

**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 September 30, 2024

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 001-40644

Kaltura, Inc.

(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-8128326
(I.R.S. Employer
Identification No.)

860 Broadway
3rd Floor
New York, New York
(Address of principal executive offices)

10003
(Zip Code)

Registrant's telephone number, including area code: (646) 290-5445

N/A

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.0001 par value per share	KLTR	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input checked="" type="checkbox"/>		

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

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

The number of shares of the registrant's common stock, par value \$0.0001, outstanding as of November 1, 2024 was 149,695,319

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q may be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "forecasts," "predicts," "potential" or "continue" or the negative of these terms or other similar expressions. Forward-looking statements contained in this Quarterly Report on Form 10-Q include, but are not limited to, statements regarding our future results of operations and financial position, industry and business trends, stock-based compensation, revenue recognition, business strategy and plans, and market growth.

The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current assumptions, expectations and projections about future events and financial trends that we believe may affect our business, financial condition, and results of operations. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to the following:

- We may not be able to successfully assess or mitigate the current volatile economic climate and its direct and indirect impact on our business and operations, including our customers and vendors, or to correctly predict the duration and depth of the current instability of the global economy and take the right or sufficient measures to address it;
- Political, economic, and military conditions in Israel, such as the current conflicts with Hamas and Hezbollah, could materially and adversely affect our business;
- Our dependency on existing customer demand and exposure to changes in demand by our customers, loss of one or more of our significant customers, or any other reduction in the amount of revenue we derive from any such customer, including as a result from reasons not under our control, makes it difficult to evaluate our current business and future prospects and may increase the risk that our business, financial condition, results of operations and growth prospects, which could be adversely affected;
- We have a history of losses and may not be able to achieve or maintain profitability;
- Our future success depends on the growth and expansion of the markets for our offerings, which are constantly evolving and may develop more slowly or differently than we expect, and on our ability to adapt and respond effectively to evolving market conditions;
- If we are not able to keep pace with technological and competitive developments and develop or otherwise introduce new products and solutions and enhancements to our existing offerings, our offerings may become less marketable, less competitive or obsolete, and our business, financial condition and results of operations may be adversely affected;
- We may face risks associated with our use of certain artificial intelligence ("AI") and machine learning models, including generative artificial intelligence ("generative AI" or "GenAI") and compliance with the evolving regulatory framework around AI development and use;
- If we do not maintain the interoperability of our offerings across devices, operating systems and third-party applications that we do not control, and if we are not able to maintain and expand our relationships with third-party technology partners to integrate our offerings with their products and solutions (and vice-versa), our business, financial condition and results of operations may be adversely affected;

- Part of our Application Programming Interfaces (APIs) and other components in our offerings are licensed to the public under an open-source license, which could negatively affect our ability to monetize our offerings and protect our intellectual property rights;
- The markets in which we compete are nascent and highly fragmented, and we may not be able to compete successfully against current and future competitors, some of whom have greater financial, technical, and other resources than we do, or can provide a bundled offering and solutions that might be more attractive to our customers enabling them to better compete with us, and as a result our business, financial condition and results of operations could be harmed;
- If we are unable to increase sales of our subscriptions to new customers, expand the offerings to which our existing customers subscribe or the value of their subscriptions, or have them renew their subscriptions in terms that are economically beneficial to us, our future revenue and results of operations would be adversely affected;
- Political, economic, and military conditions in Ukraine, Russia and other countries following the Russian invasion to Ukraine, geopolitical instability and hostilities in the Middle East and Gulf region and their possible impact on global trade and financial markets, or such and other conditions in other regions in which we operate, or changes in the business environment in those regions, could materially and adversely affect our business;
- We recognize a significant portion of revenue from subscriptions over the term of the relevant subscription period, and as a result, downturns or upturns in sales are not immediately reflected in full in our results of operations;
- Increased breaches of network or information technology security along with an increase in cyber-attack activities, increases the risk that we shall be subject to cybersecurity threats that could have an adverse effect on our business;
- Data privacy, data protection and digital operational resilience laws are rapidly evolving and present increasing compliance challenges. Additionally, if we or our third-party service providers experience a security breach, data loss or other compromise, including if unauthorized parties obtain access to our customers' data, our reputation may be harmed, demand for our platform, products and solutions may be reduced, and we may incur significant liabilities;
- We typically provide service-level commitments and offer customer support under our customer agreements. If we fail to meet these contractual commitments, we could be obligated to provide credits for future service, face contract termination with refunds of prepaid amounts, be charged penalties, or could experience a decrease in customer renewals in future periods, any of which would lower our revenue and adversely affect our business, financial condition and results of operations;
- We rely on third parties, including third parties outside the United States, for some of our software development, quality assurance, operations, and customer support;
- We depend on our management team and other key employees, and the loss of one or more of these employees or an inability to attract and retain highly skilled employees could adversely affect our business;
- The failure to effectively develop and expand our marketing and sales capabilities or to maintain or expand our international business could harm our ability to increase our customer base and achieve broader market acceptance of our offerings;

- We expect our revenue mix to vary over time, which could negatively impact our gross margin and results of operations;
- Our international operations and expansion expose us to risk;
- A portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks;
- If we are unable to consummate acquisitions at acceptable rate or prices or achieve our expected goals, and to enter into other strategic transactions and relationships that support our long-term strategy, our growth rate and the trading price of our common stock could be negatively affected;
- A real or perceived bug, defect, security vulnerability, error, or other performance failure involving our platform, products or solutions could cause us to lose revenue, damage our reputation, and expose us to liability;
- Failure to protect our proprietary technology, or to obtain, maintain, protect and enforce sufficiently broad intellectual property rights therein, could substantially harm our business, financial condition and results of operations;
- Our failure to raise additional capital or generate the significant capital necessary to expand our operations and invest in new offerings could reduce our ability to compete and could adversely affect our business;
and
- The other important factors discussed in Part I, Item 1A, “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (the “SEC”) on February 22, 2024.

The forward-looking statements in this Quarterly Report on Form 10-Q are based upon information available to us as of the date of this Quarterly Report on Form 10-Q, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and investors are cautioned not to unduly rely upon these statements.

You should read this Quarterly Report on Form 10-Q and the documents that we reference in this Quarterly Report on Form 10-Q and have filed as exhibits to this Quarterly Report on Form 10-Q with the understanding that our actual future results, levels of activity, performance and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained in this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise.

As used in this Quarterly Report on Form 10-Q, unless otherwise stated or the context requires otherwise, references to “Kaltura,” the “Company,” “we,” “us,” and “our,” refer to Kaltura, Inc. and its subsidiaries on a consolidated basis.

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands, except share and per share data)
(unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 36,840	\$ 36,684
Marketable securities	40,873	32,692
Trade receivables	22,646	23,312
Prepaid expenses and other current assets	7,916	8,410
Deferred contract acquisition and fulfillment costs, current	10,274	10,636
Total current assets	118,549	111,734
LONG-TERM ASSETS:		
Marketable securities	2,229	5,844
Property and equipment, net	17,062	20,113
Other assets, noncurrent	2,916	3,100
Deferred contract acquisition and fulfillment costs, noncurrent	13,766	17,314
Operating lease right-of-use assets	12,659	13,872
Intangible assets, net	332	689
Goodwill	11,070	11,070
Total noncurrent assets	60,034	72,002
TOTAL ASSETS	\$ 178,583	\$ 183,736
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term loans	\$ 2,499	\$ 1,612
Trade payables	5,819	3,629
Employees and payroll accruals	12,005	12,651
Accrued expenses and other current liabilities	20,138	17,279
Operating lease liabilities, current	2,448	2,374
Deferred revenue, current	63,214	62,364
Total current liabilities	106,123	99,909
LONG-TERM LIABILITIES:		
Deferred revenue, noncurrent	78	369
Long-term loans, net of current portion	30,481	33,047
Operating lease liabilities, noncurrent	15,652	17,796
Other liabilities, noncurrent	2,108	2,295
Total long-term liabilities	48,319	53,507
TOTAL LIABILITIES	\$ 154,442	\$ 153,416

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands, except share and per share data)
(unaudited)

	September 30, 2024	December 31, 2023
COMMITMENTS AND CONTINGENCIES (NOTE 8)		
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.0001 par value per share, 20,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 0 shares issued and outstanding as of September 30, 2024, and December 31, 2023	—	—
Common stock, \$0.0001 par value per share, 1,000,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 159,090,120 and 150,274,107 shares issued as of September 30, 2024 and December 31, 2023, respectively; 149,646,001 and 142,588,917 shares outstanding as of September 30, 2024 and December 31, 2023, respectively	15	14
Treasury stock – 9,444,119 and 7,685,190 shares of common stock, \$0.0001 par value per share, as of September 30, 2024 and December 31, 2023	(7,114)	(4,881)
Additional paid-in capital	493,148	471,635
Accumulated other comprehensive income	297	1,047
Accumulated deficit	(462,205)	(437,495)
Total stockholders' equity	24,141	30,320
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 178,583	\$ 183,736

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. dollars in thousands, except share and per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenue:				
Subscription	\$ 42,085	\$ 40,847	\$ 124,267	\$ 121,962
Professional services	2,210	2,695	8,841	8,732
Total revenue	44,295	43,542	133,108	130,694
Cost of revenue:				
Subscription	10,437	11,004	32,699	33,106
Professional services	4,317	4,839	13,584	14,001
Total cost of revenue	14,754	15,843	46,283	47,107
Gross profit	29,541	27,699	86,825	83,587
Operating expenses:				
Research and development	12,427	12,558	36,460	39,663
Sales and marketing	11,830	11,683	35,421	36,489
General and administrative	9,750	11,767	35,250	36,298
Restructuring	—	5	—	973
Total operating expenses	34,007	36,013	107,131	113,423
Operating loss	4,466	8,314	20,306	29,836
Financial income, net	(2,160)	(95)	(1,672)	(3,047)
Loss before provision for income taxes	2,306	8,219	18,634	26,789
Provision for income taxes	1,304	2,507	6,076	7,510
Net loss	3,610	10,726	24,710	34,299
Net loss per share attributable to common stockholders, basic and diluted	\$ 0.02	\$ 0.08	\$ 0.17	\$ 0.25
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted	149,306,274	139,186,364	147,074,320	137,033,800

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(U.S. dollars in thousands, except for share data)
(unaudited)

	Three Months Ended September		Nine Months Ended September	
	30,		30,	
	2024	2023	2024	2023
Net loss	\$ 3,610	\$ 10,726	\$ 24,710	\$ 34,299
Other comprehensive income (loss):				
Net unrealized gains (losses) on cash flow hedges	567	(445)	(768)	(536)
Net unrealized gains on available-for-sale marketable securities	113	24	18	155
Other comprehensive income (loss)	680	(421)	(750)	(381)
Comprehensive loss	<u>\$ 2,930</u>	<u>\$ 11,147</u>	<u>\$ 25,460</u>	<u>\$ 34,680</u>

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
U.S. dollars in thousands (except share data)
(unaudited)

	Common stock		Treasury stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity
	Number	Amount	Number	Amount				
Balance as of July 1, 2024	149,204,916	\$ 15	7,751,795	\$ (4,966)	\$ 487,406	\$ (383)	\$ (458,595)	\$ 23,477
Stock-based compensation	—	—	—	—	5,715	—	—	5,715
Repurchase of common stock	(1,692,324)	—	1,692,324	(2,148)	—	—	—	(2,148)
Issuance of common stock upon exercise of stock options, and vesting of restricted stock units	2,133,409	—	—	—	27	—	—	27
Other comprehensive income	—	—	—	—	—	680	—	680
Net loss	—	—	—	—	—	—	(3,610)	(3,610)
Balance as of September 30, 2024	149,646,001	\$ 15	9,444,119	\$ (7,114)	\$ 493,148	\$ 297	\$ (462,205)	\$ 24,141

	Common stock		Treasury stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
	Number	Amount	Number	Amount				
Balance as of July 1, 2023	137,793,478	\$ 13	7,685,190	\$ (4,881)	\$ 455,354	\$ (261)	\$ (414,702)	\$ 35,523
Stock-based compensation	—	—	—	—	7,512	—	—	7,512
Issuance of common stock upon exercise of stock options, and vesting of restricted stock units	2,481,611	—	—	—	289	—	—	289
Other comprehensive loss	—	—	—	—	—	(421)	—	(421)
Net loss	—	—	—	—	—	—	(10,726)	(10,726)
Balance as of September 30, 2023	140,275,089	\$ 13	7,685,190	\$ (4,881)	\$ 463,155	\$ (682)	\$ (425,428)	\$ 32,177

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
U.S. dollars in thousands (except share data)
(unaudited)

	Common stock		Treasury stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity
	Number	Amount	Number	Amount				
Balance as of January 1, 2024	142,588,917	\$ 14	7,685,190	\$(4,881)	\$ 471,635	\$ 1,047	\$ (437,495)	\$ 30,320
Stock-based compensation	—	—	—	—	21,336	—	—	21,336
Repurchase of common stock	(1,758,929)	—	1,758,929	(2,233)	—	—	—	(2,233)
Issuance of common stock upon exercise of stock options, and vesting of restricted stock units	8,816,013	1	—	—	177	—	—	178
Other comprehensive loss	—	—	—	—	—	(750)	—	(750)
Net loss	—	—	—	—	—	—	(24,710)	(24,710)
Balance as of September 30, 2024	149,646,001	\$ 15	9,444,119	\$(7,114)	\$ 493,148	\$ 297	\$ (462,205)	\$ 24,141

	Common stock		Treasury stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated deficit	Total stockholders' equity
	Number	Amount	Number	Amount				
Balance as of January 1, 2023	134,564,429	\$ 13	7,685,190	\$(4,881)	\$ 439,644	\$ (301)	\$ (391,129)	\$ 43,346
Stock-based compensation	—	—	—	—	22,471	—	—	22,471
Issuance of common stock upon exercise of stock options, and vesting of restricted stock units	5,710,660	—	—	—	1,040	—	—	1,040
Other comprehensive loss	—	—	—	—	—	(381)	—	(381)
Net loss	—	—	—	—	—	—	(34,299)	(34,299)
Balance as of September 30, 2023	140,275,089	\$ 13	7,685,190	\$(4,881)	\$ 463,155	\$ (682)	\$ (425,428)	\$ 32,177

