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 March 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: 001-36384

MAGNITE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**20-8881738**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1250 Broadway, 15th Floor
New York, New York 10001
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:
(212) 243-2769

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.00001 per share	**MGNI**	**Nasdaq Global Select Market**

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

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

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	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 Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding as of May 1, 2025
Common Stock, $0.00001 par value	**141,110,559**

MAGNITE, INC.
QUARTERLY REPORT ON FORM 10-Q
TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

MAGNITE, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par values)
(unaudited)

	March 31, 2025	December 31, 2024
ASSETS		
Current assets:		
Cash and cash equivalents	$ 429,708	$ 483,220
Accounts receivable, net	1,053,153	1,200,046
Prepaid expenses and other current assets	32,207	19,914
TOTAL CURRENT ASSETS	1,515,068	1,703,180
Property and equipment, net	79,134	68,730
Right-of-use lease assets	55,752	50,329
Internal use software development costs, net	26,689	26,625
Intangible assets, net	13,926	21,309
Goodwill	978,217	978,217
Other assets, non-current	5,864	6,378
TOTAL ASSETS	$ 2,674,650	$ 2,854,768
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 1,306,517	$ 1,466,377
Lease liabilities, current	16,229	16,086
Debt, current, net of debt issuance costs	207,568	3,641
Other current liabilities	8,173	9,880
TOTAL CURRENT LIABILITIES	1,538,487	1,495,984
Debt, non-current, net of debt discount and debt issuance costs	349,001	550,104
Lease liabilities, non-current	43,759	38,983
Other liabilities, non-current	1,650	1,479
TOTAL LIABILITIES	1,932,897	2,086,550
Commitments and contingencies (Note 11)		
STOCKHOLDERS' EQUITY		
Preferred stock, $0.00001 par value, 10,000 shares authorized at March 31, 2025 and December 31, 2024; 0 shares issued and outstanding at March 31, 2025 and December 31, 2024	—	—
Common stock, $0.00001 par value; 500,000 shares authorized at March 31, 2025 and December 31, 2024; 141,476 and 141,427 shares issued and outstanding at March 31, 2025 and December 31, 2024	2	2
Additional paid-in capital	1,416,149	1,433,809
Accumulated other comprehensive loss	(3,592)	(4,421)
Accumulated deficit	(670,806)	(661,172)
TOTAL STOCKHOLDERS' EQUITY	741,753	768,218
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,674,650	$ 2,854,768

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

MAGNITE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts)
(unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	$ 155,771	$ 149,319
Expenses:		
Cost of revenue	62,799	65,902
Sales and marketing	48,106	43,689
Technology and development	22,292	26,891
General and administrative	23,938	26,665
Total expenses	157,135	163,147
Loss from operations	(1,364)	(13,828)
Other (income) expense:		
Interest expense, net	5,177	7,958
Foreign exchange (gain) loss, net	2,217	(2,315)
Loss on extinguishment of debt	2,152	7,387
Other income	(423)	(1,292)
Total other expense, net	9,123	11,738
Loss before income taxes	(10,487)	(25,566)
Benefit for income taxes	(853)	(7,809)
Net loss	$ (9,634)	$ (17,757)
Net loss per share:		
Basic and diluted	$ (0.07)	$ (0.13)
Weighted average shares used to compute net loss per share:		
Basic and diluted	141,852	139,297

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

MAGNITE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net loss	$ (9,634)	$ (17,757)
Other comprehensive income (loss):		
Foreign currency translation adjustments	829	(1,015)
Other comprehensive income (loss)	829	(1,015)
Comprehensive loss	$ (8,805)	$ (18,772)

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

MAGNITE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2023	138,577	$ 2	$ 1,387,715	$ (2,076)	$ (683,958)	—	$ —	$ 701,683
Issuance of common stock related to RSU vesting	2,363	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(916)	—	(8,941)	—	—	—	—	(8,941)
Stock-based compensation	—	—	21,407	—	—	—	—	21,407
Other comprehensive loss	—	—	—	(1,015)	—	—	—	(1,015)
Net loss	—	—	—	—	(17,757)	—	—	(17,757)
Balance at March 31, 2024	140,024	$ 2	$ 1,400,181	$ (3,091)	$ (701,715)	—	$ —	$ 695,377

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance at December 31, 2024	141,427	$ 2	$ 1,433,809	$ (4,421)	$ (661,172)	—	$ —	$ 768,218
Exercise of common stock options	49	—	252	—	—	—	—	252
Issuance of common stock related to RSU and PSU vesting	2,522	—	—	—	—	—	—	—
Shares withheld related to net share settlement	(1,022)	—	(20,314)	—	—	—	—	(20,314)
Purchase of treasury stock	—	—	—	—	—	(1,500)	(19,229)	(19,229)
Retirement of common stock	(1,500)	—	(19,229)	—	—	1,500	19,229	—
Stock-based compensation	—	—	21,631	—	—	—	—	21,631
Other comprehensive income	—	—	—	829	—	—	—	829
Net loss	—	—	—	—	(9,634)	—	—	(9,634)
Balance at March 31, 2025	141,476	$ 2	$ 1,416,149	$ (3,592)	$ (670,806)	—	$ —	$ 741,753

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

MAGNITE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
OPERATING ACTIVITIES:		
Net loss	$ (9,634)	$ (17,757)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	15,601	13,567
Stock-based compensation	21,209	20,831
Loss on extinguishment of debt	2,152	7,387
Amortization of debt discount and issuance costs	967	1,152
Non-cash lease expense	(516)	(546)
Deferred income taxes	154	(7,770)
Unrealized foreign currency (gain) loss, net	4,496	(3,910)
Other items, net	(101)	124
Changes in operating assets and liabilities:		
Accounts receivable	147,859	175,313
Prepaid expenses and other assets	(11,469)	(812)
Accounts payable and accrued expenses	(166,353)	(249,742)
Other liabilities	(1,804)	1,752
Net cash provided by (used in) operating activities	2,561	(60,411)
INVESTING ACTIVITIES:		
Purchases of property and equipment	(14,377)	(5,873)
Capitalized internal use software development costs	(2,821)	(3,379)
Net cash used in investing activities	(17,198)	(9,252)
FINANCING ACTIVITIES:		
Proceeds from the Term Loan B Facility refinancing and repricing activities, net of debt discount	92,622	361,350
Repayment of the Term Loan B Facility from refinancing and repricing activities	(92,622)	(351,000)
Payment for debt issuance costs	(159)	(4,510)
Proceeds from exercise of stock options	252	—
Purchase of treasury stock	(19,229)	—
Taxes paid related to net share settlement	(20,314)	(8,941)
Net cash used in financing activities	(39,450)	(3,101)
EFFECT OF EXCHANGE RATE CHANGES ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	575	(621)
CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(53,512)	(73,385)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — Beginning of period	483,220	326,219
CASH, CASH EQUIVALENTS AND RESTRICTED CASH — End of period	$ 429,708	$ 252,834

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

MAGNITE, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(unaudited)

	Three Months Ended	
	March 31, 2025	March 31, 2024
SUPPLEMENTAL DISCLOSURES OF OTHER CASH FLOW INFORMATION:		
Cash paid for income taxes	$ 571	$ 729
Cash paid for interest	$ 6,679	$ 7,182
Capitalized assets financed by accounts payable and accrued expenses and other liabilities	$ 8,133	$ 7,272
Capitalized stock-based compensation	$ 422	$ 576
Operating lease right-of-use assets obtained in exchange for operating lease liabilities	$ 11,692	$ 8,255
Operating lease right-of-use assets reduction and corresponding non-cash adjustment to operating lease liabilities	$ 2,047	$ —
Non-cash financing activity related to Amendment No. 2 to the 2024 Credit Agreement	$ 270,555	$ —

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

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

Note 1—Organization and Summary of Significant Accounting Policies

Company Overview

Magnite, Inc. ("Magnite" or the "Company"), was formed in Delaware and began operations on April 20, 2007.

The Company's common stock is listed on the Nasdaq Global Select Market of The Nasdaq Stock Market LLC ("Nasdaq") under the symbol "MGNI." Magnite has its principal offices in New York City, Los Angeles, Denver, London, and Sydney, and additional offices in Europe, Asia, North America, and South America.

The Company provides a technology solution to automate the purchase and sale of digital advertising inventory for buyers and sellers globally, across all channels, formats and auction types. The Company's platform features applications and services for sellers of digital advertising inventory, or publishers, that own or operate websites, applications, connected television ("CTV") channels, and other digital media properties, to manage and monetize their inventory; applications and services for buyers, including advertisers, agencies, agency trading desks, and demand side platforms, to buy digital advertising inventory; and a transparent, independent marketplace that brings buyers and sellers together and facilitates intelligent decision making and automated transaction execution at scale. The Company's clients include many of the world's leading sellers and buyers of digital advertising inventory.

Sellers monetize their inventory through the Company's platform by seamlessly connecting to a global market of integrated buyers that transact through real-time bidding. These transactions include biddable auctions, where multiple buyers bid against each other in a real-time auction for the right to purchase a publisher's inventory, as well as reserve auctions, where publishers establish direct deals or private marketplaces with select buyers. At the same time, buyers leverage the Company's platform to manage their advertising spending and reach their target audiences, simplify order management and campaign tracking, obtain actionable insights into audiences for their advertising, and access impression-level purchasing from thousands of sellers.

Basis of Presentation and Summary of Significant Accounting Policies

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair statement of the results for the interim period presented have been included. Operating results for the three months ended March 31, 2025 are not necessarily indicative of the results that may be expected for any future interim period, the year ending December 31, 2025, or for any future year.

The condensed consolidated balance sheet at December 31, 2024 has been derived from the audited financial statements at that date, but does not include all of the disclosures required by GAAP. The accompanying condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in its 2024 Annual Report on Form 10-K.

There have been no significant changes in the Company's accounting policies from those disclosed in its audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in its Annual Report on Form 10-K.

Segments

Management has determined that the Company operates as one operating segment and one reportable segment. The Company's chief operating decision maker ("CODM") is the Chief Executive Officer ("CEO"). The Company has one primary business activity, where it provides a platform to all of its customers, buyers and sellers, that automates the purchase and sale of digital advertising inventory globally, across all channels, formats, and auction types, as described above. The Company's CODM reviews financial information on a consolidated basis, principally to make decisions about how to allocate resources and to measure the Company's performance. The CODM reviews consolidated net income (loss), which is the measure of financial profit and loss most closely aligned with generally accepted accounting principles. The CODM considers budget-to-actual variances for this measure, predominantly in the annual budget, forecasting process, and quarterly results assessment. The CODM does not review any balance sheet information at any other level than on a consolidated basis and does not review any income statement information at any other level than on a consolidated basis with the exception of revenue by geography and by channel. Refer to Note 3—Revenues. The significant expense information regularly provided to the CODM is the same as that included in the face of the Company's consolidated income statement of operations.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported and disclosed financial statements and accompanying footnotes. Actual results could differ materially from these estimates.

Recent Accounting Pronouncements Not Yet Adopted

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2023-09, Income Taxes (Topic 740) – Improvements to Income Tax Disclosures ("ASU 2023-09") to enhance income tax information primarily through changes in the rate reconciliation and income taxes paid information. ASU 2023-09 is effective for annual periods beginning after December 15, 2024 on a prospective basis. Early adoption and retrospective application are permitted. The Company will adopt the guidance for the fiscal year ending December 31, 2025. The Company expects the impact of adoption of this guidance to be limited to footnote disclosure and to result in additional disaggregation of information disclosed in the rate reconciliation and with respect to income taxes paid.

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40) - Disaggregation of Income Statement Expenses ("ASU 2024-03"). ASU 2024-03 requires additional disclosures of the nature of expenses included in the income statement and presented in the footnotes. ASU 2024-03 is effective for annual periods beginning after December 15, 2026 and for interim periods beginning after December 15, 2027 on a prospective basis. Early adoption and retrospective application are permitted. The Company is currently evaluating the impact of adopting this new accounting guidance on its disclosures.

The Company does not believe there are any other recently issued and effective or not yet effective pronouncements that would have or are expected to have a material impact on the Company's present or future condensed consolidated financial statements.

Note 2—Net Loss Per Share

The following table presents the basic and diluted net loss per share:

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands, except per share data)	
Basic and Diluted Net Loss Per Share:		
Net loss	$ (9,634)	$ (17,757)
Weighted-average common shares outstanding used to compute net loss per share	141,852	139,297
Basic and diluted net loss per share	$ (0.07)	$ (0.13)

The following weighted-average shares have been excluded from the calculation of diluted net loss per share attributable to common stockholders for each period presented because they were anti-dilutive:

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands)	
Unvested restricted stock units	5,117	2,558
Options to purchase common stock	2,087	1,572
Unvested performance stock units	987	241
ESPP shares	65	65
Convertible Senior Notes	3,210	3,210
Total shares excluded from diluted net loss per share	11,466	7,646

As of March 31, 2025, the performance stock units granted during 2021, 2023, 2024, and 2025 had expected achievement levels of 0%, 118%, 150%, and 44%, respectively. The performance stock units granted during 2022 vested on February 1, 2025 with an achievement of approximately 125%. As of March 31, 2024, the performance stock units granted in 2021, 2022, 2023, and 2024 had expected achievement levels of 0%, 80%, 93%, and 150%, respectively. These expected and actual achievement levels are included in the calculation of weighted-average shares in the tables above. Refer to Note 8—"Stock-Based Compensation" for additional information related to performance stock units.

As of March 31, 2025 and 2024, the number of shares that would be issuable assuming conversion of all of the Convertible Senior Notes (as defined in Note 12) was approximately 3,210,098 and were excluded from the calculation of diluted net loss per share because they were anti-dilutive. The Convertible Senior Notes have an initial conversion rate of 15.6539 shares of common stock per $1,000 principal amount of the Convertible Senior Notes, which will be subject to anti-dilution adjustments in certain circumstances.

Note 3—Revenue

For the majority of transactions on the Company's platform, the Company reports revenue on a net basis as it does not act as the principal in the purchase and sale of digital advertising inventory because it does not have control of the digital advertising inventory and does not set prices agreed upon within the auction marketplace. For certain advertising campaigns that are transacted through insertion orders, the Company reports revenue on a gross basis, based primarily on its determination that the Company acts as the primary obligor in the delivery of advertising campaigns for buyers with respect to such transactions.

