual or perceived instability in the global banking industry, potential uncertainty with respect to the federal debt ceiling and budget, and other changes in economic conditions, and the impact of natural or man-made global events, including wars and other regional geopolitical armed conflict, such as the conflicts in the Middle East and Ukraine, and tensions between China and Taiwan, may result in decreased sales productivity and growth and adversely affect our results of operations and financial performance. As a result of the current macroeconomic environment, we have recently experienced certain impacts on our business, including a decline in usage and consumption patterns from certain customers, especially larger enterprise customers, longer sales cycles, and deal downsizing by new customers and of renewals by existing customers, especially larger enterprises.

We intend to continue to monitor global macroeconomic conditions closely and may determine to take certain financial or operational actions in response to such conditions to the extent our business begins to be adversely impacted.

We are unable to predict the full impact that macroeconomic or other geopolitical factors will have on our future results of operations, liquidity and financial condition due to numerous uncertainties, including the actions that may be taken by government authorities across the U.S. or other countries, changes in central bank policies and interest rates, rates of inflation, potential uncertainty with respect to the federal debt ceiling and budget, regional geopolitical conflicts, the impact to our customers, partners, and suppliers, and other factors described in the section titled “Risk Factors” in Part II, Item 1A of this Quarterly Report on Form 10-Q.

Key Business Metrics and Non-GAAP Financial Measures

We monitor the following key metrics and non-GAAP financial measures to help us evaluate our business, identify trends affecting our business, formulate business plans, and make strategic decisions.

Revenue

We discuss revenue below under “Components of Our Results of Operations.”

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(in thousands)			
Revenue	\$ 242,183	\$ 198,937	\$ 471,212	\$ 385,292

Non-GAAP operating income (loss)

In addition to our results determined in accordance with U.S. generally accepted accounting principles (GAAP), we use non-GAAP operating income (loss) as part of our overall assessment of our performance, including the preparation of our annual operating budget and quarterly forecasts, to evaluate the effectiveness of our business strategies, and to communicate with our board of directors concerning our financial performance. We believe that non-GAAP operating income (loss) provides our management and investors consistency and comparability with our past financial performance and facilitates period-to-period comparisons of operations, as this measure excludes, among other expenses, expenses that we do not consider to be indicative of our overall operating performance. Non-GAAP operating income (loss) is calculated as GAAP operating loss adjusted to exclude amortization of acquired intangible assets, acquisition-related compensation, stock-based compensation expense, payroll tax on employee stock transactions, and restructuring charges.

Non-GAAP operating income (loss) has limitations as an analytical tool, and should not be considered in isolation or as a substitute for financial information presented in accordance with GAAP, including GAAP operating loss. Other companies, including companies in our industry, may calculate similarly titled non-GAAP measures, including non-GAAP operating income (loss), differently or may use other measures to evaluate their performance, all of which could reduce the usefulness of our non-GAAP financial measures as tools for comparison. As a result, our non-GAAP operating income (loss) is presented for supplemental informational purposes only.

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(in thousands)			
Non-GAAP operating income (loss)	\$ 5,376	\$ (6,359)	\$ 1,449	\$ (17,440)

A reconciliation of non-GAAP operating income (loss) to GAAP operating loss, the most directly comparable financial measure calculated and presented in accordance with U.S. GAAP, is provided below:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(in thousands)			
GAAP operating loss	\$ (80,618)	\$ (79,381)	\$ (168,101)	\$ (159,981)
Stock-based compensation expense	73,884	64,677	142,539	123,230
Employer payroll tax on employee stock transactions	1,087	1,038	3,835	3,226
Amortization of acquired intangible assets	6,448	6,448	12,687	14,123
Acquisition-related compensation	692	858	1,403	1,961
Restructuring charges	3,883	—	9,086	—
Non-GAAP operating income (loss)	<u>\$ 5,376</u>	<u>\$ (6,359)</u>	<u>\$ 1,449</u>	<u>\$ (17,440)</u>

Note: Certain figures may not sum due to rounding.

Annualized Recurring Revenue

We believe that ARR is a key operating metric to measure our business because it is driven by our ability to acquire new subscription, consumption, and usage-based customers, and to maintain and expand our relationship with existing customers. ARR represents the annualized revenue run rate of our subscription and consumption and usage-based agreements at the end of a reporting period, assuming contracts are renewed on their existing terms for customers that are under contracts with us. ARR is an operational metric and is not a non-GAAP metric. ARR is not a forecast of future revenue, which can be impacted by contract start and end dates, usage, renewal rates, and other contractual terms.

	As of July 31,	
	2025	2024
	(in thousands)	
Annualized recurring revenue	\$ 1,001,360	\$ 806,017

ARR grew 24% year-over-year to \$1.0 billion as of July 31, 2025, primarily driven by a combination of new customer additions and adoption of adjacent platform solutions by existing customers.

Customers with ARR of \$100,000 or More

We believe that our ability to increase the number of customers with ARR of \$100,000 or more is an indicator of our market penetration and strategic demand for our platform. We define a customer as an entity that has an active subscription for access to our platform. We count MSPs, MSSPs, MDRs, and OEMs, who may purchase our products on behalf of multiple companies, as a single customer. We do not count our reseller or distributor channel partners as customers.

	As of July 31,	
	2025	2024
Customers with ARR of \$100,000 or more	1,513	1,233

Customers with ARR of \$100,000 or more grew 23% year-over-year to 1,513 as of July 31, 2025, primarily due to the growth in the ARR of existing customers from additional purchases and the growth in the average size of purchases by new customers.

Dollar-Based Net Retention Rate

We believe that our ability to retain and expand our revenue generated from our existing customers is an indicator of the long-term value of our customer relationships and our potential future business opportunities. NRR measures the percentage change in our ARR derived from our customer base at a point in time. Our NRR remained in expansionary territory as of July 31, 2025, driven by existing customers adoption of additional endpoint licenses and adjacent platform solutions. We see significant long-term expansion potential based on high customer retention rates, expanding product categories, and early-stage adoption from our installed base.

Components of Our Results of Operations

Revenue

We generate most of our revenue by selling subscriptions to our Singularity Platform. Customers can extend the functionality of their subscription to our platform by subscribing to additional Singularity Modules. Subscriptions provide access to hosted software. The nature of our promise to the customer under the subscription is to provide protection for the duration of the contractual term and as such is considered as a series of distinct services. Our arrangements may include fixed consideration, variable consideration, or a combination of the two. Fixed consideration is recognized over the term of the arrangement or longer if the fixed consideration relates to a material right. Variable consideration in these arrangements is typically a function of transaction volume or another usage-based measure. Depending upon the structure of a particular arrangement, we (i) allocate the variable amount to each distinct service period within the series and recognize revenue as each distinct service period is performed (i.e. direct allocation), (ii) estimate total variable consideration at contract inception (giving consideration to any constraints that may apply and updating the estimates as new information becomes available) and recognize the total transaction price over the period to which it relates, or (iii) apply the “right to invoice” practical expedient and recognize revenue based on the amount invoiced to the customer during the period. Premium support and maintenance and other Singularity Modules are distinct from subscriptions and are recognized ratably over the term as the performance obligations are satisfied.

We invoice our customers upfront upon signing for the entire term of the contract, periodically, or in arrears. Most of our subscription contracts have a term of one to three years.

Cost of Revenue

Cost of revenue consists primarily of third-party cloud infrastructure expenses incurred in connection with the hosting and maintenance of our platform. Cost of revenue also consists of personnel-related costs associated with our customer support and services organization, including salaries, benefits, bonuses, and stock-based compensation, amortization of acquired intangible assets, amortization of capitalized internal-use software, software and subscription services used by our customer support and services team, inventory-related costs, and allocated facilities and IT overhead costs.

Our third-party cloud infrastructure costs are driven primarily by the number of customers, the number of endpoints per customer, the number of modules, and the incremental costs for storing additional data collected for such cloud modules. We plan to continue to invest in our platform infrastructure and additional resources in our customer support and services organization as we grow our business. The level and timing of investment in these areas could affect our cost of revenue from period to period.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing, general and administrative and restructuring expenses. Personnel-related expenses are the most significant component of operating expenses and consist of salaries, benefits, bonuses, stock-based compensation, and sales commissions. Operating expenses also include allocated facilities and IT overhead costs.

Research and Development

Research and development expenses consist primarily of employee salaries, benefits, bonuses, and stock-based compensation. Research and development expenses also include consulting fees, software and subscription services, and third-party cloud infrastructure expenses incurred in developing our platform and modules.

We expect research and development expenses to increase in absolute dollars as we continue to increase investments in our existing products and services. However, we anticipate research and development expenses to decrease as a percentage of our total revenue over time, although our research and development expenses may fluctuate as a percentage of our total revenue from period to period depending on the timing of these expenses. In addition, research and development expenses that qualify as internal-use software are capitalized, the amount of which may fluctuate significantly from period to period.

Sales and Marketing

Sales and marketing expenses consist primarily of employee salaries, commissions, benefits, bonuses, stock-based compensation, travel and entertainment related expenses, advertising, branding and marketing events, promotions, amortization of acquired customer relationships, and software and subscription services. Sales and marketing expenses also include sales commissions paid to our sales force and referral fees paid to independent third parties that are incremental to obtain a subscription contract. Such costs are capitalized and amortized over an estimated period of benefit of four years, and any such expenses paid for the renewal of a subscription are capitalized and amortized over the average contractual term of the renewal.

We expect sales and marketing expenses to increase in absolute dollars as we continue to make significant investments in our sales and marketing organization to drive additional revenue, further penetrate the market, and expand our global customer base, but to decrease as a percentage of our revenue over time.

General and Administrative

General and administrative expenses consist primarily of salaries, benefits, bonuses, stock-based compensation, and other expenses for our executive, finance, legal, people team, and facilities organizations. General and administrative expenses also include external legal, accounting, other consulting, and professional services fees, software and subscription services, and other corporate expenses.

We expect to continue to incur additional expenses as a result of operating as a public company, including costs to comply with the rules and regulations applicable to companies listed on a national securities exchange, costs related to compliance and reporting obligations, and increased expenses for insurance, investor relations, and professional services. We expect that our general and administrative expenses will increase in absolute dollars as our business grows but will decrease as a percentage of our revenue over time.

Restructuring

Restructuring charges related to the restructuring plans executed in March 2025 (March Plan) and July 2025 (July Plan), consist primarily of charges related to contract terminations, severance payments, employee benefits, stock-based compensation, and asset impairment charges related to facilities. The March Plan has been completed as of July 31, 2025, and actions associated with the July Plan are expected to be completed by the end of fiscal 2026.

Interest Income, Net, and Other Income (Expense), Net

Interest income, net consists primarily of interest earned on our cash equivalents and investments, offset by interest expense, which consists primarily of the amortization of the discount related to acquisition-related liabilities.

Other income (expense), net consists primarily of foreign currency transaction gains and losses, and gains and losses on strategic investments.

Provision for Income Taxes

Provision for income taxes consists primarily of income taxes in certain jurisdictions in which we conduct business and the tax effects of the APA matter (defined below), including \$136.0 million of tax expense for unrecognized tax benefits, offset by a \$4.7 million discrete tax benefit from the release of valuation allowance attributable to the recognition of our Israel deferred tax assets also related to this matter. In connection with our global consolidated losses, we maintain a full valuation allowance against our U.S. deferred tax assets because we have concluded that it is more likely than not that the deferred tax assets will not be realized.

We expect our provision for income taxes to increase in fiscal 2026 and beyond based upon increased foreign earnings and certain minimum taxes.

Additionally, as discussed in more detail in Part II, Item 1A, “Risk Factors” in this Quarterly Report on Form 10-Q, since 2022, we have been negotiating a bilateral Advance Pricing Agreement (APA) with the Internal Revenue Service (IRS) and the Israel Tax Authority (ITA) covering various transfer pricing matters for intercompany transactions relating to the intergroup ownership and utilization of our intellectual property (the APA matter). As of July 31, 2025, we have recorded an unrecognized tax benefit of \$136.0 million related to the APA matter, and negotiations remain ongoing with no finalized resolution or agreement reached at this time. If we agree to an APA or a negotiated settlement, we may, as part of that agreement, be required to make significant payments to the Israeli government. The unrecognized tax benefit recorded during the six months ended July 31, 2025 could increase or decrease based on further developments relating to this matter. For more information, see Note 9, Income Taxes to our unaudited condensed consolidated financial statements.

Results of Operations

The following table sets forth our results of operations for the periods presented:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(in thousands)			
Revenue.....	\$ 242,183	\$ 198,937	\$ 471,212	\$ 385,292
Cost of revenue ⁽¹⁾	60,474	50,699	117,006	100,836
Gross profit.....	181,709	148,238	354,206	284,456
Operating expenses:				
Research and development ⁽¹⁾	79,091	63,602	151,344	121,923
Sales and marketing ⁽¹⁾	127,879	119,617	261,760	235,447
General and administrative ⁽¹⁾	51,474	44,400	100,153	87,067
Restructuring ⁽¹⁾	3,883	—	9,050	—
Total operating expenses.....	262,327	227,619	522,307	444,437
Loss from operations.....	(80,618)	(79,381)	(168,101)	(159,981)
Interest income, net.....	12,196	12,817	24,486	24,863
Other income (expense), net.....	(327)	(421)	165	(460)
Loss before income taxes.....	(68,749)	(66,985)	(143,450)	(135,578)
Provision for income taxes.....	3,270	2,199	136,762	3,711
Net loss.....	\$ (72,019)	\$ (69,184)	\$ (280,212)	\$ (139,289)

(1) Includes stock-based compensation expense as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(in thousands)			
Cost of revenue.....	\$ 5,399	\$ 5,564	\$ 10,064	\$ 10,433
Research and development.....	24,289	20,811	45,230	38,276
Sales and marketing.....	21,338	18,882	44,253	36,956
General and administrative.....	22,858	19,420	43,028	37,565
Restructuring.....	—	—	(36)	—
Total stock-based compensation expense.....	\$ 73,884	\$ 64,677	\$ 142,539	\$ 123,230

The following table sets forth the components of our condensed consolidated statements of operations as a percentage of revenue for each of the periods presented:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2025	2024	2025	2024
	(as a percentage of total revenue)			
Revenue.....	100%	100%	100%	100%
Cost of revenue	25	25	25	26
Gross profit	75	75	75	74
Operating expenses:				
Research and development	33	32	32	32
Sales and marketing	53	60	56	61
General and administrative	21	22	21	23
Restructuring	2	—	2	—
Total operating expenses	108	114	111	115
Loss from operations	(33)	(40)	(36)	(42)
Interest income, net	5	6	5	6
Other income (expense), net	—	—	—	—
Loss before income taxes	(28)	(34)	(30)	(35)
Provision for income taxes	1	1	29	1
Net loss	(30)%	(35)%	(59)%	(36)%

Note: Certain figures may not sum due to rounding.

Comparison of the Three Months Ended July 31, 2025 and 2024

Revenue

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
Revenue.....	\$ 242,183	\$ 198,937	\$ 43,246	22 %

Revenue increased by \$43.2 million primarily due to a combination of sales to new customers and sales of additional licenses and platform solutions to existing customers.

Cost of Revenue, Gross Profit, and Gross Margin

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
Cost of revenue	\$ 60,474	\$ 50,699	\$ 9,775	19 %
Gross profit	\$ 181,709	\$ 148,238	\$ 33,471	23 %
Gross margin	75%	75%		

Cost of revenue increased by \$9.8 million primarily due to a \$5.4 million increase in cloud hosting usage charges to support our expanding business, a \$2.3 million increase in customer support costs which were mostly personnel-related expenses, and a \$1.8 million increase in amortization of capitalized internal use-software due to the continued investment in our platform. Gross margin increased to 75%, primarily due to revenue growth from existing and new customers outpacing growth in cost of revenue.

Research and Development

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Research and development expenses	\$ 79,091	\$ 63,602	\$ 15,489	24 %

Research and development expenses increased by \$15.5 million primarily due to an increase in personnel-related expenses of \$12.2 million, including an increase of \$3.5 million related to stock-based compensation expense as a result of increased headcount, an increase of \$1.5 million in cloud hosting expenses driven by expanded research and development activities, and a \$1.0 million increase in allocated overhead costs.

Sales and Marketing

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Sales and marketing expenses	\$ 127,879	\$ 119,617	\$ 8,262	7 %

Sales and marketing expenses increased by \$8.3 million primarily due to an increase in personnel-related expenses of \$11.1 million, including an increase of \$2.5 million in stock-based compensation expense due to higher headcount, and an increase in sales-related expenses of \$1.3 million, primarily attributable to external commissions. The increase was partially offset by a decrease in \$3.8 million in marketing-related expenses, largely due to lower corporate marketing and branding costs.

General and Administrative

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
General and administrative expenses	\$ 51,474	\$ 44,400	\$ 7,074	16 %

General and administrative expenses increased by \$7.1 million primarily due to an increase in personnel-related expenses of \$6.2 million, including an increase of \$3.4 million in stock-based compensation expense as a result of increased headcount, and a \$1.7 million increase in consulting expenses.

Restructuring

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Restructuring	\$ 3,883	\$ —	\$ 3,883	100 %

Restructuring charges increased by \$3.9 million due to activities undertaken pursuant to the July Plan, which consisted of charges related to contract terminations. We expect to incur additional restructuring charges of approximately \$3.1 million in August 2025, primarily related to severance and employee benefits.

Interest Income, Net, and Other Income (Expense), Net

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Interest income, net	\$ 12,196	\$ 12,817	\$ (621)	(5)%
Other income (expense), net	\$ (327)	\$ (421)	\$ 94	(22)%

Interest income, net decreased \$0.6 million driven by lower income earned from investments in marketable securities during the three months ended July 31, 2025. The change in other income (expense), net is primarily due to net foreign currency exchange fluctuations, partially offset by a gain on strategic investment.

Provision for Income Taxes

	Three Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Provision for income taxes	\$ 3,270	\$ 2,199	\$ 1,071	49 %

The provision for income taxes increased for the three months ended July 31, 2025, compared to the three months ended July 31, 2024, primarily as a result of the increase in foreign taxes related to operations in international subsidiaries.

We compute our tax provision for interim periods by applying the estimated annual effective tax rate to year-to-date income from recurring operations and adjusting for discrete items arising in those periods.

Comparison of the Six Months Ended July 31, 2025 and 2024

Revenue

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Revenue	\$ 471,212	\$ 385,292	\$ 85,920	22 %

Revenue increased by \$85.9 million, from \$385.3 million for the six months ended July 31, 2024 to \$471.2 million for the six months ended July 31, 2025, primarily due to a combination of sales to new customers and sales of additional licenses and platform solutions to existing customers.

Cost of Revenue, Gross Profit, and Gross Margin

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
Cost of revenue	\$ 117,006	\$ 100,836	\$ 16,170	16 %
Gross profit	\$ 354,206	\$ 284,456	\$ 69,750	25 %
Gross margin	75%	74%		

Cost of revenue increased by \$16.2 million from \$100.8 million for the six months ended July 31, 2024 to \$117.0 million for the six months ended July 31, 2025, primarily due to an increase of \$10.0 million increase in cloud hosting usage charges to support our expanding business, a \$3.4 million increase in customer support costs which were mostly personnel-related expenses, and a \$3.4 million increase in amortization of capitalized internal-use software due to the continued investment in our platform. Gross margin increased from 74% for the six months ended July 31, 2024 to 75% for the six months ended July 31, 2025, primarily due to revenue growth from existing and new customers outpacing growth in cost of revenue.

Research and Development

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
Research and development expenses	\$ 151,344	\$ 121,923	\$ 29,421	24 %

Research and development expenses increased from \$121.9 million for the six months ended July 31, 2024 to \$151.3 million for the six months ended July 31, 2025, primarily due to an increase in personnel-related expenses of \$22.0 million, including an increase of \$7.0 million related to stock-based compensation expense as a result of increased headcount, an increase of \$3.1 million in cloud hosting expenses and a \$1.3 million increase in consulting expenses driven by expanded research and development activities.

Sales and Marketing

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
Sales and marketing expenses	\$ 261,760	\$ 235,447	\$ 26,313	11 %

Sales and marketing expenses increased from \$235.4 million for the six months ended July 31, 2024 to \$261.8 million for the six months ended July 31, 2025, primarily due to an increase in personnel-related expenses of \$27.0 million, including an increase of \$7.3 million in stock-based compensation expense as a result of increased headcount and increased stock-based compensation modification expenses, as well as an increase in sales-related expenses of \$2.0 million, primarily attributable to external commissions. The increase was partially offset by a decrease in \$3.0 million in marketing-related expenses, largely due to lower branding and channel marketing costs.