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

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
U.S. dollars in thousands
(unaudited)

	Nine Months Ended September 30,	
	2024	2023
<u>Cash flows from operating activities:</u>		
Net loss	\$ (24,710)	\$ (34,299)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	3,834	3,409
Stock-based compensation expenses	21,065	21,956
Amortization of deferred contract acquisition and fulfillment costs	8,550	8,774
Non-cash interest income, net	(713)	(705)
Gain on foreign exchange	(285)	(439)
Changes in operating assets and liabilities:		
Decrease in trade receivables	666	6,921
Increase in prepaid expenses and other current assets and other assets, noncurrent	(73)	(193)
Increase in deferred contract acquisition and fulfillment costs	(4,367)	(4,853)
Increase (Decrease) in trade payables	2,182	(5,575)
Increase in accrued expenses and other current liabilities	2,742	91
Decrease in employees and payroll accruals	(646)	(2,504)
Increase (Decrease) in other liabilities, noncurrent	(27)	411
Increase (Decrease) in deferred revenue	559	(1,285)
Operating lease right-of-use assets and lease liabilities, net	(857)	(1,613)
<u>Net cash provided by (used in) operating activities</u>	<u>7,920</u>	<u>(9,904)</u>
<u>Cash flows from investing activities:</u>		
Investment in available-for-sale marketable securities	(37,745)	(33,609)
Proceeds from sales and maturities of available-for-sale marketable securities	33,982	38,976
Purchases of property and equipment	(421)	(1,792)
Capitalized internal-use software	—	(1,493)
Investment in restricted bank deposit	—	(1,001)
<u>Net cash provided by (used in) investing activities</u>	<u>(4,184)</u>	<u>1,081</u>
<u>Cash flows from financing activities:</u>		
Repayment of long-term loans	(1,750)	(4,500)
Proceeds from exercise of stock options	245	1,224
Payment of debt issuance costs	(10)	—
Repurchase of common stock	(2,233)	—
Payments on account of repurchase of common stock	(117)	—
<u>Net cash used in financing activities</u>	<u>(3,865)</u>	<u>(3,276)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	285	439
Net increase (decrease) in cash, cash equivalents and restricted cash	156	(11,660)
Cash, cash equivalents and restricted cash at the beginning of the period	36,784	45,833
Cash, cash equivalents and restricted cash at the end of the period	<u>\$ 36,940</u>	<u>\$ 34,173</u>

The accompanying notes are an integral part of the condensed consolidated financial statements. 10

KALTURA, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
U.S. dollars in thousands
(unaudited)

	Nine Months Ended September 30,	
	2024	2023
<u>Supplemental disclosure of non-cash activity:</u>		
Purchase of property, equipment and internal-use software in credit	\$ 51	\$ 699
Pending proceeds from option exercises	\$ 8	\$ 96
Capitalized stock-based compensation cost	\$ 464	\$ 552
<u>Supplemental disclosure of cash flow information</u>		
Cash paid for income taxes, net	\$ 3,432	\$ 3,182
Cash paid for interest	\$ 2,080	\$ 2,242
<u>Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheet</u>		
Cash and cash equivalents	\$ 36,840	\$ 34,073
Restricted cash included in other assets, noncurrent	100	100
Total cash, cash equivalents, and restricted cash	\$ 36,940	\$ 34,173

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

KALTURA, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands (except share and per share data)
(unaudited)

NOTE 1: GENERAL***Description of Business***

Kaltura, Inc. (together with its subsidiaries, the “Company”) was incorporated in October 2006 and commenced operations in January 2007. The Company’s business operations are allocated between two main segments, Enterprise, Education, and Technology (“EE&T”) and Media and Telecom (“M&T”). The Company has developed a platform for video creation, management, and collaboration. The Company’s platform enables companies, educational institutions, and other organizations to cost-effectively launch advanced online video experiences, including for Over-the-top (“OTT”) Television, Cloud TV, web video publishing, video-based teaching, learning and training, video-based marketing, and video-based collaboration. The Company’s core offerings consist of various Software-as-a-Service (“SaaS”) products and solutions and a Platform-as-a-Service (“PaaS”).

NOTE 2: BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***Basis of Presentation and Consolidation***

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) regarding interim financial reporting.

The consolidated balance sheet as of December 31, 2023 was derived from the audited consolidated financial statements as of that date, but does not include all of the disclosures, including certain notes required by U.S. GAAP on an annual reporting basis. Certain information and note disclosures normally included in the financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. Therefore, these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the year ended December 31, 2023, included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 22, 2024.

In management’s opinion, the unaudited condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements with normal recurring adjustments necessary for the fair presentation of the Company’s financial position as of September 30, 2024, and the Company’s consolidated results of operations, stockholders’ equity, and cash flows for the three and nine months ended September 30, 2024 and 2023. The results for the three and nine months ended September 30, 2024, are not necessarily indicative of the results to be expected for the full year ending December 31, 2024, or any other future interim or annual period.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates on an ongoing basis its assumptions, including those related to contingencies, income tax uncertainties, incremental borrowing rate for operating leases, fair value of financial assets and liabilities, including fair value of derivatives, fair value and useful life of intangible assets, as well as in estimates used in applying the revenue recognition policy. The Company bases these estimates on historical and anticipated results, trends and various other assumptions that it believes are reasonable under the circumstances, including assumptions as to future events. Actual results could differ from those estimates.

Concentration of Credit Risks

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, marketable securities, restricted cash and trade receivables.

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The majority of the Company's and its subsidiaries' cash and cash equivalents and restricted cash are invested with major banks in Israel, the United Kingdom and the United States. Such investments in the United States may be in excess of insured limits and are not insured in other jurisdictions. However, in general, these investments may be redeemed upon demand and therefore bear minimal risk.

The Company's trade receivables are geographically dispersed and derived from sales to customers mainly in the United States, Europe and Asia. Concentration of credit risk with respect to trade receivables is limited by credit limits, ongoing credit evaluation and account monitoring procedures.

Major customer data as a percentage of total revenues:

The following table sets forth customers that represented 10% or more of the Company's total revenue in each of the periods set forth below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Customer A (M&T)	10.80 %	10.43 %	10.80 %	10.50 %

Significant Accounting Policies and Estimates

The Company's significant accounting policies are discussed in Note 2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, which was filed with the SEC on February 22, 2024. There have been no significant changes to these policies during the nine months ended September 30, 2024 except as noted below.

Recently Adopted Pronouncements

As an "emerging growth company," the Jumpstart Our Business Startups Act ("JOBS Act") allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. The Company has elected to use this extended transition period under the JOBS Act. The adoption dates discussed below reflect this election.

Recent Accounting Guidance Not Yet Adopted

In November 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) No. 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires to disclose significant segment expenses and other segment items on an annual and interim basis and provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The new standard is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, with early adoption permitted. The Company is currently evaluating the impact of the adoption of this standard.

In December 2023, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes - Improvements to Income Tax Disclosures" requiring enhancements and further transparency to certain income tax disclosures, most notably the tax rate reconciliation and income taxes paid. This ASU is effective for fiscal years beginning after December 15, 2024 on a prospective basis and retrospective application is permitted. The Company is currently evaluating the impact of the adoption of this standard.

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NOTE 3: REVENUES FROM CONTRACTS WITH CUSTOMERS*Disaggregation of Revenue*

The following tables present disaggregated revenue by category:

	Three Months Ended September 30, 2024			
	Enterprise, Education and Technology		Media and Telecom	
	Amount	Percentage of revenue	Amount	Percentage of revenue
Subscription	\$ 31,495	97.4 %	\$ 10,590	88.6 %
Professional services	846	2.6 %	1,364	11.4 %
	<u>\$ 32,341</u>	<u>100 %</u>	<u>\$ 11,954</u>	<u>100 %</u>

	Three Months Ended September 30, 2023			
	Enterprise, Education and Technology		Media and Telecom	
	Amount	Percentage of revenue	Amount	Percentage of revenue
Subscription	\$ 30,043	96.6 %	\$ 10,804	86.8 %
Professional services	1,052	3.4 %	1,643	13.2 %
	<u>\$ 31,095</u>	<u>100 %</u>	<u>\$ 12,447</u>	<u>100 %</u>

	Nine Months Ended September 30, 2024			
	Enterprise, Education and Technology		Media and Telecom	
	Amount	Percentage of revenue	Amount	Percentage of revenue
Subscription	\$ 91,920	96.0 %	\$ 32,347	86.6 %
Professional services	3,826	4.0 %	5,015	13.4 %
	<u>\$ 95,746</u>	<u>100 %</u>	<u>\$ 37,362</u>	<u>100 %</u>

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Nine Months Ended September 30, 2023

	Enterprise, Education & Technology		Media and Telecom	
	Amount	Percentage of revenue	Amount	Percentage of revenue
Subscription	\$ 90,175	96.4 %	\$ 31,787	85.7 %
Professional services	3,408	3.6 %	5,324	14.3 %
	<u>\$ 93,583</u>	<u>100 %</u>	<u>\$ 37,111</u>	<u>100 %</u>

The following tables summarize revenue by region based on the billing address of customers:

Three Months Ended September 30,

	2024		2023	
	Amount	Percentage of revenue	Amount	Percentage of revenue
United States ("US")	\$ 23,899	54.0 %	\$ 22,394	51.4 %
Europe, the Middle East and Africa ("EMEA")	16,157	36.5 %	15,938	36.6 %
Other	4,239	9.5 %	5,210	12.0 %
	<u>\$ 44,295</u>	<u>100 %</u>	<u>\$ 43,542</u>	<u>100 %</u>

Nine Months Ended September 30,

	2024		2023	
	Amount	Percentage of revenue	Amount	Percentage of revenue
United States ("US")	\$ 70,752	53.2 %	\$ 68,355	52.3 %
Europe, the Middle East and Africa ("EMEA")	50,561	38.0 %	48,461	37.1 %
Other	11,795	8.8 %	13,878	10.6 %
	<u>\$ 133,108</u>	<u>100 %</u>	<u>\$ 130,694</u>	<u>100 %</u>

Remaining Performance Obligations

Remaining performance obligations represent the amount of contracted future revenue that has not yet been recognized, including both deferred revenue and contracted amounts that will be invoiced and recognized as revenue in future periods. As of September 30, 2024, the aggregate amount of the transaction price allocated to remaining performance obligations was \$187,846, which consists of both billed consideration in the amount of \$63,292 and unbilled consideration in the amount of \$124,554 that the Company expects to recognize as revenue but that was not yet recognized on the balance sheet. The Company expects to recognize 59% of its remaining performance obligations as revenue over the next 12 months and the remainder thereafter.

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Costs to Obtain a Contract

The following table represents a roll forward of costs to obtain a contract:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Beginning balance	\$ 22,002	\$ 25,485	\$ 24,210	\$ 26,928
Additions to deferred contract acquisition costs during the period	2,027	1,690	4,833	5,238
Amortization of deferred contract acquisition costs	(2,512)	(2,478)	(7,526)	(7,469)
Ending balance	<u>\$ 21,517</u>	<u>\$ 24,697</u>	<u>\$ 21,517</u>	<u>\$ 24,697</u>
Deferred contract acquisition costs, current	\$ 9,171	\$ 8,943	\$ 9,171	\$ 8,943
Deferred contract acquisition costs, noncurrent	12,346	15,754	12,346	15,754
Total deferred costs to obtain a contract	<u>\$ 21,517</u>	<u>\$ 24,697</u>	<u>\$ 21,517</u>	<u>\$ 24,697</u>

Costs to Fulfill a Contract

The following table represents a roll forward of costs to fulfill a contract:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Beginning balance	\$ 2,908	\$ 4,626	\$ 3,740	\$ 5,523
Additions to deferred costs to fulfill a contract during the period	—	—	—	—
Amortization of deferred costs to fulfill a contract	(385)	(445)	(1,217)	(1,342)
Ending balance	<u>\$ 2,523</u>	<u>\$ 4,181</u>	<u>\$ 2,523</u>	<u>\$ 4,181</u>
Deferred fulfillment costs, current	1,103	1,658	1,103	1,658
Deferred fulfillment costs, noncurrent	1,420	2,523	1,420	2,523
Total deferred costs to fulfill a contract	<u>\$ 2,523</u>	<u>\$ 4,181</u>	<u>\$ 2,523</u>	<u>\$ 4,181</u>

NOTE 4: MARKETABLE SECURITIES

The following is a summary of available-for-sale marketable securities as of September 30, 2024 and December 31, 2023:

	September 30, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale – matures within one year:				
Corporate bonds	\$ 19,515	\$ 34	\$ (1)	\$ 19,548
Agency bonds	1,501	1	—	1,502
U.S. Treasury	18,345	34	—	18,379
Commercial paper	1,444	1	(1)	1,444
	<u>40,805</u>	<u>70</u>	<u>(2)</u>	<u>40,873</u>
Available-for-sale – matures after one year:				
Corporate bonds	1,678	—	—	1,678
Agency bonds	551	—	—	551
	<u>2,229</u>	<u>—</u>	<u>—</u>	<u>2,229</u>
Total	<u>\$ 43,034</u>	<u>\$ 70</u>	<u>\$ (2)</u>	<u>\$ 43,102</u>

December 31, 2023

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale – matures within one year:				
Corporate bonds	\$ 6,985	\$ 4	\$ —	\$ 6,989
U.S. Treasury	8,795	17	—	8,812
Commercial paper	8,855	—	(5)	8,850
Agency bonds	8,037	9	(5)	8,041
	<u>32,672</u>	<u>30</u>	<u>(10)</u>	<u>32,692</u>
Available-for-sale – matures after one year:				
Corporate bonds	2,944	14	—	2,958
U.S. Treasury	2,869	17	—	2,886
	<u>5,813</u>	<u>31</u>	<u>—</u>	<u>5,844</u>
Total	\$ 38,485	\$ 61	\$ (10)	\$ 38,536

As of September 30, 2024 and December 31, 2023, the Company did not record an allowance for credit losses for its available-for-sale marketable debt securities and all of the gross unrealized losses of the Company's marketable securities have been in a continuous loss position for less than 12 months. There were no gains or losses from available-for-sale marketable securities that were reclassified out of accumulated other comprehensive income during the periods presented.