The following table presents the Company's revenue recognized on a net basis and on a gross basis for the three months ended March 31, 2025 and 2024:

	Three Months Ended			
	March 31, 2025		March 31, 2024	
	(in thousands, except percentages)			
Revenue:				
Net basis	$ 138,074	89 %	$ 121,092	81 %
Gross basis	17,697	11	28,227	19
Total	$ 155,771	100 %	$ 149,319	100 %

The following table presents the Company's revenue by channel for the three months ended March 31, 2025 and 2024:

	Three Months Ended			
	March 31, 2025		March 31, 2024	
	(in thousands, except percentages)			
Channel:				
CTV	$ 72,549	47 %	$ 72,592	49 %
Mobile	58,461	37 %	53,953	36 %
Desktop	24,761	16 %	22,774	15 %
Total	$ 155,771	100 %	$ 149,319	100 %

The following table presents the Company's revenue disaggregated by geographic location, based on the location of the Company's sellers for the three months ended March 31, 2025 and 2024:

	Three Months Ended			
	March 31, 2025		March 31, 2024	
	(in thousands, except percentages)			
United States	$ 116,784	75 %	$ 113,412	76 %
International	38,987	25	35,907	24 %
Total	$ 155,771	100 %	$ 149,319	100 %

Payment terms are specified in agreements between the Company and the buyers and sellers on its platform. The Company generally bills buyers at the end of each month for the full purchase price of impressions filled in that month. The Company recognizes volume discounts as a reduction of revenue as they are incurred. Specific payment terms may vary by agreement, but are generally seventy-five days or less. The Company's accounts receivable are recorded at the amount of gross billings to buyers, net of allowances for the amounts the Company is responsible to collect. The Company's accounts payable related to amounts due to sellers are recorded at the net amount payable to sellers (see Note 5). Accordingly, both accounts receivable and accounts payable appear large in relation to revenue reported on a net basis.

Accounts receivable are recorded at the invoiced amount, are unsecured, and do not bear interest. The allowance for doubtful accounts is reviewed quarterly, requires judgment, and is based on the best estimate of the amount of probable credit losses in existing accounts receivable. The Company reviews the status of the then-outstanding accounts receivable on a customer-by-customer basis, taking into consideration the aging schedule of receivables, its historical collection experience, current information regarding the client, subsequent collection history, and other relevant data, in establishing the allowance for doubtful accounts. Accounts receivable are presented net of an allowance for doubtful accounts of $2.6 million at March 31, 2025, and $2.9 million at

December 31, 2024. Accounts receivable are written off against the allowance for doubtful accounts when the Company determines amounts are no longer collectible.

The Company reviews the associated payable to sellers for recovery of buyer receivable allowance and write-offs; in some cases, the Company can reduce the payable to sellers. The reduction of seller payables related to recovery of uncollected buyer receivables is netted against allowance expense. The contra seller payables related to recoveries were $1.8 million and $1.9 million as of March 31, 2025 and December 31, 2024, respectively.

The following is a summary of activity in the allowance for doubtful accounts for the three months ended March 31, 2025 and 2024:

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands)	
Allowance for doubtful accounts, beginning balance	$ 2,902	$ 20,363
Write-offs	(110)	(18,511)
Increase (decrease) in provision for expected credit losses	(210)	615
Allowance for doubtful accounts, ending balance	$ 2,582	$ 2,467

During the three months ended March 31, 2024, the Company wrote off $18.5 million of allowance for doubtful accounts, which was primarily attributable to the outstanding accounts receivable from a buyer that filed for bankruptcy during 2023.

The change in provision for expected credit losses associated with accounts receivable and the offsetting impact of the change to contra seller payables related to recoveries of uncollected buyer receivables result in the amount of bad debt expense or recoveries the Company recognizes each period. During the three months ended March 31, 2025 and March 31, 2024, the activity related to the provision of expected credit losses associated with accounts receivable and the activity of contra seller payables related to recoveries of uncollected buyer receivables were immaterial, which resulted in immaterial amounts of bad debt expense or recovery recognized in the respective periods.

Note 4—Fair Value Measurements

Recurring Fair Value Measurements

Fair value represents the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Observable inputs are based on market data obtained from independent sources. The fair value hierarchy is based on the following three levels of inputs, of which the first two are considered observable and the last one is considered unobservable:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs.

The table below sets forth a summary of financial instruments that are measured at fair value on a recurring basis at March 31, 2025:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inpu (Level 3)
	(in thousands)			
Cash equivalents	$ 325,252	$ 325,252	$ —	$

The table below sets forth a summary of financial instruments that are measured at fair value on a recurring basis at December 31, 2024:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Input (Level 3)
	(in thousands)			
Cash equivalents	$ 436,731	$ 436,731	$ —	$

At March 31, 2025 and December 31, 2024, cash equivalents of $325.3 million and $436.7 million, respectively, consisted of money market funds with original maturities of three months or less. The carrying amounts of cash equivalents are classified as Level 1 or Level 2 depending on whether or not their fair values are based on quoted market prices for identical securities that are traded in an active market.

At March 31, 2025 and December 31, 2024, the Company had debt outstanding under its Convertible Senior Notes and loans under its 2024 Term Loan B Facility (as defined in Note 12) included in its balance sheets. The estimated fair value of the Company's Convertible Senior Notes was $193.8 million and $190.2 million as of March 31, 2025 and December 31, 2024, respectively. The estimated fair value of Convertible Senior Notes is based on market rates and the closing trading price of the Convertible Senior Notes as of March 31, 2025 and December 31, 2024 and is classified as Level 2 in the fair value hierarchy. At March 31, 2025 and December 31, 2024, the estimated fair value of the Company's 2024 Term Loan B Facility was $362.3 million and $368.2 million, respectively. The estimated fair value is based on borrowing rates currently available to the Company for financing with similar terms and is classified as Level 2 in the fair value hierarchy.

Note 5—Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses included the following:

	March 31, 2025	December 31, 2024
	(in thousands)	
Accounts payable—seller	$ 1,261,402	$ 1,417,780
Accounts payable—trade	22,829	30,899
Accrued employee-related payables	22,286	17,698
Total	$ 1,306,517	$ 1,466,377

Note 6—Property and Equipment

Major classes of property and equipment were as follows:

	March 31, 2025	December 31, 2024
	(in thousands)	
Computer equipment and network hardware	$ 196,974	$ 184,155
Furniture, fixtures, and office equipment	3,623	3,486
Leasehold improvements	1,081	2,576
Purchased software	1,108	1,123
Gross property and equipment	202,786	191,340
Accumulated depreciation	(123,652)	(122,610)
Net property and equipment	$ 79,134	$ 68,730

Depreciation expense related to property and equipment totaled $5.0 million and $3.2 million for the three months ended March 31, 2025 and 2024, respectively.

The Company's property and equipment, net by geographical region was as follows:

	March 31, 2025	December 31, 2024
	(in thousands)	
United States	$ 62,345	$ 51,708
International	16,789	17,022
Total	$ 79,134	$ 68,730

Note 7—Intangible Assets

The Company’s intangible assets as of March 31, 2025 and December 31, 2024 included the following:

	March 31, 2025	December 31, 2024
	(in thousands)	
Amortizable intangible assets:		
Developed technology	$ 109,736	$ 109,736
Customer relationships	37,300	37,300
In-process research and development	8,830	8,830
Other intangible assets	1,332	1,332
Total identifiable intangible assets, gross	157,198	157,198
Accumulated amortization—intangible assets:		
Developed technology	(98,597)	(93,941)
Customer relationships	(36,523)	(34,192)
In-process research and development	(7,252)	(6,856)
Other intangible assets	(900)	(900)
Total accumulated amortization—intangible assets	(143,272)	(135,889)
Total identifiable intangible assets, net	$ 13,926	$ 21,309

Amortization of intangible assets for the three months ended March 31, 2025 and 2024 was $7.4 million and $7.6 million, respectively.

The estimated remaining amortization expense associated with the Company's intangible assets was as follows as of March 31, 2025:

Fiscal Year	Amount (in thousands)
Remaining 2025	$ 7,094
2026	6,045
2027	474
2028	43
2029	43
Thereafter	227
Total	$ 13,926

Note 8—Stock-Based Compensation

Stock Options

A summary of stock option activity for the three months ended March 31, 2025 is as follows:

	Shares Under Option (in thousands)	Weighted-Average Exercise Price	Weighted- Average Contractual Life	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2024	4,160	$ 8.57		
Granted	81	$ 16.46		
Exercised	(49)	$ 5.10		
Outstanding at March 31, 2025	4,192	$ 8.76	4.5 years	$ 19,575
Exercisable at March 31, 2025	3,809	$ 8.32	4.1 years	$ 19,323

The total intrinsic value of options exercised during the three months ended March 31, 2025 was $0.8 million, based on their respective exercise dates. At March 31, 2025, the Company had unrecognized stock-based compensation expense relating to unvested stock options of approximately $3.1 million, which is expected to be recognized over a weighted-average period of 2.1 years.

The Company estimates the fair value of stock options that contain service conditions using the Black-Scholes option pricing model. The grant date fair value of options granted during the three months ended March 31, 2025 and March 31, 2024 was $11.40 and $6.34, respectively, per share. The weighted-average input assumptions used by the Company were as follows:

	Three Months Ended March 31, 2025	Three Months Ended March 31, 2024
Expected term (in years)	5.0	5.0
Risk-free interest rate	4.45 %	3.93 %
Expected volatility	84 %	84 %
Dividend yield	— %	— %

Restricted Stock Units

A summary of restricted stock unit ("RSU") activity for the three months ended March 31, 2025 is as follows:

	Number of Shares		Weighted-Average Grant Date Fair Value
	(in thousands)		
Restricted stock units outstanding at December 31, 2024	11,809	$	10.69
Granted	3,820	$	16.21
Canceled	(245)	$	10.82
Vested and released	(2,414)	$	10.90
Restricted stock units outstanding and unvested at March 31, 2025	12,970	$	12.28

The weighted-average grant date fair value per share of restricted stock units granted during the three months ended March 31, 2025 and March 31, 2024 was $16.21 and $9.20, respectively.

The fair value of restricted stock units that vested and were released during the three months ended March 31, 2025 and March 31, 2024 was $48.1 million and $23.2 million, respectively, based on their respective vesting dates. At March 31, 2025, the intrinsic value of unvested restricted stock units was $148.0 million. At March 31, 2025, the Company had unrecognized stock-based compensation expense relating to unvested restricted stock units of approximately $144.9 million, which is expected to be recognized over a weighted-average period of 2.7 years.

Performance Stock Units

The Company grants performance stock units ("PSU") to select executive employees that vest based on share price metrics tied to total shareholder return relative ("TSR") to a peer group, subject to a time-based service component. Between 0% and 150% of the performance stock units will vest at the end of the performance period, which is generally on the third anniversary of the PSU grant date.

Stock-based compensation expense for PSUs is based on the grant date fair value and the number of shares assuming a performance measurement of 100%. The compensation expense will not be reversed if the performance metrics are not met.

During the three months ended March 31, 2025, the Company granted PSUs with an aggregate target of 346,287 shares, assuming a performance measurement of 100%. The amount of shares that will ultimately vest will be determined based on the Company's TSR relative to the TSRs of a peer group for the three year-period beginning January 1, 2025, as well as certain interim measurements based on relative TSR for the one-year and two-year periods beginning on January 1, 2025.

A summary of PSU activity for the three months ended March 31, 2025 is as follows:

	Number of Shares		Weighted-Average Grant Date Fair Value
	(in thousands)		
Outstanding at December 31, 2024	1,427	$	15.35
Granted *	368	$	20.72
Vested	(108)	$	17.28
Outstanding at March 31, 2025	1,687	$	16.40

* PSUs granted and weighted-average grant date fair value include 22 shares issued above the target shares for a PSU that vested and was released during the three months ended March 31, 2025.

The grant date fair value for the PSUs was estimated using a Monte-Carlo simulation model. The grant date fair value of PSUs granted during the three months ended March 31, 2025 and March 31, 2024 was $20.93 and $11.76, respectively, per share. The weighted-average input assumptions used by the Company were as follows:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Performance period (in years)	3.0	3.0
Risk-free interest rate	4.26 %	4.05 %
Expected volatility of Magnite	78 %	87 %
Expected volatility of selected peer companies	56 %	55 %
Expected correlation coefficients of Magnite	0.57	0.59
Expected correlation coefficients of selected peer companies	0.47	0.47
Dividend yield	— %	— %

During the three months ended March 31, 2025 the fair value of PSUs that vested and were released was $1.9 million, based on their respective vesting dates. At March 31, 2025, the intrinsic value of unvested performance stock units based on expected achievement levels was $19.2 million. As of March 31, 2025, the Company had unrecognized stock-based compensation expense relating to unvested PSUs of approximately $12.7 million, which will be recognized over a weighted-average period of 1.6 years.

Stock-Based Compensation Expense

Total stock-based compensation expense recorded in the condensed consolidated statements of operations was as follows:

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands)	
Cost of revenue	$ 572	$ 500
Sales and marketing	9,144	8,236
Technology and development	4,635	5,416
General and administrative	6,858	6,679
Total stock-based compensation expense	$ 21,209	$ 20,831

As of March 31, 2025, an aggregate of 15,666,744 shares remained available for future grants under the Magnite, Inc. Amended and Restated 2014 Equity Incentive Plan (the "Amended and Restated 2014 Equity Incentive Plan").

As of March 31, 2025, the Company has reserved 4,267,918 shares of its common stock for issuance under the Magnite, Inc. Amended and Restated 2014 Employee Stock Purchase Plan (the "Amended and Restated 2014 Employee Stock Purchase Plan").

Note 9—Income Taxes

In determining quarterly provisions for income taxes, the Company uses the annual estimated effective tax rate applied to the actual year-to-date income. The Company's annual estimated effective tax rate differs from the statutory rate primarily as a result of state taxes, foreign taxes, deductible stock option expenses, nondeductible executive compensation, and changes in the Company's valuation allowance.

The Company recorded an income tax benefit of $0.9 million for the three months ended March 31, 2025, and an income tax benefit of $7.8 million for the three months ended March 31, 2024. The tax benefit for the three months ended March 31, 2025 was primarily the result of the Company's ability to recognize deferred tax assets ("DTAs") subject to the domestic valuation allowance and the federal, state, and foreign income tax provisions. The tax benefit for the three months ended March 31, 2024 was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance, Base Erosion and Anti-Abuse Tax ("BEAT"), and the foreign income tax provision. The Company continues to maintain a partial valuation allowance for the domestic DTAs.

Due to uncertainty as to the realization of benefits from the Company's domestic and certain international DTAs, including net operating loss carryforwards and research and development tax credits, the Company has a partial valuation allowance reserved against such assets. The Company intends to continue to maintain a partial valuation allowance on the DTAs until there is sufficient evidence to support the reversal of all or some additional portion of these allowances. Given the Company's current earnings and anticipated future earnings, the Company believes that there is a reasonable possibility that within the next twelve months, sufficient positive evidence may become available to allow the Company to reach a conclusion that all or a significant portion of the valuation allowance will no longer be needed.

Due to the net operating loss carryforwards, all of the Company's United States federal and a majority of its state returns are open to examination by the Internal Revenue Service and state jurisdictions for all years since inception. For the Netherlands, India, Sweden, and the United Kingdom, all tax years remain open for examination by the local country tax authorities, for France, only 2022 and forward are open, for Australia and Singapore, only 2021 and forward are open for examination, for Brazil, Canada, Germany, and Malaysia, only 2020 and forward are open for examination, for Italy and New Zealand, only 2019 and forward are open for examination, and for Japan, only 2018 and forward remain open for examination.