General and Administrative

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
	(dollars in thousands)			
General and administrative expenses	\$ 100,153	\$ 87,067	\$ 13,086	15 %

General and administrative expenses increased from \$87.1 million for the six months ended July 31, 2024 to \$100.2 million for the six months ended July 31, 2025, primarily due to an increase in personnel-related expenses of

\$9.6 million, including an increase of \$5.8 million in stock-based compensation expense as a result of increased headcount, and a \$4.0 million increase in consulting expenses.

Restructuring

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Restructuring	\$ 9,050	\$ —	\$ 9,050	100 %

Restructuring charges increased by \$9.1 million due to activities undertaken pursuant to the March Plan and July Plan during the six months ended July 31, 2025. This included \$3.9 million contract termination charges, severance and employee benefit charges of \$3.0 million, and asset impairment charges related to facilities of \$2.2 million. Under the July Plan, we expect to incur additional restructuring charges of approximately \$3.1 million in August 2025, primarily related to severance and employee benefits.

Interest Income, Net, and Other Income (Expense), Net

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Interest income, net	\$ 24,486	\$ 24,863	\$ (377)	(2)%
Other income (expense), net	\$ 165	\$ (460)	\$ 625	(136)%

Interest income, net decreased \$0.4 million driven by lower income earned from investments in marketable securities during the six months ended July 31, 2025. The change in other income (expense), net is primarily due to a gain on strategic investment and net foreign currency exchange fluctuations.

Provision for Income Taxes

	Six Months Ended July 31,		Change	
	2025	2024	\$	%
(dollars in thousands)				
Provision for income taxes	\$ 136,762	\$ 3,711	\$ 133,051	3585 %

The provision for income taxes increased by \$133.1 million for the six months ended July 31, 2025, compared to the six months ended July 31, 2024, primarily due to the increase in foreign taxes related to operations in international subsidiaries and an accrual of \$136.0 million for an unrecognized tax benefit related to our APA matter, partially offset by a discrete benefit of \$4.7 million from the release of valuation allowance upon recognition of Israel deferred tax assets, also in connection with the APA matter.

We compute our tax provision for interim periods by applying the estimated annual effective tax rate to year-to-date income from recurring operations and adjusting for discrete items arising in those periods.

Liquidity and Capital Resources

We have financed operations primarily through proceeds received from sales of equity securities and payments received from our customers, and we have generated operating losses, as reflected in our accumulated deficit of \$1.9 billion and \$1.6 billion as of July 31, 2025 and January 31, 2025, respectively. We expect these and other operating losses to continue for the foreseeable future. We also expect to incur significant research and development, sales and marketing, and general and administrative expenses over the next several years in connection with the continued development and expansion of our business. Additionally, if we agree to an APA, we may, as part of that agreement, be required to make significant payments to the Israeli government which may adversely affect our cash flows over the next several years. As more fully described in the section titled “Risk Factors—Our corporate structure and

intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our operating results and financial condition” during the six months ended July 31, 2025, in the context of the APA negotiations, we discussed a framework for a final settlement and resolution of this matter with the ITA. As a result of such discussions, we reassessed our uncertain tax position in respect of the APA matter, and based on this reassessment, recorded a tax expense of \$136.0 million in the six months ended July 31, 2025. If we agree to an APA or other negotiated settlement, we may, as part of that agreement, be required to make significant payments to the Israeli government. We currently expect that any payments pursuant to an APA (if an APA is concluded) would be made over a number of years and subject to other terms and conditions. However, no agreements between us and the IRS and ITA have been reached at this time. As of July 31, 2025 and January 31, 2025, our principal source of liquidity was cash, cash equivalents, and investments of \$1.2 billion and \$1.1 billion, respectively.

In the short term, we believe that our existing cash, cash equivalents, and investments will be sufficient to support working capital and capital expenditure requirements for at least the next 12 months. Subsequent to July 31, 2025, we expect to incur approximately additional \$3.1 million of cash outflows related to restructuring charges under the July Plan and approximately \$144.0 million of cash outflow in connection with the acquisition of Prompt Security. We believe our available liquidity, together with expected cash flows from operations, will be sufficient to fund these requirements in addition to our other operating needs over the next 12 months. In the long term beyond the next 12 months, our future capital requirements will depend on many factors, including macroeconomic conditions, our revenue growth rate, the timing and the amount of cash received from customers, the expansion of sales and marketing activities, the timing and extent of spending to support research and development efforts, the price at which we are able to purchase third-party cloud infrastructure, expenses associated with our international expansion, the introduction of platform enhancements, and the continuing market adoption of our platform. We have, and in the future, we may enter into arrangements to acquire or invest in complementary businesses, products, and technologies. We may be required to seek additional equity or debt financing. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, operating results, and financial condition.

We hold our cash, cash equivalents, and investments with a diverse group of banking partners. However, any instability in the U.S. or global banking system or relating to the federal budget may impact liquidity both in the short term and long term and may result in adverse impacts to our or our customers’ business, including in our customers’ ability to pay for our platform.

In May 2025, our board of directors authorized the 2025 Share Repurchase Program, under which we may purchase up to \$200.0 million of our outstanding shares of Class A common stock. During the three and six months ended July 31, 2025, we repurchased 3.0 million shares of Class A common stock under the 2025 Share Repurchase Program for an aggregate purchase price of \$52.7 million, including transaction costs, at an average price of \$17.78 per share. As of July 31, 2025, \$147.3 million remained available for future share repurchases under the 2025 Share Repurchase Program. Refer to Note 7. Stockholders’ Equity to our unaudited condensed consolidated financial statements.

The following table shows a summary of our cash flows for the periods presented:

	Six Months Ended July 31,	
	2025	2024
	(in thousands)	
Net cash provided by operating activities	\$ 51,231	\$ 44,303
Net cash provided by (used in) investing activities	\$ 65,642	\$ (115,621)
Net cash (used in) provided by financing activities	\$ (28,399)	\$ 21,592

Operating Activities

Our largest source of operating cash is payments received from our customers. Our primary uses of cash from operating activities are for personnel-related expenses, sales and marketing expenses, third-party cloud infrastructure expenses, and overhead expenses.

Our operating cash flow is influenced by seasonal billing patterns, with a concentration of annual billings in our fiscal fourth quarter due to enterprise buying and renewal cycles. This makes our fiscal first quarter our strongest for collections and operating cash flow. Acquisitions can also impact cash flow due to transaction costs, financing expenses, and lower initial contributions from acquired entities.

Cash provided by operating activities primarily consists of our net loss adjusted for certain non-cash items, including stock-based compensation expense, depreciation and amortization, amortization of deferred contract acquisition costs, and changes in operating assets and liabilities during each period.

Cash provided by operating activities during the six months ended July 31, 2025 was \$51.2 million, primarily consisting of adjustments for non-cash items of \$202.9 million, and \$128.6 million provided by net changes to our operating assets and liabilities, partially offset by our net loss of \$280.2 million. The main drivers of the changes in operating assets and liabilities were an increase of accrued and other liabilities of \$144.0 million, of which \$136.0 million is related to an accrual for an unrecognized tax benefit related to our APA matter, a \$56.4 million decrease in accounts receivable, a \$3.2 million decrease in prepaid expenses and other assets, and a \$1.5 million increase in accounts payable due to timing of invoices received from vendors. These amounts were partially offset by a \$36.1 million increase in deferred contract acquisition costs, a \$25.3 million decrease in deferred revenue, a \$13.1 million decrease in accrued payroll and benefits, and a \$2.1 million decrease in operating lease liabilities.

Cash provided by operating activities during the six months ended July 31, 2024 was \$44.3 million, primarily consisting of our net loss of \$139.3 million, offset by adjustments for non-cash items of \$171.7 million and \$11.9 million provided by net changes to our operating assets and liabilities. The main drivers of the changes in operating assets and liabilities were a \$59.3 million decrease in accounts receivable due to timing of cash received from customers, a \$8.9 million decrease in prepaid expenses and other assets and an increase of accrued liabilities of \$5.4 million. These amounts were partially offset by a \$34.9 million increase in deferred contract acquisition costs, a \$12.6 million decrease in deferred revenue, a \$10.6 million decrease in accrued payroll and benefits and a \$2.8 million decrease in operating lease liabilities.

Investing Activities

Cash provided by investing activities during the six months ended July 31, 2025 was \$65.6 million, primarily consisting of \$286.8 million of proceeds from sales, maturities and return of capital of investments. These amounts were partially offset by \$208.1 million of investment purchases, and \$12.5 million of capitalized internal-use software costs.

Cash used in investing activities during the six months ended July 31, 2024 was \$115.6 million, consisting of \$442.6 million of investment purchases, \$61.6 million of net cash paid for the acquisitions of PingSafe and Stride, and a \$14.5 million of capitalized internal-use software costs. These amounts were partially offset by \$404.7 million of investment sales and maturities.

Financing Activities

Cash used in financing activities during the six months ended July 31, 2025 was \$28.4 million, primarily consisting of \$52.7 million in repurchases of common stock, partially offset by \$15.2 million of proceeds from the exercise of employee stock options and \$9.1 million of proceeds from the issuance of common stock under our Employee Stock Purchase Plan (ESPP).

Cash provided by financing activities during the six months ended July 31, 2024 was \$21.6 million, primarily consisting of \$12.8 million of proceeds from the exercise of employee stock options and \$8.8 million of proceeds from the issuance of common stock under our ESPP.

Contractual Obligations and Commitments

There were no material changes outside of the ordinary course of business in our contractual obligations and commitments from those disclosed in our Annual Report.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, and we evaluate our estimates and assumptions on an ongoing basis. Actual results could differ significantly from the estimates made by management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, operating results, and cash flows will be affected.

There have been no material changes to our critical accounting policies and estimates as compared to those described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” set forth in our Annual Report for the six months ended July 31, 2025, except for the following:

Income Taxes

We evaluate uncertain tax positions in accordance with ASC 740. We recognize a tax benefit when it is more likely than not that our tax position will be sustained upon examination based on the technical merits. The amount recognized is based on the largest benefit that is cumulatively greater than 50% likely to be realized upon settlement. The evaluation of uncertain tax positions involves significant judgment, including interpretation of tax law, legal precedent, expected outcomes of negotiations with taxing authorities and changes in facts and circumstances. When new information becomes available, such as discussions in settlement negotiations, this could constitute a change in facts and circumstances that may require remeasurement of the associated liability. During the six months ended July 31, 2025, we discussed a framework for final settlement and resolution of a bilateral APA matter with the ITA. Based on these discussions, we assessed probable outcomes and adjusted our measurement of the related uncertain tax position which resulted in \$136.0 million of income tax expense.

We will continue to reassess our uncertain tax positions at each reporting date, incorporating the most current information, including any settlement developments, audit activity, or legal interpretations. See Note 9, Income Taxes to our unaudited condensed consolidated financial statements.

We utilize the asset and liability method of accounting for income taxes, whereby deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities, as well as net operating loss carryforwards. We establish a valuation allowance against deferred tax assets if it is more likely than not that all or a portion of the deferred tax asset will not be realized. We consider both positive and negative evidence under ASC 740, including historical levels of income, expectations, and risks associated with estimates of future taxable income in assessing the need for a valuation allowance.

We released valuation allowance of \$4.7 million against Israeli deferred tax assets, in connection with a bilateral APA matter, during the six months ended July 31, 2025. We will continue to assess the need for a valuation allowance against our deferred tax assets at each reporting date. See Note 9, Income Taxes to our unaudited condensed consolidated financial statements.

Recently Issued Accounting Pronouncements

Refer to “Recently Issued Accounting Pronouncements Not Yet Adopted” in Note 2, Summary of Significant Accounting Policies in Part I, Item 1 of this Quarterly Report on Form 10-Q for a description of recent accounting pronouncements and our expectation of their impact, if any, on our results of operations and financial condition.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial condition due to adverse changes in financial market prices and rates. Our market risk exposure is primarily the result of fluctuations in interest rates and foreign currency exchange rates.

Interest Rate Risk

As of July 31, 2025, we had \$1.2 billion of cash, cash equivalents, and investments, which consist of money market funds, U.S. treasury securities, commercial paper, corporate notes and bonds and U.S. agency securities. We also had \$3.8 million of restricted cash as of July 31, 2025, primarily due to outstanding letters of credit established in connection with lease agreements for our facilities and acquisition-related liabilities. Our cash, cash equivalents, and investments are held for working capital purposes. We do not enter into investments for trading or speculative purposes. The effect of a hypothetical 100 basis point change in interest rates would result in a \$6.7 million change in the fair market value of our investment portfolio as of July 31, 2025.

Foreign Currency Exchange Risk

To date, primarily all of our sales contracts have been denominated in U.S. dollars, therefore our revenue is not subject to foreign currency risk. Operating expenses within the U.S. are primarily denominated in U.S. dollars, while operating expenses incurred outside the U.S. are primarily denominated in each country's respective local currency. Our operating results and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates. Foreign currency transaction gains and losses are recorded in other income (expense), net in the condensed consolidated statements of operations. As the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency becomes more significant. A hypothetical 10% adverse change in the U.S. dollar against other currencies would have resulted in an increase in operating loss of approximately \$15.0 million for the six months ended July 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, 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 SEC'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 company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable assurance that the objectives of the disclosure controls and procedures are met. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under 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.

Inherent Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are currently a party to, and may from time to time in the future, be involved in, various litigation matters and subject to claims that arise in the ordinary course of business, including claims asserted by third parties in the form of letters and other communications. For more information regarding legal proceedings and other claims in which we are involved, see Note 11, Commitments and Contingencies, to our unaudited condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q, and is incorporated herein by reference.

ITEM 1A. RISK FACTORS

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our unaudited condensed consolidated financial statements and the accompanying notes included before making a decision to invest in our Class A common stock. Our business, financial condition, operating results, or prospects could also be adversely affected by risks and uncertainties that are not presently known to us or that we currently believe are not material. If any of the risks actually occur, our business, financial condition, operating results, and prospects could be adversely affected. In that event, the market price of our Class A common stock could decline, and you could lose all or part of your investment.

Summary Risk Factors

Our business is subject to numerous risks and uncertainties, including those risks more fully described below. These risks include, among others, the following, which we consider our most material risks:

Risks Related to Our Business and Industry

- We have a limited operating history at our current scale, which makes it difficult to forecast our future results of operations.
- We have a history of losses, anticipate increases in our operating expenses in the future, and may not achieve or sustain profitability. If we cannot achieve and sustain profitability, our business, operating results, and financial condition will be adversely affected.
- We face intense competition and could lose market share to our competitors, which would adversely affect our business, operating results, and financial condition.
- Our operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below expectations.
- Adverse global macroeconomic conditions or reduced information technology spending could adversely affect our business, operating results, and financial condition.
- A security incident against us or our third-party vendors and service providers, whether actual, alleged, or perceived, would harm our reputation, create liability, and regulatory exposure, and adversely affect our business, operating results, and financial condition.
- Defects, errors, or vulnerabilities in our platform, the failure of our platform to block malware or prevent a security breach, misuse of our platform, or risks of product liability claims would harm our reputation and adversely affect our business, operating results, and financial condition.
- Existing and future acquisitions, strategic investments, partnerships, or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value and adversely affect our business, operating results, and financial condition.
- If we are unable to retain our customers, renew and expand our relationships with them, and add new customers, or our partners are unable to execute on their purchasing commitments, we may not be able to sustain revenue growth, and we may not achieve or maintain profitability in the future.
- If our platform is not effectively interoperated within our customers’ IT infrastructure, deployments could be delayed or canceled, which would adversely affect our business, operating results, and financial condition.
- Disruptions or other business interruptions that affect the availability of our platform could adversely affect our customer relationships and overall business.

- We may not be able to timely and cost-effectively scale and adapt our existing technology to meet our customers' performance and other requirements.
- If we are unable to maintain successful relationships with our channel partners and alliance partners, or if our channel partners or alliance partners fail to perform, our ability to market, sell and distribute our platform will be limited, and our business, operating results, and financial condition will be harmed.

Risks Related to Regulatory Matters

- We are subject to laws and regulations affecting our business, including those related to the privacy and data protection of the personal data or other information we collect, process or share. Our actual or perceived failure to comply with such laws or regulations could harm our business.
- Complying with laws and regulations related to privacy and data protection could result in additional costs and liabilities to us, especially as new laws or regulations are enacted, change or are subject to various interpretations.

Risks Related to Our People

- We rely on our management team and other key employees and will need additional personnel to grow our business, and the loss of one or more key employees or our inability to hire, integrate, train, manage, retain, and motivate qualified personnel, including members of our board of directors, could harm our business.

Risks Related to Our Intellectual Property

- Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our platform without compensating us.
- Third parties have claimed and may claim in the future that our platform infringes their intellectual property rights, and this may create liability for us or otherwise adversely affect our business, operating results and financial condition.

Risks Related to Ownership of Our Class A Common Stock

- The market price of our Class A common stock may be volatile, and you could lose all or part of your investment.
- The dual class structure of our common stock has the effect of concentrating voting control with certain stockholders who held our capital stock prior to the completion of our IPO, including our directors, executive officers, and other beneficial owners who hold in the aggregate approximately 47% of the voting power of our capital stock, which will limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction.

Risks Related to Our Business and Industry

We have a limited operating history at our current scale, which makes it difficult to forecast our future results of operations.

As a result of our limited operating history at our current scale and the introduction of new products in recent years, our ability to accurately forecast our future results of operations is limited and is subject to a number of risks and uncertainties, including those described herein. Any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer operating history at our current scale or operated in a more predictable or established market. If our assumptions regarding these risks and uncertainties are incorrect or change due to fluctuations in our markets or otherwise, or if we do not address these risks successfully, our operating and financial results could differ materially from our expectations and our business and operating results would be adversely affected. We cannot assure you that we will be successful in addressing these and other challenges we may

face in the future. The risks associated with having a limited operating history may be exacerbated by current macroeconomic conditions.

We have a history of losses, anticipate increases in our operating expenses in the future, and may not achieve or sustain profitability. If we cannot achieve and sustain profitability, our business, operating results, and financial condition will be adversely affected.

We have incurred net losses in all periods since our inception, and we may not achieve or maintain profitability in the future. We experienced a net loss of \$72.0 million and \$69.2 million for the three months ended July 31, 2025 and 2024, respectively. As of July 31, 2025, we had an accumulated deficit of \$1.9 billion. While we have historically experienced significant growth in revenue, we cannot predict when or whether we will reach or maintain profitability. We also expect our operating expenses to increase in the future as we continue to invest in our future growth, including expanding our research and development function to drive further development of our platform, expanding our sales and marketing activities, developing the functionality to expand into adjacent markets, and reaching customers in new geographic locations, which could negatively affect our operating results if our total revenue does not increase. In addition to the anticipated costs to grow our business, we have incurred and expect to continue to incur significant legal, accounting, and other expenses as a public company. Our revenue growth is expected to slow as we scale and our revenue may decline for a number of other reasons, including reduced demand for our platform, increased competition, a decrease in the growth or reduction in the size of our overall market, or if we cannot capitalize on growth opportunities, including acquisitions, new products, services, and feature releases. While we consistently evaluate opportunities to reduce our operating costs and optimize efficiencies, including personnel restructuring plans, we cannot guarantee that these efforts will be successful or that we will not re-accelerate operating expenditures in the future in order to capitalize on growth opportunities. If we fail to increase our revenue to offset increases in our operating expenses, or manage our costs as we invest in our business, we may not achieve or sustain profitability.

We face intense competition and could lose market share to our competitors, which would adversely affect our business, operating results, and financial condition.

The market for cybersecurity products and services is intensely competitive, fragmented and is rapidly evolving, characterized by changes in technology, customer requirements, industry standards, increasingly sophisticated attackers, and frequent introductions of new or improved products and services. We expect to continue to face intense competition from current competitors, as well as from new entrants into the market, as our competitors complete strategic acquisitions or form cooperative relationships and/or customer requirements evolve. If we are unable to anticipate or react to these challenges, our competitive position could weaken, and we would experience a decline in revenue or reduced revenue growth, and loss of market share that would adversely affect our business, operating results, and financial condition. For a description of our competitors, see the section titled “Business—Competition.”