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NOTE 5: FAIR VALUE MEASUREMENTS

In accordance with ASC 820, the Company measures its cash equivalents and marketable securities at fair value using the market approach valuation technique. Cash equivalents and marketable securities are classified within Level 1 or Level 2 because these assets are valued using quoted market prices or alternative pricing sources and models utilizing market observable inputs. Foreign currency derivative contracts are classified within the Level 2 value hierarchy, as the valuation inputs are based on quoted prices and market observable data of similar instruments.

The following table sets forth the Company's assets and liabilities that were measured at fair value as of September 30, 2024 and December 31, 2023 by level within the fair value hierarchy:

Description	Fair Value Hierarchy	Fair Value Measurements As Of	
		September 30, 2024	December 31, 2023
Measured at fair value on a recurring basis:			
Assets:			
Cash equivalents:			
Money market funds	Level 1	\$ 23,613	\$ 18,745
Short-term marketable securities:			
Corporate bonds	Level 2	\$ 19,548	\$ 6,989
U.S. Treasury	Level 2	\$ 18,379	\$ 8,812
Commercial paper	Level 2	\$ 1,444	\$ 8,850
Agency bonds	Level 2	\$ 1,502	\$ 8,041
Long-term marketable securities:			
Corporate bonds	Level 2	\$ 551	\$ 2,958
Agency bonds	Level 2	\$ 1,678	\$ 2,886
Prepaid expenses and other current assets:			
Restricted bank deposits	Level 2	\$ 3,397	\$ 3,397
Options and forward contracts designated as hedging instruments	Level 2	\$ 311	\$ 998
Other assets, noncurrent:			
Restricted bank deposit	Level 2	\$ 1,002	\$ 1,025
Liabilities:			
Derivative instruments liability included in accrued expenses and other current liabilities:			
Options and forward contracts designated as hedging instruments	Level 2	\$ 80	\$ —

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NOTE 6: DERIVATIVES AND HEDGING

The Company entered into forward, put and call option contracts to hedge certain forecasted payroll costs denominated in NIS against exchange rate fluctuations of the U.S. dollar for a period of up to twelve months. The Company recorded the cash flows associated with these derivatives under operating activities. The Company does not use derivative instruments for trading or speculative purposes.

Notional Amount of Foreign Currency Contracts

The Company had outstanding contracts designated as hedging instruments in the aggregate notional amount of \$31,328 as of September 30, 2024 and \$15,093 as of December 31, 2023. The fair value of the Company's outstanding contracts amounted to a liability of \$80 as of September 30, 2024 and to an asset of \$311 and \$998 as of September 30, 2024 and December 31, 2023, respectively. These liabilities and assets were recorded under accrued expenses and other current liabilities and prepaid expenses and other current assets, respectively. Losses of \$110 and \$427 were reclassified from accumulated other comprehensive losses during the three months ended September 30, 2024, and 2023, respectively. Gains of \$702 and losses of \$1,599 were reclassified from accumulated other comprehensive losses during the nine months ended September 30, 2024 and 2023, respectively. These losses and gains were reclassified from accumulated other comprehensive loss when the related expenses were incurred.

Effect of Foreign Currency Contracts on the Condensed Consolidated Statements of Operations

The effect of foreign currency contracts on the condensed consolidated statements of operations during the three and nine months ended September 30, 2024 and 2023 were as follows:

Condensed Statement of Operations Location:	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cost of revenue	\$ 16	\$ 60	\$ (106)	\$ 222
Research and development	57	225	(361)	835
Sales and marketing	13	53	(95)	206
General and administrative	18	89	(145)	308
Restructuring	—	—	—	28
Total	\$ 104	\$ 427	\$ (707)	\$ 1,599

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NOTE 7: LEASES

The Company leases its office facilities under non-cancelable agreements that expire at various dates through November 2027. The Company has a lease agreement for offices in Israel which includes two extension options for five years each. The Company estimates that it is reasonably certain that it will exercise the option for the first extension period. Therefore, for the purposes of determining the amount of the expense and the value of the right of use asset and lease liability according to ASC 842, the Company determined that the lease term would end in November 2032.

Components of operating lease expense were as follows:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Operating lease cost	\$ 702	\$ 700	\$ 2,071	\$ 2,188
Short-term lease cost	—	—	—	154
Variable lease cost	49	18	119	58
Total	\$ 751	\$ 718	\$ 2,190	\$ 2,400

Supplementary cash flow information related to operating leases was as follows:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cash paid for operating leases	\$ 1,068	\$ 987	\$ 2,332	\$ 2,464

As of September 30, 2024, the weighted-average discount rate is 4.6% and the weighted-average remaining term is approximately 7 years. Maturities of the Company's operating lease liabilities as of September 30, 2024 were as follows:

Year Ending December 31,

2024 (Remainder)	\$ 771
2025	3,068
2026	3,130
2027	2,698
2028	2,318
2029	2,318
2030 and thereafter	6,016
Total operating lease payments	20,319
Less: imputed interest	2,219
Total operating lease liabilities	\$ 18,100

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NOTE 8: COMMITMENTS AND CONTINGENCIES***Purchase Commitments***

The Company has entered into various non-cancelable agreements with third-party providers for use of mainly cloud and other services, under which it committed to minimum and fixed purchases through the year ending December 31, 2026. The following table presents details of the aggregate future non-cancelable purchase commitments under such agreements as of September 30, 2024:

<u>Year Ending December 31,</u>	
2024 (Remainder)	7,888
2025	27,872
2026	28,557
Total purchase commitment	\$ 64,317

During the nine months ended September 30, 2024, the Company has accelerated expenses in the amount of \$1,312 related to its minimum commitment with one of its cloud hosting service due to the Company's decision not to utilize the provider's cloud service. Such expenses were recorded under general and administrative expenses in the consolidated statement of operations.

Litigation

The Company is occasionally a party to claims or litigation in the normal course of the business. The Company does not believe that it is a party to any pending legal proceeding that is likely to have a material adverse effect on its business, financial condition, or results of operations.

NOTE 9: CONDENSED CONSOLIDATED BALANCE SHEET COMPONENTS***Prepaid expenses and other current assets***

Prepaid expenses and other current assets consisted of the following:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Prepaid expenses	\$ 3,424	\$ 2,656
Restricted bank deposits	3,397	3,397
Derivative instrument	311	998
Other current assets	784	1,359
	<u>\$ 7,916</u>	<u>\$ 8,410</u>

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Property and Equipment, net

Composition of property and equipment is as follows:

	September 30, 2024	December 31, 2023
Cost:		
Computers and peripheral equipment	\$ 4,148	\$ 3,802
Office furniture and equipment	2,241	2,183
Leasehold improvements	7,286	7,267
Finance leases of computers and peripheral equipment	253	253
Internal use software	13,755	13,755
	<u>27,683</u>	<u>27,260</u>
Accumulated depreciation	<u>(10,621)</u>	<u>(7,147)</u>
Depreciated cost	<u>\$ 17,062</u>	<u>\$ 20,113</u>

Depreciation expenses for the three months ended September 30, 2024 and 2023, and for the nine months ended September 30, 2024 and 2023 were \$1,134, \$1,128, \$3,477 and \$2,973, respectively.

Other assets, noncurrent

	September 30, 2024	December 31, 2023
Restricted cash	\$ 100	\$ 100
Severance pay fund	1,526	1,685
Restricted deposit	1,002	1,025
Other	<u>288</u>	<u>290</u>
	<u>\$ 2,916</u>	<u>\$ 3,100</u>

Accrued expenses and other current liabilities

	September 30, 2024	December 31, 2023
Accrued expenses	\$ 5,141	\$ 4,353
Accrued taxes	13,925	11,755
Derivative instruments	80	—
Other current liabilities	<u>992</u>	<u>1,171</u>
	<u>\$ 20,138</u>	<u>\$ 17,279</u>

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NOTE 10: GOODWILL AND INTANGIBLE ASSETS

There were no impairment charges to goodwill during the periods presented.

The carrying amounts and accumulated amortization expenses of the intangible assets, as of September 30, 2024 and December 31, 2023, were as follows:

	September 30, 2024		December 31, 2023	
	Weighted average remaining useful life (in years)	Balance		Balance
Gross carrying amount:				
Technology	0.50	\$ 4,700	\$	4,700
Customer relationship	2.50	2,419		2,419
		7,119		7,119
Accumulated amortization and impairments:				
Technology		(4,496)		(4,177)
Customer relationship		(2,291)		(2,253)
		(6,787)		(6,430)
Intangible assets, net		\$ 332	\$	689

During the three months ended September 30, 2024 and 2023, and the nine months ended September 30, 2024 and 2023, the Company recorded amortization expenses in the amount of \$120, \$120, \$357 and \$436, respectively, included in cost of revenue and sales and marketing expenses in the consolidated statements of operations.

The estimated future amortization expense of intangible assets as of September 30, 2024, is as follows:

	Year Ending December 31,	
2024 (Remainder)	\$	120
2025		148
2026		50
2027		14
	\$	332

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NOTE 11: INCOME TAXES

The Company recognized an income tax expense of \$1,304, \$2,507, \$6,076 and \$7,510 for the three and nine months ended September 30, 2024 and 2023, respectively. The tax expense for these periods was primarily attributable to pre-tax foreign earnings. The Company's effective tax rates of (57)%, (31)%, (33)% and (28)% for the three and nine months ended September 30, 2024 and 2023, respectively, differ from the U.S. statutory tax rate primarily due to U.S. losses for which there is no benefit and the tax rate differences between the U.S. and foreign countries.

The Company has a full valuation allowance on its deferred tax assets. Deferred tax liability is from indefinite life goodwill intangibles. Management currently believes that it is more likely than not that the deferred tax regarding the tax loss carry forwards and other temporary differences will not be realized in the foreseeable future in the U.S.

NOTE 12: NET LOSS PER SHARE ATTRIBUTABLE TO COMMON STOCKHOLDERS

The following table sets forth the computation of basic and diluted net loss per share attributable to common stockholders for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net loss	\$ 3,610	\$ 10,726	\$ 24,710	\$ 34,299
Total loss attributable to common stockholders	<u>\$ 3,610</u>	<u>\$ 10,726</u>	<u>\$ 24,710</u>	<u>\$ 34,299</u>
Denominator:				
Weighted-average shares used in computing net loss per share attributable to common stockholders, basic and diluted	149,306,274	139,186,364	147,074,320	137,033,800
Net loss per share attributable to common stockholders, basic and diluted	<u>\$ 0.02</u>	<u>\$ 0.08</u>	<u>\$ 0.17</u>	<u>\$ 0.25</u>

Instruments potentially exercisable for common stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented because including them would have been anti-dilutive are as follows:

	As of September 30,	
	2024	2023
Outstanding stock options and RSUs	<u>32,080,690</u>	<u>36,370,904</u>

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NOTE 13: REPORTABLE SEGMENTS AND GEOGRAPHICAL INFORMATION***Reportable segments***

ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer. The Company's CODM does not regularly review asset information by segments and, therefore, the Company does not report asset information by segment.

The Company organizes its operations in two segments: Enterprise, Education and Technology and Media and Telecom. The Enterprise, Education and Technology segment represents products related to industry solutions for education customers, and media services (except for Media and Telecom customers). The Media and Telecom segment primarily represents TV solutions that are sold to media and telecom operators.

The measurement of the reportable operating segments is based on the same accounting principles applied in these financial statements, which includes certain corporate overhead allocations.

	Three Months Ended September 30, 2024		
	Enterprise, Education and Technology	Media and Telecom	Total
Revenue	\$ 32,341	\$ 11,954	\$ 44,295
Gross profit	\$ 24,539	\$ 5,002	\$ 29,541
Operating expenses			34,007
Financial income, net			(2,160)
Provision for income taxes			1,304
Net loss			\$ 3,610

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Three Months Ended September 30, 2023

	Enterprise, Education and Technology	Media and Telecom	Total
Revenue	\$ 31,095	\$ 12,447	\$ 43,542
Gross profit	\$ 22,762	\$ 4,937	\$ 27,699
Operating expenses			36,013
Financial income, net			(95)
Provision for income taxes			2,507
Net loss			\$ 10,726

Nine Months Ended September 30, 2024

	Enterprise, Education and Technology	Media and Telecom	Total
Revenue	\$ 95,746	\$ 37,362	\$ 133,108
Gross profit	\$ 71,026	\$ 15,799	\$ 86,825
Operating expenses			107,131
Financial income, net			(1,672)
Provision for income taxes			6,076
Net loss			\$ 24,710

KALTURA, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
U.S. dollars in thousands (except share and per share data)
(unaudited)

Nine Months Ended September 30, 2023

	Enterprise, Education and Technology	Media and Telecom	Total
Revenue	\$ 93,583	\$ 37,111	\$ 130,694
Gross profit	\$ 68,625	\$ 14,962	\$ 83,587
Operating expenses			113,423
Financial income, net			(3,047)
Provision for income taxes			7,510
Net loss			\$ 34,299

Geographical information

See Note 3 for disaggregated revenue by geographic region.