Pursuant to Section 382 of the Internal Revenue Code, the Company and Telaria, Inc. both underwent ownership changes for tax purposes (i.e. a more than 50% change in stock ownership in aggregated 5% shareholders) on April 1, 2020 due to the merger with Telaria Inc. As a result, the use of the Company's total domestic NOL carryforwards and tax credits generated prior to the ownership change will be subject to annual use limitations under Section 382 and Section 383 of the Code and comparable state income tax laws. The Company believes that the ownership change will not impact its ability to utilize substantially all of its NOLs and state research and development carryforward tax credits to the extent it will generate taxable income that can be offset by such losses. The Company reasonably expects some of its federal research and development carryforward tax credits will not be recovered prior to expiration.

There was no material change to the Company's unrecognized tax benefits in the three months ended March 31, 2025 and the Company does not expect to have any material changes to unrecognized tax benefits through the end of the fiscal year.

Note 10—Lease Obligations

The Company has operating leases for office facilities and data centers. The lease terms of the Company’s operating leases generally range from 1.0 year to 10.0 years. The Company's lease terms include periods under options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. The weighted average remaining lease term of leases included in lease liabilities is 4.7 years and 4.6 years as of March 31, 2025 and December 31, 2024, respectively. As of March 31, 2025 and December 31, 2024, a weighted average discount rate of 6.12% has been applied to the remaining lease payments to calculate the lease liabilities included within the condensed consolidated balance sheet.

Operating lease expense was $5.1 million and $5.7 million for the three months ended March 31, 2025 and 2024, respectively. The Company recognized variable lease expense of $0.9 million for the three months ended March 31, 2025 and 2024.

Cash paid for amounts included in lease liabilities was $4.9 million and $6.3 million for the three months ended March 31, 2025 and 2024, respectively.

The maturity of the Company's lease liabilities associated with leases included in the lease liabilities and right-of-use ("ROU") assets were as follows as of March 31, 2025 (in thousands):

Fiscal Year		
Remaining 2025	$	14,868
2026		15,700
2027		11,505
2028		9,435
2029		9,333
Thereafter		7,972
Total lease payments (undiscounted)		68,813
Less: imputed interest		(8,825)
Lease liabilities—total (discounted)	$	59,988

The Company also received rental income of an immaterial amount and $1.3 million for real estate leases for which it subleased the property to a third party during the three months ended March 31, 2025 and 2024, respectively. Rental income is included in other income in the condensed consolidated statements of operations.

In addition to the lease liabilities included in these consolidated financial statements, the Company entered into agreements for office space and data centers that had not commenced as of March 31, 2025; therefore, the leases were not included in the lease liabilities and ROU assets balance as of March 31, 2025. The Company has future commitments totaling $13.8 million over a term of 4.3 years related to these agreements.

The Company's operating lease right-of-use assets by geographical region was as follows:

	March 31, 2025		December 31, 2024	
	(in thousands)			
United States	$	51,253	$	45,178
International		4,499		5,151
Total	$	55,752	$	50,329

Note 11—Commitments and Contingencies

Commitments

The Company has commitments under non-cancelable operating leases for facilities, certain equipment, and its managed data center facilities (Note 10).

As of March 31, 2025 and December 31, 2024, the Company had $5.5 million and $5.2 million, respectively, of letters of credit associated with office leases available for borrowing, on which there were no outstanding borrowings as of either date.

In the normal course of business, the Company enters into non-cancelable contractual obligations with various parties, primarily related to software services agreements and data center providers. As of March 31, 2025, the Company's outstanding non-cancelable contractual obligations with a remaining term in excess of one year consist of the following (in thousands):

Fiscal Year		
Remaining 2025	$	[illegible]
2026		[illegible]
2027		[illegible]
2028		[illegible]
Total	$	[illegible]

Guarantees and Indemnification

The Company’s agreements with sellers, buyers, and other third parties typically obligate the Company to provide indemnity and defense for losses resulting from claims of intellectual property infringement, damages to property or persons, business losses, or other liabilities. Generally, these indemnity and defense obligations relate to the Company’s own business operations, obligations, and acts or omissions. However, under some circumstances, the Company agrees to indemnify and defend contract counterparties against losses resulting from their own business operations, obligations, and acts or omissions, or the business operations, obligations, and acts or omissions of third parties. For example, because the Company's business interposes the Company between buyers and sellers in various ways, buyers often require the Company to indemnify them against acts and omissions of sellers, and sellers often require the Company to indemnify them against acts and omissions of buyers. In addition, the Company's agreements with sellers, buyers, and other third parties typically include provisions limiting the Company's liability to the counterparty, and the counterparty's liability to the Company. These limits sometimes do not apply to certain liabilities, including indemnity obligations. These indemnity and limitation of liability provisions generally survive termination or expiration of the agreements in which they appear. The Company has also entered into indemnification agreements with its directors, executive officers, and certain other officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers, or employees. No material demands have been made upon the Company to provide indemnification under such agreements and there are no claims that the Company is aware of that could have a material effect on the Company's condensed consolidated financial statements.

Litigation

The Company and its subsidiaries may from time to time be parties to legal or regulatory proceedings, lawsuits and other claims incident to their business activities and to the Company's status as a public company. Such routine matters may include, among other things, assertions of contract breach or intellectual property infringement, claims for indemnity arising in the course of the Company's business, claims relating to our collection or use of data, regulatory investigations, audits by taxing authorities, or enforcement proceedings, and claims by persons whose employment has been terminated. For example, the Company has recently been subject to lawsuits alleging violation of various privacy statutes. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, management is unable to ascertain the ultimate aggregate amount of monetary liability, amounts which may be covered by insurance or recoverable from third parties, or the financial impact with respect to such matters as of March 31, 2025. However, based on management's knowledge as of March 31, 2025, management believes that the final resolution of these matters known at such date, individually and in the aggregate, will not have a material adverse effect upon the Company's condensed consolidated financial position, results of operations or cash flows.

Employment Contracts

The Company has entered into severance agreements with certain employees and officers. The Company may be required to pay severance and accelerate the vesting of certain equity awards in the event of involuntary terminations.

Note 12—Debt

Current and long term debt as of March 31, 2025 and December 31, 2024 consisted of the following:

	March 31, 2025	December 31, 2024
	(in thousands)	
Convertible Senior Notes	$ 205,067	$ 205,067
Less: Unamortized debt issuance costs	(1,131)	(1,424)
Net carrying value of Convertible Senior Notes	203,936	203,643
2024 Term Loan B Facility	363,177	363,177
Less: Unamortized discount and debt issuance costs	(10,544)	(13,075)
Net carrying value of 2024 Term Loan B Facility	352,633	350,102
Balance Sheet Presentation:		
Debt, current, net of debt issuance costs	207,568	3,641
Debt, non-current, net of debt discount and debt issuance costs	349,001	550,104
Total debt	$ 556,569	$ 553,745

Maturities of the principal amount of the Company's debt as of March 31, 2025 are as follows (in thousands):

Fiscal Year		
Remaining 2025	$	2,724
2026		208,699
2027		3,632
2028		3,632
2029		3,632
Thereafter		345,925
Total	$	568,244

Amortization of debt discount and debt issuance costs is computed using the effective interest method and is included in interest expense in the condensed consolidated statement of operations. Amortization of the debt discount and debt issuance costs associated with the Company's indebtedness totaled $0.8 million for the three months ended March 31, 2025 and $1.0 million for the three months ended March 31, 2024. In addition, amortization of deferred financing costs was an immaterial amount for both the three months ended March 31, 2025 and March 31, 2024. Deferred financing costs are included in other assets, non-current in the condensed consolidated balance sheets.

Convertible Senior Notes and Capped Call Transactions

In March 2021, the Company issued $400.0 million aggregate principal amount of 0.25% convertible senior notes in a private placement, including $50.0 million aggregate principal amount of such notes pursuant to the exercise in full of the over-allotment options of the initial purchasers (collectively, the "Convertible Senior Notes"). The Convertible Senior Notes will mature on March 15, 2026, unless earlier repurchased, redeemed or converted. The total net proceeds from the offering, after deducting debt issuance costs, paid by the Company, were approximately $388.6 million. The Company used approximately $39.0 million of the net proceeds from the offering to pay for the Capped Call Transactions (as described below).

The Convertible Senior Notes are senior, unsecured obligations and are (i) equal in right of payment with the existing and future senior, unsecured indebtedness; (ii) senior in right of payment to any of the Company’s future indebtedness that is expressly subordinated to the Convertible Senior Notes; (iii) effectively subordinated to the Company’s existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness, including amounts outstanding under the Loan Agreement or the new Credit Agreement (see section below); and (iv) structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent the Company is not a holder thereof) preferred equity, if any, of the Company’s subsidiaries that do not guarantee the Convertible Senior Notes.

The Convertible Senior Notes accrue interest at 0.25% per annum payable semi-annually in arrears on March 15 and September 15 of each year, beginning on September 15, 2021. The Convertible Senior Notes will mature on March 15, 2026 unless they are redeemed, repurchased or converted prior to such date. The Convertible Senior Notes are convertible at the option of holders only during certain periods and upon satisfaction of certain conditions.

Holders have the right to convert their notes (or any portion of a note in an authorized denomination), in the following circumstances: (i) during any calendar quarter commencing after the calendar quarter ending on June 30, 2021, if the last reported sale price per share of the Company’s common stock exceeds 130% of the conversion price for each of at least 20 trading days during the 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter; (ii) during the five consecutive business days immediately after any ten consecutive trading day period (such ten consecutive trading day period, the "measurement period") in which the trading price per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price per share of the Company’s common stock on such trading day and the conversion rate on such trading day; (iii) upon the occurrence of certain corporate events or distributions on the Company’s common stock; (iv) if the Company calls such Convertible Senior Notes for redemption; and (v) on or after September 15, 2025, until the close of business on the second scheduled trading day immediately before the maturity date, holders of the Convertible Senior Notes may, at their option, convert all or a portion of their Convertible Senior Notes regardless of the foregoing conditions at any time from, and including, September 15, 2025 until the close of business on the second scheduled trading day immediately before the maturity date.

Upon conversion, the Convertible Senior Notes may be settled in shares of the Company’s common stock, cash or a combination of cash and shares of the Company’s common stock, at the Company’s election. All conversions with a conversion date that occurs on or after September 15, 2025 will be settled using the same settlement method, and the Company will send notice of such settlement method to noteholders no later than the open of business on September 15, 2025.

Subject to the terms of the indenture agreement, the Company has the right, at its election, to redeem all, or any portion (subject to the partial redemption limitation) in an authorized denomination, of the Convertible Senior Notes, at any time, and from time to time, on a redemption date on or after March 20, 2024 and on or before the 40th scheduled trading day immediately before the maturity date, for cash, but only if the "last reported sale price," as defined under the Offering Memorandum, per share of common stock exceeds 130% of the "conversion price" on (i) each of at least 20 trading days, during the 30 consecutive trading days ending on, and including, the trading day immediately before the date the Company sends the related redemption notice; and (ii) the trading day immediately before the date the Company sends such notice. In addition, calling any note for redemption will constitute a "make-whole fundamental change" (as defined below) with respect to that note, in which case the conversion rate applicable to the conversion of that note will be increased in certain circumstances if it is converted after it is called for redemption. If the Company elects to redeem less than all of the outstanding notes, then the redemption will not constitute a make-whole fundamental change with respect to the notes not called for redemption, and holders of the notes not called for redemption will not be entitled to an increased conversion rate for such notes as described above on account of the redemption, except to the limited extent described further below. No sinking fund is provided for the Convertible Senior Notes, which means that the Company is not required to redeem or retire the Convertible Senior Notes periodically.

If a fundamental change occurs, then each noteholder will have the right to require the Company to repurchase its notes (or any portion thereof in an authorized denomination) for cash on a date (the "fundamental change repurchase date") of the Company’s choosing, which must be a business day that is no more than 45, nor less than 20, business days after the date the Company distributes the related fundamental change notice.

If an event of default, other than a reporting default remedied by special interest as defined in the indenture agreement, occurs with respect to the Company or any guarantor, then the principal amount of, and all accrued and unpaid interest on, all of the notes then outstanding will immediately become due and payable without any further action or notice by any person. If an event of default (other than a reporting event of default described above with respect to the Company or any guarantor and not solely with respect to a significant subsidiary of the Company’s or a guarantor, other than the Company or such guarantor) occurs and is continuing, then, the trustee, by notice to the Company, or noteholders of at least 25% of the aggregate principal amount of notes then outstanding, by written notice to the Company and the trustee, may declare the principal amount of, and all accrued and unpaid interest on, all of the notes then outstanding to become due and payable immediately.

The Convertible Senior Notes have an initial conversion rate of 15.6539 shares of common stock per $1,000 principal amount of the Convertible Senior Notes, which will be subject to customary anti-dilution adjustments in certain circumstances.

In connection with the pricing of the Convertible Senior Notes, the Company entered into privately negotiated capped call transactions with various financial institutions (the "Capped Call Transactions"). The Capped Call Transactions were entered into with third party broker-dealers to limit the potential dilution that would occur if the Company has to settle the conversion value in excess of the principal in shares. This exposure will be covered (i.e., the Company will receive as many shares as are required to be issued between the conversion price of $63.8818 and the maximum price of $91.2600). Any shares required to be issued by the Company over this amount would have net earnings per share dilution impact. By entering into the Capped Call Transactions, the Company expects to reduce the potential dilution to its common stock (or, in the event the conversion is settled in cash, to reduce its cash payment obligation) in the event that at the time of conversion its stock price exceeds the conversion price under the Convertible Senior Notes. The Company paid $39.0 million for the Capped Call Transactions, which was recorded as additional paid-in capital, using a portion of the gross proceeds from the sale of the Convertible Senior Notes. The cost of the Capped Call Transactions is not expected to be tax deductible as the Company did not elect to integrate the capped call into the Convertible Senior Notes for tax purposes. The cost of the Capped Call Transaction was recorded as a reduction of the Company’s additional paid-in capital in the accompanying condensed consolidated financial statements.

The Company incurred debt issuance costs of $11.4 million in March 2021. The Convertible Senior Notes are presented net of issuance costs on the Company's condensed consolidated balance sheets. The debt issuance costs are amortized on an effective interest basis over the term of the Convertible Senior Notes and are included in interest expense and amortization of debt discount in the accompanying condensed consolidated statements of operations.

During the year ended December 31, 2023, the Company repurchased $194.9 million of principal balance of its Convertible Senior Notes in the open market with cash on hand for $165.5 million.