Our ability to compete effectively depends upon numerous factors, many of which are beyond our control, including, but not limited to:

- our ability to attract and retain new customers, expand our platform or sell additional products and services to our existing customers;
- our ability to attract, train, retain, and motivate talented employees;
- our ability to successfully incorporate new technologies into our platform, including generative and agentic AI;
- the budgeting cycles, seasonal buying patterns, and purchasing practices of our customers, including any slowdown in technology spending due to U.S. and general global macroeconomic conditions;
- general global macroeconomic and political conditions, both domestically and in our foreign markets that could impact some or all regions where we operate, including changes in U.S. federal spending, significant political or regulatory developments including changes in trade policy, global economic slowdowns, actual

or perceived global banking and finance related issues, increased risk of inflation, interest rate volatility, supply chain disruptions, labor shortages, and potential global recession;

- the impact of natural or man-made global events on our business, including regional geopolitical conflicts around the world;
- changes in customer, distributor or reseller requirements or market needs;
- price competition;
- the timing and success of new product and service introductions by us or our competitors or any other change in the competitive landscape of our industry, including consolidation among our competitors or customers and strategic partnerships entered into by and between our competitors;
- changes in our mix of products, subscriptions and services sold, including changes in the average contract length for subscriptions and support;
- our ability to successfully and continuously expand our business domestically and internationally;
- changes in the growth rate of endpoint security, cloud security, and overall cybersecurity product platform and services sectors;
- deferral of orders from customers in anticipation of new or enhanced products and services announced by us or our competitors;
- significant security breaches of, technical difficulties with, or interruptions to the use of our platform;
- the timing and costs related to the development or acquisition of technologies, businesses, or strategic partnerships;
- our ability to execute, complete, or efficiently integrate any acquisitions that we may undertake;
- increased expenses, unforeseen liabilities, or write-downs and any impact on our operating results from any acquisitions we consummate;
- our ability to increase the size and productivity of our distribution channels;
- decisions by potential customers to purchase security solutions from larger, more established security vendors or from their primary network equipment vendors;
- timing of revenue recognition and revenue deferrals;
- insolvency or credit difficulties confronting our customers, which could increase due to U.S. and global macroeconomic issues, including actual or perceived global banking and finance related issues, inflation, interest rate volatility, and market downturns, which would adversely affect their ability to purchase or pay for our platform, products, and services in a timely manner or at all;
- the cost and potential outcomes of litigation or other proceedings, which could have a material adverse effect on our business;
- future accounting pronouncements or changes in our accounting policies; and
- increases or decreases in our expenses caused by fluctuations in foreign currency exchange rates.

Many of our competitors have greater financial, technical, marketing, sales, and other resources, greater name recognition, longer operating histories, and a larger base of customers than we do. Our competitors may be able to devote greater resources to the development, promotion and sale of their products and services than we can, and they may offer lower pricing than we do or bundle certain competing products and services at lower prices. Our competitors may also have greater resources for research and development of new technologies, customer support and

to pursue acquisitions, or they may have other financial, technical, or other resource advantages. Our larger competitors have substantially broader and more diverse product and service offerings and more mature distribution and go-to-market strategies, which allow them to leverage their existing customer and distributor relationships to gain business in a manner that discourages potential customers from purchasing our platform.

Conditions in our market could change rapidly and significantly as a result of technological advancements, including but not limited to increased advancements and proliferation in the use of open artificial intelligence applications, partnering or acquisitions by our competitors or continuing market consolidation. Some of our competitors have recently made or could make acquisitions of businesses or have established cooperative relationships that may allow them to offer more directly competitive and comprehensive products and services than were previously offered and adapt more quickly to new technologies and customer needs. These competitive pressures in our market or our failure to compete effectively may result in price reductions, fewer orders, reduced revenue and gross margin, increased net losses, and loss of market share. Even if there is significant demand for endpoint and cloud security solutions like ours, if our competitors include functionality that is, or is perceived to be, equivalent to or better than ours in legacy products that are already generally accepted as necessary components of an organization's IT security architecture, we will have difficulty increasing the market penetration of our platform. Furthermore, even if the functionality offered by other cybersecurity providers is different and more limited than the functionality of our platform, organizations may elect to accept such limited functionality in lieu of purchasing products and services from additional vendors like us. If we are unable to compete successfully, or if competing successfully requires us to take aggressive action with respect to pricing or other actions, our business, financial condition, and operating results would be adversely affected.

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

Our operating results have varied significantly from period to period in the past, and we expect that our operating results will continue to vary significantly in the future such that period-to-period comparisons of our operating results may not be meaningful. This could adversely affect our business, operating results, and financial condition. Accordingly, our financial results in any one quarter should not be relied upon as indicative of future performance. Fluctuations in quarterly results may negatively impact the trading price of our Class A common stock. Our quarterly financial results may fluctuate as a result of a number of factors, many of which are outside of our control and may be difficult to predict, including, without limitation:

- general global macroeconomic and political conditions, both domestically and in our foreign markets that could impact some or all regions where we operate, including changes in U.S. federal spending, significant political or regulatory developments including changes in trade policy, global economic slowdowns, actual or perceived global banking and finance related issues, increased risk of inflation, interest rate volatility, supply chain disruptions, labor shortages and potential global recession;
- the impact of natural or man-made global events on our business, including regional geopolitical conflicts around the world;
- our ability to attract new and retain existing customers or sell additional features to existing customers;
- the budgeting cycles, seasonal buying patterns, and purchasing practices of customers; including decisions by organizations to purchase security solutions from larger, more established security vendors or from their primary IT equipment vendors and insolvency or credit difficulties confronting our customers, affecting their ability to purchase or pay for our solution
- the timing and length of our sales cycles;
- changes in customer or channel partner requirements or market needs;
- changes in the growth rate of the cybersecurity market generally and market for endpoint security;

- the timing and success of new product and service introductions by us, or any other competitive developments, including consolidation among our customers or competitors and changes in our pricing policies or those of our competitors;
- the level of awareness of cybersecurity threats, particularly advanced cyberattacks, and the market adoption of our platform;
- our ability to successfully expand our business domestically and internationally, including the impact of the amount and timing of operating costs and capital expenditures related to the expansion of our business;
- any disruption in our relationship with ISVs, channel partners, MSPs, MSSPs, MDRs, OEMs, and IR firms;
- significant security breaches of, technical difficulties with, or interruptions to, the use of our platform or other cybersecurity incidents;
- extraordinary expenses such as litigation or other dispute-related settlement payments or outcomes, taxes, regulatory fines or penalties;
- future accounting pronouncements or changes in our accounting policies or practices;
- negative media coverage or publicity; and
- increases or decreases in our expenses caused by fluctuations in foreign currency exchange rates.

In addition, we experience seasonal fluctuations in our financial results as we typically receive a higher percentage of our annual orders from new customers, as well as renewal orders from existing customers, in our fourth fiscal quarter as compared to other quarters due to the annual budget approval process of many of our customers.

Any of the above factors, individually or in the aggregate, may result in significant fluctuations in our financial and other operating results from period to period. As a result of this variability, our historical operating results should not be relied upon as an indication of future performance. Moreover, this variability and unpredictability could result in our failure to meet our operating plan or the expectations of investors or analysts for any period. If we fail to meet such expectations for the reasons described above or other reasons, our stock price could fall substantially, and we could face costly lawsuits, including securities class action lawsuits.

Adverse global macroeconomic conditions or reduced information technology spending could adversely affect our business, operating results, and financial condition.

Our business depends on the overall demand for information technology and on the economic health of our current and prospective customers. In addition, the purchase of our platform is often discretionary and may involve a significant commitment of capital and other resources. Weak global and regional economic conditions, including the changes in U.S. federal spending, significant political or regulatory developments including changes in trade policy, U.S. and global macroeconomic issues, actual or perceived global banking and finance related issues, labor shortages, supply chain disruptions, fluctuating interest rates and inflation, spending environments, geopolitical instability, warfare and uncertainty, weak economic conditions in certain regions or a reduction in information technology spending regardless of macroeconomic conditions, including the effects of the conflicts in the Middle East and Ukraine, and tensions between China and Taiwan, could adversely affect our business, operating results, and financial condition, including resulting in longer sales cycles, a negative impact on our ability to attract and retain new customers or expand our platform or sell additional products and services to our existing customers, lower prices for our platform, higher default rates among our channel partners, reduced sales to new or existing customers and slower or declining growth. For example, as a result of current uncertainty in macroeconomic conditions and related higher cost consciousness around IT budgets, we have experienced certain impacts on our business, including a decline in usage and consumption patterns from certain customers, especially larger enterprise customers, longer sales cycles, and deal downsizing by new customers and of renewals by existing customers, especially larger enterprises. We expect the global macroeconomic conditions impacting demand to persist in the near term. Deterioration in economic conditions in any of the countries in which we do business could also cause slower or impaired collections on accounts receivable, which may adversely impact our liquidity and financial condition.

We are investing in expanding our platform, including our cloud security products, and it is difficult to predict adoption and demand.

We are meaningfully investing in our platform, including growing our cloud security product. For example, in February 2024, we acquired PingSafe, a cloud security platform, to couple PingSafe's CNAPP with our cloud workload security and cloud data security capabilities and Stride, a workflow automation tool that will enable us to further our autonomous platform vision.

It is difficult to predict customer adoption and demand for our platform, the size and growth rate of this market, the entry of competitive products and services or the success of existing competitive products and services.

Any expansion in our market depends on a number of factors, including the cost, performance and perceived value associated with, and customer adoption of, our platform. If the market for our platform does not achieve widespread adoption or there is a reduction in demand for our software or our services caused by a lack of customer acceptance, implementation challenges for deployment, technological challenges, competing technologies and services, decreases in corporate spending, weakening economic conditions, or otherwise, it could result in reduced customer orders and decreased revenue, which would adversely affect our business operations and financial condition.

Our platform interoperates with, but does not necessarily replace, other security and log analytics products. Businesses that use other cybersecurity products and services may be hesitant to purchase our platform if they believe their existing products and services provide a level of security that is sufficient to meet their needs. If we do not succeed in convincing customers that our platform should be an integral part of their overall approach to security, our sales will not grow as quickly as anticipated, or at all, which would have an adverse impact on our business, operating results, and financial condition.

If businesses do not continue to adopt our platform for any of the reasons discussed above or for other reasons not contemplated, our sales would not grow as quickly as anticipated, or at all, and our business, operating results, and financial condition would be adversely affected.

We may not be successful in our artificial intelligence initiatives, which could adversely affect our business, reputation, or financial results.

We incorporate generative AI into many of our offerings, including Purple AI which streamlines threat hunting across various types of data and synthesizes threat intelligence and insights in natural language. As with many innovations, generative AI presents risks, challenges, and unintended consequences that could impact our successful ability to incorporate the use of generative AI in our business. For example, language models may provide flawed results or misinterpret prompts. Further, data practices by us or others that result in controversy could also impair the acceptance of AI solutions. This in turn could undermine confidence in the decisions, predictions, analyses or other content that our AI initiatives produce. Our generative AI solutions are reliant on third-party foundation models that may change their availability or commercial model in a manner that negatively affects our offering. Furthermore, the integration of third-party AI models with our products and services relies on certain safeguards implemented by the third-party developers of the underlying AI models, including those related to the accuracy, bias, and other variables of the data and their safeguards may be insufficient. In addition, our competitors or other third parties may incorporate generative AI solutions into their products more successfully than us, and their solutions may achieve higher market acceptance than ours, which may result in us failing to recoup our investments in developing generative AI-powered offerings. We have made and expect to continue to make significant investments in our AI technology, including in Purple AI. Our ability to employ AI, or the ability of our competitors to do so more successfully, may negatively impact our gross margins, impair our ability to compete effectively, result in reputational harm and have an adverse impact on our operating results. Further, we have, and may in the future, implement AI-based tools and solutions, including third-party software solutions, in order to, among other things, drive efficiencies in our business, IT systems and other internal processes and improve customer support. If these tools and solutions do not achieve their expected benefits or if such tools and solutions have defects, bugs, errors, or vulnerabilities, our business may be adversely impacted.

Moreover, AI may give rise to litigation risk, including potential intellectual property, privacy, or cybersecurity liability. Because AI is an emerging technology, there is not a mature body of case law construing the appropriateness of certain of its uses of data whether through the employment of large language models or other models leveraging data found on the Internet and the evolution of this law may limit our ability to exploit AI tools, or expose us to litigation. Further, AI presents emerging ethical issues and if our use of AI algorithms draws controversy due to their perceived or actual impact on society, we may experience brand or reputational harm, or competitive harm.

In addition, given the complex nature of AI technology, we face an evolving regulatory landscape. The U.S. federal government, various state legislatures and other government entities worldwide have implemented and are in the process of implementing specific laws, regulations, policies and obligations relating to the use of AI, and we will need to continue to monitor these developments to ensure our products that we sell to government entities remain compliant with such applicable regulations. Furthermore, the current administration's approach to investment in and regulation of AI is expected to deviate from that of the previous administration and we will need to adapt to any resulting changes, including new or revised executive orders and initiatives.

Moreover, we are subject to significant competition from other companies, some of which have longer operating histories and significantly greater financial, technical, marketing, distribution, professional services, or other resources than us. Our competitors may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our financial results. Any of the foregoing could adversely affect our business, reputation, or financial results.

A security incident against us, or our third-party vendors and service providers, whether actual, alleged, or perceived, would harm our reputation, create liability and regulatory exposure, and adversely impact our business, operating results, and financial condition.

Companies are subject to an increasing number and wide variety of attacks on their networks on an ongoing basis. Traditional computer “hackers,” malicious code (such as viruses and worms), phishing attempts, ransomware, account takeover, business email compromise, employee fraud, theft or misuse, denial of service attacks, and sophisticated nation-state and nation-state supported actors engage in intrusions and attacks that create risks for our internal networks, cloud deployed products and the information they store and process. Cybersecurity companies face particularly intense attack efforts, and we have faced, and will continue to face, cyber threats and attacks from a variety of sources. The research that we conduct and report may make us, or our customers, a further target for attacks of all kinds. We provide security services to many highly targeted entities, such as U.S. government agencies, defense contractors, and non-U.S. governments. Our work protecting these entities increases the likelihood that we may be targeted by nation-state actors, including those from countries with a history of conducting cyber operations against such organizations. State-supported and geopolitical-related cyberattacks may rise in connection with regional geopolitical conflicts such as the conflicts in the Middle East and Ukraine, and tensions between China and Taiwan. In addition, our cybersecurity product is likely considered a valuable target for lateral attacks because of its highly privileged access. Additionally, bad actors are beginning to utilize AI-based tools to execute attacks, creating unprecedented cybersecurity challenges.

Although we have implemented security measures designed to prevent such attacks, our networks and systems, and those of our third-party vendors and service providers may be breached due to the actions of outside parties, human error, insufficient cybersecurity controls, malfeasance, a combination of these, or otherwise, and as a result, an unauthorized party may obtain access to our and/or our customers' systems, networks, or data. We and our third-party vendors and service providers may face difficulties or delays in identifying or otherwise responding to any attacks or actual or potential security breaches or threats. These risks are exacerbated by developments in generative AI. A breach in our or in our third-party vendors and service providers' data security or an attack against our platform or our third-party vendors' or service providers' platform could impact our networks or the networks and data of our customers that are secured by our platform, creating system disruptions or slowdowns and providing access to malicious parties to information stored on our networks or the networks of our customers, resulting in data being publicly disclosed, misused, altered, lost, or stolen, which could subject us to liability and adversely affect our financial condition. If compromised, our own systems or the systems of our third-party vendors and service providers could be used to facilitate or magnify an attack. Further, the trend towards remote and hybrid work by companies and individuals in has generally increased the attack surface available to bad actors for exploitation, and as such, the risk

of a cybersecurity incident potentially occurring has increased. We have accordingly increased our investments in protective measures and risk mitigation strategies, but we cannot guarantee that our efforts, or the efforts of our third-party vendors and service providers or efforts of others upon whom we rely and partner with, will be successful in preventing any such information security incidents. Protecting our own assets has become more expensive from a dollar investment and time perspective and these costs may increase as the threat landscape increases, including as a result of the use of AI by bad actors.

Any actual, alleged, or perceived security breach in our systems or networks or those of our third-party vendors and service providers, or any other actual, alleged or perceived data security incident we suffer, could result in damage to our reputation, negative publicity, loss of customers and sales, loss of competitive advantages over our competitors, increased costs to remedy any problems and otherwise respond to any incident, regulatory investigations and enforcement actions, fines and penalties, costly litigation, and other liability. We would also be exposed to a risk of loss or litigation and potential liability under laws, regulations, and contracts that protect the privacy and security of personal data. For example, the California Consumer Privacy Act of 2018, as amended (CCPA), imposes a private right of action for security breaches of personal data that could lead to some form of remedy including regulatory scrutiny, fines, private right of action settlements, and other consequences. Where a security incident involves a breach of security leading to the accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to, personal data from the European Economic Area (EEA) or the U.K. in respect of which we are a controller or processor under the E.U. or U.K. General Data Protection Regulation (collectively, the GDPR), this could result in fines of up to €20 million (£17.5 million) or 4% of annual global turnover, whichever is greater. We may also be required to provide notice of such breaches to regulators and/or individuals which may result in us incurring additional costs, penalties, fines or litigation.

In addition, our customer agreements may require us to promptly report security breaches to our customers involving their data on our systems or those of third-party vendors or subcontractors processing such data on our behalf. This mandatory disclosure could be costly, result in litigation, harm our reputation, erode customer trust, and require significant resources to mitigate issues stemming from actual or perceived security breaches. Further, some of our customers may also be subject to the E.U. Digital Operational Resilience Act (DORA), which requires them to impose contractual provisions on us, including certain mandatory third-party risk management provisions. If we fail to materially comply with these contractual requirements, we may be subject to litigation, investigations, audits or other adverse consequences.

We may also incur significant financial and operational costs to investigate, remediate, eliminate and put in place additional tools and devices designed to prevent actual or perceived security breaches and other security incidents, as well as costs to comply with any notification obligations resulting from any security incidents. Any of these negative outcomes could adversely affect the market perception of our platform and customer and investor confidence in our company, and would adversely affect our business, operating results, and financial condition.

Defects, errors, or vulnerabilities in our platform, the failure of our platform to block malware or prevent a security breach, misuse of our platform, or risks of product liability claims would harm our reputation and adversely impact our business, operating results, and financial condition.

Our platform and product features are multi-faceted, rely on third-party software and infrastructure, and may be deployed with material defects, vulnerabilities, software “bugs” or errors that are not detected until after their commercial release and deployment to our customers. Vulnerabilities may be exploited by malicious actors and material defects may prevent our software from operating correctly or detecting malicious software. From time to time, certain of our customers and external researchers have reported defects in our platform related to performance, scalability, and compatibility. In addition, customers may request a software bill of materials where we disclose an inventory of software used by the customer along with potential defects and vulnerabilities. Our platform and product features also provide our customers with the ability to customize a multitude of settings, and administer devices on the applicable computing environment, and it is possible that a customer, partner or internal services team member could misconfigure or misuse our platform or otherwise fail to configure our products in an optimal manner. Such defects and misconfigurations of our platform could cause our platform to operate at suboptimal efficacy, cause it to fail to secure customers’ computing environments and detect and block threats, or temporarily interrupt our

customers' computing environments. We also make frequent updates to our platform, which may fail or be deployed incorrectly resulting in temporary vulnerability, or a material defect or downtime in our customer environments.

In addition, because the techniques used by computer hackers to access or sabotage target computing environments change frequently and generally are not recognized until launched against a target, there is a risk that an advanced attack could emerge that our platform is unable to detect or prevent. Furthermore, as a well-known provider of security solutions and because security solutions are highly privileged in customers environments, our networks, platform, products, including cloud-based technology, and customers could be targeted by attacks specifically designed to disrupt our business, harm our reputation or use our technology to gain unauthorized access. In addition, regional geopolitical conflicts around the world, may result in increased cyberattacks against our customers, resulting in an increased risk of a security breach of our customers' systems. In addition, defects or errors in our platform could result in a failure to effectively update customers' cloud-based products. Our data centers and networks may experience technical failures and downtime, may fail to distribute appropriate updates, or may fail to meet the increased requirements of a growing customer base, any of which could temporarily or permanently expose our customers' computing environments, leaving their computing environments unprotected against cyber threats. Any of these situations could result in negative publicity to us, damage our reputation, and increase expenses and customer relations issues, which would adversely affect our business, financial condition, and operating results.