KALTURA, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 14: LOAN

In January 2021, the Company refinanced all amounts outstanding under the then-existing loan agreements, terminated all outstanding commitments, and entered into a new credit agreement (the "Credit Agreement") with an existing lender, which provides for a new senior secured term loan facility in the aggregate principal amount of \$40,000 (the "Term Loan Facility") and a new senior secured revolving credit facility in the aggregate principal amount of \$10,000 (the "Revolving Credit Facility" and, together with the Term Loan Facility, the "Credit Facilities"), which subsequently has been amended according to the Company's needs and other developments.

In May 2023, the Company entered into an amendment (the "Fourth Amendment") to the then-existing Credit Agreement to replace the London Interbank Offered Rate ("LIBOR") with the Secured Overnight Financing Rate ("SOFR") as the benchmark rate under the Credit Agreement. Prior to the Fourth Amendment, borrowings under the Credit Agreement would bear interest, at the Company's election, at (a) the Eurodollar Rate (as defined in the Credit Agreement as in effect prior to the Fourth Amendment) plus a margin of 3.50% or (b) Alternative Base Rate ("ABR") (as defined in the Credit Agreement) plus a margin of 2.50%.

In December 2023, the Company entered into a new amendment to the then-existing Credit Agreement (the "Fifth Amendment"), which provides for a new term loan facility in the aggregate principal amount of \$35,000, while the commitments under the Revolving Credit Facility decreased to \$25,000.

In July 2024, the Company entered into a new amendment to the then-existing Credit Agreement in connection with our Repurchase Program (as defined below), which updated the aggregate amount of permitted Restricted Payments (as defined in the Credit Agreement; which term includes, among others, repurchase of the Company's outstanding common stock) and conditions for making such payments (see Note 15 for further information).

Following the effectiveness of the Fifth Amendment, borrowings under the Credit Facilities are subject to interest, determined as follows: (a) SOFR loans accrue interest at a rate per annum equal to Term SOFR (as defined in the Credit Agreement) plus 0.10% per annum plus a margin of 2.50% (the Adjusted Term SOFR (as defined in the Credit Agreement) is subject to a 1.00% floor), and (b) ABR loans accrue interest at a rate per annum equal to the ABR plus a margin of 1.50% (ABR is equal to the highest of (i) the prime rate and (ii) the Federal Funds Effective Rate plus 0.50%, subject to a 2.00% floor). As of September 30, 2024, the current rate of interest under the Credit Facilities was equal to a rate per annum of 7.23%, consisting of 4.96% (the 3-month SOFR rate as of September 30, 2024), 0.10% credit spread adjustment and the margin of 2.50%.

The Term Loan Facility is payable in consecutive quarterly installments on the last day of each fiscal quarter in an amount equal to (i) \$438 for installments payable on December 31, 2023 (deferred to January 9, 2024) through September 30, 2024, (ii) \$656 for installments payable on December 31, 2024 through September 30, 2025, and (iii) \$1,313 for installments payable on and after December 31, 2025. The remaining unpaid balance on the Term Loan Facility is due and payable on December 31, 2026, together with accrued and unpaid interest on the principal amount to be paid to, but excluding, the payment date. Amounts outstanding under the Credit Facilities may be voluntarily prepaid at any time and from time to time, in whole or in part, without premium or penalty.

Under the terms of the Credit Facilities, the Company is obligated to maintain compliance with certain covenants as defined therein. As of September 30, 2024, the Company met these covenants.

The aggregate principal annual maturities according to the Credit Facilities agreements are as follows:

Year Ending December 31,		
2024 (Remainder)	\$	656
2025		3,281
2026		29,313
	\$	33,250

The carrying amounts of the loans approximate their fair value.

KALTURA, INC. AND SUBSIDIARIES
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NOTE 15: STOCKHOLDERS' EQUITY AND EQUITY INCENTIVE PLANS

Equity Incentive Plans

On January 1, 2024, the number of shares of common stock authorized for issuance under the 2021 Incentive Award Plan (the "2021 Plan") automatically increased by 7,129,446 shares pursuant to the terms of the 2021 Plan.

Stock Options

A summary of the Company's stock option activity with respect to options granted under the 2021 Plan is as follows:

	Number of Options	Weighted Average exercise price	Weighted remaining contractual term (years)	Aggregate Intrinsic Value
Outstanding as of January 1, 2024	22,933,058	\$ 4.99	6.29	\$ 5,378
Granted	—	\$ —		
Exercised	(813,110)	\$ 0.22		\$ 842
Forfeited	(4,771,369)	\$ 12.35		
Outstanding as of September 30, 2024	<u>17,348,579</u>	<u>\$ 3.19</u>	<u>4.53</u>	<u>\$ 1,341</u>
Exercisable options at end of the period	<u>17,110,629</u>	<u>\$ 3.17</u>	<u>4.50</u>	<u>\$ 1,341</u>

RSUs

The following table summarizes the RSU activity with respect to the 2021 Plan for the nine months ended September 30, 2024:

	RSUs Outstanding	Weighted Average Grant Date Fair Value per Share
Outstanding as of December 31, 2023	11,199,265	\$2.24
RSUs granted	13,616,089	\$1.45
RSUs vested	(8,002,903)	\$2.12
RSUs forfeited	(2,080,340)	\$1.96
Unvested and Outstanding as of September 30, 2024	<u>14,732,111</u>	<u>\$1.63</u>

KALTURA, INC. AND SUBSIDIARIES
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Stock-Based Compensation Expense

The stock-based compensation expense by line item in the accompanying consolidated statement of operations is summarized as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Cost of revenue	\$ 259	\$ 295	\$ 807	\$ 827
Research and development	1,268	1,162	3,597	3,439
Sales and marketing	684	776	2,183	2,347
General and administrative	3,424	5,137	14,478	15,343
Total expenses	\$ 5,635	\$ 7,370	\$ 21,065	\$ 21,956

As of September 30, 2024, there were \$20,126 of total unrecognized compensation costs related to non-vested stock-based compensation arrangements granted under the Company's equity incentive plans. These costs are expected to be recognized over a weighted-average period of 1.67 years.

Shares Reserved for Future Issuance

The Company has the following common stock reserved for future issuance under the 2021 Plan:

	September 30, 2024
Outstanding options	17,348,579
Outstanding RSUs	14,732,111
Shares reserved under 2021 Plan	3,886,203
Total	35,966,893

Stock Repurchase Program

On June 11, 2024, the Company's board of directors authorized a stock repurchase program of the Company's outstanding common stock for up to \$5,000 of the Company's common stock (the "Repurchase Program"). Under the Repurchase Program, the Company may make repurchases, from time to time, through open market purchases, block trades, in privately negotiated transactions, accelerated stock repurchase transactions, or by other means. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under this authorization. The volume, timing, and manner of any repurchases will be determined at the Company's discretion, subject to general market conditions, as well as the Company's management of capital, general business conditions, other investment opportunities, regulatory requirements and other factors. The Repurchase Program does not obligate the Company to repurchase any specific amount of common stock, has no time limit, and may be modified, suspended, or discontinued at any time without notice at the discretion of the Board of Directors.

During the three months ended September 30, 2024, the Company repurchased 1,692,324 shares of common stock at an average price of \$1.24 per share (excluding broker and transaction fees of \$53). As of September 30, 2024, the Company had remaining authorization under the Repurchase Program to repurchase common stock up to an aggregate amount of \$2,820, subject to satisfying required conditions under the Companies Law and Companies Regulations.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 16: SELECTED STATEMENTS OF OPERATIONS DATA

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Financial income:				
Interest income	\$ 845	\$ 689	\$ 2,453	\$ 1,813
Foreign currency translation adjustments, net	2,144	410	1,647	4,402
	2,989	1,099	4,100	6,215
Financial expenses:				
Bank fees	35	28	103	115
Interest expense	725	789	2,131	2,400
Other	69	187	194	653
	829	1,004	2,428	3,168
Financial income, net	\$ (2,160)	\$ (95)	\$ (1,672)	\$ (3,047)

NOTE 17: ACCUMULATED OTHER COMPREHENSIVE INCOME

The following table summarizes the changes in accumulated other comprehensive income (loss) by component, net of tax (AOCI), during the nine months ended September 30, 2024 and 2023:

	Net Unrealized Gains on Available-for-Sale Securities Instruments	Net Unrealized Gains (Losses) on Derivatives Designated as Hedging Instruments	Total
Balance as of December 31, 2023;	\$ 49	\$ 998	\$ 1,047
Other comprehensive income (loss) before reclassifications	18	(66)	(48)
Net realized gains reclassified from accumulated other comprehensive income	—	(702)	(702)
Other comprehensive income (loss)	18	(768)	(750)
Balance as of September 30, 2024	\$ 67	\$ 230	\$ 297

The following table summarizes the changes in accumulated other comprehensive loss (income) by component, net of tax, during the nine months ended September 30, 2023.

KALTURA, INC. AND SUBSIDIARIES
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	Net Unrealized Gains (Losses) on Available-for- Sale Securities Instruments	Net Unrealized Gains (Losses) on Derivatives Designated as Hedging Instruments	Total
Balance as of December 31, 2022;	\$ (181)	\$ (120)	\$ (301)
Other comprehensive income (loss) before reclassifications	155	(2,166)	(2,011)
Net realized losses reclassified from accumulated other comprehensive income	—	1,630	1,630
Other comprehensive income (loss)	155	(536)	(381)
Balance as of September 30, 2023	<u>\$ (26)</u>	<u>\$ (656)</u>	<u>\$ (682)</u>

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our condensed consolidated financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2023, filed with the SEC on February 22, 2024 (the “2023 10-K”). This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in Part I, Item 1A, “Risk Factors” of our 2023 10-K and elsewhere in this Quarterly Report on Form 10-Q.

Overview

Our mission is to power any video experience, for any organization. Our Video Experience Cloud powers live, real-time, and on-demand video for webinars, events, virtual classrooms, and video sites. We also offer robust Application Programming Interfaces (“APIs”) and industry solutions predominantly for education and media and telecom. Our Video Experience Cloud is used by leading brands across all industries, reaching millions of users, at home, at school and at work, for communication, collaboration, marketing, sales, customer care, learning, and entertainment experiences. With our flexible offerings, customers can experience the benefits of video across a wide range of use cases, while customizing their deployments to meet their individual, dynamic needs.

Our business was founded in 2006.

We generate revenue primarily through the sale of Software-as-a-Service (“SaaS”) and Platform-as-a-Service (“PaaS”) subscriptions, and additional revenue from term license subscriptions. We also generate revenue through the sale of professional services associated with the implementation of deployments for new and existing customers.

We organize our business into two reporting segments: (i) Enterprise, Education, and Technology (“EE&T”); and (ii) Media and Telecom (“M&T”). These segments share a common underlying platform consisting of our API-based architecture, as well as unified product development, operations, and administrative resources.

- **Enterprise, Education & Technology:** Includes revenue from all of our products, industry solutions for education customers, and Media Services (except for Media and Telecom customers), as well as associated professional services for those offerings. Subscription revenues are primarily generated on a per full-time equivalent basis for on-demand and live products and solutions, per host basis for real-time-conferencing products and solutions, and per participant basis for Events product (which intersects on-demand, live, and real-time-conferencing video). Contracts are generally 12 to 24 months in length. Billing is primarily done on an annual basis.
- **Media & Telecom:** Includes revenue from our TV Solution and Media Services for media and telecom customers, as well as associated professional services for those offerings. Revenues are generated on a per end-subscriber basis for telecom customers, and on a per video play basis for media customers. Contracts are generally two to five years in length. Billing is generally done on a quarterly or annual basis. It generally takes from six to twelve months to implement M&T offerings. The upfront resources required for implementation of our Media & Telecom solutions generally exceed those of our other offerings, resulting in a longer period from initial booking to go-live and a higher proportion of professional services revenue as a percentage of overall revenue. Additionally, a higher proportion of revenue comes from customers who choose to license our offerings through private cloud and on-premise deployments, which also impacts our gross margin.

Reflected below is a summary of reportable segment revenue and reportable segment gross profit for the three and nine months ended September 30, 2024 and 2023.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
(in thousands)				
Revenue				
Enterprise, Education & Technology	\$ 32,341	\$ 31,095	\$ 95,746	\$ 93,583
Media & Telecom	11,954	12,447	37,362	37,111
Total Revenue	\$ 44,295	\$ 43,542	\$ 133,108	\$ 130,694
Gross Profit				
Enterprise, Education & Technology	\$ 24,539	\$ 22,762	\$ 71,026	\$ 68,625
Media & Telecom	5,002	4,937	15,799	14,962
Total Gross Profit	\$ 29,541	\$ 27,699	\$ 86,825	\$ 83,587

We employ a "land and expand strategy" with the aim of having our customers increase their usage of our offerings and/or purchase additional offerings over time. Our Net Dollar Retention Rate (as defined below) measures our success in retaining and growing recurring revenue from our existing customers over a given period. For the three months ended September 30, 2024 and 2023, our Net Dollar Retention Rate was 101% and 101%, respectively. We grew our Annualized Recurring Revenue (as defined below) by 4% in three months ended September 30, 2024, compared to three months ended September 30, 2023, demonstrating our ability to land new customers with higher spending levels and increase revenue from our existing customers.

For any given year, a large majority of our revenue comes from existing customers, with whom we are in active dialogue and tend to have visibility into their expected usage of our offerings.

We focus our selling efforts on large organizations and sell our solutions primarily through direct sales teams and account teams. In addition, we are continuing to expand our ability to serve smaller customers with our self-serve offerings, as well as focusing on inside sales for the SMB segment.

Key Factors Affecting Our Performance

Expansion of our Platform

We believe our platform is ideally suited for expansion across solutions, industries, and use cases. For example, in 2020, we entered the real-time conferencing market with the introduction of our Virtual and Hybrid Events, Webinars, and Online Learning products, focusing on learning, training, events, and marketing. Since then, we expanded the capabilities of our Virtual & Hybrid Events product to support a broader range of event types and use cases, fitted them to also address low-touch and self-serve sales and introduced a set of GenAI powered capabilities that increase the productivity in creating content and setting up events and also foster user engagement. We believe these products present a significant long-term opportunity, and we intend to harness our growing presence with them. Additionally, we will continue to invest in new video products for training, communication and collaboration, sales, marketing, and customer care, as we extend our platform into more industries.