The following table sets forth interest expense related to the Convertible Senior Notes for the three months ended March 31, 2025 and 2024 (in thousands, except interest rates):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Contractual interest expense	$ 128	$ 128
Amortization of debt issuance costs	293	293
Total interest expense	$ 421	$ 421
Effective interest rate	0.82 %	0.82 %

Amortization expense for the Company's debt issuance costs related to the Convertible Senior Notes for the fiscal years 2025 through 2026 is as follows (in thousands):

Fiscal Year	Debt Issuance Costs
Remaining 2025	$ 879
2026	252
Total	$ 1,131

2021 and 2024 Credit Agreements

On April 30, 2021, the Company entered into a credit agreement (the "2021 Credit Agreement") with Goldman Sachs Bank USA as administrative agent and collateral agent, and other lender parties thereto. The 2021 Credit Agreement provided for a $360.0 million seven-year senior secured term loan facility ("2021 Term Loan B Facility"), which had a maturity in April 2028, and a $65.0 million senior secured revolving credit facility (as amended in June 2021, the "2021 Revolving Credit Facility"), which had a maturity in December 2025. In June 2023, the Company amended the 2021 Credit Agreement (the "Amended 2021 Credit Agreement") to transition away from a variable interest rate based on the Eurodollar Rate towards a similar variable interest rate based on Adjusted Term SOFR, as defined in the Amended 2021 Credit Agreement, which is based on the secured overnight financing rate ("SOFR").

Amounts outstanding under the Amended 2021 Credit Agreement accrue interest at a rate equal to either, (1) for the 2021 Term Loan B Facility, at the Company's election, the Adjusted Term SOFR plus a margin of 5.00% per annum, or ABR (as defined in the Amended 2021 Credit Agreement) plus a margin of 4.00%, and (2) for the 2021 Revolving Credit Facility, at the Company's election, the Adjusted Term SOFR plus a margin of 4.25% to 4.75%, or ABR plus a margin of 3.25% to 3.75%, in each case, depending on the Company's first lien net leverage ratio.

On February 6, 2024, the Company refinanced its credit agreement whereby it entered into a new credit agreement (the "2024 Credit Agreement") with Morgan Stanley Senior Funding, Inc. as the Company term loan administrative agent and Citibank, N.A. as the Company's revolving facility administrative agent and collateral agent, and other lender parties thereto. The 2024 Credit Agreement included a $365.0 million seven-year senior secured term loan facility (the "2024 Term Loan B Facility"), whose loans will mature in February 2031 and a $175.0 million five-year senior secured revolving credit facility (the "2024 Revolving Credit Facility"), which will mature in February 2029. The Company primarily used the proceeds from the 2024 Term Loan B Facility to repay in full all outstanding amounts owed under the Company's Amended 2021 Credit Agreement. Accordingly, the Amended 2021 Credit Agreement was terminated and replaced in its entirety. The obligations under the 2024 Credit Agreement are secured by substantially all of the assets of the Company.

Amounts outstanding under the 2024 Credit Agreement accrue interest at a rate equal to either, (1) for the 2024 Term Loan B Facility, at the Company's election, Term SOFR (as defined in the 2024 Credit Agreement) plus a margin of 4.50% per annum, or ABR (as defined in the 2024 Credit Agreement) plus a margin of 3.50%, and (2) for the 2024 Revolving Credit Facility, at the Company's election, Term SOFR plus a margin of 3.50% to 4.00%, or ABR plus a margin of 2.50% to 3.00%, in each case, depending on the Company's First Lien Net Leverage Ratio (as defined in the 2024 Credit Agreement).

On September 18, 2024, the Company entered into Amendment No. 1 to the 2024 Credit Agreement ("Amendment No. 1"), which reduced the interest rate of the 2024 Term Loan B Facility by 75 basis points to Term SOFR plus a margin of 3.75%, from the previous rate of Term SOFR plus a margin of 4.50%. Amendment No. 1 also reduced the interest rate margin of any ABR Loans (as defined in Amendment No. 1) by 75 basis points to ABR plus a margin of 2.75% from the previous rate of ABR plus a margin of 3.50%. The remaining terms of the 2024 Term Loan B Facility and 2024 Revolving Credit Facility were substantially unchanged.

On March 18, 2025, the Company entered into Amendment No. 2 to the 2024 Credit Agreement ("Amendment No. 2"), which reduced the interest rate of the 2024 Term Loan B Facility by an additional 75 basis points to Term SOFR plus a margin of 3.00%, from the previous rate of Term SOFR plus a margin of 3.75%. Amendment No. 2 also reduced the interest rate margin of any ABR Loans (as defined in Amendment No. 2) by 75 basis points to ABR plus a margin of 2.00% from the previous rate of ABR plus a margin of 2.75%. The remaining terms of the 2024 Term Loan B Facility and 2024 Revolving Credit Facility were substantially unchanged.

As of March 31, 2025, the contractual interest rate related to the 2024 Term Loan B Facility was 7.32%. In addition to having to pay contractual interest on the 2024 Term Loan B Facility, the Company is also required to pay certain other fees, primarily to the lenders under the 2024 Revolving Credit Facility, in order to maintain their revolving facility commitments.

The covenants of the 2024 Credit Agreement include customary negative covenants that, among other things, restrict the Company's ability to incur additional indebtedness, grant liens and make certain acquisitions, investments, asset dispositions and restricted payments. In addition, the 2024 Credit Agreement contains a springing financial covenant that is tested on the last day of any fiscal quarter only if utilization of the 2024 Revolving Credit Facility exceeds 35% of the total revolving commitments, whereby the Company is required to maintain a First Lien Net Leverage Ratio below 3.25 to 1.00. As of March 31, 2025, no amounts were outstanding under the 2024 Revolving Credit Facility and the Company was in compliance with its debt covenants. At March 31, 2025, amounts available under the 2024 Revolving Credit Facility were $169.5 million, net of letters of credit outstanding in the amount of $5.5 million.

The 2024 Credit Agreement includes customary events of default, and customary rights and remedies upon the occurrence of any event of default thereunder, including rights to accelerate the loans, terminate the commitments thereunder and realize upon the collateral securing the obligations under the 2024 Credit Agreement. The 2024 Credit Agreement calls for customary scheduled loan amortization payments of 0.25% of the initial principal balance, which at the time of Amendment No. 2 was $363.2 million, payable quarterly (i.e. 1% in aggregate per year) as well as a provision that requires the Company to prepay the 2024 Term Loan B Facility based on an annual calculation of free cash flow ("Excess Cash Flow") as defined by the 2024 Credit Agreement. The Company was not required to make any such mandatory prepayment required by the Excess Cash Flow provision for the period ended March 31, 2025.

The following table summarizes the amount outstanding under the Company's 2024 Term Loan B Facility at March 31, 2025 and December 31, 2024:

	March 31, 2025	December 31, 2024
	(in thousands)	
Term Loan B Facility	$ 363,177	$ 363,177
Unamortized debt discount	(4,922)	(6,198)
Unamortized debt issuance costs	(5,622)	(6,877)
Debt, net of debt discount and debt issuance costs	$ 352,633	$ 350,102

February 6, 2024 Debt Refinance

As part of the debt refinance on February 6, 2024, where lenders under the 2021 Credit Agreement continued to be lenders under the 2024 Credit Agreement, certain of their loans and revolving facility commitments were deemed to have been modified ("Modified Loans" and "Modified Commitments," respectively). The Company continued to defer debt discount costs of $3.7 million and debt issuance costs of $5.7 million from Modified Loans over the term of the new 2024 Term Loan B Facility. The Company continued to defer financing costs as of February 6, 2024 of an immaterial amount from Modified Commitments over the term of the new 2024 Revolver Facility.

For lenders of the 2021 Credit Agreement that did not continue to participate in the 2024 Credit Agreement, their pro-rata portion of the unamortized debt discount of $2.8 million, unamortized debt issuance costs of $4.3 million, and unamortized deferred financing costs of an immaterial amount were deemed to be extinguished. The resulting loss on extinguishment of debt of $7.4 million is included in other (income) expense in the Company's condensed consolidated statement of operations for the three months ended March 31, 2024.

The Company paid $7.7 million in third-party fees related to the closing of the 2024 Credit Agreement. Third-party fees attributed to new lenders of $2.4 million were capitalized as part of the debt issuance costs and will be amortized over the term of the 2024 Term Loan B Facility while third-party fees attributed to Modified Loans of $3.1 million were included in general and administrative expenses in the Company's condensed consolidated statement of operations for the three months ended March 31, 2024. In addition, third-party fees of $2.1 million attributed to new revolving lenders and Modified Commitments were capitalized as part of deferred financing costs and will be amortized over the term of the 2024 Revolving Facility. The Company also capitalized additional debt discount costs of $3.7 million associated with the closing of the 2024 Term Loan B Facility, which will be amortized over the term of the 2024 Term Loan B Facility.

September 18, 2024 Debt Repricing

The Company analyzed the changes of Amendment No. 1 on a lender-by-lender basis and determined that the transaction would primarily be accounted for as a modification, with a portion of it accounted for as debt extinguishment and new debt issuance. As a result, the Company recognized an immaterial loss on extinguishment related to unamortized debt discount and unamortized debt issuance costs related to the portion of the 2024 Term Loan B Facility that was extinguished. The Company paid $1.0 million in third-party fees related to Amendment No. 1 of which an immaterial amount was capitalized as debt issuance costs and $1.0 million was included in general and administrative expenses in the Company's condensed consolidated statement of operations for the three months ended September 30, 2024. As part of Amendment No. 1, most lenders decided to roll their loan balances over from the original 2024 Term Loan B Facility to the amended 2024 Term Loan B Facility, while some decided to cash out and reassign their loan balances. On September 18, 2024, $312.0 million of the 2024 Term Loan B Facility principal balance was rolled over as part of non-cash financing activities while $52.1 million of the 2024 Term Loan B Facility principal balance was repaid and then reissued.

March 18, 2025 Debt Repricing

The Company analyzed the changes of Amendment No. 2 on a lender-by-lender basis and determined that the transaction would primarily be accounted for as a modification, with a portion of it accounted for as debt extinguishment and new debt issuance. As a result, the Company recognized a loss on extinguishment of $2.2 million related to $1.0 million of unamortized debt discount and $1.1 million of unamortized debt issuance costs related to the portion of the 2024 Term Loan B Facility that was extinguished. The Company paid $1.1 million in third-party fees related to Amendment No. 2 of which an immaterial amount was capitalized as debt issuance costs and $1.0 million was included in general and administrative expenses in the Company's condensed consolidated statement of operations for the three months ended March 31, 2025. As part of Amendment No. 2, most of the 2024 Term Loan B lenders decided to roll their loan balances over from Amendment No. 1 to Amendment No. 2, while some decided to cash out and reassign their loan balances. On March 18, 2025, $270.6 million of the 2024 Term Loan B principal balance from Amendment No. 1 was rolled over to Amendment No. 2 as part of non-cash financing activities while $92.6 million of the 2024 Term Loan B Facility principal balance from Amendment No. 1 was repaid and then reissued as part of Amendment No. 2.

The following table sets forth interest expense related to the 2024 Term Loan B Facility and the 2021 Term Loan B Facility (in thousands, except interest rates):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Contractual interest expense	$ 7,230	$ 9,166
Amortization of debt discount	256	314
Amortization of debt issuance costs	282	418
Total interest expense	$ 7,768	$ 9,898
Effective interest rate	8.56 %	11.03 %

Amortization expense for the 2024 Term Loan B Facility debt discount and debt issuance costs for fiscal years 2025 through 2029 and thereafter is as follows (in thousands):

Fiscal Year	Debt Discount	Debt Issuance Costs
Remaining 2025	$ 647	$ 740
2026	856	978
2027	847	968
2028	839	958
2029	830	948
Thereafter	903	1,030
Total	$ 4,922	$ 5,622

Total Interest Expense and Interest Income

Interest expense consists primarily of contractual interest expense and amortization of debt discount, debt issuance costs, and deferred financing costs related to the Company's debt facilities under its 2024 Credit Agreement and 2021 Credit Agreement as well as its Convertible Senior Notes. Interest income primarily consists of interest earned on the Company's cash equivalents. The following includes interest expense and interest income, as presented within interest expense, net in the condensed consolidated statement of operations (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Interest expense	$ 8,420	$ 10,454
Interest income	(3,243)	(2,496)
Interest expense, net	$ 5,177	$ 7,958

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

This Quarterly Report on Form 10-Q and related statements by the Company contain forward-looking statements, including statements based upon or relating to our expectations, assumptions, estimates, and projections. In some cases, you can identify forward-looking statements by terms such as "may," "might," "will," "objective," "intend," "should," "could," "can," "would," "expect," "believe," "design," "anticipate," "estimate," "predict," "potential," "plan" or the negative of these terms, and similar expressions. Forward-looking statements may include, but are not limited to, statements concerning the Company's guidance or expectations with respect to future financial performance; acquisitions by the Company, or the anticipated benefits thereof; macroeconomic conditions or concerns related thereto; the growth of ad-supported programmatic connected television ("CTV"); our ability to use and collect data to provide our offerings; the scope and duration of client relationships; the fees we may charge in the future; key strategic objectives; anticipated benefits of new offerings; business mix; sales growth; benefits from supply path optimization; our ability to adapt to advancements in artificial intelligence; the development of identity solutions; client utilization of our offerings; the impact of requests for discounts, rebates or other fee concessions; our competitive differentiation; our market share and leadership position in the industry; market conditions, trends, and opportunities; certain statements regarding future operational performance measures; and other statements that are not historical facts. These statements are not guarantees of future performance; they reflect our current views with respect to future events and are based on assumptions and estimates and subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements.

We discuss many of these risks and additional factors that could cause actual results to differ materially from those anticipated by our forward-looking statements under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this report and in other filings we have made and will make from time to time with the Securities and Exchange Commission, or SEC, including our Annual Report on Form 10-K for the year ended December 31, 2024 and subsequent filings. These forward-looking statements represent our estimates and assumptions only as of the date of the report in which they are included. Unless required by federal securities laws, we assume no obligation to update any of these forward-looking statements, or to update the reasons actual results could differ materially from those anticipated, to reflect circumstances or events that occur after the statements are made. Without limiting the foregoing, any guidance we may provide will generally be given only in connection with quarterly and annual earnings announcements, without interim updates, and we may appear at industry conferences or make other public statements without disclosing material nonpublic information in our possession. Given these uncertainties, investors should not place undue reliance on these forward-looking statements.

Investors should read this Quarterly Report on Form 10-Q and the documents that we reference in this report and have filed or will file with the SEC completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements.

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto appearing elsewhere in this Quarterly Report on Form 10-Q.

Overview

Magnite, Inc., ("we," or "us"), provides technology solutions to automate the purchase and sale of digital advertising inventory.

We believe that we are the world’s largest independent omni-channel sell-side advertising platform ("SSP"), offering a single partner for transacting globally across all channels, formats and auction types, and the largest independent programmatic CTV marketplace, making it easier for buyers to reach CTV audiences at scale from industry-leading streaming content providers, broadcasters, platforms and device manufacturers.