Advances in computer capabilities, discoveries of new weaknesses and other developments with software generally used online may increase the risk we will suffer a security breach. Furthermore, our platform may fail to detect or prevent malware, ransomware, viruses, worms or similar threats for any number of reasons, including our failure to enhance and expand our platform to reflect industry trends, new technologies and new operating environments, the complexity of the environment of our clients and the sophistication of malware, viruses and other threats. Our platform may fail to detect or prevent threats in any particular test for a number of reasons. Our platform may fail to interoperate or conflict with customer environments causing customer downtime. We or our service providers may also suffer security breaches or unauthorized access to personal data, financial account information, and other confidential information due to employee error, rogue employee activity, unauthorized access by third parties acting with malicious intent or who commit an inadvertent mistake or social engineering. If we experience, or our service providers experience, any breaches of security measures or sabotage or otherwise suffer unauthorized use or disclosure of, or access to, personal data, financial account information or other confidential information, we might be required to expend significant capital and resources to address these problems. We may not be able to remedy any problems caused by hackers or other similar actors in a timely manner, or at all. To the extent potential customers, industry analysts or testing firms believe that the failure to detect or prevent any particular threat is a flaw or indicates that our platform does not provide significant value, our reputation and business would be harmed. Any real or perceived defects, errors or vulnerabilities in our platform, or any other failure of our platform to detect an advanced threat, could result in:

- a loss of existing or potential customers;
- delayed or lost revenue and adverse impacts to our business, operating results, and financial condition;
- a delay in attaining, or the failure to attain, market acceptance;
- the expenditure of significant financial and research and development resources in efforts to analyze, correct, eliminate, or work around errors or defects, and address and eliminate vulnerabilities;
- an increase in resources devoted to customer service and support, which could adversely affect our gross margin;
- negative impact on our customers' operations;
- harm to our reputation or brand; and
- claims and litigation, regulatory inquiries, or investigations, enforcement actions, and other claims and liabilities, all of which may be costly and burdensome and further harm our reputation.

Because techniques used to obtain unauthorized access or to sabotage systems change frequently and generally are not recognized until after they are launched against a target, we and our service providers may be unable to anticipate these techniques or to implement adequate preventative measures. Moreover, if a high-profile cybersecurity incident occurs with respect to another SaaS provider, customers may lose trust in the security of the SaaS business model generally, which could adversely affect our ability to retain existing customers or attract new ones. Further, if another cybersecurity vendor were to experience a defect, error, or vulnerability, fail to detect a cybersecurity incident, or to cause interruptions in the networks of their customers, customers may lose trust in cybersecurity companies generally, including our platform, which could adversely affect our business, including our ability to retain existing customers or attract new ones.

In the last few years there have been many successful advanced cybersecurity incidents that have damaged several prominent companies despite strong information security measures. We expect that the risks associated with cybersecurity incidents and the costs of preventing such attacks will continue to increase in the future.

In addition, we cannot assure that any limitation of liability provisions in our customer agreements, contracts with third-party vendors and service providers, or other contracts would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any particular claim relating to a security breach or other security-related matter or as a result of federal, state, or local laws or ordinances, or unfavorable judicial decisions in the U.S., or other countries. We maintain insurance to protect against certain claims associated with the use of our platform, but our insurance coverage may not adequately cover any claim asserted against us. In addition, even claims that ultimately are unsuccessful could result in our expenditure of funds in litigation, divert management's time and other resources, and harm our reputation. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any future claim will not be excluded or otherwise be denied coverage by any insurer. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could adversely affect our business, operating results, and financial condition.

Existing and future acquisitions, strategic investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of key management personnel, disrupt our business, dilute stockholder value and adversely affect our business, operating results, and financial condition.

As part of our business strategy, we have in the past and expect to continue to make investments in and/or acquire complementary companies, services, products, technologies, or talent. For example, in February 2024 we acquired both PingSafe, a cloud security platform, and Stride, a security automation company, and in August 2025, we announced the acquisition of Prompt Security, a security automation company. We have also invested in certain privately held companies through our S Ventures fund, and we may not realize a return on these investments. All of our venture investments are subject to a risk of partial or total loss of investment capital. Our ability as an organization to acquire and integrate other companies, services or technologies in a successful manner is not guaranteed.

In the future, we may not be able to find suitable acquisition candidates, and we may not be able to complete such acquisitions on favorable terms, if at all. Our due diligence efforts may fail to identify all of the challenges, problems, liabilities or other shortcomings involved in an acquisition. If we do complete acquisitions, we may not ultimately strengthen our competitive position or ability to achieve our business objectives, and any acquisitions we announce or complete could be viewed negatively by our customers or investors.

In addition, if we are unsuccessful at integrating existing and future acquisitions, or the technologies and personnel associated with such acquisitions, into our company, the revenue and operating results of the combined company could be adversely affected. Any integration process may require significant time and resources, and we may not be able to manage the process successfully. We may not successfully evaluate or utilize the acquired technology or personnel, or accurately forecast the financial impact of an acquisition transaction, causing unanticipated write-offs or accounting charges. Additionally, integrations could take longer than expected, or if we

move too quickly in trying to integrate an acquisition, strategic investment, partnership, or other alliance, we may fail to achieve the desired efficiencies.

We have, and may in the future have, to pay cash, incur debt, or issue equity securities to pay for any such acquisition, each of which could adversely affect our financial condition and the market price of our Class A common stock. The sale of equity or issuance of debt to finance any such acquisitions could result in dilution to our stockholders, which depending on the size of the acquisition, may be significant. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations.

Additional risks we may face in connection with acquisitions include:

- diversion of management's time and focus from operating our business to addressing acquisition integration challenges;
- the inability to coordinate research and development and sales and marketing functions;
- the inability to integrate product and service offerings;
- retention of key employees from the acquired company;
- changes in relationships with strategic partners or the loss of any key customers or partners as a result of product acquisitions or strategic positioning resulting from the acquisition;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company's accounting, customer relationship management, management information, human resources and other administrative systems;
- the need to implement or improve controls, procedures and policies at a business that prior to the acquisition may have lacked sufficiently effective controls, procedures and policies;
- unexpected security risks or higher than expected costs to improve the security posture of the acquired company;
- higher than expected costs to bring the acquired company's IT infrastructure up to our standards;
- additional legal, regulatory, or compliance requirements;
- financial reporting, revenue recognition or other financial or control deficiencies of the acquired company that we don't adequately address and that cause our reported results to be incorrect;
- liability for activities of the acquired company before the acquisition, including intellectual property infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities;
- failing to achieve the expected benefits of the acquisition or investment; and
- litigation or other claims in connection with the acquired company, including claims from or against terminated employees, customers, current and former stockholders, or other third parties.

Our failure to address these risks or other problems encountered in connection with acquisitions and investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

If we are unable to retain our customers, renew and expand our relationships with them, and add new customers, or our partners are unable to execute on their purchasing commitments, we may not be able to sustain revenue growth, and we may not achieve or maintain profitability in the future.

Historically, we have experienced rapid growth in the adoption of our platform, customer base, and revenue. However, we may not return to our prior growth rates or grow at the same rate in the future. Any success that we may experience in the future will depend, in large part, on our ability to, among other things:

- maintain, renew and expand our existing customer base;
- continue to attract new customers;
- induce customers to expand deployment of the initially adopted module(s) of our platform across their organizations and infrastructure, and to adopt additional modules of our platform and services;
- improve the capabilities of our platform through research and development;
- successfully execute on partner purchasing commitments;
- continue to successfully expand our business domestically and internationally; and
- successfully compete with other companies in the cybersecurity industry.

Our customers have no obligation to renew their subscription for our platform after the expiration of their contractual subscription period, which is generally one to three years, and in the normal course of business, some customers have elected not to renew. In addition, our customers may renew for shorter contract subscription lengths or cease using certain features. Our customer retention and expansion may decline or fluctuate as a result of a number of factors, including our customers' satisfaction with our services, our pricing, customer security and networking issues and requirements, our customers' spending levels, our channel partner strategy and pricing, decreases in the number of endpoints to which our customers deploy our solution, mergers and acquisitions involving our customers, industry developments, competition, general economic conditions, or the perceived decline in the incidence of cyberattacks. If our efforts to maintain and expand our relationships with our existing customers are not successful, our business, operating results, and financial condition will materially suffer.

If our platform is not effectively interoperated within our customers' IT infrastructure, deployments could be delayed or canceled, which would adversely impact our business, operating results, and financial condition.

Our platform must effectively interoperate with our customers' existing IT infrastructure, which often has different specifications, utilizes multiple protocol standards, deploys products and services from multiple vendors, and contains multiple generations of products and services that have been added over time. As a result, our solutions can sometimes encounter interoperability issues on deployment or over time, which require additional support and problem solving with customers, in some cases, at a substantial cost to us. We may modify our software or introduce new capabilities so that our platform interoperates with a customer's infrastructure. These issues could cause longer deployment and integration times for our platform, leading to customer churn, which would adversely affect our business, operating results, and financial condition. In addition, government and other customers may require our platform to comply with certain security or other certifications and standards. If we are unable to achieve, or are delayed in achieving, compliance with these certifications and standards, we may be disqualified from selling our platform to such customers, or may otherwise be at a competitive disadvantage, either of which could adversely affect our business, operating results, and financial condition.

Disruptions or other business interruptions that affect the availability of our platform could adversely impact our customer relationships and overall business.

Our platform is hosted by third-party cloud hosting providers including AWS. Our software and systems are designed to use computing, storage capabilities, bandwidth, and other services provided by such cloud hosting providers, and currently our cloud service infrastructure is primarily run on AWS. We have experienced, and expect in the future that we may experience from time to time, interruptions, delays or outages in service and availability due to a variety of factors. Capacity constraints could arise from a number of causes such as technical failures, natural disasters, fraud, or security attacks. The level of service provided by our cloud hosting providers, or regular or prolonged interruptions in that service, could also impact the use of, and our customers' satisfaction with, our platform and could harm our business and reputation. In addition, hosting costs are expected to increase as our customer base grows, which could adversely affect our business, operating results, and financial condition.

Furthermore, AWS has discretion to change and interpret its terms of service and other policies with respect to us, including on contract renewal, and those actions may be unfavorable to our business operations. AWS, and other cloud hosting providers, may also take actions beyond our control that could seriously harm our business, including discontinuing or limiting our access to one or more services, increasing pricing terms, competing with us, terminating or seeking to terminate our contractual relationship altogether, or altering how we are able to process data on their system in a way that is unfavorable or costly to us. Although we obtain services from other cloud hosting providers, if our current arrangement with AWS were to be terminated, we could experience interruptions on our platform and in our ability to make our content available to customers, as well as delays and additional expenses in arranging for expansion and transition to alternative cloud hosting and infrastructure services. Such a transition could require further technical changes to our platform, including, but not limited to, our cloud service infrastructure which was initially designed to run on AWS. Making such changes could be costly in terms of time and financial resources.

Any of these factors could reduce our revenue, subject us to liability, and cause our customers to decline to renew their subscriptions, any of which would harm our business and operating results.

We may not timely and cost-effectively scale and adapt our existing technology to meet our customers' performance and other requirements.

Our future growth is dependent upon our ability to continue to meet the needs of new customers and the expanding needs of our existing customers as their use of our solutions grows. As our customers gain more experience with our platform, the number of endpoints and events, the amount of data transferred, processed and stored by us, and the number of locations where our platform is being accessed, have in the past, and may in the future, expand rapidly. In order to meet the performance and other requirements of our customers, we intend to continue to make significant investments to increase capacity and to develop and implement new technologies in our service and cloud infrastructure operations. These technologies, which include databases, applications, and server optimizations, network and hosting strategies, and automation, are often advanced, complex, new and untested. We may not be successful in developing or implementing these technologies. In addition, it takes a significant amount of time to plan, develop and test improvements to our technologies and infrastructure, and we may not be able to accurately forecast demand or predict the results we will realize from such improvements. In some circumstances, we may also determine to scale our technology through the acquisition of complementary businesses and technologies rather than through internal development, which may divert management's time and resources. To the extent that we do not effectively scale our operations to meet the needs of our growing customer base and to maintain performance as our customers expand their use of our solution, we will not be able to grow as quickly as we anticipate, our customers may reduce or cancel use of our solutions and we will be unable to compete as effectively and our business and operating results will be adversely affected.

If we do not accurately anticipate and promptly respond to changes in our customers' technologies, business plans or security needs, our competitive position and prospects will be adversely impacted.

The cybersecurity market has grown quickly and is expected to continue to evolve rapidly. Moreover, many of our customers operate in markets characterized by rapidly changing technologies and business plans, which require them to add numerous network-connected endpoints and adapt to increasingly complex IT environments,

incorporating a variety of hardware, software applications, operating systems, and networking protocols. As their technologies and business plans grow more complex, we expect these customers to face new and increasingly sophisticated methods of attack. We face significant challenges in ensuring that our platform effectively identifies and responds to these advanced and evolving attacks, including as a result of the evolving AI landscape. As a result of the continued rapid innovations in the technology industry, including the rapid growth of smartphones, tablets and other devices, enterprise employees using personal devices for work, the rapidly evolving IoT and AI, we expect the networks of our customers to continue to change rapidly and become more complex. There can be no assurance that we will be successful in developing and marketing, on a timely basis, enhancements to our platform that adequately address the changing needs of our customers. In addition, any enhancements to our platform could involve research and development processes that are more complex, expensive and time-consuming than we anticipate. We may experience unanticipated delays in the availability of enhancements to our platform and may fail to meet customer expectations with respect to the timing of such availability. If we do not quickly respond to the rapidly changing and rigorous needs of our customers by developing and releasing updates to our platform on a timely basis that can adequately respond to advanced threats and our customers' evolving needs, our business, operating results, and financial condition will be adversely affected.

If we are not able to maintain and enhance our brand and reputation, our business and operating results may be adversely affected.

We believe that maintaining and enhancing our brand and our reputation as a leading provider of endpoint and platform security solutions is critical to our relationship with our existing customers, channel partners, and alliance partners and our ability to attract new customers and partners. The successful promotion of our brand will depend on a number of factors, including our ability to continue to develop additional features for our platform, our ability to successfully differentiate our platform from competitive cloud-based or legacy security solutions, our marketing efforts, and, ultimately, our ability to detect and stop breaches. Although we believe it is important for our growth, our brand promotion activities may not be successful or yield increased revenue.

Under certain circumstances, our employees may have access to our customers' platforms. An employee may take advantage of such access to conduct malicious activities. Any such misuse of our platform could result in negative press coverage and negatively affect our reputation, which could result in harm to our business, reputation, and operating results.

In addition, independent industry and research firms often evaluate our solutions and provide reviews of our platform, as well as the products of our competitors, and perception of our platform in the marketplace may be significantly influenced by these reviews. If these reviews are negative, or less positive as compared to those of our competitors' products, our brand may be adversely affected. Our solutions may fail to detect or prevent threats in any particular test for a number of reasons that may or may not be related to the efficacy of our solutions in real world environments. To the extent potential customers, industry analysts or research firms believe that the occurrence of a failure to detect or prevent any particular threat is a flaw or indicates that our solutions or services do not provide significant value, we may lose customers, and our reputation, financial condition and business would be harmed.

Moreover, the performance of our channel partners and alliance partners may affect our brand and reputation, as it could negatively impact our reputation if customers do not have a positive experience with these partners. In addition, we have in the past worked, and continue to work, with high profile customers and have assisted in analyzing and remediating high profile cyberattacks. Our work with such customers has exposed us to publicity and media coverage. Negative publicity about us, including about our management, the efficacy and reliability of our platform, our product offerings, our professional services, and the customers we work with, even if inaccurate, could adversely affect our reputation and brand.

If we are unable to maintain successful relationships with our channel partners and alliance partners, or if our channel partners or alliance partners fail to perform, our ability to market, sell and distribute our platform will be limited, and our business, operating results, and financial condition will be harmed.

Substantially all of our sales are fulfilled through our channel partners, including resellers, distributors, MSPs, MSSPs, MDRs, OEMs, and IR firms, and we expect that we will continue to generate a significant portion of our

revenue from channel partners for the foreseeable future. Our agreements with our channel partners generally are non-exclusive, do not last for set terms, and may be terminated by either party at any time. Further, the majority of channel partners fulfill our sales on a purchase order basis and do not impose minimum purchase requirements or related terms on sales. We also have several large MSSP, OEM and reseller partnerships with multi-year purchasing commitments. Additionally, we have entered, and intend to continue to enter, into alliance partnerships with third parties to support our future growth plans. The loss of a substantial number of our channel partners or alliance partners, the failure to recruit additional partners, or failure of partners to meet their purchasing commitments would adversely affect our business, operating results, key financial metrics and financial condition.

To the extent our partners are unsuccessful in selling our platform, or if we are unable to enter into arrangements with and retain a sufficient number of high-quality partners in each of the regions in which we sell or plan to sell our platform, we are unable to keep them motivated to sell our platform, or our partners shift focus to other vendors and/or our competitors, our ability to sell our platform and operating results will be harmed. To the extent our partners fail to meet their purchasing commitments, they may fail to pay us or attempt to renegotiate our agreements and we risk churn in forecast metrics. The termination of our relationship with any significant partner may adversely affect our sales and operating results. Our ability to achieve revenue growth in the future will depend in part on our ability to maintain successful relationships with our channel partners and in training our channel partners to independently sell and deploy our platform.

We are also exposed to credit and liquidity risks and our operating results will be harmed if our partners were to become unable or unwilling to pay us at all or in a timely manner, terminate their relationships with us or go out of business. Although we have programs in place that are designed to monitor and mitigate such risks, we cannot guarantee these programs will be effective in reducing our risks. If we are unable to adequately control these risks, our business, operating results, and financial condition would be harmed. If partners fail to pay us under the terms of our agreements or we are otherwise unable to collect on our accounts receivable from these partners, we may be adversely affected both from the inability to collect amounts due and the cost of enforcing the terms of our contracts, including litigation. Our partners may seek bankruptcy protection or other similar relief and fail to pay amounts due to us, or pay those amounts more slowly, either of which would adversely affect our business, operating results, and financial condition. We may be further impacted by consolidation of our existing channel partners. In such instances, we may experience changes to our overall business and operational relationships due to dealing with a larger combined entity, and our ability to maintain such relationships on favorable contractual terms may be more limited. We may also become increasingly dependent on a more limited number of channel partners, as consolidation increases the relative proportion of our business for which each channel partner is responsible, which may magnify the risks described in the preceding paragraphs.

Our business depends, in part, on sales to government organizations, and significant changes in the contracting or fiscal policies of such government organizations could adversely affect our business and operating results.

Our future growth depends, in part, on increasing sales to government organizations. Demand from government organizations is often unpredictable and subject to budgetary uncertainty. We have made significant investments to address the government sector, but we cannot assure you that these investments will be successful, or that we will be able to maintain or grow our revenue from the government sector. Although we anticipate that they may increase in the future, sales to government organizations have not accounted for, and may never account for, a significant portion of our revenue. Sales to government organizations are subject to a number of challenges and risks that may adversely affect our business and operating results, including the following risks:

- selling to government agencies can be highly competitive, expensive, and time consuming, often requiring significant upfront time and expense without any assurance that such efforts will generate a sale;
- government certification, software supply chain or source code transparency requirements applicable to us or our platform may change and, in doing so, restrict our ability to sell into the government sector until we have attained the revised certification or meet other new requirements. For example, although we are currently FedRAMP authorized, such authorization is costly to maintain and subject to rigorous compliance requirements and if we lose our authorization, it will restrict our ability to sell to government customers;

- government demand and payment for our platform may be impacted by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our platform, including as a result of sudden, unforeseen and disruptive events such as government shutdowns, agency closures, agency or executive actions, or extensive agency layoffs or restructuring, government defaults on indebtedness, war, regional geopolitical conflicts around the world, incidents of terrorism, natural disasters, and public health concerns or epidemics;
- governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government refusing to continue buying our platform, which would adversely impact our revenue and operating results, or institute fines or civil or criminal liability if an investigation, audit, or other review, were to uncover improper or illegal activities;
- governments may require certain products to be manufactured, produced, hosted or accessed solely in their country or in other relatively high-cost locations, and we may not produce or host all products in locations that meet these requirements, affecting our ability to sell these products to government agencies; and
- refusal to grant, suspension or revocation of certain certifications or clearances, including corporate or individual security clearances, by a government agency, executive order or other government action, or decision by one government agency that our products do not meet certain standards, may cause reputational harm, loss of sales and business opportunities and cause concern with other government agencies.