Acquiring New Customers

We are focused on continuing to grow the number of customers that use our solutions. Our focus remains on bringing in new customers from enterprise accounts, as well as expanding our small and medium enterprise ("SME") offerings that can be sold by inside-sales teams. We also continue to provide our self-serve offering that can be purchased completely online, which also serves as a demand generation engine for our low-touch and enterprise offerings. We believe this will enable us to efficiently acquire smaller customers across all industries over time – expanding beyond enterprises into SMEs, beyond universities into K-12 schools, beyond tier 1 media and telecom companies to tier 2 and 3 media and telecom companies, and beyond providing Media Services to large technology companies to also addressing smaller technology firms and startups.

Increasing Revenue from Existing Customers

We are focused on increasing sales within our existing customer base through increased usage of our platform and the cross-selling of additional products and solutions. For the three months ended September 30, 2024, our Net Dollar Retention Rate was 101%. In order for us to increase revenue within our customer base, we will need to maintain engineering-level customer support and continue to introduce new products and features as well as innovative new use cases that are tailored to our customers' needs.

Continued Investment in Growth

Although we have invested significantly in our business to date, we believe that we still have a significant market opportunity ahead of us. We intend to continue to make investments to support the growth and expansion of our business and to increase revenue. We believe there is a significant opportunity to continue our growth. We expect that our cost of revenue and operating expenses will fluctuate over time.

Key Financial and Operating Metrics

We measure our business using both financial and operating metrics. We use these metrics to assess the progress of our business, make decisions on where to allocate capital, time, and technology investments, and assess the near-term and long-term performance of our business. The key financial and operating metrics we use are:

	Three Months Ended September 30,	
	2024	2023
	(in thousands, except percentages)	
Annualized Recurring Revenue	\$ 168,879	\$ 163,069
Net Dollar Retention Rate	101 %	101 %
Remaining Performance Obligations	\$ 187,846	\$ 163,995

Annualized Recurring Revenue

We use Annualized Recurring Revenue ("ARR") as a measure of our revenue trend and an indicator of our future revenue opportunity from existing recurring customer contracts. We calculate ARR by annualizing our recurring revenue for the most recently completed fiscal quarter. Recurring revenues are generated from SaaS and PaaS subscriptions, as well as term licenses for software installed on the customer's premises ("On-Prem"). For the SaaS and PaaS components, we calculate ARR by annualizing the actual recurring revenue recognized for the latest fiscal quarter. For the On-Prem components for which revenue recognition is not ratable across the license term, we calculate ARR for each contract by dividing the total contract value (excluding professional services) as of the last day of the specified period by the number of days in the contract term and then multiplying by 365. Recurring revenue excludes revenue from one-time professional services and setup fees. ARR is not adjusted for the impact of any known or projected future customer cancellations, upgrades or downgrades, or price increases or decreases.

The amount of actual revenue that we recognize over any 12-month period is likely to differ from ARR at the beginning of that period, sometimes significantly. This may occur due to new bookings, cancellations, upgrades or downgrades, pending renewals, professional services revenue, foreign exchange rate fluctuations and acquisitions or divestitures. ARR should be viewed independently of revenue as it is an operating metric and is not intended to be a replacement or forecast of revenue. Our calculation of ARR may differ from similarly titled metrics presented by other companies.

Net Dollar Retention Rate

Our Net Dollar Retention Rate, which we use to measure our success in retaining and growing recurring revenue from our existing customers, compares our recognized recurring revenue from a set of customers across comparable periods. We calculate our Net Dollar Retention Rate for a given period as the recognized recurring revenue from the latest reported fiscal quarter from the set of customers whose revenue existed in the reported fiscal quarter from the prior year (the numerator), divided by recognized recurring revenue from such customers for the same fiscal quarter in the prior year (denominator). For annual periods, we report Net Dollar Retention Rate as the arithmetic average of the Net Dollar Retention Rate for all fiscal quarters included in the period.

We consider subdivisions of the same legal entity (for example, divisions of a parent company or separate campuses that are part of the same state university system) as well as Value-add Resellers ("VARs") (meaning resellers that directly manage the relationship with the customer) and the customers they manage, to be a single customer for purposes of calculating our Net Dollar Retention Rate. Our calculation of Net Dollar Retention Rate for any fiscal period includes the positive recognized recurring revenue impacts of selling new services to existing customers and the negative recognized recurring revenue impacts of contraction and attrition among this set of customers. Our Net Dollar Retention Rate may fluctuate as a result of a number of factors, including the growing level of our revenue base, the level of penetration within our customer base, expansion of products and features, and our ability to retain our customers. Our calculation of Net Dollar Retention Rate may differ from similarly titled metrics presented by other companies.

Remaining Performance Obligations

Remaining Performance Obligations represents the amount of contracted future revenue that has not yet been delivered, including both subscription and professional services revenues. Remaining Performance Obligations consists of both deferred revenue and contracted non-cancelable amounts that will be invoiced and recognized in future periods. As of September 30, 2024, our Remaining Performance Obligations was \$187.8 million, which consists of both billed consideration in the amount of \$63.3 million and unbilled consideration in the amount of \$124.6 million that we expect to invoice and recognize in future periods.

We expect to recognize 59% of our Remaining Performance Obligations as revenue over the next 12 months and the remainder thereafter, in each case, in accordance with our revenue recognition policy.

Non-GAAP Financial Measures

In addition to our results determined in accordance with GAAP, we believe that EBITDA and Adjusted EBITDA, non-GAAP financial measures, are useful in evaluating the performance of our business.

We define EBITDA as net profit (loss) before financial expenses (income), net, provision for income taxes and depreciation and amortization expenses. Adjusted EBITDA is defined as EBITDA (as defined above), adjusted for the impact of certain non-cash and other items that we believe are not indicative of our core operating performance, such as non-cash stock-based compensation expenses, facility exit and transition costs, restructuring charges and other non-recurring operating expenses

EBITDA and Adjusted EBITDA are supplemental measure of our performance, are not defined by or presented in accordance with GAAP, and should not be considered in isolation or as an alternative to net profit (loss) or any other performance measure prepared in accordance with GAAP. EBITDA and Adjusted EBITDA are presented because we believe that they provide useful supplemental information to investors and analysts regarding our operating performance and are frequently used by these parties in evaluating companies in our industry. By presenting EBITDA and Adjusted EBITDA, we provide a basis for comparison of our business operations between periods by excluding items that we do not believe are indicative of our core operating performance. We believe that investors' understanding of our performance is enhanced by including these non-GAAP financial measures as a reasonable basis for comparing our ongoing results of operations. Additionally, our management uses Adjusted EBITDA as a supplemental measure of our performance because it assists us in comparing the operating performance of our business on a consistent basis between periods, as described above.

Although we use EBITDA and Adjusted EBITDA, as described above, EBITDA and Adjusted EBITDA, have significant limitations as analytical tools. Some of these limitations include:

- such measures do not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- such measures do not reflect changes in, or cash requirements for, our working capital needs;
- such measures do not reflect the interest expense, or the cash requirements necessary to service interest or principal payments on our debt;
- such measures do not reflect our tax expense or the cash requirements to pay our taxes;
- although depreciation and amortization expense and non-cash stock-based compensation expense are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and such measures do not reflect any cash requirements for such replacements; and
- other companies in our industry may calculate such measures differently than we do, thereby further limiting their usefulness as comparative measures.

Due to these limitations, EBITDA and Adjusted EBITDA should not be considered as measures of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our GAAP results and using these non-GAAP measures only supplementally. Adjusted EBITDA includes an adjustment for non-cash stock-based compensation expenses. It is reasonable to expect that this item will occur in future periods. However, we believe this adjustment is appropriate because the amount recognized can vary significantly from period to period, does not directly relate to the ongoing operations of our business, and complicates comparisons of our internal operating results between periods and with the operating results of other companies over time. Each of the normal recurring adjustments and other adjustments described above help to provide management with a measure of our core operating performance over time by removing items that are not related to day-to-day operations. Nevertheless, because of the limitations described above, management does not view EBITDA, or Adjusted EBITDA in isolation and also uses other measures, such as revenue, operating loss, and net loss, to measure operating performance.

The following table reconciles EBITDA and Adjusted EBITDA to the most directly comparable GAAP financial performance measure, which is net loss:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	(in thousands)			
Net loss	\$ (3,610)	\$ (10,726)	\$ (24,710)	\$ (34,299)
Financial income, net ^(a)	(2,160)	(95)	(1,672)	(3,047)
Provision for income taxes	1,304	2,507	6,076	7,510
Depreciation and amortization	1,254	1,248	3,834	3,409
EBITDA	(3,212)	(7,066)	(16,472)	(26,427)
Non-cash stock-based compensation expense	5,635	7,370	21,065	21,956
Facility exit and transition costs ^(b)	—	—	—	154
Restructuring ^(c)	—	5	—	973
War related costs ^(d)	—	—	22	—
Adjusted EBITDA	\$ 2,423	\$ 309	\$ 4,615	\$ (3,344)

- (a) The three months ended September 30, 2024 and 2023, and the nine months ended September 30, 2024 and 2023, include \$725, \$789, \$2,131 and \$2,400 respectively, of interest expenses.
- (b) Facility exit and transition costs for the nine months ended September 30, 2023, include losses from sale of fixed assets and other costs associated with moving to our temporary office in Israel.
- (c) The three and nine months ended September 30, 2023 include one-time employee termination benefits incurred in connection with the 2023 Reorganization Plan and the 2022 Restructuring Plan.
- (d) The nine months ended September 30, 2024 include costs related to conflicts in Israel, attributable to temporary relocation of key employees from Israel for business continuity purposes, purchase of emergency equipment for key employees for business continuity purposes, and charitable donation to communities directly impacted by the war.

Components of Our Results of Operations

Revenue

Subscriptions

Our revenues are mainly comprised of revenue from SaaS and PaaS subscriptions. SaaS and PaaS subscriptions provide access to our Video Experience Cloud which powers all types of video experiences: live, real-time, and on-demand video. We provide access to our platform either as a cloud-based service, which represent most of our SaaS and PaaS subscriptions, or, less commonly, as a term license to software installed on the customer's premises. Revenue from SaaS and PaaS subscriptions is recognized ratably over the time of the subscription, beginning from the date on which the customer is granted access to our Video Experience Cloud. Revenue from the sale of a term license is recognized at a point in time in which the license is delivered to the customer. Revenue from post-contract services ("PCS") included in On-Prem deals is recognized ratably over the period of the PCS.

Professional Services

Our revenue also includes professional services, which consist of consulting, integration and customization services, technical solution services and training related to our video experience. In some of our arrangements, professional services are accounted for as a separate performance obligation, and revenue is recognized upon rendering of the service.

In some of our SaaS and PaaS subscriptions, we determined that the professional services are solely set up activities that do not transfer goods or services to the customer and therefore are not accounted for as a separate performance obligation and are recognized ratably over the time of the subscription.

Cost of Revenue

Cost of subscription revenue consists primarily of employee-related costs including payroll, benefits and stock-based compensation expense for operations and customer support teams, costs of cloud hosting providers and other third-party service providers, amortization of capitalized software development costs and acquired technology and allocated overhead costs.

Cost of professional services consists primarily of personnel costs of our professional services organization, including payroll, benefits, and stock-based compensation expense, allocated overhead costs and other third-party service providers.

The costs associated with providing professional services are significantly higher as a percentage of related revenue than the costs associated with delivering our subscriptions due to the labor costs of providing professional services. As such, the implementation and professional services costs relating to an arrangement with a new customer are more significant than the costs to renew an existing customer's license and support arrangement.

For the three months ended September 30, 2024 and 2023, and for the nine months ended September 30, 2024 and 2023, our cost of revenue was \$14,754, \$15,843, \$46,283 and \$47,107, respectively.

Gross Margins

Gross margins have been, and will continue to be, affected by a variety of factors, including the average sales price of our products and services, volume growth, the mix of revenue between SaaS and PaaS subscriptions, software licenses, maintenance and support and professional services, onboarding of new media and telecom customers, hosting of major virtual events and changes in cloud infrastructure and personnel costs.

In particular, the gross margins in our M&T segment have been negatively impacted due to the resources required for implementation of our TV Solution and Media Services for TV experiences, which generally exceed those of our other offerings, resulting in a longer period from initial booking to go-live and a higher proportion of professional services revenue as a percentage of overall revenue.

Additionally, a higher proportion of revenue comes from customers who choose to license our offerings through private cloud and on-premise deployments, which also impacts our gross margin. In the long-term, we expect the margins for this segment to improve due to the following: expected increase in the ratio of subscription revenue to professional services with scale, improved efficiencies of both production and professional services costs, and an increase in the proportion of revenues from media customers, which generally entail simpler deployments compared to telecom customers. However, in the near and medium term, our gross margins in our M&T segment are expected to vary from period to period based on the onboarding of new customers, as well as the timing and aggregate usage of our solutions by such customers.

For the three and nine months ended September 30, 2024 and 2023, gross margins improved slightly overall, driven by strong subscription performance, particularly in the EE&T segment.

For the three months ended September 30, 2024 and 2023, our gross margins were 67% (75% for subscriptions and (95)% for professional services) and 64% (73% for subscriptions and (80)% for professional services), respectively. For the nine months ended September 30, 2024 and 2023, our gross margins were 65% (74% for subscriptions and (54)% for professional services) and 64% (73% for subscriptions and (60)% for professional services), respectively.

For our EE&T segment, gross margins for the three months ended September 30, 2024 and 2023, were 76% (82% for subscription and (154)% for professional services), and 73% (79% for subscription and (105)% for professional services), respectively. For the nine months ended September 30, 2024 and 2023, our gross margins were 74% (81% for subscriptions and (78)% for professional services) and 73% (79% for subscriptions and (73)% for professional services), respectively.