Our platform features applications and services for sellers of digital advertising inventory, or publishers, that own and operate CTV channels, applications, websites and other digital media properties, to manage and monetize their inventory; applications and services for buyers, including advertisers, agencies, agency trading desks, and demand side platforms ("DSPs"), to buy digital advertising inventory; and a transparent, independent marketplace that brings buyers and sellers together and facilitates intelligent decision making and automated transaction execution at scale. Our clients include many of the world’s leading buyers and sellers of digital advertising inventory. Our platform processes trillions of ad requests per month, allowing buyers access to a global, scaled, independent alternative to "walled gardens," who both own and sell inventory and maintain control on the demand side.

Our recently combined streaming SSP and ad server, which we refer to as SpringServe, offers CTV sellers a holistic solution to manage and monetize their entire portfolio of CTV ad inventory, across both programmatic and direct-sold video inventory. We provide sellers with a full suite of tools to protect the consumer viewing experience and brand safety expectations, while increasing revenue opportunities, including tools for mediation and yield optimization, forecasting tools, customized ad experiences and ad formats, and advanced podding logic. These tools are particularly important to CTV sellers who need to provide a TV-like viewing and advertising experience for consumers. For instance, our ad-pod feature provides publishers with a tool analogous to commercial breaks in traditional linear television so that they can request and manage several ads at once from different demand sources. Other tools we offer include audio normalization tools to control for the volume of an ad relative to content, frequency capping to avoid exposing viewers to repetitive ad placements, and creative review so that a publisher can review and approve the ad units being served to its properties.

Buyers leverage our platform to manage their advertising spend and reach their target audiences on brand-safe premium inventory, simplify order management and campaign tracking, obtain actionable insights into audiences for their advertising, and access impression-level purchasing from thousands of sellers. We believe that our scale, platform features, and omni-channel offering makes us an essential partner for buyers.

We operate our business on a worldwide basis, with an established operating presence in North America, Australia and Europe, and a developing presence in Asia and South America. Our non-U.S. subsidiaries and operations perform primarily sales, marketing, and service functions.

Industry and Company Trends

Continued Shift Toward Digital Advertising

Consumers are rapidly shifting their viewing habits towards digital mediums and expect to be able to consume content seamlessly across multiple devices, including computers, tablets, smartphones, and CTVs whenever and wherever they want. As digital content consumption continues to proliferate, we believe the percentage of advertising dollars spent through digital channels will continue to grow.

Automation of Buying and Selling

Due to the size and complexity of the digital advertising ecosystem and purchasing process, manual processes cannot effectively manage digital advertising inventory at scale. In addition, both buyers and sellers are demanding more transparency, better controls and more relevant insights from their advertising inventory purchases and sales. This has created a need for software solutions, known as programmatic advertising, that automate the process for planning, buying, selling and measuring digital advertising across screens. Programmatic transactions include biddable auctions, where multiple buyers bid against each other in a real-time auction for the right to purchase a publisher's inventory, as well as reserve auctions, where publishers establish direct deals or private marketplaces with select buyers. These reserve auctions may be "guaranteed," where a buyer has negotiated a pre-established price and volume with a seller, otherwise referred to as "programmatic guaranteed."

Convergence of TV and Digital

CTV viewership is growing rapidly and the pace of adoption is accelerating the transition of linear television to CTV programming. Initially, many streaming services were subscription based, but as the market has matured, the largest streaming publishers have adopted ad-supported models or hybrid models that rely on a combination of subscription fees and advertising. With the proliferation of CTV advertising inventory, we believe that brand advertisers looking to engage with streaming viewers will continue to shift their budgets from linear to CTV. Moreover, we believe that as the amount of CTV inventory continues to scale, CTV sellers will make a greater percentage of inventory available through biddable auction environments with multiple buyers rather than programmatic guaranteed, in order to attract a broader set of advertisers that have not historically advertised on linear TV. We believe that this shift, if it were to occur, would likely be beneficial to our CTV growth as biddable transactions tend to require a higher level of service and therefore carry a higher take-rate compared to reserve auctions. At the same time, we expect CTV advertisers that have historically transacted on our platform through managed service insertion orders to continue to shift budgets towards more automated solutions, which tend to carry a lower take rate; and as a result, we expect transactions through managed service insertion orders to become a smaller component of our overall business.

We have made and plan to continue to make significant investments in technology, sales and support related to our CTV growth initiatives, and believe CTV will be a significant driver of our revenue growth for the foreseeable future. In April 2025, we announced the introduction of our next generation SpringServe CTV platform, which is currently in beta testing. The new SpringServe platform combines the features and functionalities of our streaming SSP and ad server to provide a more efficient connection for buyers to premium CTV supply, while offering powerful tools and streamlined workflow for sellers through a single user interface.

Identity Solutions

One of the advantages of programmatic advertising is that it enables more precise audience targeting, which is generally more effective and valuable for buyers than other types of advertising, resulting in better performance for buyers and more revenue for sellers. Historically, in desktop and mobile, one of the primary methods for delivering targeted advertisements was through the use of third-party cookies. However, in recent years the use of third-party cookies and other tracking technologies that collect user information have come under greater scrutiny due to privacy concerns, and a number of participants in the advertising technology ecosystem, in particular web browsers and device manufacturers, have taken steps to eliminate or restrict the use of these technologies.

For instance, Google had previously announced plans to fully deprecate third-party cookies by the end of 2024, and subsequently announced plan to introduce new features into its Chrome browser, which would allow consumers to more easily opt out of third-party cookies. However, in April 2025, Google announced that they would be maintaining their existing settings and would not introduce new features related to third-party cookies.

In the long term, we believe that a decreased reliance on third-party cookies and other non-transparent tracking methods are a positive for the industry, and offer the potential to shift the programmatic ecosystem from an identity model powered by buyers that are able to aggregate and target audiences through cookies to one enabled by sellers that have direct relationships with consumers and are therefore better positioned to obtain user data and consent for implementing first party identifiers. In CTV, where third-party cookies do not exist, this identity model already largely exists with publishers more tightly controlling access to identifiers and user data, while offering proprietary first party data segments for reaching desired audiences.

We believe that our scale and expertise in CTV position us well to take a leadership position in advancing this shift to a first-party identity model and creating additional value opportunities for our clients. Accordingly, we have invested and intend to further invest in the development and enhancement of industry leading identity and audience solutions. For instance, in 2024 we launched Magnite Curator Marketplace, a self-service platform that allows buyers to create custom marketplaces that include curated pools of inventory that are enriched with the buyer's first-party or third-party data.

Supply Path Optimization

Supply Path Optimization ("SPO") refers to efforts by buyers to consolidate the number of vendors with which they work to find the most effective and cost-efficient paths to procure media. SPO is important to buyers because it can increase the proportion of their advertising ultimately spent on working media, with the goal of increasing return on their advertising spend, and can help them gain efficiencies by reducing the number of vendors with which they work in a complex ecosystem.

SPO is important for us because it allows us to potentially attract unique advertising demand and increase revenue opportunities for our seller clients. We typically enter into SPO agreements directly with agencies or agency holding companies, which may provide for custom integrations, data flows or volume-based discounts. Under these SPO agreements, we may be designated as a preferred partner or otherwise enter into terms intended to increase the overall spend on our platform.

We believe we are well positioned to benefit from SPO in the long run as a result of our transparency, our broad and unique inventory supply across all channels and formats, buyer tools, such as our ClearLine product offering and agency marketplaces, traffic filtering technology that reduces the cost of working with us, and brand safety measures.

Header Bidding and Data Processing

Header bidding is a programmatic technique by which sellers offer inventory to multiple ad exchanges and supply side platforms, such as our platform, simultaneously. Header bidding has been rapidly adopted in recent years in the desktop and mobile channels and has experienced modest adoption in CTV. The adoption of header bidding has created a number of challenges and technical complexities for both sellers and buyers, which require sophisticated tools to manage.

In addition, header bidding has led to a significant increase in the number of ad impressions to be processed and analyzed through our platform as well as by DSPs, which can lead to increased costs if not properly addressed. We continuously work to increase the operational efficiency of our platform, so as to enable buyers and sellers to achieve their campaign and monetization objectives in a cost-effective manner.

While header-bidding technologies have not been largely adopted by CTV sellers, such solutions or similar solutions geared towards increasing demand competition have become more prevalent. We have addressed this, in part, through our ad server, which offers sellers a unified programmatic demand solution for CTV that leverages our existing programmatic SSP capabilities as well as connects with third party programmatic demand sources.

Regulatory Developments

On April 17, 2025, the United States District Court for the Eastern District of Virginia (the "Court") ruled that Google had violated federal antitrust laws by willfully acquiring and maintaining monopoly power in the display publisher ad server market and display ad exchange (also called an SSP) market, and had unlawfully tied its display ad server and ad exchange. Having found Google liable, the Court will hold a hearing to determine what remedy is appropriate to restore competition to the affected markets. While the specific timing and nature of the remedy remains uncertain, and Google has indicated its intent to appeal the decision, we expect this ruling to have a significant positive impact on our industry and business prospects.

Our mobile and desktop SSP competes directly with Google's ad exchange for the placement of display ads within the Google display ad server, which is estimated to be used by approximately 90% of open-web publishers. We believe that the conduct found to be unlawful by the Court provided Google's ad exchange with an unfair advantage relative to rival exchanges, such as our SSP, and artificially depressed our ability to win impressions within the Google display ad server. Moreover, we believe that Google's illegal conduct foreclosed the ability of publishers to freely choose what SSPs or exchanges they worked with to monetize inventory. As such, any remedy that creates a more level playing field and increases publisher choice is likely to improve our ability to monetize a greater share of display inventory while growing our market share in open-web display.

Macroeconomic Developments

Macroeconomic challenges such as inflation, tariffs and trade wars, the interest rate environment, global conflicts, the risk of a recession, and labor strikes, generally have a negative impact on ad budgets, which in turn may lead to slower ad spend growth through our platform. Any worsening of macroeconomic conditions in future periods would likely have a negative effect on our financial results, the magnitude of which is difficult to predict. In addition, continued inflation and tariffs could result in an increase in our cost base relative to our revenue and increased cost associated with our infrastructure investments. Moreover, in response to US tariffs, foreign countries in which we operate may enact additional or new taxes that are applicable to our business.

Refer to Item 1A. "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024 for additional information related to risks associated with macroeconomic challenges.

Components of Our Results of Operations

We report our financial results as one operating segment. Our consolidated operating results are regularly reviewed by our chief operating decision maker ("CODM"), principally to make decisions about how we allocate our resources and to measure our consolidated operating performance.

Revenue

We generate revenue from the use of our platform for the purchase and sale of digital advertising inventory. Generally, our revenue is based on a percentage of the ad spend that runs through our platform, although for certain clients, services, or transaction types, we may receive a fixed CPM for each impression sold, and for advertising campaigns that are transacted through insertion orders, we earn revenue based on the full amount of ad spend that runs through our platform. In addition, we may receive certain fixed monthly fees for the use of our platform or products. We recognize revenue upon the fulfillment of our contractual obligations in connection with a completed transaction, subject to satisfying all other revenue recognition criteria. For the majority of transactions executed through our platform, we act as an agent on behalf of the publisher that is monetizing its inventory, and revenue is recognized net of any advertising inventory costs that we remit to sellers. With respect to certain revenue streams for managed advertising campaigns that are transacted through insertion orders, we report revenue on a gross basis, based primarily on our determination that the Company acts as the primary obligor in the delivery of advertising campaigns for our buyer clients with respect to such transactions.

For the three months ended March 31, 2025 and 2024, our revenue reported on a gross basis was 11% and 19%, respectively, of total revenue. Any mix shift that causes an increase in the relative percentage of our revenue accounted for on a gross basis would result in a higher revenue contribution and an associated decrease in our gross margin percentage (with no underlying impact on gross profit or Contribution ex-TAC, as defined in section "Key Operating and Financial Performance Metrics"). Our revenue recognition policies are discussed in more detail in our audited consolidated financial statements and Note 2 included in our Annual Report on Form 10-K for the year ended December 31, 2024 .

Expenses

We classify our expenses into the following categories:

Cost of Revenue. Our cost of revenue primarily consists of cloud hosting, data center, and bandwidth costs, ad verification costs, depreciation and maintenance expense of hardware supporting our revenue-producing platform, amortization of internally-developed software costs for the development of our revenue-producing platform, amortization expense associated with acquired developed technologies, personnel costs, and software costs. In addition, for revenue booked on a gross basis, cost of revenue includes traffic acquisition costs. Personnel costs included in cost of revenue include salaries, bonuses, and stock-based compensation, and are primarily attributable to personnel in our network operations group who support our platform. We capitalize costs associated with software that is developed or obtained for internal use and amortize the costs associated with our revenue-producing platform in cost of revenue over their estimated useful lives. We amortize acquired developed technologies over their estimated useful lives.

Sales and Marketing. Our sales and marketing expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, as well as marketing expenses such as brand marketing, travel expenses, trade shows and marketing materials, amortization expense associated with client relationships, and non-compete agreements from our business acquisitions, professional services, facilities-related costs, and depreciation expense. Our sales and support organization focuses on increasing the adoption of our solution by existing and new buyers and sellers and supports ongoing client relationships. We amortize acquired intangibles associated with client relationships from our business acquisitions over their estimated useful lives.

Technology and Development. Our technology and development expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, as well as professional services associated with the ongoing development and maintenance of our solution, software costs, facilities-related costs, and depreciation and amortization expense. These expenses include costs incurred in the development, implementation, and maintenance of internal use software, including platform and related infrastructure. Technology and development costs are expensed as incurred, except to the extent that such costs are associated with internal use software development that qualifies for capitalization, which are then recorded as internal use software development costs, net, on our condensed consolidated balance sheets. We amortize internal use software development costs that relate to our revenue-producing activities on our platform to cost of revenue and amortize other internal use software development costs to technology and development costs or general and administrative expenses, depending on the nature of the related project. We amortize acquired intangibles associated with technology and development functions from our business acquisitions over their estimated useful lives.

General and Administrative. Our general and administrative expenses primarily consists of personnel costs, including salaries, bonuses, and stock-based compensation, associated with our executive, finance, legal, human resources, compliance, and other administrative personnel, as well as accounting and legal professional services fees, facilities-related costs, depreciation expense, bad debt expense, and other corporate-related expenses.

Other (Income) Expense

Interest (Income) Expense, Net. Interest expense primarily consists of interest expense associated with our 2024 Term Loan B Facility (defined below), 2021 Term Loan B Facility (defined below) and Convertible Senior Notes (defined below), and their related amortization of debt issuance costs and debt discount. Interest income primarily consists of interest earned on our cash equivalents.