The occurrence of any of the foregoing could cause government organizations to delay or refrain from purchasing our solutions in the future or otherwise adversely affect our business and operating results. Furthermore, the Department of Government Efficiency was recently established in an effort to maximize government efficiency and productivity. Pressures on and uncertainty surrounding the U.S. federal government's budget and potential changes in budgetary priorities, could adversely affect the funding for and purchases of our platform by government organizations.

Our long-term success depends, in part, on our ability to expand the sale of our platform to customers located outside of the U.S. and our current, and any further, expansion of our international operations exposes us to risks that could have a material adverse effect on our business, operating results, and financial condition.

We are generating a growing portion of our revenue outside of the U.S., and conduct our business activities in various foreign countries, including some emerging markets where we have limited experience, where the challenges of conducting our business can be significantly different from those we have faced in more developed markets and where business practices may create internal control risks including:

- fluctuations in foreign currency exchange rates, which could add volatility to our operating results;
- new, or changes in, regulatory requirements;
- tariffs, export and import restrictions, restrictions on foreign investments, sanctions, and other trade barriers or protection measures;
- exposure to numerous, increasing, stringent (particularly in the E.U.), and potentially inconsistent laws and regulations relating to privacy, data protection, information security and AI;
- costs of localizing products and services (including, but not limited to data localization requirements);
- lack of acceptance of localized products and services;
- the need to make significant investments in people, solutions and infrastructure, typically well in advance of revenue generation;
- challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits, and compliance programs;

- difficulties in maintaining our corporate culture with a dispersed and distant workforce due to the trend towards hybrid working;
- treatment of revenue from international sources, evolving domestic and international tax environments, and other potential tax issues, including with respect to our corporate operating structure and intercompany arrangements;
- different or weaker protection of our intellectual property, including increased risk of theft of our proprietary technology and other intellectual property;
- economic weakness or currency-related crises;
- compliance with multiple, conflicting, ambiguous or evolving government laws and regulations, including employment, tax, data privacy, anti-corruption, import/export, antitrust, data transfer, storage and protection, and industry-specific laws and regulations, including rules related to compliance by our third-party resellers and our ability to identify and respond timely to compliance issues when they occur and regulations applicable to us and our third party data providers from whom we purchase and resell syndicated data;
- vetting and monitoring our third-party channel partners in new and evolving markets to confirm they maintain standards consistent with our brand and reputation;
- generally longer payment cycles and greater difficulty in collecting accounts receivable;
- our ability to adapt to sales practices and customer requirements in different cultures;
- the lack of reference customers and other marketing assets in regional markets that are new or developing for us, as well as other adaptations in our market generation efforts that we may be slow to identify and implement;
- dependence on certain third parties, including channel partners with whom we do not have extensive experience;
- natural disasters, acts of war, terrorism, or pandemics, including regional geopolitical conflicts around the world;
- actual or perceived instability in the global banking system;
- significant political or regulatory developments, including changes in trade policy;
- cybersecurity incidents;
- corporate espionage; and
- political instability and security risks in the countries where we are doing business and changes in the public perception of governments in the countries where we operate or plan to operate.

We have undertaken, and will continue to undertake, additional corporate operating restructurings from time to time that involve our group of foreign country subsidiaries through which we do business abroad. We consider various factors in evaluating these restructurings, including the alignment of our corporate legal entity structure with our organizational structure and its objectives, the operational and tax efficiency of our group structure, and the long-term cash flows and cash needs of our business. Such restructurings increase our operating costs, and if ineffectual, could increase our income tax liabilities and our global effective tax rate.

We have experienced rapid growth, and if we do not effectively manage our future growth, our business, operating results, and financial condition may be adversely affected.

We have experienced rapid growth in recent periods, and we expect to continue to invest broadly across our organization to support our growth. For example, our headcount grew from over 2,500 employees as of July 31, 2024,

to over 2,700 employees as of July 31, 2025. Although we have experienced rapid growth historically, we may not sustain our growth rates, nor can we assure you that our investments to support our growth will be successful. The growth and expansion of our business will require us to invest significant financial and operational resources and the continuous dedication of our management team.

In addition, as we have grown, our number of customers has also increased significantly, and we have increasingly managed more complex deployments of our platform in more complex computing environments. The rapid growth and expansion of our business places a significant strain on our management, operational, and financial resources. To manage any future growth effectively, we must continue to improve and expand our information technology and financial infrastructure, our operating and administrative systems and controls, and our ability to manage headcount, capital, and processes in an efficient manner. As a result of macroeconomic conditions, in June 2023, and March and July 2025, we approved restructuring plans designed to improve operational efficiencies and operating costs, and better align our workforce and operations with current business needs, priorities, and near term growth expectations.

If we continue to experience rapid growth, we may not be able to successfully implement or scale improvements to our systems, processes, and controls in an efficient or timely manner. For example, as we grow, we may experience difficulties in managing improvements to our systems, processes, and controls or in connection with third-party software licensed to help us with such improvements. As we grow, our existing systems, processes, and controls may not prevent or detect all errors, omissions, or fraud. Any future growth will continue to add complexity to our organization and require effective coordination throughout our organization. Failure to manage any future growth effectively could result in increased costs, cause difficulty or delays in deploying new customers, reduce demand for our platform, cause difficulties in introducing new features or other operational difficulties, and any of these difficulties would adversely affect our business, operating results, and financial condition.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense.

Our revenue recognition is difficult to predict because of the length and unpredictability of the sales cycle for our platform, particularly with respect to large organizations and government entities. For example, in light of current macroeconomic conditions, we have observed a lengthening of the sales cycle for some prospective customers that we attribute to higher cost-consciousness around IT budgets, which has become more pronounced recently. Customers often view the subscription to our platform as a significant strategic decision and, as a result, frequently require considerable time to evaluate, test and qualify our platform prior to entering into or expanding a relationship with us. Large enterprises and government entities in particular often undertake a significant evaluation process that further lengthens our sales cycle.

Our direct sales team develops relationships with our customers, and works with our channel partners on account penetration, account coordination, sales and overall market development. We spend substantial time and resources on our sales efforts without any assurance that our efforts will produce a sale. Security solution purchases are frequently subject to budget constraints, multiple approvals and unanticipated administrative, processing and other delays. As a result, it is difficult to predict whether and when a sale will be completed. The failure of our efforts to secure sales after investing resources in a lengthy sales process would adversely affect our business, operating results and financial condition.

The sales prices of our platform may decrease, or the mix of our sales may change, which may reduce our gross profits and adversely affect our business, operating results, and financial condition.

We have limited experience with respect to determining the optimal prices for our platform. As the market for endpoint security matures, or as new competitors introduce new products or services that are similar to or compete with ours, we may be unable to effectively optimize our prices through increases or decreases, attract new customers at our offered prices or based on the same pricing model as we have used historically. Further, competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse products and service offerings may reduce the price of products or services that compete with ours or may bundle them with other products and services. This could lead customers to demand greater price concessions or additional functionality at the same

price levels. As a result, in the future we may be required to reduce our prices or provide more features without corresponding increases in price, which would adversely affect our business, operating results, and financial condition.

Because we recognize revenue from subscriptions to our platform over the term of the subscription, downturns or upturns in new business will not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the term of their subscription, which is generally one to three years. As a result, a substantial portion of the revenue we report in each period is attributable to the recognition of deferred revenue relating to agreements that we entered into during previous periods. Consequently, any increase or decrease in new sales or renewals in any one period will not be immediately reflected in our revenue for that period. Any such change, however, would affect our revenue in future periods. Accordingly, the effect of downturns or upturns in new sales and potential changes in our rate of renewals will not be fully reflected in our operating results until future periods. We may also be unable to timely reduce our cost structure in line with a significant deterioration in sales or renewals that would adversely affect our business, operating results, and financial condition.

We provide service level commitments under some of our customer contracts. If we fail to meet these contractual commitments, we could be obligated to provide partial refunds or our customers could be entitled to terminate their contracts and our business would suffer.

Certain of our customer agreements contain service level commitments, which contain specifications regarding the availability of our platform and our support services. Failure of or disruption to our infrastructure or third-party hosting service providers could impact the performance of our platform and the availability of services to customers. If we are unable to meet our stated service level commitments or if we suffer extended periods of poor performance or unavailability of our platform, we may be contractually obligated to provide affected customers with credit, partial refunds or termination rights. To date, there has not been a material failure to meet our service level commitments, and we do not currently have any material liabilities accrued on our condensed consolidated balance sheets for such commitments. Our business, operating results, and financial condition would be adversely affected if we suffer performance issues or downtime that exceeds the service level commitments under our agreements with our customers.

Our business is subject to the risks of liability, indemnity and warranty claims, from real or perceived defects in our solutions or their misuse by our customers or third parties and indemnity provisions in various agreements potentially expose us to substantial liability for intellectual property infringement and other losses.

We may be subject to liability claims for damages related to errors or defects in our solutions. A material liability claim or other occurrence that harms our reputation or decreases market acceptance of our platform will harm our business and operating results. Although we generally have limitation of liability provisions in our terms and conditions of sale, they may not fully or effectively protect us from claims as a result of federal, state or local laws or ordinances, or unfavorable judicial decisions in the U.S. or other countries. The sales and support of our platform also entails the risk of liability claims. We employ measures in the form of policy and technical controls to limit unauthorized access to our platform by our employees, customers and third-parties, however, these measures may not fully or effectively protect our platform from unauthorized access.

Additionally, we typically provide indemnification to customers and partners we do business with for certain losses suffered or expenses incurred as a result of third-party claims arising from our infringement of a third party's intellectual property. We also provide unlimited liability for certain breaches of confidentiality, as defined in our master subscription agreement. We also provide limited liability in the event of certain breaches of our master subscription agreement. Certain of these contractual provisions survive the termination or expiration of the applicable agreement. However, as we continue to grow, indemnification claims against us for the obligations listed may increase.

When our customers or other third parties with whom we do business with make intellectual property rights or other indemnification claims against us, we incur significant legal expenses and may have to pay damages, license fees and/or stop using technology found to be in violation of the third party's rights. We may also have to seek a

license for the technology. Such licenses may not be available on reasonable terms, if at all, and may significantly increase our operating expenses or may require us to restrict our business activities and limit our ability to deliver certain solutions or features. We may also be required to develop alternative non-infringing technology, which could require significant effort and expense and/or cause us to alter our platform, which could harm our business. Large indemnity obligations, whether for intellectual property or in certain limited circumstances, other claims, would harm our business, operating results and financial condition.

Additionally, our platform may be used by our customers and other third parties who obtain access to our solutions for purposes other than for which our platform was intended.

We maintain insurance to protect against certain claims associated with the use of our platform, but our insurance coverage may not adequately cover the claims asserted against us. In addition, even claims that ultimately are unsuccessful could result in our expenditure of funds in litigation, divert management's time and other resources, and harm our business and reputation. We have offered some of our customers a limited warranty, subject to certain conditions. Any failure or refusal of our insurance providers to provide the expected insurance benefits to us after we have remediated warranty claims would cause us to incur significant expense or cause us to cease offering warranties which could damage our reputation, cause us to lose customers, expose us to liability claims by our customers, negatively impact our sales and marketing efforts, and have an adverse effect on our business, operating results, and financial condition. Further, although the terms of the warranty do not allow those customers to use warranty claim payments to fund payments to persons on the U.S. Treasury Department's Office of Foreign Assets Control (OFAC), list of Specially Designated Nationals and Blocked Persons or who are otherwise subject to U.S. sanctions, we cannot assure you that all of our customers will comply with our warranty terms or refrain from taking actions, in violation of our warranty and applicable law.

Key business metrics and other estimates are subject to inherent challenges in measurement and to change as our business evolves, and our business, operating results, and financial condition could be adversely affected by real or perceived inaccuracies in those metrics or any changes in metrics we disclose.

We regularly review key business metrics, including our ARR, number of customers with ARR of \$100,000, and other measures to evaluate growth trends, measure our performance, and make strategic decisions. These metrics are calculated using internal company data and have not been validated by an independent third party. While these numbers are based on what we believe to be reasonable estimates for the applicable period of measurement at the time of reporting, there are inherent challenges in such measurements. If we fail to maintain effective processes and systems, our metrics calculations may be inaccurate, and we may not be able to identify those inaccuracies. We regularly review our processes for calculating these metrics, and from time to time we make adjustments to improve their accuracy. Moreover, we may periodically change the definition or methodology underlying our metrics. For example, as a result of a decline in usage and consumption in the quarter ended April 30, 2023, we decided to change our methodology of calculating ARR for consumption and usage-based agreements to reflect committed contract values as opposed to based on consumption and usage. In addition, as part of our quarterly review of ARR in connection with the preparation of our condensed consolidated financial statements for the quarter ended April 30, 2023, we discovered some historical inaccuracies relating to ARR on certain contracts, which we have corrected. As a result, we made a one-time adjustment of approximately 5% of total ARR, which we reflected in our total ARR as of April 30, 2023. If our key metrics are inaccurate or if investors perceive any changes to our key business metrics or the methodologies for calculating these metrics negatively, our business could be adversely affected.

Risks Related to our People

We rely on our management team and other key employees and will need additional personnel to grow our business, and the loss of one or more key employees or our inability to hire, integrate, train, manage, retain, and motivate qualified personnel, including members of our board of directors, could harm our business.

Our future success is dependent, in part, on our ability to hire, integrate, train, manage, retain, and motivate the members of our management team and other key employees throughout our organization. The loss of key personnel, including key members of our management team or members of our board of directors, as well as certain of our key marketing, sales, finance, support, product development, people team, or technology personnel, could disrupt our operations and have an adverse effect on our ability to grow our business. In particular, we are highly dependent on

the services of Tomer Weingarten, our co-founder, Chairman of our board of directors, President, and Chief Executive Officer, who is critical to the development of our technology, platform, future vision, and strategic direction. From time to time, there have been and may in the future be changes in our management team. While we seek to manage any such transitions carefully, such changes may result in a loss of institutional knowledge, cause disruptions to our business and negatively affect our business.

Competition for highly skilled personnel is intense, especially in the San Francisco Bay Area, where we have a substantial presence and need for highly skilled personnel, and we may not be successful in hiring or retaining qualified personnel to fulfill our current or future needs. More generally, the technology industry, and the cybersecurity industry more specifically, is also subject to substantial and continuous competition for engineers with high levels of experience in designing, developing and managing software and related services. Moreover, the industry in which we operate generally experiences high employee attrition. We have, from time to time, experienced, and we expect to continue to experience, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. For example, in recent years, recruiting, hiring and retaining employees with expertise in the cybersecurity industry has become increasingly difficult as the demand for cybersecurity professionals has increased as a result of the recent cybersecurity attacks on global corporations and governments. We may be required to provide more training to our personnel than we currently anticipate. Further, labor is subject to external factors that are beyond our control, including our industry's highly competitive market for skilled workers and leaders, cost inflation, overall macroeconomics and workforce participation rates. Should our competitors recruit our employees, our level of expertise and ability to execute our business plan would be negatively impacted.

Additionally, restrictive immigration policies or legal or regulatory developments relating to immigration may also negatively affect our efforts to attract and hire new personnel as well as retain our existing personnel. Changes in U.S. immigration and work authorization laws and regulations can be significantly affected by political forces and levels of economic activity. Our business may be adversely affected if legislative or administrative changes to immigration or visa laws and regulations impair our hiring processes.

Moreover, many of the companies with which we compete for experienced personnel have greater resources than we have. Our competitors also may be successful in recruiting and hiring members of our management team, sales team or other key employees, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all. We have in the past, and may in the future, be subject to allegations that employees we hire have been improperly solicited, or that they have divulged proprietary or other confidential information or that their former employers own such employees' inventions or other work product, or that they have been hired in violation of non-compete or non-solicitation provisions.

In addition, job candidates and existing employees often consider the value of the equity awards and other compensation they receive in connection with their employment. If the perceived value of our compensatory package declines, it may adversely affect our ability to attract and retain highly skilled employees. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects would be severely harmed. Further, our competitors may be successful in recruiting and hiring members of our management team or other key employees, and it may be difficult for us to find suitable replacements on a timely basis, on competitive terms, or at all. In recent years, the increased availability of hybrid or remote working arrangements has expanded the pool of companies that can compete for our employees and employment candidates. Although we have entered into employment agreements with our key employees, these agreements are on an "at-will" basis, meaning they are able to terminate their employment with us at any time. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects would be severely harmed.

If we do not effectively integrate, train, manage, and retain sales personnel, and expand our sales and marketing capabilities, we may be unable to increase our customer base and increase sales to our existing customers.

Our ability to increase our customer base and achieve broader market adoption of our platform will depend to a significant extent on our ability to continue to expand our sales and marketing operations. We have and plan to continue to dedicate significant resources to sales and marketing programs and to expand our sales and marketing capabilities to target additional potential customers, but there is no guarantee that we will be successful in attracting and maintaining additional customers. If we are unable to find efficient ways to deploy our sales and marketing

investments or if our sales and marketing programs are not effective, our business and operating results would be adversely affected.

Furthermore, we plan to continue expanding our sales force and there is significant competition for sales personnel with the skills and technical knowledge that we require. Our ability to achieve revenue growth will depend, in part, on our success in hiring, integrating, training, managing, and retaining sufficient numbers of sales personnel to support our growth, particularly in international markets. New hires require significant training and may take extended time before they are productive. Our recent hires and planned hires may not become productive as quickly as we expect, or at all, and we may be unable to hire or retain sufficient numbers of qualified individuals in the markets where we do business or plan to do business. Moreover, our international expansion may be slow or unsuccessful if we are unable to retain qualified personnel with international experience, language skills and cultural competencies in the geographic markets which we target.

If we are unable to hire, integrate, train, manage, and retain a sufficient number of effective sales personnel, or the sales personnel we hire are not successful in obtaining new customers or increasing sales to our existing customer base, our business, operating results and financial condition will be adversely affected.

Any inability to maintain a high-quality customer support organization could lead to a lack of customer satisfaction, which could hurt our customer relationships and adversely affect our business, operating results, and financial condition.

Once our platform is deployed within our customers' computing environments, our customers rely on our technical support services to assist with service customization and optimization and to resolve certain issues relating to the implementation and maintenance of our platform and advanced services. If we do not effectively assist our customers in deploying our platform, succeed in helping our customers quickly resolve technical issues, or provide effective ongoing support, our ability to sell additional products and services as part of our platform to existing customers would be adversely affected and our reputation with potential customers could be damaged.

In addition, our sales process is highly dependent on our product and business reputation and on positive recommendations, referrals, and peer promotions from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our services to existing and prospective customers, and our business, operating results and financial condition.

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

We believe that our corporate culture has been, and will continue to be a key contributor to our success. If we do not continue to develop our corporate culture as we grow and evolve, it could harm our ability to foster the innovation, inclusion, creativity, and teamwork that we believe is important to support our growth. As we implement more complex organizational structures, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture, which could negatively impact our future success. We are also taking steps to develop a more inclusive workforce, however, there is no guarantee that we will be able to do so.

Risks Related to Our Intellectual Property

Our proprietary rights may be difficult to enforce, which could enable others to copy or use aspects of our platform without compensating us.