For our M&T segment, gross margins for the three months ended September 30, 2024 and 2023 were 42% (55% for subscriptions and (59)% for professional services) and 40% (55% for subscriptions and (63)% for professional services), respectively. For the nine months ended September 30, 2024 and 2023, our gross margins were 42% (54% for subscription and (35)% for professional services) and 40% (56% for subscription and (52)% for professional services), respectively.

Research and Development

Our research and development expenses consist primarily of costs incurred for personnel-related expenses for our technical staff, including salaries and other direct personnel-related costs. Additional expenses include consulting and professional fees for third-party development resources and software subscriptions. We expect our research and development expenses generally to remain constant as a percentage of revenue for the near and medium-term, as we continue to dedicate substantial resources to develop, improve, and expand the functionality of our solutions. Subsequent costs incurred for the development of future upgrades and enhancements, which are expected to result in additional functionality, may qualify for capitalization under internal-use software and therefore may cause research and development expenses to fluctuate.

Sales and Marketing Expenses

Our sales and marketing expenses consist primarily of personnel related costs for our sales and marketing functions, including salaries and other direct personnel-related costs, such as sales commissions. Additional expenses include marketing program costs and amortization of acquired customer relationships intangible assets. We expect our sales and marketing expenses to be relatively stable on an absolute dollar basis.

General and Administrative Expenses

Our general and administrative expenses consist primarily of personnel-related costs for our executive, finance, human resources, information technology, and legal functions, including salaries and other direct personnel-related costs. We expect our general and administrative expenses to be relatively stable both on an absolute dollar basis and as a percentage of revenue for the near and medium-term.

We allocate overhead costs such as rent, utilities, and supplies to all departments based on relative headcount to each operating expense category.

Financial Income, Net

Financial income, net consists of interest expense accrued or paid on our indebtedness, net of interest income earned on our cash balances and marketable securities. Financial income, net also includes foreign exchange gains and losses and bank fees.

We expect interest expenses to vary each reporting period depending on the amount of outstanding indebtedness and prevailing interest rates.

We expect interest income will vary in each reporting period depending on our average cash and marketable securities balances during the period and applicable interest rates.

Provision for Income Taxes

We are subject to taxes in the United States as well as other tax jurisdictions or countries in which we conduct business. Earnings from our non-U.S. activities are subject to local country income tax and may be subject to current U.S. income tax. Due to cumulative losses, we maintain a valuation allowance against our deferred tax assets. We consider all available evidence, both positive and negative, in assessing the extent to which a valuation allowance should be applied against our deferred tax assets. Realization of our U.S. deferred tax assets depends upon future earnings, the timing and amount of which are uncertain. Our effective tax rate is affected by tax rates in foreign jurisdictions and the relative amounts of income we earn in those jurisdictions, as well as non-deductible expenses, such as share-based compensation, and changes in our valuation allowance.

Results of Operations

The following tables summarize key components of our results of operations for the periods presented. The period-to-period comparisons of our historical results are not necessarily indicative of the results that may be expected in the future.

	Three Months Ended September 30,		Period-over-Period Change		Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage	2024	2023	Dollar	Percentage
	(in thousands, except percentages)				(in thousands, except percentages)			
Revenue:								
Enterprise, Education & Technology	\$ 32,341	\$ 31,095	\$ 1,246	4 %	\$ 95,746	\$ 93,583	\$ 2,163	2 %
Media & Telecom	11,954	12,447	(493)	(4)%	37,362	37,111	251	1 %
Total revenue	44,295	43,542	753	2 %	133,108	130,694	2,414	2 %
Cost of revenue	14,754	15,843	(1,089)	(7)%	46,283	47,107	(824)	(2)%
Total gross profit	29,541	27,699	1,842	7 %	86,825	83,587	3,238	4 %
Operating expenses:								
Research and development expenses	12,427	12,558	(131)	(1)%	36,460	39,663	(3,203)	(8)%
Sales and marketing expenses	11,830	11,683	147	1 %	35,421	36,489	(1,068)	(3)%
General and administrative expenses	9,750	11,767	(2,017)	(17)%	35,250	36,298	(1,048)	(3)%
Restructuring	—	5	(5)	NM	—	973	(973)	NM
Total operating expenses	34,007	36,013	(2,006)	(6)%	107,131	113,423	(6,292)	(6)%
Loss from operations	4,466	8,314	(3,848)	(46)%	20,306	29,836	(9,530)	(32)%
Financial income, net	(2,160)	(95)	(2,065)	2174 %	(1,672)	(3,047)	1,375	(45)%
Loss before provision for income taxes	2,306	8,219	(5,913)	(72)%	18,634	26,789	(8,155)	(30)%
Provision for income taxes	1,304	2,507	(1,203)	(48)%	6,076	7,510	(1,434)	(19)%
Net loss	\$ 3,610	\$ 10,726	\$ (7,116)	(66)%	\$ 24,710	\$ 34,299	\$ (9,589)	(28)%

Segments

We manage and report operating results through two reportable segments.

- **Enterprise, Education & Technology** (73% and 71% of revenue for the three months ended September 30, 2024 and 2023, respectively, and 72% for each of the nine months ended September 30, 2024 and 2023): Our EE&T segment represents revenues from all of our products, industry solutions for education customers, and Media Services (except for M&T customers), as well as associated professional services for those offerings.
- **Media & Telecom** (27% and 29% of revenue for the three months ended September 30, 2024 and 2023, respectively, and 28% for each of the nine months ended September 30, 2024 and 2023): Our M&T segment primarily represents revenues from our TV Solution and Media Services sold to media and telecom customers.

Comparison of the three months ended September 30, 2024 and 2023

Enterprise, Education & Technology

The following table presents our EE&T segment revenue and gross profit (loss) for the periods indicated:

	Three Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
(in thousands, except percentages)				
Enterprise, Education & Technology revenue:				
Subscription revenue	\$ 31,495	\$ 30,043	\$ 1,452	5 %
Professional services revenue	846	1,052	(206)	(20)%
Total Enterprise, Education & Technology revenue	\$ 32,341	\$ 31,095	\$ 1,246	4 %
Enterprise, Education & Technology gross profit (loss):				
Subscription gross profit	\$ 25,841	\$ 23,866	\$ 1,975	8 %
Professional services gross loss	(1,302)	(1,104)	(198)	18 %
Total Enterprise, Education & Technology gross profit	\$ 24,539	\$ 22,762	\$ 1,777	8 %

Enterprise, Education & Technology Revenue

Total EE&T revenue increased by \$1.2 million, or 4%, to \$32.3 million for the three months ended September 30, 2024, from \$31.1 million for the three months ended September 30, 2023. The increase is mainly attributable to a \$1.0 million increase in revenue generated from new customers, and \$0.2 million increase in revenue from existing customers.

EE&T subscription revenue increased by \$1.5 million, or 5%, to \$31.5 million for the three months ended September 30, 2024, from \$30.0 million for the three months ended September 30, 2023.

EE&T professional services revenue decreased by \$0.2 million, or 20%, to \$0.8 million for the three months ended September 30, 2024, from \$1.1 million for the three months ended September 30, 2023.

Enterprise, Education & Technology Gross Profit

EE&T gross profit increased by \$1.8 million, or 8%, to \$24.5 million for the three months ended September 30, 2024, from \$22.8 million for the three months ended September 30, 2023. This increase was mainly due to a \$1.2 million increase in revenue and reduction in production costs, which is a result of improved efficiency.

EE&T subscription gross profit increased by \$2.0 million, or 8%, to \$25.8 million for the three months ended September 30, 2024, from \$23.9 million for the three months ended September 30, 2023.

EE&T professional services gross loss increased by \$0.2 million, or 18%, to a gross loss of \$1.3 million for the three months ended September 30, 2024, from a gross loss of \$1.1 million for the three months ended September 30, 2023. The Increase was primarily due to a reduction in professional services revenue.

Media & Telecom

The following table presents our M&T segment revenue and gross profit for the periods indicated:

	Three Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Media & Telecom revenue:				
Subscription revenue	\$ 10,590	\$ 10,804	\$ (214)	(2)%
Professional services revenue	1,364	1,643	(279)	(17)%
Total Media & Telecom revenue	\$ 11,954	\$ 12,447	\$ (493)	(4)%
Media & Telecom gross profit:				
Subscription gross profit	\$ 5,807	\$ 5,977	\$ (170)	(3)%
Professional services gross loss	(805)	(1,040)	235	23 %
Total Media & Telecom gross profit	\$ 5,002	\$ 4,937	\$ 65	1 %

Media & Telecom Revenue

M&T revenue decreased by \$0.5 million, or 4%, to \$12.0 million for the three months ended September 30, 2024, from \$12.4 million for the three months ended September 30, 2023. The decrease is mainly attributable to a \$0.5 million decrease in revenue from existing customers.

M&T subscription revenue decreased by \$0.2 million, or 2%, to \$10.6 million for the three months ended September 30, 2024, from \$10.8 million for the three months ended September 30, 2023.

M&T professional services revenue decreased by \$0.3 million, or 17%, to \$1.4 million for the three months ended September 30, 2024, from \$1.6 million for the three months ended September 30, 2023.

Media & Telecom Gross Profit

M&T gross profit increased by \$0.1 million, or 1%, to \$5.0 million for the three months ended September 30, 2024, from \$4.9 million for the three months ended September 30, 2023.

M&T subscription gross profit decreased by \$0.2 million, or 3%, to \$5.8 million for the three months ended September 30, 2024, from \$6.0 million for the three months ended September 30, 2023.

M&T professional services gross loss decreased by \$0.2 million, or 23%, to a gross loss of \$0.8 million for the three months ended September 30, 2024, from a gross loss of \$1.0 million for the three months ended September 30, 2023.

Operating Expenses

Research and Development expenses

	Three Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation	\$ 8,650	\$ 8,440	\$ 210	2 %
Subcontractors and consultants	1,753	1,832	(79)	-4 %
IT related	1,194	1,406	(212)	-15 %
Other	830	880	(50)	-6 %
Total research and development expenses	\$ 12,427	\$ 12,558	\$ (131)	-1 %

Research and development expenses decreased by \$0.1 million, or 1%, to \$12.4 million for the three months ended September 30, 2024, from \$12.6 million for the three months ended September 30, 2023. The decrease is primarily due to lower IT related expenses.

Sales and Marketing expenses

	Three Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation & commission	\$ 9,729	\$ 9,380	\$ 349	4 %
Marketing expenses	832	947	(115)	(12)%
Travel and entertainment	246	391	(145)	(37)%
Other	1,023	965	58	6 %
Total sales and marketing expenses	\$ 11,830	\$ 11,683	\$ 147	1 %

Sales and marketing expenses increased by \$0.1 million, or 1%, to \$11.8 million for the three months ended September 30, 2024, from \$11.7 million for the three months ended September 30, 2023. The increase was primarily due to a \$0.3 million increase in compensation, offset by a \$0.1 million decrease in marketing related expenses mainly due to more efficient advertising expense management and lower travel expenses.

General and Administrative expenses

	Three Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation	\$ 6,876	\$ 8,677	\$ (1,801)	(21)%
Professional fees and insurance	1,115	980	135	14 %
Subcontractors and consultants	337	225	112	50 %
Travel and entertainment	195	222	(27)	(12)%
Other	1,227	1,663	(436)	(26)%
Total general and administrative expenses	9,750	11,767	(2,017)	(17)%

General and administrative expenses decreased by \$2.0 million, or 17%, to \$9.8 million for the three months ended September 30, 2024, from \$11.8 million for the three months ended September 30, 2023. The decrease was primarily due to a \$1.8 million decrease in compensation costs. The majority of this decrease is attributed to lower stock-based compensation expenses related to the cancellation of market-based equity awards previously granted to the Chief Executive Officer. These expenses were recognized for the three months ended September 30, 2023, but were accelerated in the three months ended June 30, 2024. Additionally, the decrease is also due to lower compensation costs as a result of Executive departures in the first quarter of 2024.

Financial Income, net

Financial Income, net increased by \$2.1 million, to \$2.2 million for the three months ended September 30, 2024, from \$0.1 million for the three months ended September 30, 2023. The increase was primarily due to \$1.7 million related to exchange rate differences, along with an additional \$0.2 million interest income associated with our investments.

Provision for Income Taxes

Provision for income taxes decreased by \$1.2 million, or 48%, to \$1.3 million for the three months ended September 30, 2024, from \$2.5 million for the three months ended September 30, 2023, primarily due to decreased tax liability related to income generated by our subsidiaries organized under the laws of Israel and UK.

Comparison of the nine months ended September 30, 2024 and 2023

Enterprise, Education & Technology

The following table presents our EE&T segment revenue and gross profit (loss) for the periods indicated:

	Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
(in thousands, except percentages)				
Enterprise, Education & Technology revenue:				
Subscription revenue	\$ 91,920	\$ 90,175	\$ 1,745	2 %
Professional services revenue	3,826	3,408	418	12 %
Total Enterprise, Education & Technology revenue	\$ 95,746	\$ 93,583	\$ 2,163	2 %
Enterprise, Education & Technology gross profit:				
Subscription gross profit	\$ 74,001	\$ 71,105	\$ 2,896	4 %
Professional services gross profit (loss)	(2,975)	(2,480)	(495)	20 %
Total Enterprise, Education & Technology gross profit	\$ 71,026	\$ 68,625	\$ 2,401	3 %

Enterprise, Education & Technology Revenue

Total EE&T revenue increased by \$2.2 million, or 2%, to \$95.7 million for the nine months ended September 30, 2024, from \$93.6 million for the nine months ended September 30, 2023. The increase is mainly attributable to a \$2.5 million increase in revenue from new customers partially offset by a \$0.3 million decrease in revenue from existing customers.

EE&T subscription revenue increased by \$1.7 million, or 2%, to \$91.9 million for the nine months ended September 30, 2024, from \$90.2 million for the nine months ended September 30, 2023.

EE&T professional services revenue increased by \$0.4 million, or 12%, to \$3.8 million for the nine months ended September 30, 2024 from \$3.4 million for the nine months ended September 30, 2023.