Foreign Currency Exchange (Gain) Loss, Net. Foreign currency exchange (gain) loss, net consists of gains and losses on foreign currency transactions and remeasurement of monetary assets and liabilities on our balance sheet denominated in foreign currencies. Foreign currency monetary assets and liabilities primarily consists of cash and cash equivalents, accounts receivable, accounts payable, and various intercompany balances held between our subsidiaries. Our primary foreign currency exposures are currencies other than the U.S. Dollar, principally the Australian Dollar, British Pound, Canadian Dollar, Euro, Japanese Yen, and New Zealand Dollar.

*Loss on Extinguishment of Debt. L*oss on extinguishment of debt consists of losses associated with the refinancing of our debt facilities, including the extinguishment of unamortized debt discount, debt issuance costs, and deferred financing costs.

Other Income. Other income primarily consists of rental income from commercial office space we hold under lease and have sublet to other tenants.

Provision (Benefit) for Income Taxes

We are subject to income taxes in the U.S. (federal and state) and numerous foreign jurisdictions. Tax laws, regulations, administrative practices, principles, and interpretations in various jurisdictions may be subject to significant change, with or without notice, due to economic, political, and other conditions, and significant judgment is required in evaluating and estimating our provision and accruals for these taxes. There are many transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain. Our effective tax rates could be affected by numerous factors, such as changes in our business operations, acquisitions, investments, entry into new businesses and geographies, intercompany transactions, the relative amount of our foreign earnings, including earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, losses incurred in jurisdictions for which we are not able to realize related income tax benefits, the applicability of special tax regimes, changes in foreign currency exchange rates, changes in our stock price, changes in our deferred tax assets ("DTAs") and liabilities and their valuation, changes in the laws, regulations, administrative practices, principles, and interpretations related to tax, including changes to the global tax framework, competition, and other laws and accounting rules in various jurisdictions.

Results of Operations

The following table sets forth our condensed consolidated results of operations:

	Three Months Ended		Change %
	March 31, 2025	March 31, 2024	
	(in thousands)		
Revenue	$ 155,771	$ 149,319	4 %
Expenses:			
Cost of revenue	62,799	65,902	(5)%
Sales and marketing	48,106	43,689	10 %
Technology and development	22,292	26,891	(17)%
General and administrative	23,938	26,665	(10)%
Total expenses	157,135	163,147	(4)%
Loss from operations	(1,364)	(13,828)	(90)%
Other expense, net	9,123	11,738	(22)%
Loss before income taxes	(10,487)	(25,566)	(59)%
Benefit for income taxes	(853)	(7,809)	(89)%
Net loss	$ (9,634)	$ (17,757)	(46)%

The following table sets forth our condensed consolidated results of operations for the specified periods as a percentage of our revenue for those periods presented:

	Three Months Ended	
	March 31, 2025	March 31, 2024
Revenue	100 %	100 %
Cost of revenue	40	44
Sales and marketing	31	29
Technology and development	14	18
General and administrative	15	18
Total expenses	101	109
Loss from operations	(1)	(9)
Other expense, net	6	8
Loss before income taxes	(7)	(17)
Benefit for income taxes	(1)	(5)
Net loss	(6) %	(12) %

Note: Percentages may not sum due to rounding.

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

Revenue

Revenue increased $6.5 million, or 4%, for the three months ended March 31, 2025 compared to the prior year period. Our revenue growth was driven by growth in mobile and desktop revenue, which increased by $4.5 million, or 8%, and $2.0 million, or 9%, respectively. Revenue from CTV for the three months ended March 31, 2025 was relatively flat year-over-year. Our CTV revenue results were impacted by declines in transactions that are reported on a gross basis, resulting in a year-over-year decline of approximately $9.4 million; however, this decrease was primarily offset by increases in revenue from programmatic CTV transactions, which are reported on a net basis. As a result, despite CTV revenue being relatively flat year-over-year, our Contribution ex-TAC attributable to CTV increased by 15% year-over-year. See Key Operating and Financial Performance Metrics below for a discussion of Contribution ex-TAC.

Our revenue is largely a function of the number of advertising transactions and the price, or CPM, at which the inventory is sold, which results in total advertising spend on our platform, and, with respect to our revenue reported on a net basis, the take rate we charge for our services. Because pricing and take rate vary across publisher, channel, and transaction type, our revenue is subject to changes in publisher-specific take rates, and shifts in the mix of advertising spend on our platform among publishers and transaction types.

For 2025, we believe our revenue will increase compared to the prior year period and we expect CTV will be our biggest growth driver.

Cost of Revenue

Cost of revenue decreased $3.1 million, or 5%, for the three months ended March 31, 2025 compared to the prior year period, primarily due to decreases of $8.8 million in traffic acquisition costs due to a decrease in revenue reported on a gross basis. The decreases were partially offset by increases of $4.1 million in software costs and $2.3 million in depreciation and amortization primarily due to investments made to our on-prem data centers to support increasing volume of transactions processed on our platform.

Cost of revenue may fluctuate from quarter to quarter and period to period, on an absolute dollar basis and as a percentage of revenue, depending on revenue levels and the volume of transactions we process supporting those revenues, and the timing and amounts of depreciation and amortization of equipment and software.

Sales and Marketing

Sales and marketing expenses increased $4.4 million, or 10%, for the three months ended March 31, 2025 compared to the prior year period, primarily due to increases of $3.6 million in personnel costs.

Sales and marketing expenses may fluctuate quarter to quarter and period to period, on an absolute dollar basis and as a percentage of revenue, based on revenue levels, the timing of our investments and seasonality in our industry and business.

Technology and Development

Technology and development expenses decreased $4.6 million, or 17%, for the three months ended March 31, 2025 compared to the prior year period, primarily due to decreases of $1.8 million in software costs, $1.5 million in personnel costs, and $1.3 million in event and travel-related expenses.

The timing and amount of our capitalized development and enhancement projects may affect the amount of development costs expensed in any given period. As a percentage of revenue, technology and development expense may fluctuate from quarter to quarter and period to period based on revenue levels, the timing and amounts of technology and development efforts, the timing and the rate of the amortization of internally-developed capitalized projects and the timing and amounts of future capitalized internally-developed software costs.

General and Administrative

General and administrative expenses decreased $2.7 million, or 10%, for the three months ended March 31, 2025 compared to the prior year period, primarily due to decreases of $2.2 million in refinancing expenses associated with our 2024 Term Loan B Facility (defined below) in February 2024 and March 2025.

General and administrative expenses may fluctuate from quarter to quarter and period to period based on the timing and amounts of expenditures in our general and administrative functions as they vary in scope and scale over periods. Such fluctuations may not be directly proportional to changes in revenue.

Other (Income) Expense, Net

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands)	
Interest expense, net	$ 5,177	$ 7,958
Foreign exchange (gain) loss, net	2,217	(2,315)
Loss on extinguishment of debt	2,152	7,387
Other income	(423)	(1,292)
Total other expense, net	$ 9,123	$ 11,738

Interest expense, net decreased $2.8 million for the three months ended March 31, 2025, compared to the prior year period. The net decrease is due to an increase in interest income and a decrease in interest expense as a result of lower interest incurred under the 2024 Term Loan B Facility (defined below) compared to the 2021 Term Loan B Facility (defined below).

Foreign exchange (gain) loss, net changed by $4.5 million for the three months ended March 31, 2025 compared to the prior year period due to movements in foreign currency exchange rates and the amount of foreign currency-denominated cash, receivables, and payables, which were impacted by our billings to buyers, payments to sellers, and intercompany balances.

The loss on extinguishment of debt of $2.2 million and $7.4 million for the three months ended March 31, 2025 and 2024, respectively, was due to the March 2025 repricing of our 2024 Term Loan B Facility (defined below) and the February 2024 refinancing of our prior 2021 Term Loan B Facility (defined below), which are further discussed below.

Provision (Benefit) for Income Taxes

We recorded an income tax benefit of $0.9 million for the three months ended March 31, 2025 and an income tax benefit of $7.8 million for the three months ended March 31, 2024. The tax benefit for the three months ended March 31, 2025 was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance and the federal, state, and foreign income tax provisions. The tax benefit for the three months ended March 31, 2024 was primarily the result of the Company's ability to recognize DTAs subject to the domestic valuation allowance, Base Erosion and Anti-Abuse Tax ("BEAT"), and the foreign income tax provision. Given our current earnings and anticipated future earnings, we believe that there is a reasonable possibility that within the next twelve months, sufficient positive evidence may become available to allow us to reach a conclusion that all or a significant portion of the valuation allowance will no longer be needed.

Key Operating and Financial Performance Metrics

In addition to our GAAP results, we review non-GAAP financial measures, including Contribution ex-TAC and Adjusted EBITDA, to help us evaluate our business on a consistent basis, measure our performance, identify trends affecting our business, establish budgets, measure the effectiveness of investments in our technology and development and sales and marketing, and assess our operational efficiencies. Our non-GAAP financial measures are discussed below. Revenue and net income (loss) are discussed above under the headings "Components of Our Results of Operations" and "Results of Operations."

	Three Months Ended		
	March 31, 2025	March 31, 2024	Change %
	(in thousands)		
Financial Measures and non-GAAP Financial Measures:			
Revenue	$ 155,771	$ 149,319	4 %
Gross profit	$ 92,972	$ 83,417	11 %
Contribution ex-TAC	$ 145,848	$ 130,553	12 %
Net loss	$ (9,634)	$ (17,757)	(46)%
Adjusted EBITDA	$ 36,800	$ 25,026	47 %

Contribution ex-TAC

Contribution ex-TAC is calculated as gross profit plus cost of revenue excluding traffic acquisition cost ("TAC"). Traffic acquisition cost, a component of cost of revenue, represents what we must pay sellers for the sale of advertising inventory through our platform for revenue reported on a gross basis. Contribution ex-TAC is a non-GAAP financial measure that is most comparable to gross profit. Our management believes Contribution ex-TAC is a useful measure in facilitating a consistent comparison against our core business without considering the impact of traffic acquisition costs related to revenue reported on a gross basis.

Our use of Contribution ex-TAC has limitations as an analytical tool and you should not consider it in isolation or as a substitute for analysis of our financial results as reported under GAAP. A potential limitation of this non-GAAP financial measure is that other companies, including companies in our industry which have similar business arrangements, may define Contribution ex-TAC differently, which may make comparisons difficult. Because of these and other limitations, you should consider our non-GAAP measures only as supplemental to GAAP-based financial performance measures, including revenue, gross profit, net income (loss) and cash flows.

The following table presents the calculation of gross profit and reconciliation of gross profit to Contribution ex-TAC for the three months ended March 31, 2025 and 2024:

	Three Months Ended		
	March 31, 2025	March 31, 2024	Change %
	(in thousands)		
Revenue	$ 155,771	$ 149,319	4 %
Less: Cost of revenue	62,799	65,902	(5)%
Gross profit	92,972	83,417	11 %
Add back: Cost of revenue, excluding TAC	52,876	47,136	12 %
Contribution ex-TAC	$ 145,848	$ 130,553	12 %

Sellers use our technology to monetize their content across all digital channels, including CTV, mobile, and desktop.We track the breakdown of Contribution ex-TAC across channels to better understand how our clients are transacting on our platform.

The following table presents Contribution ex-TAC by channel for the three months ended March 31, 2025 and 2024:

	Contribution ex-TAC		
	Three Months Ended		
	March 31, 2025	March 31, 2024	Change %
	(in thousands)		
Channel:			
CTV	$ 63,225	$ 54,894	15 %
Mobile	58,008	53,299	9 %
Desktop	24,615	22,360	10 %
Total	$ 145,848	$ 130,553	12 %

Contribution ex-TAC increased $15.3 million, or 12%, for the three months ended March 31, 2025 compared to the prior year period. The increase in Contribution ex-TAC was primarily due to the growth drivers described above for revenue.

For the remainder of 2025, we expect Contribution ex-TAC will increase compared to the prior year period, and we expect CTV will be our biggest growth driver in 2025.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) adjusted to exclude stock-based compensation expense, depreciation and amortization, amortization of acquired intangible assets, impairment charges, interest income or expense, and other cash and non-cash based income or expenses that we do not consider indicative of our core operating performance, including, but not limited to foreign exchange gains and losses, acquisition and related items, gains or losses on extinguishment of debt, other debt refinancing expenses, non-operational real estate and other expenses (income), net, and provision (benefit) for income taxes. We believe Adjusted EBITDA is useful to investors in evaluating our performance for the following reasons:

- Adjusted EBITDA is widely used by investors and securities analysts to measure a company's performance without regard to items such as those we exclude in calculating this measure, which can vary substantially from company to company depending upon their financing, capital structures, and the method by which assets were acquired.
- Our management uses Adjusted EBITDA in conjunction with GAAP financial measures for planning purposes, including the preparation of our annual operating budget, as a measure of performance and the effectiveness of our business strategies, and in communications with our board of directors concerning our performance. Adjusted EBITDA is also used as a metric for determining payment of cash incentive compensation.
- Adjusted EBITDA provides a measure of consistency and comparability with our past performance that many investors find useful, facilitates period-to-period comparisons of operations, and also facilitates comparisons with other peer companies, many of which use similar non-GAAP financial measures to supplement their GAAP results.

Although Adjusted EBITDA is frequently used by investors and securities analysts in their evaluations of companies, Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for analysis of our results of operations as reported under GAAP. These limitations include:

- Stock-based compensation is a non-cash charge and will remain an element of our long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period.

- Depreciation and amortization are non-cash charges, and the assets being depreciated or amortized will often have to be replaced in the future, but Adjusted EBITDA does not reflect any cash requirements for these replacements.
- Impairment charges are non-cash charges related to goodwill, intangible assets and/or long-lived assets.
- Adjusted EBITDA does not reflect certain cash and non-cash charges related to acquisition and related items, such as amortization of acquired intangible assets, merger, acquisition, or restructuring related severance costs, and changes in the fair value of contingent consideration.
- Adjusted EBITDA does not reflect cash and non-cash charges and changes in, or cash requirements for, acquisition and related items, such as certain transaction expenses.
- Adjusted EBITDA does not reflect cash and non-cash charges related to certain financing transactions such as gains or losses on extinguishment of debt or other debt refinancing expenses.
- Adjusted EBITDA does not reflect certain non-operational real estate and other (income) and expense, net, which consists of transactions or expenses that are typically by nature non-operating, one-time items, or unrelated to our core operations.
- Adjusted EBITDA does not reflect changes in our working capital needs, capital expenditures, or contractual commitments.
- Adjusted EBITDA does not reflect cash requirements for income taxes and the cash impact of other income or expense.
- Other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Our Adjusted EBITDA is influenced by fluctuations in our revenue, cost of revenue, and the timing and amounts of the cost of our operations. Adjusted EBITDA should not be considered as an alternative to net income (loss), income (loss) from operations, or any other measure of financial performance calculated and presented in accordance with GAAP.