We rely primarily on patent, trademark, copyright and trade secrets laws, as well as confidentiality agreements and contractual provisions to protect our technology. Valid patents may not issue from our pending applications, and the claims eventually allowed on any patents may not be sufficiently broad to protect our technology or platform. Any issued patents may be challenged, invalidated or circumvented, and any rights granted under these patents may not actually provide adequate defensive protection or competitive advantages to us. Patent applications in the U.S. are typically not published until at least 18 months after filing, or, in some cases, not at all, and publications of

discoveries in industry-related literature lag behind actual discoveries. We cannot be certain that we were the first to make the inventions claimed in our pending patent applications or that we were the first to file for patent protection. Additionally, the process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. In addition, recent changes to the patent laws in the U.S. may bring into question the validity of certain software patents and may make it more difficult and costly to prosecute patent applications. Such changes may lead to uncertainties or increased costs and risks surrounding the prosecution, validity, ownership, enforcement, and defense of our issued patents and patent applications and other intellectual property, the outcome of third-party claims of infringement, misappropriation, or other violation of intellectual property brought against us and the actual or enhanced damages (including treble damages) that may be awarded in connection with any such current or future claims, and could have a material adverse effect on our business, operating results, and financial condition.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our platform or obtain and use information that we regard as proprietary. We generally enter into confidentiality or license agreements with our employees, consultants, vendors, channel partners, and customers, and generally limit access to and distribution of our proprietary information. However, such agreements may not be enforceable in full or in part in all jurisdictions and any breach could negatively affect our business and our remedy for such breach may be limited. The contractual provisions that we enter into may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property rights and may not provide an adequate remedy in the event of unauthorized use or disclosure of our proprietary technology or intellectual property rights. Lastly, the measures we employ to limit the access and distribution of our proprietary information may not prevent unauthorized use or disclosure of our proprietary technology or intellectual property. As such, we cannot guarantee that the steps taken by us will prevent misappropriation of our technology. Policing unauthorized use of our technology or platform is difficult. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as the laws of the U.S., and many foreign countries do not enforce these laws as diligently as government agencies and private parties in the U.S. For example, many foreign countries limit the enforceability of patents against certain third parties, including government agencies or government contractors. In these countries, patents may provide limited or no benefit. Effective trade secret protection may also not be available in every country in which our products are available or where we have employees or independent contractors. The loss of trade secret protection could make it easier for third parties to compete with our products by copying functionality. In addition, any changes in, or unexpected interpretations of, the trade secret and employment laws in any country in which we operate may compromise our ability to enforce our trade secret and intellectual property rights. From time to time, legal action by us may be necessary to enforce our patents and other intellectual property rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others or to defend against claims of infringement or invalidity. Moreover, the availability of copyright protection and other legal protections for intellectual property generated by certain technologies, such as generative AI, is uncertain. The use of generative AI and other forms of AI may expose us to risks because the intellectual property ownership and license rights, including copyright, of generative and other AI output, have not been fully interpreted by U.S. courts or been fully addressed by U.S. federal or state regulation, as well as in foreign jurisdictions.

Such litigation could result in substantial costs and diversion of resources and could negatively affect our business, operating results and financial condition. If we are unable to protect our proprietary rights (including aspects of our software and platform protected other than by patent rights), we will find ourselves at a competitive disadvantage to others who need not incur the additional expense, time and effort required to create our platform and other innovative products that have enabled us to be successful to date. Moreover, we may need to expend additional resources to defend our intellectual property rights in foreign countries, and our inability to do so could impair our business or adversely affect our international expansion.

Third parties have claimed and may claim that our platform infringes their intellectual property rights and this may create liability for us or otherwise adversely affect our business, operating results, and financial condition.

Third parties have claimed, and may claim in the future, that our current or future products and services infringe their intellectual property rights, and such claims may result in legal claims against our channel partners, our alliance partners, our customers and us. These claims may damage our brand and reputation, harm our customer relationships, and create liability for us. Contractually, we are expected to indemnify our partners and customers for these types of

claims. We expect the number of such claims to increase as the number of products and services and the level of competition in our market grows, as the functionality of our platform overlaps with that of other products and services, and as the volume of issued software patents and patent applications continues to increase. We generally agree in our customer and partner contracts to indemnify customers for certain expenses or liabilities they incur as a result of third-party intellectual property infringement claims associated with our platform. To the extent that any claim arises as a result of third-party technology we have licensed for use in our platform, we may be unable to recover from the appropriate third party any expenses or other liabilities that we incur.

Companies in the software and technology industries, including some of our current and potential competitors, own large numbers of patents, copyrights, trademarks, and trade secrets and frequently enter into litigation based on allegations of infringement or other violations of intellectual property rights. In addition, many of these companies have the capability to dedicate substantially greater resources to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, patent holding companies, non-practicing entities, and other adverse patent owners that are not deterred by our existing intellectual property protections may seek to assert patent claims against us. From time to time, third parties have invited us to license their patents and may, in the future, assert patent, copyright, trademark, or other intellectual property rights against us, our channel partners, our alliance partners, or our customers. We have received, and may in the future receive, notices that claim we have misappropriated, misused, or infringed other parties' intellectual property rights, and, to the extent we gain greater market visibility, we face a higher risk of being the subject of intellectual property infringement claims.

There may be third-party intellectual property rights, including issued or pending patents and trademarks, that cover significant aspects of our technologies or business methods and assets. We may also face exposure to third-party intellectual property infringement, misappropriation, or violation actions if we engage software engineers or other personnel who were previously engaged by competitors or other third parties and those personnel inadvertently or deliberately incorporate proprietary technology of third parties into our products. In addition, we may lose valuable intellectual property rights or personnel. A loss of key personnel or their work product could hamper or prevent our ability to develop, market, and support potential products or enhancements, which could severely harm our business. Any intellectual property claims, with or without merit, could be very time-consuming, could be expensive to settle or litigate, and could divert our management's attention and other resources. These claims could also subject us to significant liability for damages, potentially including treble damages if we are found to have willfully infringed patents or copyrights, and may require us to indemnify our customers for liabilities they incur as a result of such claims. These claims could also result in our having to stop using technology found to be in violation of a third party's rights. We might be required to seek a license for the intellectual property, which may not be available on reasonable terms or at all. Even if a license were available, we could be required to pay significant royalties, which would increase our operating expenses. Alternatively, we could be required to develop alternative non-infringing technology, which could require significant time, effort, and expense, and may affect the performance or features of our platform. If we cannot license or develop alternative non-infringing substitutes for any infringing technology used in any aspect of our business, we would be forced to limit or stop sales of our platform and may be unable to compete effectively. Any of these results would adversely affect our business, operating results, and financial condition.

We license technology from third parties, and our inability to maintain those licenses could harm our business.

We currently incorporate, and will in the future incorporate, technology that we license from third parties, including software, into our solutions. Licensing technologies from third parties exposes us to increased risk of being the subject of intellectual property infringement and vulnerabilities due to, among other things, our lower level of visibility into the development process with respect to such technology and the care taken to safeguard against risks. We cannot be certain that our licensors do not or will not infringe on the intellectual property rights of third parties or that our licensors have or will have sufficient rights to the licensed intellectual property in all jurisdictions in which we may sell our platform. Some of our agreements with our licensors may be terminated by them for convenience, or otherwise provide for a limited term. If we are unable to continue to license technology because of intellectual property infringement claims brought by third parties against our licensors or against us, or if we are unable to continue our license agreements or enter into new licenses on commercially reasonable terms, our ability to develop and sell solutions and services containing or dependent on that technology would be limited, and our business, including our financial conditions, cash flows and results of operations could be harmed. Additionally, if we are unable to license technology from third parties, we may be forced to acquire or develop alternative technology, which

we may be unable to do in a commercially feasible manner, or at all, and may require us to use alternative technology of lower quality or performance standards. This could limit or delay our ability to offer new or competitive solutions and increase our costs. Third-party software we rely on may be updated infrequently, unsupported or subject to vulnerabilities that may not be resolved in a timely manner, any of which may expose our solutions to vulnerabilities. As a result, our business, operating results, and financial condition would be adversely affected.

Some of our technology incorporates “open source” software, which could negatively affect our ability to sell our platform and subject us to possible litigation.

Our platform contains third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products and subscriptions. The use and distribution of open source software may entail greater risks than the use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code, which they are not typically required to maintain and update, and they can change the license terms on which they offer the open source software. Although we monitor our use of open source software in an effort both to comply with the terms of the applicable open source licenses and to avoid subjecting our products to conditions we do not intend, many of the risks associated with use of open source software cannot be eliminated and could negatively affect our business. In addition, the wide availability of source code used in our solutions could expose us to security vulnerabilities.

Some open source licenses contain requirements that we make available as source code for modifications or derivative works we create based upon our use and distribution of the open source software. If we combine and distribute our proprietary software with open source software in a certain manner, we could, under certain open source licenses, be required to release the source code of our proprietary software to the public, including authorizing further modification and redistribution, or otherwise be limited in the licensing of our services, each of which could provide an advantage to our competitors or other entrants to the market, create security vulnerabilities in our solution, require us to re-engineer all or a portion of our platform, and reduce or eliminate the value of our services. This would allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of sales for us.

The terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in ways that could impose unanticipated conditions or restrictions on our ability to commercialize products and subscriptions incorporating such software. Moreover, we cannot assure you that our processes for controlling our use of open source software in our products and subscriptions will be effective. From time to time, we may face claims from third parties asserting ownership of, or demanding release of, the open source software or derivative works that we developed using such software (which could include our proprietary source code), or otherwise seeking to enforce the terms of the applicable open source license. These claims, regardless of validity, could result in time consuming and costly litigation, divert management’s time and attention away from developing the business, expose us to customer indemnity claims, or force us to disclose source code. Litigation could be costly for us to defend, result in paying damages, entering into unfavorable licenses, have a negative effect on our operating results and financial condition, or cause delays by requiring us to devote additional research and development resources to change our solution.

Risks Related to Legal and Regulatory Matters

We are subject to laws and regulations, including government export and import controls, sanctions and anti-corruption laws, that could impair our ability to compete in our markets and subject us to liability if we are not in full compliance with applicable laws.

We are subject to laws and regulations, including government export and import controls, that could subject us to liability or impair our ability to compete in our markets. Our platform and related technology are subject to U.S. export controls, including the U.S. Department of Commerce’s Export Administration Regulations (EAR). We, along with our employees, representatives, contractors, agents, intermediaries, and other third parties are also subject to various economic and trade sanctions regulations administered by OFAC and other U.S. government agencies. We incorporate standard encryption algorithms into our platform, which, along with the underlying technology, may be

exported or reexported to foreign countries only with the required export authorizations, including by license, license exception or other appropriate government authorizations, which may require the filing of an encryption registration and classification request and other reports submitted on a periodic basis. We also offer certain customers a ransomware warranty in addition to their subscriptions, providing coverage in the form of a limited monetary payment if they are affected by a ransomware attack (as specified in our ransomware warranty agreement), and though the terms of the warranty do not allow those customers to use warranty claim payments to fund payments to persons on OFAC's list of Specially Designated Nationals and Blocked Persons or who are otherwise prohibited to receive such payments under U.S. sanctions, we cannot assure you that all of our customers will comply with our warranty terms or refrain from taking actions in violation of our warranty and applicable law. Furthermore, U.S. export control laws and economic sanctions prohibit the export and re-export of certain hardware and software and the provision of certain cloud-based solutions to certain countries, governments and persons targeted by U.S. sanctions and for certain end-uses. For example, following Russia's invasion of Ukraine, the U.S. and other countries have continued to impose economic sanctions and severe export control restrictions against Russia and Belarus. Should the conflict escalate, sanctions and export restrictions will likely expand and strengthen, potentially impacting our ability to conduct business in certain regions and with specific individuals and entities in those regions. Further, regulators in the U.S. and elsewhere have signaled an increased emphasis on sanctions and export control enforcement, including several recent high-profile enforcement actions and increased pressure for companies to self-disclose potential violations. While we have implemented certain procedures to facilitate compliance with applicable laws and regulations in connection with the collection and distribution of this information, we cannot assure you that these procedures have been fully effective or that we, or third parties who we do not control, have complied with all laws or regulations in this regard. Failure by our employees, representatives, contractors, channel partners, agents, intermediaries, or other third parties to comply with applicable laws and regulations in the collection and distribution of this information also could have negative consequences to us, including reputational harm, government investigations, loss of export privileges, monetary fines, and other penalties.

We also collect information about cyber threats from open sources, intermediaries and third parties that we make available to our customers in our threat industry publications. Although we take precautions to prevent our information collection practices and services from being provided in violation of such laws, our information collection practices and services may have been in the past, and could in the future be, provided in violation of such laws. If we or our employees, representatives, contractors, channel partners, agents, intermediaries, or other third parties fail to comply with these laws and regulations, we could be subject to civil or criminal penalties, including the possible loss of export privileges and fines. We may also be adversely affected through reputational harm, loss of access to certain markets or otherwise. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities.

Various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our platform or could limit our customers' ability to implement our platform in those countries. Additionally, export restrictions imposed on Russia and Belarus specifically limit the export of encryption hardware, software and related source code and technology to these locations which could limit our ability to provide our software and services to these countries. Changes in our platform, and changes in or promulgation of new export and import regulations may create delays in the introduction of our platform into certain international markets, prevent our customers with international operations from deploying our platform globally or, in some cases, prevent the export or import of our platform to certain countries, governments or persons altogether. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations, could result in decreased use of our platform by, or in our decreased ability to export or sell our platform to, existing or potential customers with international operations. Any decreased use of our platform or limitation on our ability to export or sell our platform would adversely affect our business, operating results, and financial condition.

We are also subject to the United States Foreign Corrupt Practices Act of 1977 (FCPA), as amended, the United Kingdom Bribery Act 2010 (the Bribery Act), and other anti-corruption, sanctions, anti-bribery, anti-money laundering and similar laws in the U.S. and other countries in which we conduct activities. Anti-corruption and anti-

bribery laws, which have been enforced aggressively and are interpreted broadly, prohibit companies and their employees, agents, intermediaries and other third parties from promising, authorizing, making or offering improper payments or other benefits to government officials and others in the public, and in certain cases, private sector. We leverage third parties, including intermediaries, agents and channel partners, to conduct our business in the U.S. and abroad, to sell subscriptions to our platform and to collect information about cyber threats. We and these third parties may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities and we may be held liable for the corrupt or other illegal activities of these third-party business partners and intermediaries, our employees, representatives, contractors, channel partners, agents, intermediaries and other third parties, even if we do not explicitly authorize such activities. While we have policies and procedures to address compliance with FCPA, Bribery Act and other anti-corruption, sanctions, anti-bribery, anti-money laundering and similar laws, we cannot assure you that they will be effective, or that all of our employees, representatives, contractors, channel partners, agents, intermediaries or other third parties have not taken, or will not take actions, in violation of our policies and applicable law, for which we may be ultimately held responsible. As we increase our international sales and business, including our business with government organizations, our risks under these laws may increase. Noncompliance with these laws could subject us to investigations, severe criminal or civil sanctions, settlements, prosecution, loss of export privileges, suspension or debarment from U.S. government contracts, other enforcement actions, disgorgement of profits, significant fines, damages, other civil and criminal penalties or injunctions, whistleblower complaints, adverse media coverage and other consequences. Any investigations, actions or sanctions could harm our reputation, business, operating results, and financial condition.

Moreover, the rapid evolution of AI, including potential government regulation of AI, may require significant additional resources to develop, test, and maintain our platform. Our AI-related initiatives may result in new or enhanced governmental or regulatory scrutiny, including regarding the use of AI in our products and the marketing of products using AI, litigation, customer reporting or documentation requirements, ethical or social concerns, or other complications and may also introduce risks related to accuracy, bias, toxicity, privacy, and security and data provenance. For example, in Europe, the E.U. AI Act entered into force in 2024, with its requirements being phased in over several years beginning in 2025. The E.U. AI Act aims to introduce a common and regulatory framework for AI through regulating AI providers and entities making use of AI tools in a professional capacity (deployers) and may require the implementation of additional quality assurance controls and measures to be reviewed and approved by regulatory submissions of our offerings. The timing and scope of these requirements will depend on the classification of the AI system and the specific obligations applicable to our role under the E.U. AI Act and scope of these requirements will depend on the classification of the AI system and the specific obligations applicable to our role under the E.U. AI Act. Additionally, in the United States, the Framework for Artificial Intelligence Diffusion rule entered into effect on January 13, 2025. The rule amends the EAR to control certain advanced closed-weight dual-use AI models and creates a global license requirement. The rule may require the implementation of additional procedures to facilitate compliance with applicable laws and regulations.

We are subject to laws and regulations affecting our business, including those related to the privacy and data protection of the personal data or other information we collect, process or share. Our actual or perceived failure to comply with such laws or regulations could harm our business.

We receive, store, and process some personal data from our employees, customers, the employees of our customers, and our end users. This personal data is hosted by our third-party vendors and service providers. A wide variety of state, national, and international laws, as well as regulations and industry standards apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data and other confidential or sensitive information, the scope of which are changing, subject to differing interpretations, and may be inconsistent across countries or conflict with other rules. Data protection and privacy-related laws and regulations are evolving and may result in increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. Complying with these various laws and regulations could cause us to incur substantial costs or require us to change our business practices, systems, and compliance procedures in a manner adverse to our business.

Failure to comply with laws, regulations and industry standards regarding personal data or other information could adversely affect our business, operating results, and financial condition.

In the U.S., there are numerous federal and state consumer, privacy, and data security laws and regulations governing the collection, use, disclosure, and protection of personal data, including security breach notification laws and consumer protection laws. Each of these laws is subject to varying interpretations and constantly evolving. Notably we may be subject to:

- The CCPA, which took effect in 2020, created new data privacy obligations for covered businesses and provided new privacy rights to California residents, including the right to opt out of certain disclosures of their personal information and receive detailed information about how their personal information.
- Following California's lead, over a third of other U.S. states have enacted privacy laws in recent years. In addition, various comprehensive federal privacy bills have been proposed in Congress from time to time.

As a result of our presence in the E.U. and the U.K., we are also subject to the GDPR, which governs the collection, use, disclosure, transfer or other processing of personal data of natural persons in the EEA and U.K., and it applies extra-territorially and imposes onerous requirements on controllers and processors of personal data. A breach of the GDPR could result in fines, penalties, regulatory investigations, reputational damage, orders to cease or change our processing of our data, enforcement notices, and/or assessment notices for a compulsory audit.

Such penalties include potential fines for noncompliance of up to €20 million (£17.5 million in the U.K.) or 4% of a company's global turnover, whichever is greater. In addition to the foregoing, a breach of the GDPR could result in regulatory investigations, reputational damage, orders to cease or change our processing of our data, enforcement notices, and/or assessment notices (for a compulsory audit). We may also face civil claims including representative actions and other class action type litigation (where individuals have suffered harm), potentially amounting to significant compensation or damages liabilities, as well as associated costs, diversion of internal resources, and reputational harm.

The GDPR prohibits, among other things, personal data from being transferred outside of the EEA or the U.K. to any jurisdictions (Third Countries, including the U.S.) that have not been deemed adequate by regulators in the E.U. or U.K., unless steps are taken to legitimize those data transfers. Switzerland follows similar legal practices. We currently rely on the use of Standard Contractual Clauses (SCCs) and our certification under the E.U.-U.S. Data Privacy Framework (DPF), the U.S.-U.K. DPF and the Swiss U.S. DPF for the transfer of personal data from the E.U. or the U.K. to Third Countries. However these transfer mechanisms could be subject to further legal challenge which could cause the legal requirements for personal data transfers from these countries to the U.S. to become uncertain once again. If we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, adversely affecting our financial results, and possibly making it necessary to establish systems in the EEA, Switzerland, the U.K. and other jurisdiction to maintain personal data originating from those jurisdictions that adds expenses and may create distractions from our other business pursuits.

As supervisory authorities continue to issue further guidance on personal data transfers, we could suffer additional costs, complaints, or regulatory investigations or fines. Loss, retention or misuse of certain information and alleged violations of laws and regulations relating to privacy and data security, and any relevant claims, may expose us to potential liability and may require us to expend significant resources on data security and in responding to and defending such allegations and claims.

Moreover, we are also subject to evolving E.U. and U.K. privacy laws on cookies and electronic marketing. Regulation of cookies and similar technologies, and any decline of cookies or similar online tracking technologies as a means to identify and potentially target users, may lead to broader restrictions and impairments on our marketing and personalization activities and may negatively impact our efforts to understand and acquire new users. Similar concerns around the regulation of cookies and similar technologies may happen under the CCPA regime in California and other current and soon-to-be enacted U.S. state privacy laws.

Further, we depend on a number of third parties in relation to the operation of our business, many of which process personal data on our behalf or as our sub-processor. To the extent required by applicable law, we attempt to mitigate the associated risks of using third parties by performing security assessments and detailed due diligence, entering into contractual arrangements to ensure that providers only process personal data according to our

instructions or comparable instructions to the instructions of our customer (as applicable), and that they have sufficient technical and organizational security measures in place. There is no assurance that these contractual measures and our own privacy and security-related safeguards will protect us from the risks associated with the third-party processing, disclosure, storage and transmission of such information. Any violation of privacy, data protection, data or cybersecurity laws by our third-party processors could have a material adverse effect on our business and result in the fines and penalties under the GDPR or other applicable laws.