Enterprise, Education & Technology Gross Profit

EE&T gross profit increased by \$2.4 million, or 3%, to \$71.0 million for the nine months ended September 30, 2024, from \$68.6 million for the nine months ended September 30, 2023. This increase was mainly due to a \$2.2 million increase in revenue.

EE&T subscription gross profit increased by \$2.9 million, or 4%, to \$74.0 million for the nine months ended September 30, 2024, from \$71.1 million for the nine months ended September 30, 2023.

EE&T professional services gross loss increased by \$0.5 million, or 20%, to a gross loss of \$3.0 million for the nine months ended September 30, 2024, from a gross loss of \$2.5 million for the nine months ended September 30, 2023.

Media & Telecom

The following table presents our M&T segment revenue and gross profit for the periods indicated:

	Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
(in thousands, except percentages)				
Media & Telecom revenue:				
Subscription revenue	\$ 32,347	\$ 31,787	\$ 560	2 %
Professional services revenue	5,015	5,324	(309)	(6)%
Total Media & Telecom revenue	\$ 37,362	\$ 37,111	\$ 251	1 %
Media & Telecom gross profit:				
Subscription gross profit	\$ 17,567	\$ 17,751	\$ (184)	(1)%
Professional services gross loss	(1,768)	(2,789)	1,021	37 %
Total Media & Telecom gross profit	\$ 15,799	\$ 14,962	\$ 837	6 %

Media & Telecom Revenue

M&T revenue increased by \$0.3 million, or 1%, to \$37.4 million for the nine months ended September 30, 2024, from \$37.1 million for the nine months ended September 30, 2023. The increase is mainly attributable to revenue from existing customers.

M&T subscription revenue increased by \$0.6 million, or 2%, to \$32.3 million for the nine months ended September 30, 2024, from \$31.8 million for the nine months ended September 30, 2023.

M&T professional services revenue decreased by \$0.3 million, or 6%, to \$5.0 million for the nine months ended September 30, 2024, from \$5.3 million for the nine months ended September 30, 2023.

Media & Telecom Gross Profit

M&T gross profit increased by \$0.8 million, or 6%, to \$15.8 million for the nine months ended September 30, 2024, from \$15.0 million for the nine months ended September 30, 2023. This increase was mainly due to increase in revenue and improved operational efficiencies.

M&T subscription gross profit decreased by \$0.2 million, or 1%, to \$17.6 million for the nine months ended September 30, 2024, from \$17.8 million for the nine months ended September 30, 2023.

M&T professional services gross loss decreased by \$1.0 million, or 37%, to \$1.8 million for the nine months ended September 30, 2024, from \$2.8 million for the nine months ended September 30, 2023.

Operating Expenses

Research and Development expenses

	Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation	\$ 25,205	\$ 27,791	\$ (2,586)	(9)%
Subcontractors and consultants	5,211	4,815	396	8 %
IT related	3,703	4,519	(816)	(18)%
Other	2,341	2,538	(197)	(8)%
Total research and development expenses	\$ 36,460	\$ 39,663	\$ (3,203)	(8)%

Research and development expenses decreased by \$3.2 million, or 8%, to \$36.5 million for the nine months ended September 30, 2024, from \$39.7 million for the nine months ended September 30, 2023. The decrease was primarily due to a \$2.6 million decrease in compensation expenses, which mainly related to lower headcount and to a \$0.8 million decrease in IT related expenses.

Sales and Marketing expenses

	Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation & commission	\$ 28,818	\$ 29,515	\$ (697)	(2)%
Marketing expenses	2,570	3,007	(437)	(15)%
Travel and entertainment	818	1,226	(408)	(33)%
Other	3,215	2,741	474	17 %
Total sales and marketing expenses	\$ 35,421	\$ 36,489	\$ (1,068)	(3)%

Sales and marketing expenses decreased by \$1.1 million, or 3%, to \$35.4 million for the nine months ended September 30, 2024, from \$36.5 million for the nine months ended September 30, 2023. The decrease was primarily due to a \$0.7 million decrease in compensation which mainly related to lower headcount, and a \$0.4 million decrease in marketing related expenses.

General and Administrative expenses

	Nine Months Ended September 30,		Period-over-Period Change	
	2024	2023	Dollar	Percentage
	(in thousands, except percentages)			
Employee compensation	\$ 25,217	\$ 26,590	\$ (1,373)	(5)%
Professional fees and insurance	3,249	3,558	(309)	(9)%
Subcontractors and consultants	918	847	71	8 %
Travel and entertainment	590	649	(59)	(9)%
Unused cloud hosting commitment expense	1,312	—	1,312	NM
Other	3,964	4,654	(690)	(15)%
Total general and administrative expenses	\$ 35,250	\$ 36,298	\$ (1,048)	(3)%

General and administrative expenses decreased by \$1.0 million, or 3%, to \$35.3 million for the nine months ended September 30, 2024, from \$36.3 million for the nine months ended September 30, 2023. The decrease was primarily due to a \$1.4 million decrease in compensation costs related mainly to cancellation of market based equity awards previously granted to the Chief Executive Officer and Executive departures in the first quarter of 2024, a \$0.3 million decrease in professional fees and insurance mainly due to lower insurance costs and a \$0.7 million decrease in other expenses related mainly to welfare and training expenses, partially offset by \$1.3 million unused one-time expense associated with terminating commitments with a cloud hosting service provider.

Financial Income, net

Financial income, net decreased by \$1.4 million to \$1.7 million for the nine months ended September 30, 2024, from \$3.0 million for the nine months ended September 30, 2023. The decrease was primarily due to a decrease of \$2.8 million related to exchange rate differences partially offset by \$0.9 million of higher interest income associated with our investments.

Provision for Income Taxes

Provision for income taxes decreased by \$1.4 million, or 19%, to \$6.1 million for the nine months ended September 30, 2024, from \$7.5 million for the nine months ended September 30, 2023 primarily due to decreased tax liability related to income generated by our subsidiaries organized under the laws of Israel and UK.

Liquidity and Capital Resources

Overview

Since our inception, we have financed our operations primarily through net cash provided by operating activities, equity issuances, and borrowings under our long-term debt arrangements. Our primary requirements for liquidity and capital are to finance working capital, capital expenditures and general corporate purposes. Our principal sources of liquidity are expected to be our cash on hand and borrowings available under our Revolving Credit Facility. As of September 30, 2024, we had no balance outstanding under the Revolving Credit Facility and the total revolving commitment of \$25.0 million is available for future borrowings.

We believe that our net cash provided by operating activities, cash on hand, and availability under our Revolving Credit Facility will be adequate to meet our operating, investing, and financing needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our revenue growth, the timing and extent of investments to support such growth, the expansion of sales and marketing activities, increases in general and administrative costs and many other factors as described under Part I, Item 1A. "Risk Factors" of our 2023 10-K, and "—Key Factors Affecting Our Performance." above. In addition, our cash and cash equivalents are maintained at financial institutions in amounts that exceed federally insured limits. In the event of failure of any of the financial institutions where we maintain our cash and cash equivalents, there can be no assurance that we will be able to access uninsured funds in a timely manner or at all.

If necessary, we may borrow funds under our Revolving Credit Facility to finance our liquidity requirements, subject to customary borrowing conditions. To the extent additional funds are necessary to meet our long-term liquidity needs as we continue to execute our business strategy, we anticipate that they will be obtained through the incurrence of additional indebtedness, additional equity financings or a combination of these potential sources of funds; however, such financing may not be available on favorable terms, or at all. In particular, the current global economic volatility, rising inflation and interest rates, price increases, decrease in our customers' spend or available budget, and the ongoing conflict between Russia and Ukraine, have resulted in, and may continue to result in, significant disruption of global financial markets, reducing our ability to access capital. Our ability to access capital may also be impacted by political, economic, and military conditions in Israel, including the current security situation or any escalation of conflicts with Israel, and in other regions in which we operate, or changes in the business environment in those regions. If we are unable to raise additional funds when desired, our business, financial condition and results of operations could be adversely affected.

Repurchase Program

On June 11, 2024, the Company's board of directors authorized a stock repurchase program of the Company's outstanding common stock for up to \$5.0 million of the Company's common stock (the "Repurchase Program"). Under the Repurchase Program, the Company may make repurchases, from time to time, through open market purchases, block trades, in privately negotiated transactions, accelerated stock repurchase transactions, or by other means. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under this authorization. The volume, timing, and manner of any repurchases will be determined at the Company's discretion, subject to general market conditions, as well as the Company's management of capital, general business conditions, other investment opportunities, regulatory requirements and other factors. The Repurchase Program does not obligate the Company to repurchase any specific amount of common stock, has no time limit, and may be modified, suspended, or discontinued at any time without notice at the discretion of the Board of Directors.

During the nine months ended September 30, 2024, the Company repurchased 1,758,929 shares of common stock at an average price of \$1.24 per share (excluding broker and transaction fees of \$53). As of September 30, 2024, the Company had remaining authorization under the Repurchase Program to repurchase common stock up to an aggregate amount of \$2.8 million, subject to satisfying required conditions under the Companies Law and Companies Regulations.

Credit Facilities

In January 2021, we entered into a new credit agreement (as amended, the "Credit Agreement") with one of our existing lenders, which provides for a new senior secured term loan facility in the aggregate principal amount of \$40.0 million (the "Term Loan Facility") and a new senior secured revolving credit facility in the aggregate principal amount of \$10.0 million (the "Revolving Credit Facility" and, together with the Term Loan Facility, the "Credit Facilities"), which thereafter were extended and amended to align our business needs and other developments. In December 2023, we refinanced all amounts outstanding under the then-existing Credit Agreement, and entered into a new amendment to the credit agreement (the "Fifth Amendment") with an existing lender, which provides for an additional term loan facility of \$3.5 million in addition to the existing \$31.5 million in term loans outstanding immediately prior to the Fifth Amendment. Commitments under the Revolving Credit Facility decreased to \$25.0 million

In July 2024, we entered into an amendment to the Credit Agreement with an existing lender, in connection with our Repurchase Program (as defined herein), which updated the aggregate amount of permitted Restricted Payments (as defined in the Credit Agreement; which term include, among others, repurchase of the Company's outstanding common stock) and conditions for making such payments.

The amount available for borrowing under the Revolving Credit Facility is limited to a borrowing base, which is equal to the product of (a) 500% (which will automatically reduce to 350% on the date the Term Loan Facility is repaid in full), multiplied by (b) monthly Recurring Revenue for the most recently ended monthly period, multiplied by (c) the Retention Rate (in each case, as defined in the Credit Agreement).

The Revolving Credit Facility includes a sub-facility for letters of credit in the aggregate availability amount of \$10.0 million and a swingline sub-facility in the aggregate availability amount of \$5.0 million, each of which reduces borrowing availability under the Revolving Credit Facility.

Borrowings under the Credit Facilities bear interest, determined as follows: (a) SOFR loans accrue interest at a rate per annum equal to Term SOFR (as defined in the Credit Agreement) plus 0.10% per annum plus a margin of 2.50% (the Adjusted Term SOFR (as defined in the Credit Agreement) is subject to a 1.00% floor), and (b) ABR loans accrue interest at a rate per annum equal to the ABR plus a margin of 1.50% (ABR is equal to the highest of (i) the prime rate and (ii) the Federal Funds Effective Rate plus 0.50%, subject to a 2.00% floor). As of September 30, 2024, the current rate of interest under the Credit Facilities was equal to a rate per annum of 7.23%, consisting of 4.63% (the 3-month SOFR rate as of September 30, 2024), 0.10% credit spread adjustment and the margin of 2.50%.

We are required to prepay amounts outstanding under the Term Loan Facility with 100% of the net cash proceeds of any indebtedness incurred by us or any of our subsidiaries other than certain permitted indebtedness. In addition, we are required to prepay amounts outstanding under the Credit Facilities with the net cash proceeds of any Asset Sale or Recovery Event (each as defined in the Credit Agreement), subject to certain limited reinvestment rights.

Amounts outstanding under the Credit Facilities may be voluntarily prepaid at any time and from time to time, in whole or in part, without premium or penalty. All voluntary prepayments (other than ABR loans borrowed under the Revolving Credit Facility) must be accompanied by accrued and unpaid interest on the principal amount being prepaid and customary “breakage” costs, if any, with respect to prepayments of SOFR loans.

The Term Loan Facility is payable in consecutive quarterly installments on the last day of each fiscal quarter in an amount equal to (i) \$437,500 for installments payable on December 31, 2023 (deferred to January 9, 2024), through September 30, 2024, (ii) \$656,250 for installments payable on December 31, 2024 through September 30, 2025, and (iii) \$1,312,500 for installments payable on and after December 31, 2025. The remaining unpaid balance on the Term Loan Facility is due and payable on December 21, 2026, together with accrued and unpaid interest on the principal amount to be paid to, but excluding, the payment date.

Our obligations under the Credit Facilities are currently guaranteed by Kaltura Europe Limited, and are required to be guaranteed by all of our future direct and indirect subsidiaries other than certain excluded subsidiaries and immaterial foreign subsidiaries. Our obligations and those of Kaltura Europe Limited are, and the obligations of any future guarantors are required to be, secured by a first priority lien on substantially all of our respective assets.

The Credit Agreement contains a number of covenants that, among other things and subject to certain exceptions, restrict our ability, and the ability of our subsidiaries, to:

- create, issue, incur, assume, become liable in respect of or suffer to exist any debt or liens;
- consummate any merger, consolidation or amalgamation, or liquidate, wind up or dissolve, or dispose of all or substantially all of our or their respective property or business;
- dispose of property or, in the case of our subsidiaries, issue or sell any shares of such subsidiary’s capital stock;
- repay, prepay, redeem, purchase, retire or defease subordinated debt;
- declare or pay dividends or make certain other restricted payments;
- make certain investments;
- enter into transactions with affiliates;
- enter into new lines of business; and
- make certain amendments to our or their respective organizational documents or certain material contracts.