The following table presents a reconciliation of net loss, the most comparable GAAP measure, to Adjusted EBITDA for the three months ended March 31, 2025 and 2024 (in thousands):

	Three Months Ended	
	March 31, 2025	March 31, 2024
Net loss	$ (9,634)	$ (17,757)
Add back (deduct):		
Depreciation and amortization expense, excluding amortization of acquired intangible assets	8,218	5,978
Amortization of acquired intangibles	7,383	7,589
Stock-based compensation expense	21,209	20,831
Non-operational real estate and other (income) expense, net	(36)	24
Interest expense, net	5,177	7,958
Foreign exchange (gain) loss, net	2,217	(2,315)
Loss on extinguishment of debt	2,152	7,387
Other debt refinancing expense	967	3,140
Benefit for income taxes	(853)	(7,809)
Adjusted EBITDA	$ 36,800	$ 25,026

Adjusted EBITDA increased by $11.8 million during the three months ended March 31, 2025 compared to the prior year period, primarily due to increases in revenue and decreases in certain operating expenses, as described in the "Comparison of the Three Months Ended March 31, 2025 and 2024" section.

Liquidity and Capital Resources

Liquidity

As of March 31, 2025, we had cash and cash equivalents of $429.7 million, of which $57.1 million was held in foreign currency denominated cash accounts, and an aggregate gross principal amount of $568.2 million of indebtedness outstanding under our 2024 Term Loan B Facility (as defined below) and our Convertible Senior Notes (as defined below). In addition, we were party to a $175.0 million 2024 Revolving Credit Facility (as defined below), of which approximately $5.5 million was assigned to outstanding but undrawn letters of credit. See "Capital Resources" below for further information about our outstanding debt.

Our principal cash requirements for the twelve-month period following this report primarily consists of personnel costs, contractual payment obligations, including office leases, data center costs and cloud hosting costs, capital expenditures, payment of interest, required principal payments on our Convertible Senior Notes, which mature in March 2026, and our 2024 Term Loan B Facility, cash outlays for income taxes, and cash requirements to fund working capital. In the longer term, we would expect to have similar cash requirements, excluding the one-time payment related to the maturity of our Convertible Senior Notes, with increases in absolute dollars associated with the continued growth of our business and expansion of operations. See "Contractual Obligations and Known Future Cash Requirements" for a further discussion of our known material contractual obligations.

On February 1, 2024, the Board of Directors approved a new repurchase plan (the "February 2024 Repurchase Plan"), which fully replaced the prior repurchase plan, pursuant to which we are authorized to repurchase common stock or Convertible Senior Notes, with an aggregate market value of up to $125.0 million, through February 1, 2026. During three months ended March 31, 2025, we repurchased 1,500,000 shares of the Company's common stock for an aggregate amount of $19.2 million. As of March 31, 2025, $91.2 million remains available under the February 2024 Repurchase Plan.

Our working capital needs and cash conversion cycle, which is influenced by seasonality and by the mix of terms among our buyers and sellers and which may be negatively impacted as a result of pandemics, inflationary, recessionary and other macroeconomic challenges, can have large fluctuations due to the timing of receipts from buyers and timing of disbursements to sellers. In addition, in the event a buyer defaults on payment, we may still be required to pay sellers for the inventory purchased. The impacts from changes in working capital and capital expenditures can significantly impact our cash flows and therefore, our liquidity during any period presented.

We have historically relied upon cash and cash equivalents, cash generated from operations, borrowings under credit facilities and issuance of debt for our liquidity needs. Our ability to meet our cash requirements depends on, among other things, our operating performance, competitive developments, and financial market conditions, all of which are significantly affected by business, financial, economic, political, global health-related and other factors, many of which we may not be able to control or influence.

We believe our existing cash and cash equivalents, cash generated from operating activities, and amounts available to borrow under our 2024 Revolving Credit Facility will be sufficient to meet our liquidity requirements for at least the next twelve months from the issuance of our financial statements. However, there are multiple factors that could impact our cash balances in the future, including the factors described above with respect to working capital and cash conversion cycles, as well as the duration and severity of events beyond our control, macroeconomic factors, and other factors set forth in Part I, Item 1A: "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024.

Capital Resources

In March 2021, we sold convertible senior notes ("Convertible Senior Notes") for gross proceeds of $400.0 million. The Convertible Senior Notes are senior, unsecured obligations with interest payable semi-annually in cash at a rate of 0.25% per annum in arrears on March 15 and September 15. The Convertible Senior Notes will mature on March 15, 2026, unless earlier converted, redeemed, or repurchased. The initial conversion rate is 15.6539 shares per $1,000 principal amount of notes, which represents an initial conversion price of approximately $63.88 per share of the Company’s common stock and is subject to adjustment as described in the Offering Memorandum. At March 31, 2025, the balance of the Convertible Senior Notes was $203.9 million, net of unamortized debt issuance costs of $1.1 million and is reflected as debt, current, net of debt issuance costs in the Company’s condensed balance sheet.

In conjunction with the issuance of the Convertible Senior Notes, we entered into capped call transactions to reduce the Company's exposure to additional cash payments above principal balances in the event of a cash conversion of the Convertible Senior Notes. The Company may owe additional cash or shares to the holders of the Convertible Senior Notes upon early conversion if our stock price exceeds $91.260 per share, which is subject to certain adjustments.

On February 6, 2024, we entered into a credit agreement (the "2024 Credit Agreement") with Morgan Stanley Senior Funding, Inc. as our term loan administrative agent and Citibank, N.A. as our revolving facility administrative agent and collateral agent, and other lender parties thereto. The 2024 Credit Agreement provided for a $365.0 million seven-year senior secured term loan facility (the "2024 Term Loan B Facility") and a $175.0 million five-year senior secured revolving credit facility (the "2024 Revolving Credit Facility"). The proceeds from the 2024 Term Loan B Facility were used, among other things, to terminate and to repay in full the outstanding facilities under the prior credit agreement entered into in April 2021 (the "2021 Credit Agreement"), which included a term loan facility (the "2021 Term Loan B Facility") and a revolving facility (the "2021 Revolving Credit Facility").

On September 18, 2024, we entered into Amendment No. 1 to the 2024 Credit Agreement ("Amendment No. 1"), which reduced the interest rate of the 2024 Term Loan B Facility by 75 basis points to Term SOFR plus a margin of 3.75% from the previous rate of Term SOFR plus a margin of 4.50%. The remaining terms of the 2024 Term Loan B Facility and the 2024 Revolving Credit Facility were substantially unchanged.

On March 18, 2025, we entered into Amendment No. 2 to the 2024 Credit Agreement ("Amendment No. 2"), which reduced the interest rate of the 2024 Term Loan B Facility by an additional 75 basis points to Term SOFR plus a margin of 3.00% from the previous rate of Term SOFR plus a margin of 3.75%. The remaining terms of the 2024 Term Loan B Facility and the 2024 Revolving Credit Facility were substantially unchanged.

At March 31, 2025, the balance of the 2024 Term Loan B Facility was $352.6 million, net of unamortized debt discount and debt issuance costs of $10.5 million, and amounts available under the 2024 Revolving Credit Facility were $169.5 million, net of letters of credit outstanding in the amount of $5.5 million.

In the future, we may attempt to raise additional capital through the sale of equity securities or through equity-linked or debt financing arrangements. If we raise additional funds by issuing equity or equity-linked securities, the ownership of our existing stockholders may be diluted. If we raise additional financing by incurring indebtedness, we will be subject to increased fixed payment obligations and could also be subject to financial maintenance covenants, or restrictive covenants, such as limitations on our ability to incur additional debt, and other operating restrictions that could adversely impact our ability to conduct our business. Any future indebtedness we incur may result in terms that could be unfavorable to equity investors. An inability to raise additional capital could adversely affect our ability to achieve our business objectives.

Our cash and cash equivalents balance is affected by our results of operations, the timing of capital expenditures and by changes in our working capital, particularly changes in accounts receivable and accounts payable. The timing of cash receipts from buyers and payments to sellers can significantly impact our cash flows from operating activities and our liquidity for, and within, any period presented. Our collection and payment cycle can vary from period to period depending upon various circumstances, including seasonality, and may be negatively impacted by certain macroeconomic challenges, such as capital market disruptions and instability of financial institutions.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	Three Months Ended	
	March 31, 2025	March 31, 2024
	(in thousands)	
Cash flows provided by (used in) operating activities	$ 2,561	$ (60,411)
Cash flows used in investing activities	(17,198)	(9,252)
Cash flows used in financing activities	(39,450)	(3,101)
Effects of exchange rate changes on cash, cash equivalents and restricted cash	575	(621)
Change in cash, cash equivalents and restricted cash	$ (53,512)	$ (73,385)

Operating Activities

Our cash flows from operating activities are primarily driven by revenue generated by our business, offset by the cash costs of operations, and are significantly influenced by the timing of and fluctuations in receipts from buyers and related payments to sellers. Our future cash flows will be diminished if we cannot increase our revenue levels and manage costs appropriately.

For the three months ended March 31, 2025, net cash provided by operating activities was $2.6 million compared to net cash used in operating activities of $60.4 million for the three months ended March 31, 2024. Our operating activities included our net loss of $9.6 million and $17.8 million for the three months ended March 31, 2025 and 2024, respectively, which were offset by non-cash adjustments of $44.0 million and $30.8 million, respectively. Net changes in our working capital resulted in $31.8 million and $73.5 million of cash used in operating activities for the three months ended March 31, 2025 and March 31, 2024, respectively. The net changes in working capital for both periods presented are primarily due to the timing of cash receipts from buyers and the timing of payments to sellers.

Investing Activities

Our primary investing activities have consisted of purchases of property and equipment, and capital expenditures in support of creating and enhancing our technology infrastructure. Purchases of property and equipment and investments in internal use software development may vary from period-to-period due to the timing of the expansion of our operations, changes to headcount, and the cycles of our internal use software development.

During the three months ended March 31, 2025 and 2024, our investing activities used net cash of $17.2 million and $9.3 million, respectively. During the three months ended March 31, 2025 and 2024, we used cash for purchases of property and equipment of $14.4 million and $5.9 million, respectively, and used cash for investments in our internally developed software of $2.8 million and $3.4 million, respectively.

Financing Activities

Our financing activities consisted of our debt refinancing and repricing activities, and transactions related to our share repurchases and equity plans.

For the three months ended March 31, 2025 and 2024, net cash used in financing activities was $39.5 million and $3.1 million, respectively. Cash outflows from financing activities for the three months ended March 31, 2025 primarily included $92.6 million of payments to certain 2024 Term Loan B Facility lenders related to our Amendment No. 2 repricing activity, $20.3 million for taxes paid related to net share settlement of stock-based awards, and $19.2 million of payments related to share repurchases. The outflows were partially offset by cash proceeds primarily consisting of $92.6 million from certain 2024 Term Loan B Facility lenders related to our Amendment No. 2 repricing activity. In connection with Amendment No. 2, most lenders decided to roll their principal balance from the 2024 Term Loan B Facility over from Amendment No. 1 to Amendment No. 2, while some decided to cash out and reassign their loan balances. On March 18, 2025, $270.6 million of the Amendment No. 1 principal balance was rolled over as part of non-cash financing activities while the remaining lenders who were repaid and then had their loans reissued were included in the $92.6 million cash outflows and the $92.6 million cash proceeds mentioned above.

Cash outflows from financing activities for the three months ended March 31, 2024 primarily included $351.0 million of payments related to paying off our 2021 Term Loan B Facility, $8.9 million for taxes paid related to net share settlement of stock-based awards, and $4.5 million of payments related to debt issuance costs for our 2024 Term Loan B Facility and 2024 Revolver Facility. The outflows were partially offset by cash proceeds of $361.4 million from the issuance of our 2024 Term Loan B Facility, net of debt discount.

Contractual Obligations and Known Future Cash Requirements

Our principal commitments as of March 31, 2025 consist of obligations under our Convertible Senior Notes, 2024 Term Loan B Facility, 2024 Revolving Credit Facility, leases for our various office facilities, including our corporate headquarters in New York, New York and offices in Los Angeles, California, and operating lease agreements, including data centers, and cloud hosting services that expire at various times through 2033. In certain cases, the terms of the lease agreements provide for rental payments on a graduated basis.

The following table summarizes our future lease obligations, payments of principal and interest under our debt agreements, and other future payments due under non-cancelable agreements at March 31, 2025 (in thousands):

	Remaining 2025	2026	2027	2028	2029	Thereafter	Total
Lease liabilities associated with leases included right-of-use assets as of March 31, 2025	$ 14,868	$ 15,700	$ 11,505	$ 9,435	$ 9,333	$ 7,972	$ 68,813
Obligations for leases not included in Lease Liabilities as of March 31, 2025	1,922	2,911	2,909	2,746	2,856	479	13,823
Convertible Senior Notes	—	205,067	—	—	—	—	205,067
Interest, Convertible Senior Notes	256	256	—	—	—	—	512
2024 Term Loan B Facility [1]	2,724	3,632	3,632	3,632	3,632	345,925	363,177
Interest, 2024 Term Loan B Facility [2]	20,247	26,637	26,367	26,170	25,829	28,133	153,383
Contractual fees related to the 2024 Term Loan B Facility and the 2024 Revolving Credit Facility [3]	507	701	701	701	259	38	2,907
Other non-cancelable obligations	2,026	15,953	4,651	241	—	—	22,871
Total	$ 42,550	$ 270,857	$ 49,765	$ 42,925	$ 41,909	$ 382,547	$ 830,553

[1] Includes only customary scheduled loan amortization payments and excludes currently unknown prepayment amounts that may be required, per terms of the 2024 Credit Agreement.

[2] Interest payments are based on an assumed rate of 7.32%, which was the rate as of March 31, 2025 for the associated 2024 Term Loan B Facility.

[3] Includes estimated fees based on current available amounts under our 2024 Revolving Credit Facility and using the current commitment rate as of March 31, 2025, fees based on outstanding but undrawn letters of credit as of March 31, 2025, and fees owed to our administrative agents for both facilities under the 2024 Credit Agreement.

Obligations for leases not included in the lease liabilities as of March 31, 2025 include commitments under agreements for office space and data centers that have not commenced as of March 31, 2025.

Payments associated with our Convertible Senior Notes, 2024 Term Loan B, and 2024 Revolving Credit Facility are based on contractual terms and intended timing of repayments of current and long-term debt and associated interest and required fees.

Other non-cancelable obligations above consist of agreements in the normal course of business that are in excess of one year as of March 31, 2025.