Any failure or perceived failure by us, even if unfounded, to comply with applicable privacy and data security laws and regulations, our privacy policies, or our privacy-related obligations to customers, users or other third parties, or any compromise of security that results in the unauthorized release or transfer of personal data or other customer data, may result in government enforcement actions, fines, penalties, litigation, or public statements against us by consumer advocacy groups or others and could cause our users to lose trust in us, which would have an adverse effect on our reputation and business. For example, in 2017, we reached a consent agreement with the Federal Trade Commission (FTC), to resolve an investigation relating to certain disclosures in our privacy policy. The consent agreement requires us, among other things, to provide information to the FTC about our compliance with the FTC order and about representations made in our marketing materials. We may be subject to future investigations and legal proceedings by the FTC or other regulators. As such, it is possible that a regulatory inquiry might result in changes to our policies or business practices. Violation of existing or future regulatory orders or consent decrees could subject us to substantial monetary fines and other penalties that could negatively affect our operating results and financial condition. In addition, it is possible that future orders issued by, or enforcement actions initiated by, regulatory authorities could cause us to incur substantial costs or require us to change our business practices in a manner materially adverse to our business.

Complying with laws and regulations related to privacy and data protection could result in additional costs and liabilities to us.

We are subject to various state, national, and international laws, regulations, and industry standards that apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data and other information, which often change in scope, are subject to differing interpretations, and may be inconsistent across countries or conflict with other rules. Complying with these various laws and regulations could cause us to incur substantial costs or require us to change our business practices, systems, and compliance procedures in a manner adverse to our business.

The myriad of international and U.S. privacy and data breach laws are not consistent, and compliance in the event of a widespread data breach is difficult and may be costly. In many jurisdictions, enforcement actions and consequences for noncompliance are also rising. In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that either legally or contractually apply to us.

Further, some countries (including some outside the EEA) also considering or have passed legislation requiring local storage and processing of data, or similar requirements, which could increase the cost and complexity of delivering our products and services if we were to operate in those countries. If we are required to implement additional measures to transfer data from the EEA, this could increase our compliance costs, and could adversely affect our business, financial condition and results of operations.

In recent years, some regulators have proposed or introduced cybersecurity licensing requirements or certification regimes for specific sectors, such as critical infrastructure. These may impose new requirements on us or our current or prospective customers including, but not limited to, data processing locations, breach notification, and security standards. For instance, under DORA, which came into force in January 2025, our E.U. financial entity clients for whom we are a third-party provider of critical information and communication technology (ICT) services will require us to contract with and manage our relationships with them (and, where applicable, our relationships with critical third-party technology vendors in our own supply chain) in accordance with the requirements of DORA. Such requirements may cause us to incur significant organizational costs and increase barriers of entry into new markets. Our failure to comply with applicable laws, directives, and regulations may result in enforcement action against us, including fines, and damage to our reputation, any of which may have an adverse effect on our business and operating results.

Any significant change to applicable laws, regulations or industry practices regarding the use or disclosure of our customers' data, or regarding the manner in which the express or implied consent of customers for the use and disclosure of such data is obtained – or in how these applicable laws, regulations or industry practices are interpreted and enforced by state, federal and international privacy regulators – could require us to modify our services and features, possibly in a material manner, may subject us to regulatory enforcement actions and fines, and may limit our ability to develop new products, services and features that make use of the data that our customers voluntarily share with us.

Moreover, while we strive to publish and prominently display privacy policies that are accurate, comprehensive, and compliant with applicable laws, rules regulations and industry standards, we cannot ensure that our privacy policies and other statements regarding our practices will be sufficient to protect us from claims, proceedings, liability or adverse publicity relating to data privacy and security. If our public statements about our use, collection, disclosure and other processing of personal data, whether made through our privacy policies, information provided on our website, press statements or otherwise, are alleged to be deceptive, unfair or misrepresentative of our actual practices, we may be subject to potential government or legal investigation or action, including by the FTC or applicable state attorneys general.

Our compliance efforts are further complicated by the fact that data privacy and security laws, rules, regulations and standards around the world are rapidly evolving, may be subject to uncertain or inconsistent interpretations and enforcement, and may conflict among various jurisdictions. Any failure or perceived failure by us to comply with our privacy policies, or applicable data privacy and security laws, rules, regulations, standards, certifications or contractual obligations, or any compromise of security that results in unauthorized access to, or unauthorized loss, destruction, use, modification, acquisition, disclosure, release or transfer of personal data, may result in requirements to modify or cease certain operations or practices, the expenditure of substantial costs, time and other resources, proceedings or actions against us, legal liability, government investigations, enforcement actions, claims, fines, judgments, awards, penalties, sanctions, and costly litigation (including class actions). Any of the foregoing could result in significant operational and compliance costs, harm our reputation, distract our management and technical personnel, adversely affect the demand for our products and services, and ultimately result in the imposition of liability, any of which could have a material adverse effect on our business, operating results, and financial condition.

We are currently in, and may in the future, become involved in litigation that may adversely affect us.

From time to time, we are subject to claims, suits and other proceedings. For example, we are currently the subject of securities litigation and commercial litigation. For additional information regarding these litigation matters, see the section titled "Legal Proceedings." Regardless of the outcome, legal proceedings can have an adverse impact on us because of legal costs and diversion of management's attention and resources, and could cause us to incur significant expenses or liability, adversely affect our brand recognition or require us to change our business practices. The expense of litigation and the timing of this expense from period to period are difficult to estimate, subject to change and could adversely affect our business, operating results, and financial condition. It is possible that a resolution of one or more such proceedings could result in substantial damages, settlement costs, fines and penalties that would adversely affect our business, consolidated financial condition, operating results or cash flows in a particular period. These proceedings could also result in reputational harm, sanctions, consent decrees or orders requiring a change in our business practices. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we have meritorious claims or defenses, by agreeing to settlement agreements. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, operating results, financial condition, and prospects. Any of these consequences could adversely affect our business, operating results, and financial condition.

Risks Related to Financial and Accounting Matters

The requirements of being a public company, including maintaining adequate internal control over our financial and management systems, result in significant costs and may strain our resources, divert management's attention, and affect our ability to attract and retain executive management and qualified board members.

As a public company we incur and expect to continue to incur significant legal, accounting, and other expenses. We are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations of the applicable listing standards of the New York Stock Exchange (NYSE). We expect that the requirements of these rules and regulations will continue to increase our legal, accounting, and financial compliance costs, make some activities more difficult, time-consuming, and costly, and place significant strain on our personnel, systems, and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls, internal control over financial reporting and other procedures that are designed to ensure information required to be disclosed by us in our condensed consolidated financial statements and in the reports that we will file with the SEC is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers.

Our current controls and any new controls we develop may become inadequate due to changes in conditions in our business. Additionally, to the extent we acquire other businesses, the acquired companies may not have sufficiently robust systems of internal controls and we may uncover new deficiencies. Further, weaknesses in our internal controls may be discovered in the future. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm our operating results, may result in a restatement of our condensed consolidated financial statements for prior periods, cause us to fail to meet our reporting obligations, and could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the market price of our Class A common stock. Our management is also required, pursuant to Section 404 of the Sarbanes-Oxley Act, to certify financial and other information in our quarterly and annual reports and provide an annual report on the effectiveness of our internal control over financial reporting.

In addition, we are subject to evolving laws, regulations, policies, and international accords relating to matters beyond our core products and services, including, but not limited to, environmental sustainability, climate change, human capital, and employment matters. In particular, we face challenges inherent in effectively and efficiently managing a workforce across a large number of jurisdictions, many of which have differing labor law requirements, including the need to implement appropriate systems, policies, benefits, and compliance programs. Compliance with such laws, regulations, and policies may require significant investment and expense. Further, if we fail to implement the necessary programs, frameworks and principles for compliance, our reputation, business, and financial condition may be adversely affected.

We have incurred significant costs with respect to our directors' and officers' insurance coverage. In the future, it may be more expensive or more difficult for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors would also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee and compensation committee, and qualified executive officers.

Being a public company requires significant resources and management oversight. As a result, management's attention may be diverted from other business concerns, which could harm our business, operating results, and financial condition.

We cannot guarantee that our share repurchase program will be fully consummated or that it will enhance long-term stockholder value. Share repurchases could also increase the volatility of the trading price of our stock and diminish our cash reserves.

On May 22, 2025, our board of directors authorized the 2025 Share Repurchase Program pursuant to which we may repurchase up to \$200.0 million of our outstanding shares of our Class A common stock. Although our board of directors has authorized this program, the 2025 Share Repurchase Program does not obligate us to repurchase any specific dollar amount or to acquire any specific number of shares of our Class A common stock. The actual timing and amount of repurchases remain subject to a variety of factors, including stock price, trading volume, market conditions and other general business considerations, all of which may be negatively impacted by macroeconomic conditions and factors, including rising interest rates and inflation. The 2025 Share Repurchase Program may be modified, suspended, or terminated at any time, and we cannot guarantee that the 2025 Share Repurchase Program will be fully consummated or that it will enhance long-term stockholder value. The program could affect the trading price of our Class A common stock, increase volatility and diminish our cash and cash equivalents and marketable securities, and any announcement of a termination of this program may result in a decrease in the trading price of our stock.

We could be subject to additional tax liabilities and United States federal and global income tax reform could adversely affect us.

We are subject to U.S. federal, state, and sales taxes in the U.S. and foreign income taxes, withholding taxes and transaction taxes in numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and our worldwide provision for income taxes. During the ordinary course of business, there are many activities and transactions for which the determination of our ultimate tax liabilities is uncertain. In addition, our future income tax obligations could be adversely affected by changes in, or interpretations of, tax laws in the U.S. or in other jurisdictions in which we operate.

For example, the United States tax law legislation, commonly referred to as the Tax Cuts and Jobs Act of 2017 significantly reformed the Internal Revenue Code of 1986, as amended (the Internal Revenue Code), reducing U.S. federal tax rates, making sweeping changes to rules governing international business operations, and imposing significant additional limitations on tax benefits, including the deductibility of interest and the use of net operating loss carryforwards. On August 16, 2022, President Biden signed the Inflation Reduction Act of 2022 (IRA) into law. The IRA contains certain tax measures, including a corporate alternative minimum tax of 15% on some large corporations and an excise tax of 1% on certain corporate stock buy-backs taking place after December 31, 2022.

Further, for our 2022 to 2024 tax years, the Tax Cuts and Jobs Act of 2017 required research and experimental (R&E) expenditures to be capitalized and amortized ratably over a five-year period for domestic expenditures. Any such expenditures attributable to research conducted outside the United States were required to be capitalized and amortized over a 15-year period. On July 4, 2025, President Trump signed the One Big Beautiful Bill Act (the OBBBA), restoring immediate deductibility of domestic R&E expenditures beginning with our 2025 tax year, while foreign R&E expenditures will continue to be capitalized and amortized over a 15-year period. The OBBBA introduced other provisions, such as the permanent extension and modification of certain provisions of the Tax Cuts and Jobs Act of 2017, changes to bonus depreciation rules, and adjustments to interest expense limitations. We are currently evaluating the impact of the OBBBA, but we do not expect it to have a material effect on our condensed consolidated financial statements.

In addition, the Organization for Economic Cooperation and Development (OECD) Inclusive Framework of 137 jurisdictions have joined a two-pillar plan to reform international taxation rules. The first pillar is focused on the allocation of taxing rights between countries for in-scope multinational enterprises that sell goods and services into countries with little or no local physical presence and is intended to apply to multinational enterprises with global turnover above €20 billion. The second pillar is focused on developing a global minimum tax rate of at least 15% applicable to in-scope multinational enterprises and is intended to apply to multinational enterprises with annual consolidated group revenue in excess of €750 million. The rules were effective for us beginning in fiscal 2025. Numerous countries have enacted or substantially enacted legislation to implement these rules. While Pillar Two did

not have an impact on our tax provision or effective tax rate in fiscal 2025, we continue to monitor Pillar Two and other evolving tax legislation in the jurisdictions in which we operate.

Due to the large and expanding scale of our international business activities, these types of changes to the taxation of our activities could impact the tax treatment of our foreign earnings, increase our worldwide effective tax rate, increase the amount of taxes imposed on our business, and harm our financial position. Such changes may also apply retroactively to our historical operations and result in taxes greater than the amounts estimated and recorded in our financial statements.

Our ability to use our net operating loss carryforwards and certain other tax attributes may be limited.

As of January 31, 2025, we had aggregate U.S. federal and state net operating loss carryforwards of \$772.4 million and \$447.9 million, respectively, which may be available to offset future taxable income for U.S. income tax purposes. If not utilized, the federal net operating loss carryforwards will begin to expire in 2031, and the state net operating loss carryforwards will begin to expire in 2027. In addition, as of January 31, 2025, we had federal research and development credit carryforwards of \$9.9 million, which will begin to expire in 2037, and state research and development credit carryforwards of \$4.3 million, which do not expire. We also had foreign net operating loss carryforwards of \$93.3 million, as of January 31, 2025, which do not expire. Realization of these net operating loss and research and development credit carryforwards depends on future income, and there is a risk that certain of our existing carryforwards could expire unused and be unavailable to offset future income tax liabilities, which could adversely affect our operating results and financial condition.

In addition, under Sections 382 and 383 of the Internal Revenue Code, if a corporation undergoes an “ownership change,” generally defined as a greater than 50% change (by value) in ownership by “5% shareholders” over a rolling three-year period, the corporation’s ability to use its pre-change net operating loss carryovers and other pre-change tax attributes, such as research and development credits, to offset its post-change income or taxes may be limited. Similar rules apply under U.S. state tax laws. We have, and may in the future, experience ownership changes as a result of shifts in our stock ownership. As a result, if we earn net taxable income, our ability to use our pre-change U.S. net operating loss carryforwards to offset U.S. federal taxable income may be subject to limitations, which could potentially result in increased future tax liability to us.

We could be required to collect additional sales, use, value added, digital services, or other similar taxes or be subject to other liabilities with respect to past or future sales, that may increase the costs our customers would have to pay for our solutions and adversely affect our business, operating results, and financial condition.

We do not collect sales and use, value added, or similar taxes in all jurisdictions in which we have sales because we have been advised that such taxes are not applicable to our services in certain jurisdictions. Sales and use, value added, and similar tax laws and rates vary greatly by jurisdiction. Certain jurisdictions in which we do not collect such taxes may seek to impose incremental or new sales, use, value added, digital services, or assert other tax collection obligations on us that such taxes are applicable, which could result in tax assessments, penalties and interest, to us or our customers for the past amounts. We may be required to collect such taxes in the future. If we are unsuccessful in collecting such taxes from our customers, we could be held liable for such costs, which may adversely affect our results of operations.

Further, an increasing number of U.S. states have considered or adopted laws that attempt to impose tax collection obligations on out-of-state companies. A successful assertion by one or more U.S. states requiring us to collect taxes where we presently do not do so, or to collect more taxes in a jurisdiction in which we currently do collect some taxes, could result in substantial liabilities, including taxes on past sales, as well as interest and penalties. Furthermore, certain jurisdictions, such as the U.K., France and Canada, have enacted a digital services tax, which is generally a tax on gross revenue generated from users or customers located in those jurisdictions, and other jurisdictions are considering enacting similar laws. A successful assertion by a U.S. state or local government, or other country or jurisdiction that we should have been or should be collecting additional sales, use, value added, digital services or other similar taxes could, among other things, result in substantial tax payments, create significant administrative burdens for us, discourage potential customers from subscribing to our platform due to the incremental cost of any such sales or other related taxes, or otherwise harm our business.

Our corporate structure and intercompany arrangements are subject to the tax laws of various jurisdictions, and we could be obligated to pay additional taxes, which would harm our operating results and financial condition.

We are expanding our international operations and staff to support our business and growth in international markets. We generally conduct our international operations through wholly-owned subsidiaries and are or may be required to report our taxable income in various jurisdictions worldwide based upon our business operations in those jurisdictions. Our corporate structure and associated transfer pricing policies contemplate future growth in international markets, and consider the functions, risks, and assets of the various entities involved in intercompany transactions. Furthermore, increases in tax rates, new or revised tax laws, and new interpretations of existing tax laws and policies by taxing authorities and courts in various jurisdictions, could result in an increase in our overall tax obligations which could adversely affect our business. Our intercompany relationships and intercompany transactions are subject to complex transfer pricing rules administered by taxing authorities in various jurisdictions in which we operate with potentially divergent tax laws. The amount of taxes we pay in different jurisdictions will depend on the application of the tax laws of the various jurisdictions, including the U.S., to our intercompany transactions, international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies by taxing authorities and courts in various jurisdictions, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements.

It is not uncommon for tax authorities in different countries to have conflicting views, for instance, with respect to, among other things, the manner in which the arm's length standard is applied for transfer pricing purposes, the transfer pricing and charges for intercompany services and other intercompany transactions, or with respect to the valuation of our intellectual property for tax purposes and the manner in which our intellectual property is owned and utilized within our group. Since 2022, we have been negotiating a bilateral APA with the U.S. and the Israeli governments, covering various transfer pricing matters for intercompany transactions relating to the intergroup ownership and utilization of our intellectual property among our group enterprises and the provision of intergroup services. An APA, if obtained and implemented, will provide us with greater certainty regarding our tax obligations in respect of our U.S. and Israeli intercompany transactions, transfer pricing and charges, and a more predictable future business operating model, and will preclude the relevant tax authorities from making certain transfer pricing adjustments within the scope of these agreements. While we still continue to vigorously defend our tax position, during the six months ended July 31, 2025, in the context of the APA negotiations, we discussed a framework for a final settlement and resolution of this matter. As a result of such discussions, we reassessed our uncertain tax position related to the APA matter, and based on this reassessment, we recorded tax expense of \$136.0 million in the six months ended July 31, 2025. However, no agreements between us and the IRS and ITA authorities have been reached at this time. If we agree to an APA or other negotiated settlement, we may, as part of that agreement, be required to make significant payments to the Israeli government. We currently expect that any payments pursuant to an APA (if an APA is concluded) would be made over a number of years and subject to other terms and conditions. Alternatively, if we are unable to agree upon an APA, the ITA may initiate an audit of our intercompany agreements and transactions, which may result in a potential tax assessment. While we continue to vigorously defend our tax position, any fines, penalties, settlement or adverse judgment relating to such matter may have a material and adverse impact on our business, operating results, financial conditions and cash flows and the unrecognized tax benefit recorded during the six months ended July 31, 2025 could increase or decrease based on further developments relating to this matter. For more information, see Note 9, Income Taxes to our unaudited condensed consolidated financial statements.

In addition, if taxing authorities in any of the jurisdictions in which we conduct our international operations were to successfully challenge our transfer pricing, we could be required to reallocate part or all of our income to reflect transfer pricing adjustments, which could result in an increased tax liability to us. In such circumstances, if the country from where the income was reallocated did not agree to the reallocation, we could become subject to tax on the same income in both countries, resulting in double taxation. Furthermore, the relevant taxing authorities may disagree with our determinations as to the income and expenses attributable to specific jurisdictions. We believe that our tax and financial accounting positions are reasonable and our tax reserves are adequate to cover any potential liability. We believe that our assumptions, judgements, and estimates are reasonable and that our transfer pricing for these intercompany transactions are on arm's-length terms. However, the relevant tax authorities may disagree with our tax positions, including any assumptions, judgements, valuations or estimates used for these transfer pricing

matters and intercompany transactions. If any of these tax authorities determine that our transfer pricing for these intercompany transactions do not meet arm's-length criteria, and were successful in challenging our positions, we could be required to pay additional taxes, interest, indexation charges and/or penalties related thereto, which could be in excess of any reserves established therefore, and which could result in higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our financial statements could fail to reflect adequate reserves to cover such a contingency.

We may be audited in various jurisdictions, including in jurisdictions in which we are not currently filing, and such jurisdictions may assess new or additional taxes, sales taxes and value added taxes against us. Although we believe our tax estimates are reasonable, the final determination of any tax audits or litigation could be materially different from our historical tax provisions and accruals, which could have an adverse effect on our operating results or cash flows in the period or periods for which a determination is made.

If our estimates or judgments relating to our critical accounting policies prove to be incorrect or financial reporting standards or interpretations change, our operating results could be adversely affected.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in our condensed consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, as discussed in the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." The results of these estimates form the basis for making judgments about the carrying values of assets, liabilities and equity, and the amount of revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our condensed consolidated financial statements include but are not limited to those related to stock-based compensation, the period of benefit for deferred contract acquisition costs, useful lives of long-lived assets and intangibles, the valuation of intangibles acquired as part of a business combination, and accounting for income taxes. Our operating results may be adversely affected if our assumptions change or if actual circumstances differ from those in our assumptions, which could cause our operating results to fall below the expectations of industry or financial analysts and investors, resulting in a potential decline in the market price of our Class A common stock.