The Credit Agreement also contains certain financial covenants that require us to maintain (i) a minimum amount of Consolidated Adjusted EBITDA (as defined in the Credit Agreement) as of the last day of each fiscal quarter (which minimum amount increased through the fiscal quarter ended December 31, 2023) (the “Adjusted EBITDA Covenant”), and (ii) Liquidity (as defined in the Credit Agreement) of at least \$20.0 million as of the last day of any calendar month. We were in compliance with these covenants as of September 30, 2024.

The Credit Agreement also contains certain customary representations and warranties and affirmative covenants, and certain reporting obligations. In addition, the lenders under the Credit Facilities will be permitted to accelerate all outstanding borrowings and other obligations, terminate outstanding commitments and exercise other specified remedies upon the occurrence of certain events of default (subject to certain grace periods and exceptions), which include, among other things, payment defaults, breaches of representations and warranties, covenant defaults, certain cross-defaults and cross-accelerations to other indebtedness, certain events of bankruptcy and insolvency, certain judgments and Change of Control events (as defined in the Credit Agreement).

As of September 30, 2024, we had no balance outstanding under the Revolving Credit Facility and the total revolving commitment of \$25.0 million remains available for future borrowings. As of September 30, 2024, we had approximately \$33.3 million of borrowing under the Term Loan Facility.

Cash Flows

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

	Nine Months Ended September 30,	
	2024	2023
	(in thousands)	
Net cash provided by (used in) operating activities	\$ 7,920	\$ (9,904)
Net cash provided by (used in) investing activities	(4,184)	1,081
Net cash used in financing activities	(3,865)	(3,276)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	285	439
Net increase (decrease) in cash, cash equivalents, and restricted cash	156	(11,660)
Cash, cash equivalents, and restricted cash at beginning of period	36,784	45,833
Cash, cash equivalents and restricted cash at end of period	<u>\$ 36,940</u>	<u>\$ 34,173</u>

Operating Activities

Net cash flows provided by operating activities increased by \$17.8 million for the nine months ended September 30, 2024, as compared to the nine months ended September 30, 2023.

Net cash provided by operating activities of \$7.9 million for nine months ended September 30, 2024, was primarily due to \$24.7 million incremental net loss, offset for non-cash adjustments totaling \$32.5 million, and net cash inflows of \$0.2 million due to changes in operating assets and liabilities. Non-cash charges primarily consisted of depreciation and amortization of \$3.8 million, stock-based compensation expenses of \$21.1 million and amortization of deferred contract acquisitions and fulfillment costs of \$8.6 million. Changes in operating assets and liabilities primarily consisted of increase in trade payables of \$2.2 million, a total increase in employee accruals, accrued expenses, and other liabilities of \$2.1 million, a decrease in trade receivables of \$0.7 million and an increase in deferred revenue of \$0.6 million. These trends were partially offset by an increase in deferred contract acquisition and fulfillment costs of \$4.4 million and a net change in operating right-of-use assets and lease liabilities of \$0.9 million.

Net cash used in operating activities of \$9.9 million for nine months ended September 30, 2023, was primarily due to \$34.3 million incremental net loss, adjusted for non-cash charges of \$33.0 million, and net cash outflows of \$8.6 million due to changes in our operating assets and liabilities. Non-cash charges primarily consisted of depreciation and amortization of \$3.4 million, stock-based compensation expenses of \$22.0 million and amortization of deferred contract acquisitions and fulfillment costs of \$8.8 million. The main drivers of net cash outflows were derived from the changes in operating assets and liabilities and were related to a decrease of trade payable of \$5.6 million, an increase of deferred contract acquisition and fulfillment cost of \$4.9 million, an aggregate decrease in employees accruals, accrued expenses and other liabilities of \$2.4 million and a decrease in deferred revenue of \$1.3 million, partially offset by a decrease of receivables of \$6.9 million.

Investing Activities

Net cash flows used in investing activities decreased by \$5.3 million for the nine months ended September 30, 2024, as compared to the nine months ended September 30, 2023.

Net cash used in investing activities amounted to \$4.2 million for the nine months ended September 30, 2024. This was primarily due to an increase in proceeds from maturities of available-for-sale marketable securities of \$34.0 million.

Net cash provided by investing activities amounted to \$1.1 million for the nine months ended September 30, 2023. This was primarily due to \$39.0 million in sales and maturities of available-for-sale marketable securities, partially offset by \$1.5 million for capitalized internal use software, \$33.6 million in investments in available-for-sale marketable securities, \$1.0 million in investments in a bank deposit, and \$1.8 million in capital expenditures

Financing Activities

Net cash flows used in financing activities increased by \$0.6 million for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023.

Net cash used in financing activities of \$3.9 million for the nine months ended September 30, 2024 was primarily due to repayment of long-term loans of \$1.8 million, \$2.2 million repurchase of common stock and \$0.1 million payments on account of repurchase of common stock, offset by \$0.2 million due to proceeds from the exercise of stock options.

Net cash used in financing activities of \$3.3 million for the nine months ended September 30, 2023 was primarily due to the repayment of long-term loans totaling \$4.5 million, which was partially offset by proceeds of \$1.2 million from the exercise of stock options.

Contractual Obligations and Commitments

Our principal commitments consist of obligations under operating and finance leases, purchase obligations with third-party providers for the use of cloud hosting and other services and outstanding debt. There were no material changes to our commitments and contractual obligations during the nine months ended September 30, 2024 from the commitments and contractual obligations disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2023 10-K. For further information on our commitments and contractual obligations, refer also to Note 7, Note 8 and Note 14 of the notes to our unaudited condensed consolidated financial statements included in Part I, Item 1 of this Form 10-Q.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Our management believes that the estimates, judgment and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates.

Our critical accounting policies and estimates were disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of our 2023 10-K. There have been no significant changes to these policies and estimates during the nine months ended September 30, 2024.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We are exposed to market risk from changes in exchange rates, interest rates and inflation. All of these market risks arise in the ordinary course of business, as we do not engage in speculative trading activities. The following analysis provides additional information regarding these risks.

Foreign Currency and Exchange Risk

Our revenue and expenses are primarily denominated in U.S. dollars. Our functional currency is the U.S. dollar. Our sales are mainly denominated in U.S. dollars and Euros. A significant portion of our operating costs are in Israel, consisting principally of salaries and related personnel expenses, and facility expenses, which are denominated in NIS. This foreign currency exposure gives rise to market risk associated with exchange rate movements of the U.S. dollar against the NIS and Euros. Furthermore, we anticipate that a significant portion of our expenses will continue to be denominated in NIS as well as that a significant portion of our revenue will continue to be denominated in Euros.

To reduce the impact of foreign currency exchange risks associated with forecasted future cash flows and certain existing assets and liabilities and the volatility in our consolidated statements of operations, we established a hedging program. Currently, our hedging activity relates to U.S. dollar/NIS exchange rate exposure. We do not intend to enter into derivative instruments for trading or speculative purposes. We account for our derivative instruments as either assets or liabilities and carry them at fair value in the consolidated balance sheets. The accounting for changes in the fair value of the derivative depends on the intended use of the derivative and the resulting designation. Our hedging activities are expected to reduce but not eliminate the impact of currency exchange rate movements.

A hypothetical 10% change in foreign currency exchange rates applicable to our business would have had an impact on our results for the nine months ended September 30, 2024, of \$1.4 million due to NIS (after considering cash-flow hedges) and \$3.6 million due to Euros.

Interest Rate Risk

As of September 30, 2024, we had outstanding floating rate debt obligations of \$33.0 million (consisting of the outstanding principal balance under our credit facilities). Accordingly, fluctuations in market interest rates may increase or decrease our interest expense which will, in turn, increase or decrease our net income and cash flow. We seek to manage exposure to adverse interest rate changes through our normal operating and financing activities. At this time, we do not use derivative instruments to mitigate our interest rate risk. A hypothetical 10% change in interest rates during the periods presented would not have a material impact on our results for the nine months ended September 30, 2024.

Impact of Inflation

While it is difficult to accurately measure the impact of inflation due to the imprecise nature of the estimates required, we do not believe inflation has had a material effect on our historical results of operations and financial condition. However, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset higher costs through price increases or other corrective measures, and our inability or failure to do so could adversely affect our business, financial condition, and results of operations.

Item 4. Controls and Procedures.

Limitations on effectiveness of controls and procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of disclosure controls and procedures

Our management, with the participation and supervision of our Chief Executive Officer and our Chief Financial Officer, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this Quarterly Report on Form 10-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION**Item 1. Legal Proceedings.**

From time to time, we are involved in various legal proceedings arising from the normal course of business activities. We are not presently a party to any litigation the outcome of which, we believe, if determined adversely to us, would individually or taken together have a material adverse effect on our business, operating results, cash flows or financial condition. Defending such proceedings is costly and can impose a significant burden on management and employees. We may receive unfavorable preliminary or interim rulings in the course of litigation, and there can be no assurances that favorable final outcomes will be obtained.

Item 1A. Risk Factors.

There have been no material changes from the risk factors previously disclosed in our 2023 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**Purchases of Equity Securities by the Issuer or Affiliated Purchaser**

The following table presents information with respect to the Company's purchases of its common stock during the three months ended September 30, 2024:

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in Thousands)
July 1, 2024 to July 31, 2024	817,329	\$ 1.22	817,329	\$ 3,914
August 1, 2024 to August 31, 2024	521,710	\$ 1.23	521,710	\$ 3,273
September 1, 2024 to September 30, 2024	353,285	\$ 1.27	353,285	\$ 2,820
Total	1,692,324		1,692,324	

(1) On June 11, 2024, the Company's board of directors authorized a stock repurchase program of the Company's outstanding common stock for up to \$5 million of the Company's common stock (the "Repurchase Program"). Under the Repurchase Program, the Company may make repurchases, from time to time, through open market purchases, block trades, in privately negotiated transactions, accelerated stock repurchase transactions, or by other means. The Company may also, from time to time, enter into Rule 10b5-1 plans to facilitate repurchases under this authorization. The volume, timing, and manner of any repurchases will be determined at the Company's discretion, subject to general market conditions, as well as the Company's management of capital, general business conditions, other investment opportunities, regulatory requirements and other factors. The Repurchase Program does not obligate the Company to repurchase any specific amount of common stock, has no time limit, and may be modified, suspended, or discontinued at any time without notice at the discretion of the Board of Directors.

Use of Proceeds

On July 23, 2021, we completed our IPO, in which we issued and sold 15,000,000 shares of our common stock at a price to the public of \$10.00 per share. On August 6, 2021, we issued and sold an additional 2,250,000 shares of our common stock at a price of \$10.00 per share in connection with the underwriters' exercise in full of their option to purchase additional shares of our common stock. All shares sold were registered pursuant to a registration statement on Form S-1 (File No. 333- 253699), as amended (the "Registration Statement"), declared effective by the SEC on July 20, 2021. Other than as reported in Part I, Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities" in our 2023 10-K, there has been no material change in the expected use of the net proceeds from our IPO as described in the Registration Statement.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

During the three months ended September 30, 2024, the following directors and officers of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K:

Director/Sec. 16 Officer	Action	Date Adopted	Total Shares to be Sold		Termination Date
			Rule 10b5-1*	Non-Rule 10b5-1**	
Eynav Azaria	Terminate	22-May-24	845,969	—	05-Aug-24

* Intended to satisfy the affirmative defense of Rule 10b5-1(c)

** Not intended to satisfy the affirmative defense of Rule 10b5-1(c)

Item 6. Exhibits

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

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation of Kaltura, Inc.	8-K	001-40644	3.1	07/23/2021	
3.2	Certificate of Designations of Series A Junior Participating Preferred Stock of Kaltura, Inc.	8-K	001-40644	3.1	08/08/2022	
3.3	Amended and Restated Bylaws of Kaltura, Inc.	8-K	001-40644	3.2	07/23/2021	

4.1	Specimen Common Stock Certificate of Kaltura, Inc.	S-1/A	333-253699	4.1	03/23/2021	
4.2	Sixth Amended and Restated Investor Rights Agreement, dated as of July 22, 2016, by and among Kaltura, Inc. and each of the investors listed on Exhibit A thereto, as amended.	S-1/A	333-253699	4.2	03/23/2021	
10.1	Sixth Amendment to Credit Agreement, dated as of July 22, 2024, the subsidiaries of the Borrower party thereto, the several banks and other financial institutions or entities party thereto, and Silicon Valley Bank, as the Administrative Agent, the Issuing Lender and the Swingline Lender.	10-Q	001-40644	4.3	08/08/2024	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a).					*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).					*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.					**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.					**
101.INS	Inline XBRL 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	Inline XBRL Taxonomy Extension Schema Document					*

101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	*
104	Cover Page Interactive Data File (as formatted as Inline XBRL and contained in Exhibit 101)	*

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

KALTURA, INC.

Date: November 6, 2024

By:

/s/ Ron Yekutiel

Ron Yekutiel

Chairman, President and Chief Executive Officer

(Principal Executive Officer)

Date: November 6, 2024

By:

/s/ John Doherty

John Doherty

Chief Financial Officer

(Principal Financial and Accounting Officer)

CERTIFICATION

I, Ron Yekutiel, certify that:

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

Date: November 6, 2024

By: _____ /s/ Ron Yekutiel

Ron Yekutiel
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, John Doherty, certify that:

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

Date: November 6, 2024

By: _____ /s/ John Doherty

John Doherty
Chief Financial Officer
(Principal Financial and Accounting Officer)

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

In connection with the Quarterly Report on Form 10-Q of Kaltura, Inc. (the "Company") for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2024

By: _____ /s/ Ron Yekutiel
Ron Yekutiel
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

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

In connection with the Quarterly Report on Form 10-Q of Kaltura, Inc. (the "Company") for the period ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2024

By: _____ /s/ John Doherty
John Doherty
Chief Financial Officer
(Principal Financial and Accounting Officer)