In the ordinary course of business, we enter into agreements with sellers, buyers, and other third parties pursuant to which we agree to indemnify buyers, sellers, vendors, lessors, business partners, lenders, stockholders, and other parties with respect to certain matters, including, but not limited to, losses resulting from claims of intellectual property infringement, damages to property or persons, business losses, or other liabilities. Generally, these indemnity and defense obligations relate to our own business operations, obligations, and acts or omissions. However, under some circumstances, we agree to indemnify and defend contract counterparties against losses resulting from their own business operations, obligations, and acts or omissions, or the business operations, obligations, and acts or omissions of third parties. These indemnity provisions generally survive termination or expiration of the agreements in which they appear. In addition, we have entered into indemnification agreements with our directors, executive officers and certain other officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors, officers, or employees. No demands for indemnification have been made as of March 31, 2025.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with GAAP. The preparation of these 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 evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

We believe that the following assumptions and estimates have the greatest potential impact on our condensed consolidated financial statements: (i) the determination of revenue recognition as net versus gross in our revenue arrangements and (ii) the determination of amounts to capitalize and the estimated useful lives of internal-use software development costs. There have been no significant changes in our accounting policies or estimates from those disclosed in our audited consolidated financial statements and notes thereto for the year ended December 31, 2024 included in our Annual Report on Form 10-K.

Recently Issued Accounting Pronouncements

For information regarding recent accounting pronouncements, refer to Note 1 —"Organization and Summary of Significant Accounting Policies" to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

We have operations both in the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks include primarily interest rate, foreign exchange, and inflation risks. The risks below may be further exacerbated by the effects of certain global macroeconomic challenges and market conditions.

Interest Rate Fluctuation Risk

Our cash and cash equivalents consist of cash and money market funds, but may from time to time also include other money market instruments such as commercial paper or U.S. treasury bills, with original maturities of three months or less. Our investments may consist of repurchase agreements, U.S. government agency debt, and U.S. treasury debt. The primary objective of our investment activities is to preserve the value of our cash without significantly increasing risk. Because our cash, cash equivalents, and investments have a short maturity, our portfolio's fair value is relatively insensitive to interest rate changes, however, interest income earned will vary as interest rates change.

We do not have economic interest rate expense exposure on our Convertible Senior Notes due to their fixed interest rate nature. The amount paid upon redemption or maturity, before considering any potential additional amount owed due to increases in our underlying share price above the conversion price, is not based on changes in any interest rate index or underlying market interest rates. It is fixed at 100% of the principal amount of the Convertible Senior Notes plus unpaid interest. Since the Convertible Senior Notes bear a fixed interest rate, we are not exposed to interest rate risk on those notes, however, the fair value of those notes will change as market interest rates change.

Our 2024 Term Loan B Facility bears a floating rate of interest that resets periodically, subject to a 0% floor on that floating rate, according to the terms of the agreement (the "SOFR Floor"). Our financial results have been exposed to changes in the underlying base interest rate on that debt because the underlying base interest rate resets above the floor on such underlying interest rate. The fair value of the 2024 Term Loan B Facility may fluctuate when the underlying base interest rate fluctuates below the floor or when the rate of return demanded by our loan investors changes relative to when the loans were issued. As of March 31, 2025, the Company had no outstanding borrowings under the 2024 Revolving Credit Facility. Should the company borrow under the 2024 Revolving Credit Facility at any point in the future, any associated borrowings would have a floating underlying base rate of interest that would expose the Company to interest rate risk.

We do not believe that an increase or decrease in interest rates of 100 basis points would have a material effect on our operating results or financial condition. The annualized impact to interest expense for each 100 basis points increase above the SOFR Floor on our 2024 Term Loan B Facility is approximately $3.6 million. The actual impact to our financial results of the same increase in interest rates is expected to be lower depending on the timing and magnitude of such rate changes relative to our SOFR Floor, and will be partially offset by higher interest income earned on our cash and cash equivalent balances over the same period. In future periods, we will continue to evaluate our investment opportunities and policy relative to our overall objectives.

With regard to all debt currently outstanding, the Company is potentially exposed to refinancing risk in the future, should the Company seek to refinance its debt or raise new debt. As such, the type, cost, and terms of any new debt potentially raised in the future may differ from that of our existing debt agreements.

Foreign Currency Exchange Risk

As a U.S. based company that does business around the globe, we have foreign currency risks related to our revenue and expenses denominated in currencies other than the U.S. Dollar, principally the Australian Dollar, British Pound, Canadian Dollar, Euro, Japanese Yen, and New Zealand Dollar. Foreign exchange rate volatility is influenced by many factors that we cannot forecast with reliable accuracy. In the event our non-U.S. Dollar denominated revenue and expenses increase, or the volatility of the foreign currencies that we transact in increases, our operating results may be more greatly affected by fluctuations in the exchange rates of those foreign currencies. In addition, we have experienced and will continue to experience fluctuations in our net income (loss) as a result of transaction gains and losses related to translating certain cash balances, trade accounts receivable and payable balances and intercompany balances that are denominated in currencies other than the U.S. Dollar. The effect of an immediate 10% adverse change in foreign exchange rates on foreign currency-denominated monetary assets and liabilities at March 31, 2025 and December 31, 2024, including intercompany balances, would result in a foreign currency loss of approximately $7.3 million and $10.8 million, respectively. At this time we do not, but we may in the future, enter into derivatives or other financial instruments in an attempt to hedge our foreign currency exchange risk.

Inflation Risk

We do not believe that cost inflation has had a material effect on our business, financial condition, or results of operations. If our costs were to become subject to significant inflationary pressures, we might not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition, and results of operations. This risk of cost inflation is distinct from the risk that inflation throughout the broader economy could lead to reduced ad spend and indirectly harm our business, financial condition, and results of operations. For a discussion of the indirect results of inflation on our business, see "Macroeconomic Developments."

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, evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Exchange Act. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives of ensuring that information we are required to disclose in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures, and is recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms. There is no assurance that our disclosure controls and procedures will operate effectively under all circumstances. Based upon the evaluation described above, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the three months ended March 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Management recognizes that a control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs. 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 or error, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. 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 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 and our subsidiaries may from time to time be parties to legal or regulatory proceedings, lawsuits and other claims incident to our business activities and to our status as a public company. Such routine matters may include, among other things, assertions of contract breach or intellectual property infringement, claims for indemnity arising in the course of our business, claims relating to our collection or use of data, regulatory investigations, audits by taxing authorities, or enforcement proceedings, and claims by persons whose employment has been terminated. For example, we have recently been subject to lawsuits alleging violation of various privacy statutes. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Consequently, we are unable to ascertain the ultimate aggregate amount of monetary liability, amounts which may be covered by insurance or recoverable from third parties, or the financial impact with respect to such matters as of March 31, 2025. However, based on our knowledge as of March 31, 2025, we believe that the final resolution of such matters pending at the time of this report, individually and in the aggregate, will not have a material adverse effect upon our condensed consolidated financial position, results of operations or cash flows.

Refer to Note 11—"Commitments and Contingencies" to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for additional information related to legal proceedings.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. We describe risks associated with our business in Part I, Item 1A: "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024 (the "Risk Factors"). Each of the risks described in our Risk Factors may be relevant to decisions regarding an investment in or ownership of our stock. The occurrence of any such risks could have a significant adverse effect on our reputation, business, financial condition, revenue, results of operations, growth, or ability to accomplish our strategic objectives, and could cause the trading price of our common stock to decline. You should carefully consider such risks and the other information contained in this report, including our condensed consolidated financial statements and related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations, before making investment decisions related to our common stock.

The following risk factors supplement the Risk Factors contained in our Annual Report on Form 10-K for the year ended December 31, 2024. Except as set forth below, there are no additional material changes to the Risk Factors of which we are currently aware; but our Risk Factors cannot anticipate and fully address all possible risks of investing in our common stock, the risks of investing in our common stock may change over time, and additional risks and uncertainties that we are not aware of, or that we do not consider to be material, may emerge. In addition, the economic impact of macroeconomic challenges, such as inflation, global conflict, capital market disruptions and the instability of financial institutions, the risk of a recession, and other macroeconomic factors may amplify many of the risks described in our risk factors. Accordingly, you are advised to consider additional sources of information and exercise your own judgment in addition to the information we provide.

Our revenue and operating results are highly dependent on the overall demand for advertising and any macroeconomic challenges may adversely affect our business, financial position, results of operations and/or cash flows.

Our business depends on the overall demand for advertising and on the economic health of our current and prospective sellers and buyers. If advertisers reduce their overall advertising spending, our revenue and results of operations are directly affected. Accordingly, our business and operations have been, and could in the future be, adversely affected by events beyond our control, such as health epidemics or pandemics, geopolitical events, and economic and macroeconomic factors like labor strikes, labor shortages, supply chain disruptions, tariffs, trade wars, capital market disruptions and instability of financial institutions, inflation and recessionary concerns impacting the markets and communities in which our clients operate.

In addition, continued inflation and tariffs could result in an increase in our cost base relative to our revenue and increased cost associated with our infrastructure investments. Moreover, in response to US tariffs, foreign countries in which we operate may enact additional or new taxes that are applicable to our business.

Any worsening of macroeconomic conditions in future periods would likely have a negative effect on our financial results, the magnitude of which is difficult to predict.

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

(a) Recent Sales of Unregistered Securities

None (except as previously disclosed).

(b) Use of Proceeds

Not Applicable.

(c) Purchases of Equity Securities by the Company and Affiliated Purchasers

Common stock repurchases during the quarter ended March 31, 2025 were as follows (in thousands, except per share amounts):

Period	Total Number of Shares Purchased	Average Price per Share	Total number of shares purchased as part of a Publicly Announced Program	Maximum Approximate Dollar Value that May Yet be Purchased Under the Program
January 1 - January 31, 2025				
Equity withholding[1]	1	$ 16.09	—	$ —
Repurchase program[2]	—	$ —	—	$ 110,427
February 1 - February 28, 2025				
Equity withholding[1]	1,020	$ 19.89	—	$ —
Repurchase program[2]	—	$ —	—	$ 110,427
March 1 - March 31, 2025				
Equity withholding[1]	1	$ 11.52	—	$ —
Repurchase program[2]	1,500	$ 12.82	1,500	$ 91,198
	2,522		1,500	

[1] Upon vesting of most restricted stock units or stock awards, we are required to deposit minimum statutory employee withholding taxes on behalf of the holders of the vested awards. As reimbursement for these tax deposits, we have the option to withhold from shares otherwise issuable upon vesting a portion of those shares with a fair market value equal to the amount of the deposits we paid. Withholding of shares in this manner is accounted for as a repurchase of common stock.

[2] On February 1, 2024, our Board of Directors approved a share repurchase program (the "February 2024 Repurchase Plan") under which the Company is authorized to repurchase common stock or Convertible Senior Notes, with an aggregate market value of up to $125.0 million, through February 1, 2026. Shares repurchased under the February 2024 Repurchase Plan in the quarter ended March 31, 2025 have been subsequently retired, which was recorded as a reduction in additional paid in capital. The average price paid per share purchased under the February 2024 Repurchase Plan includes broker commission costs. As of March 31, 2025, $91.2 million remains available under the February 2024 Repurchase Plan.

Item 5. Other Information

Trading Plans

In the first quarter of 2025, the following trading plans were adopted or terminated by our Section 16 officers or directors:

Officer Name	Officer Title	Date Plan Adopted/Terminated	Duration of Plan	Shares to be Purchased or Sold	Intended to Satisfy Rule 10b5-1(c)?
Katie Evans	President, Operations	Adopted March 06, 2025	June 5, 2025 - March 6, 2026	Sell up to 87,840, subject to certain conditions	Yes
David Pearson	Director	Adopted March 06, 2025	June 6, 2025 - July 7, 2025	Sell up to 11,512, subject to certain conditions	Yes
Adam Soroca	Chief Product Officer	Adopted March 07, 2025	June 6, 2025 - August 29, 2025	Sell up to 124,039*, subject to certain conditions	Yes
James Rossman	Director	Adopted March 10, 2025	June 9, 2025 - March 10, 2026	Sell up to 137,007, subject to certain conditions	Yes
Michael Barrett	Chief Executive Officer and Director	Adopted March 12, 2025	June 15, 2025 - May 31, 2026	Sell up to 460,000, subject to certain conditions	Yes
David Day	Chief Financial Officer	Adopted March 13, 2025	June 16, 2025 - November 12, 2025	Sell up to 130,828, subject to certain conditions	Yes
Aaron Saltz	Chief Legal Officer	Adopted March 14, 2025	June 16, 2025 - March 13, 2026	Sell up to 49,064, subject to certain conditions	Yes

*Represents a combination of previously vested shares and gross amounts of shares that will vest over the duration of the plan (shares that will actually be sold under the plan are net of tax withholding).

Item 6. Exhibits

Number	Description
10.1	Amendment No. 2, dated as of March 18, 2025 among Magnite, Inc., as the borrower, Morgan Stanley Senior Funding, Inc., as the term facility administrative agent, and Citibank, N.A., as revolving facility administrative agent, collateral agent and swingline lender and each Issuing Bank and Lender party thereto (each as defined therein), which amended that certain Credit Agreement, dated as of February 6, 2024 (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K with the Commission on March 18, 2025). (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K with the Commission on March 18, 2025).
31.1*	Certification of Principal Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Principal Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32*(1)	Certification of the Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.ins *	Instance Document- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.sch *	XBRL Taxonomy Schema Linkbase Document
101.cal *	XBRL Taxonomy Calculation Linkbase Document
101.def *	XBRL Taxonomy Definition Linkbase Document
101.lab *	XBRL Taxonomy Label Linkbase Document
101.pre *	XBRL Taxonomy Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

(1) The information in this exhibit is furnished and deemed not filed with the Securities and Exchange Commission for purposes of section 18 of the Exchange Act of 1934, as amended (the "Exchange Act"), and is not to be incorporated by reference into any filing of Magnite, Inc. under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

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

MAGNITE, INC. (Registrant)

/s/ David Day

David Day

Chief Financial Officer
(Principal Financial Officer and Duly Authorized Officer)

Date May 7, 2025

Exhibit 31.1

Certification of Principal Executive Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Michael Barrett, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Magnite, Inc.;

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

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

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

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

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

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

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

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

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

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

Signature: /s/ Michael Barrett

Michael Barrett
Chief Executive Officer
(Principal Executive Officer)

Date May 7, 2025

Exhibit 31.2

Certification of Principal Financial Officer
pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
as adopted pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, David Day, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Magnite, Inc.;

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

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

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

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

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

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

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

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

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

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

Signature: /s/ David Day

David Day
Chief Financial Officer
(Principal Financial Officer)

Date May 7, 2025

Exhibit 32

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

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), Michael Barrett, Chief Executive Officer (Principal Executive Officer) of Magnite, Inc. (the "Company"), and David Day, Chief Financial Officer (Principal Financial Officer) of the Company, each hereby certifies that, to the best of his knowledge:

1. Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2025, to which this certification is attached as Exhibit 32 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

Date May 7, 2025

/s/ Michael Barrett
Michael Barrett
Chief Executive Officer
(Principal Executive Officer)

/s/ David Day
David Day
Chief Financial Officer
(Principal Financial Officer)

The foregoing certifications are being furnished pursuant to 13 U.S.C. Section 1350. They are not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and are not to be incorporated by reference into any filing of the Company, regardless of any general incorporation language in such filing.