Additionally, we regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and drafts thereof that are relevant to us. As a result of new standards, changes to existing standards and changes in their interpretation, we might be required to change our accounting policies, alter our operational policies and implement new or enhance existing systems so that they reflect new or amended financial reporting standards, or we may be required to restate our published financial statements. Such changes to existing standards or changes in their interpretation may have an adverse effect on our reputation, business, financial condition and profit, or cause an adverse deviation from our revenue and operating profit target, which may adversely affect our financial results.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our business, operating results, and financial condition.

Our sales contracts are denominated in U.S. dollars, and therefore our revenue is not subject to foreign currency risk. However, the strengthening of the U.S. dollar increases the real cost of our platform to our customers outside of the U.S., which could lead to delays in the purchase of our platform and the lengthening of our sales cycle. If the U.S. dollar strengthens, this could adversely affect our operating results and financial condition. In addition, increased international sales in the future, including through continued international expansion, our channel partners and other partnerships, could result in foreign currency denominated sales, which would increase our foreign currency risk. Conversely, if the U.S. dollar weakens relative to the foreign currencies in the jurisdictions in which we have operations, our cost of revenue and operating expenses will increase, which would have an adverse impact on our operating results.

Our operating expenses incurred outside the U.S. and denominated in foreign currencies are increasing and are subject to fluctuations due to changes in foreign currency exchange rates. These expenses are denominated in foreign currencies and are subject to fluctuations due to changes in foreign currency exchange rates. We do not currently

hedge against the risks associated with currency fluctuations but may do so, or use other derivative instruments, in the future.

We may require additional capital to fund our business and support our growth, and any inability to generate or obtain such capital may adversely affect our operating results and financial condition.

In order to support our growth and respond to business challenges, such as developing new features or enhancements to our platform to stay competitive, acquiring new technologies, and improving our infrastructure, we have made significant financial investments in our business and we intend to continue to make such investments. As a result, we may need to engage in additional equity or debt financings to provide the funds required for these investments and other business endeavors. If we raise additional funds through equity or convertible debt issuances, our existing stockholders may suffer significant dilution and these securities could have rights, preferences, and privileges that are superior to those of holders of our Class A common stock. We expect that our existing cash, cash equivalents and investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next 12 months. If we obtain additional funds through debt financing, we may not be able to obtain such financing on terms favorable to us. Further, the current global macroeconomic environment may make it more difficult to raise additional capital on favorable terms, if at all. Such terms may involve restrictive covenants making it difficult to engage in capital raising activities and pursue business opportunities, including potential acquisitions. The trading prices of technology companies have been highly volatile due to factors such as regional geopolitical conflicts, inflation, interest rate fluctuations, changes in U.S. federal spending, significant political or regulatory developments, including changes in trade policy, actual or perceived instability in the banking system, and broader market downturns. This volatility may reduce our ability to access capital on favorable terms or at all. In addition, a recession, depression, or other sustained adverse market event could negatively affect our business and the value of our Class A 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 support our business growth and to respond to business challenges could be significantly impaired and our business may be adversely affected, requiring us to delay, reduce, or eliminate some or all of our operations.

Risks Related to Ownership of Our Class A Common Stock

The market price of our Class A common stock may be volatile, and you could lose all or part of your investment.

Our Class A common stock price is likely to continue to be volatile and could be subject to wide fluctuations. The market price of our Class A common stock depends on a number of factors, including those described in this “Risk Factors” section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our Class A common stock. Factors that could cause fluctuations in the market price of our Class A common stock include the following:

- actual or anticipated changes or fluctuations in our operating results;
- the financial projections we may provide to the public, any changes in these projections or our failure to meet these projections;
- announcements by us or our competitors of new products or new or terminated significant contracts, commercial relationships, acquisitions or capital commitments;
- rumors and market speculation involving us or other companies in our industry;
- the overall performance of the stock market or technology companies;
- the number of shares of our Class A common stock publicly owned and available for trading;
- repurchases by us of any of our outstanding shares of Class A common stock, including under our 2025 Share Repurchase Program, on unfavorable terms or at all;
- failure of industry or financial analysts to maintain coverage of us, changes in financial estimates by any analysts who follow our company, or our failure to meet these estimates or the expectations of investors;

- litigation or other proceedings involving us, our industry or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property rights or our solutions, or third-party proprietary rights;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- any major changes in our management or our board of directors;
- the global political, economic and macroeconomic climate, including but not limited to, the changes in U.S. federal spending, significant political or regulatory developments including changes in trade policy, actual or perceived instability in the banking industry, labor shortages, supply chain disruptions, potential recession, inflation, and fluctuating interest rates;
- other events or factors, including those resulting from war, armed conflict, regional geopolitical conflicts around the world, incidents of terrorism or responses to these events; and
- cybersecurity incidents.

In addition, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies, particularly during the current period of global macroeconomic uncertainty, including inflation, fluctuating interest rates, significant political or regulatory developments including changes in trade policy, labor shortages and fluctuations in international currency rates, as well as the impacts of regional geopolitical conflicts around the world. These economic, political, regulatory and market conditions have and may continue to negatively impact the market price of our Class A common stock, regardless of our actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market prices of a particular company's securities, securities class action litigation has often been instituted against that company. Securities litigation, if instituted against us, could result in substantial costs and divert our management's attention and resources from our business. This could have an adverse effect on our business, operating results, and financial condition.

Sales of substantial amounts of our Class A common stock in the public markets, or the perception that they might occur, could cause the market price of our Class A common stock to decline.

Sales of a substantial number of shares of our Class A common stock into the public market, including shares of Class A common stock held by our existing stockholders that have been converted from shares of Class B common stock, and particularly sales by our directors, executive officers, and principal stockholders, or the perception that these sales might occur, could cause the market price of our Class A common stock to decline.

In addition, pursuant to our amended and restated investors' rights agreement, dated October 28, 2020, certain stockholders have the right, subject to certain conditions, to require us to file a registration statement for the public resale of such capital stock or to include such shares in registration statements that we may file for us or other stockholders. Any registration statement we file to register additional shares, whether as a result of registration rights or otherwise, could cause the market price of our Class A common stock to decline or be volatile.

We may also issue our shares of our capital stock or securities convertible into shares of our capital stock from time to time in connection with a financing, an acquisition, an investment, or otherwise. Any such issuance could result in substantial dilution to our existing stockholders and cause the market price of our Class A common stock to decline.

The dual class structure of our common stock has the effect of concentrating voting control with the holders of our Class B common stock who held, in the aggregate, approximately 47% of the voting power of our capital stock as of July 31, 2025, which will limit or preclude your ability to influence corporate matters, including the election of directors and the approval of any change of control transaction.

Our Class B common stock has 20 votes per share, and our Class A common stock has one vote per share. As of July 31, 2025, the holders of our outstanding Class B common stock hold approximately 47% of the voting power of our outstanding capital stock. Because of the twenty-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively are expected to continue to control a majority of the combined voting power of our common stock and therefore will be able to control all matters submitted to our stockholders for approval until the earlier of (i) the date specified by a vote of the holders of 66 2/3% of the then outstanding shares of Class B common stock, (ii) seven years from the date of our prospectus filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act (the Final Prospectus), or June 29, 2028, (iii) the first date following the completion of our IPO on which the number of shares of outstanding Class B common stock (including shares of Class B common stock subject to outstanding stock options) held by Tomer Weingarten, including certain permitted entities that Mr. Weingarten controls, is less than 25% of the number of shares of outstanding Class B common stock (including shares of Class B common stock subject to outstanding stock options) that Mr. Weingarten originally held as of the date of our Final Prospectus, (iv) the date fixed by our board of directors, following the first date following the completion of our IPO when Mr. Weingarten is no longer providing services to us as an officer, employee, consultant or member of our board of directors, (v) the date fixed by our board of directors following the date on which, if applicable, Mr. Weingarten is terminated for cause, as defined in our restated certificate of incorporation, and (vi) the date that is 12 months after the death or disability, as defined in our restated certificate of incorporation, of Mr. Weingarten. This concentrated control will limit or preclude your ability to influence corporate matters for the foreseeable future, including the election of directors, amendments of our organizational documents, and any merger, consolidation, sale of all or substantially all of our assets, or other major corporate transaction requiring stockholder approval. In addition, this may prevent or discourage unsolicited acquisition proposals or offers for our capital stock that you may feel are in your best interest as one of our stockholders.

Future transfers by holders of our Class B common stock will generally result in those shares converting to Class A common stock, subject to limited exceptions, such as certain transfers effected for estate planning purposes. The conversion of Class B common stock to Class A common stock will have the effect, over time, of increasing the relative voting power of those holders of our Class B common stock who retain their shares in the long term.

The dual class structure of our common stock may adversely affect the trading market for our Class A common stock.

We cannot predict whether our dual class structure will, over time, result in a lower or more volatile market price of our Class A common stock, adverse publicity, or other adverse consequences. Certain stock index providers exclude or limit the ability of multi-class share structures from being added to certain indices. In addition, several stockholder advisory firms and large institutional investors oppose the use of multiple class structures. As a result, the dual class structure of our common stock may make us ineligible for inclusion in certain indices and may discourage such indices from selecting us for inclusion, notwithstanding our automatic termination provision, may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause us to change our capital structure, and may result in large institutional investors not purchasing shares of our Class A common stock. Any exclusion from certain stock indices could result in less demand for our Class A common stock. Any actions or publications by stockholder advisory firms or institutional investors critical of our corporate governance practices or capital structure could also adversely affect the value of our Class A common stock.

General Risk Factors

We may be adversely affected by natural disasters, pandemics, and other catastrophic events, and by man-made problems such as war and regional geopolitical conflicts around the world, that could disrupt our business operations, and our business continuity and disaster recovery plans may not adequately protect us from a serious disaster.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce, and the global economy, and thus could have an adverse effect on us. Our business operations are also subject to interruption by fire, power shortages, flooding, and other events beyond our control. In addition, our global operations expose us to risks associated with public health crises, such as pandemics and epidemics, which could harm our business and cause our operating results to suffer. Further, acts of war, armed conflict, terrorism and other geopolitical unrest, such as the conflicts in the Middle East and Ukraine, and tensions between China and Taiwan, could cause disruptions in our business or the businesses of our partners or the economy as a whole. We maintain an office in Tel Aviv, Israel and had approximately 11% of our personnel in Israel as of July 31, 2025. We are closely monitoring the unfolding events of the armed conflict in Israel. While this conflict is still evolving, to date, the conflict has not had an adverse impact on our business results of operations and we have implemented continuity measures to address the safety of our employees and continue our operations in the event of reduced employee availability in the conflict region. However, if our continuity measures fail or the conflict continues to worsen or intensify, any business interruptions or spillover effects could adversely affect our business and operations.

In the event of a natural disaster, including a major earthquake, blizzard, or hurricane, or a catastrophic event such as a fire, power loss, cyberattack, or telecommunications failure, we may be unable to continue our operations and may endure system interruptions, reputational harm, delays in development of our platform, lengthy interruptions in service, breaches of data security, and loss of critical data, all of which could have an adverse effect on our future operating results. Climate change could result in an increase in the frequency or severity of such natural disasters. Moreover, any of our office locations may be vulnerable to the adverse effects of climate change. For example, our corporate office is located in California, a state that frequently experiences earthquakes, wildfires and resultant air quality impacts and power shutoffs associated with wildfire prevention, heatwaves, and droughts. These events can, in turn, have impacts on inflation risk, food security, water security and on our employees' health and well-being. Additionally, all the aforementioned risks will be further increased if we do not implement an effective disaster recovery plan or if our partners' disaster recovery plans prove to be inadequate.

Investors' expectations of our performance relating to corporate sustainability may impose additional costs and expose us to new risks.

There is an increasing focus from certain regulators, investors, employees, users and other stakeholders concerning corporate sustainability both in the U.S. and internationally. Some investors may use these non-financial performance factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies and actions relating to corporate responsibility are inadequate. We may face reputational damage in the event that we do not meet the sustainability standards set by various constituencies.

Further, corporate sustainability initiatives, goals or commitments could be difficult to achieve or costly to implement. If our competitors' corporate social responsibility performance is perceived to be better than ours, potential or current investors may elect to invest with our competitors instead. Moreover, California has adopted two new climate-related bills, which require companies doing business in California that meet certain revenue thresholds to publicly disclose certain greenhouse gas emissions data and climate-related financial risk reports, and compliance with such requirements could require significant effort and resources. Our business may face increased scrutiny related to these activities and our related disclosures, including from the investment community, and our failure to achieve progress or manage the dynamic public sentiment and legal landscape in these areas on a timely basis, or at all, could adversely affect our reputation, business, and financial performance.

If industry or financial analysts do not publish research or reports about our business, or if they issue inaccurate or unfavorable research regarding our Class A common stock, our stock price and trading volume could decline.

The trading market for our Class A common stock may be influenced by the research and reports that industry or financial analysts publish about us, our business, our market and our competitors. We do not control these analysts or the content and opinions included in their reports. If any of the analysts who cover us issues an inaccurate or unfavorable opinion regarding our stock price, our stock price could potentially decline. If our financial results fail to meet, or exceed, our announced guidance or the expectations of analysts or public investors, analysts could downgrade our Class A common stock or publish unfavorable research about us.

We are currently subject to and can in the future be subject to securities class action litigation.

Securities class action litigation can be instituted against companies following periods of volatility in the market price of a company's securities. We are currently subject to securities litigation as further described in the section titled "Legal Proceedings." This type of litigation can result in substantial costs and a diversion of management's attention and resources, which could adversely affect our business, operating results, or financial condition. Additionally, the dramatic increase in the cost of directors' and officers' liability insurance may make it more expensive for us to obtain directors' and officers' liability insurance in the future and may require us to opt for lower overall policy limits and coverage or to forgo insurance that we may otherwise rely on to cover significant defense costs, settlements, and damages awarded to plaintiffs, or incur substantially higher costs to maintain the same or similar coverage. These factors could make it more difficult for us to attract and retain qualified executive officers and members of our board of directors.

We do not intend to pay dividends in the foreseeable future. As a result, your ability to achieve a return on your investment will depend on appreciation in the price of our Class A common stock.

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation of our business and other corporate purposes, which may include share repurchases, and do not anticipate paying any dividends in the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Provisions in our charter documents and under Delaware law could make an acquisition of us, which may be beneficial to our stockholders, more difficult and may limit attempts by our stockholders to replace or remove our current management.

Provisions in our restated certificate of incorporation and amended and restated bylaws may have the effect of delaying or preventing a merger, acquisition or other change of control of the company that the stockholders may consider favorable. In addition, because our board of directors is responsible for appointing the members of our management team, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors. Among other things, our restated certificate of incorporation and amended and restated bylaws include provisions that:

- provide that our board of directors is classified into three classes of directors with staggered three-year terms;
- permit our board of directors to establish the number of directors and fill any vacancies and newly created directorships;
- require super-majority voting to amend some provisions in our restated certificate of incorporation and amended and restated bylaws;
- authorize the issuance of "blank check" preferred stock that our board of directors could use to implement a stockholder rights plan;

- provide that only our chief executive officer or a majority of our board of directors will be authorized to call a special meeting of stockholders;
- eliminate the ability of our stockholders to call special meetings of stockholders;
- do not provide for cumulative voting;
- provide that directors may only be removed “for cause” and only with the approval of two-thirds of our stockholders;
- provide for a dual class common stock structure in which holders of our Class B common stock may have the ability to control the outcome of matters requiring stockholder approval, even if they own significantly less than a majority of the outstanding shares of our common stock, including the election of directors and other significant corporate transactions, such as a merger or other sale of our company or its assets;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that our board of directors is expressly authorized to make, alter, or repeal our amended and restated bylaws; and
- establish advance notice requirements for nominations for election to our board of directors or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

Moreover, Section 203 of the Delaware General Corporation Law (DGCL), may discourage, delay, or prevent a change in control of our company. Section 203 imposes certain restrictions on mergers, business combinations, and other transactions between us and holders of 15% or more of our common stock.

Our restated certificate of incorporation contains exclusive forum provisions for certain claims, which may limit our stockholders’ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

Our restated certificate of incorporation provides that the Court of Chancery of the State of Delaware, to the fullest extent permitted by law, will be the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the DGCL, our restated certificate of incorporation, or our amended and restated bylaws, or any action asserting a claim against us that is governed by the internal affairs doctrine.

Moreover, Section 22 of the Securities Act creates concurrent jurisdiction for federal and state courts over all claims brought to enforce any duty or liability created by the Securities Act or the rules and regulations thereunder. Our restated certificate of incorporation provides that the federal district courts of the U.S. will, to the fullest extent permitted by law, be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act (Federal Forum Provision). Our decision to adopt a Federal Forum Provision followed a decision by the Supreme Court of the State of Delaware holding that such provisions are facially valid under Delaware law. While there can be no assurance that federal or state courts will follow the holding of the Delaware Supreme Court or determine that the Federal Forum Provision should be enforced in a particular case, application of the Federal Forum Provision means that suits brought by our stockholders to enforce any duty or liability created by the Securities Act must be brought in federal court and cannot be brought in state court.

Section 27 of the Exchange Act creates exclusive federal jurisdiction over all claims brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. In addition, the Federal Forum Provision applies to suits brought to enforce any duty or liability created by the Exchange Act. Accordingly, actions by our stockholders to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder must be brought in federal court.

Our stockholders will not be deemed to have waived our compliance with the federal securities laws and the regulations promulgated thereunder.

Any person or entity purchasing or otherwise acquiring or holding any interest in any of our securities shall be deemed to have notice of and consented to our exclusive forum provisions, including the Federal Forum Provision. These provisions may limit a stockholders' ability to bring a claim in a judicial forum of their choosing for disputes with us or our directors, officers, or employees, which may discourage lawsuits against us and our directors, officers, and employees. Alternatively, if a court were to find the choice of forum provision contained in our restated certificate of incorporation or amended and restated bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, financial condition, and operating results.

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

Unregistered Sales of Equity Securities

None.

Use of Proceeds

None

Issuer Purchases of Equity Securities

The following table summarizes the share repurchase activity for the three months ended July 31, 2025:

	Total Number of Shares Purchased	Average Price Paid Per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program ⁽²⁾ (in thousands)
May 1, 2025 to May 31, 2025	—	\$ —	—	\$ 200,000
June 1, 2025 to June 30, 2025	2,960,897	\$ 17.78	2,960,897	\$ 147,366
July 1, 2025 to July 31, 2025	—	\$ —	—	\$ 147,366
Total	<u>2,960,897</u>		<u>2,960,897</u>	

⁽¹⁾ Average price paid per share excludes broker commissions and fees.

⁽²⁾ In May 2025, our board of directors authorized the repurchase of up to \$200.0 million in shares of our outstanding Class A common stock. For additional information, refer to Note 7, Stockholders' Equity to our unaudited condensed consolidated financial statements.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

(a) Other Information

None.

(c) Insider Trading Arrangements and Policies

The Company's directors and officers (as defined in Rule 16a-1(f) under the Exchange Act) are only permitted to trade in the Company's securities pursuant to a prearranged trading plan intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act (a Rule 10b5-1 Plan). During the three months ended July 31, 2025, one of our Section 16 officers adopted a new Rule 10b5-1 Plan. The Weingarten Plan (as defined below) was entered into during an open trading window in accordance with our Insider Trading Policy.

On June 3, 2025, Tomer Weingarten, our President and Chief Executive Officer, adopted a Rule 10b5-1 Plan (the Weingarten Plan) providing for the potential sale of: (i) 753,243 shares of our Class A common stock issuable upon the conversion of shares of Class B common stock and (ii) certain shares of our Class A common stock which

may be received by Mr. Weingarten upon vesting and settlement of certain outstanding restricted stock units and performance stock units, net of any shares withheld by the Company to satisfy applicable tax obligations, with such sales occurring between an estimated start date of September 11, 2025 and an estimated end date of September 15, 2026. The number of shares to be withheld, and therefore the exact number of shares to be sold pursuant to the Weingarten Plan, can only be determined upon the occurrence of the future vesting events. The Weingarten Plan is scheduled to expire on September 15, 2026.

ITEM 6. EXHIBITS

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q or are incorporated herein by reference, in each case as indicated below.

Exhibit Number	Description of Document	Form	File No.	Exhibit	Filing Date
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
101.INS	Inline XBRL Instance Document--the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.				
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).				

* The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Quarterly Report on Form 10-Q and will not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall they be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

SIGNATURES

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

SENTINELONE, INC.

Date: August 28, 2025

By: /s/ Barbara Larson
Barbara Larson
Chief Financial Officer
(Principal Financial Officer)