UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended January 31, 2021

OR

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 001-32224

salesforce.com, inc.

(Exact name of registrant as specified in its charter)

Delaware	**94-3320693**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

Salesforce Tower
415 Mission Street, 3rd Fl
San Francisco, California 94105
(Address of principal executive offices)

Telephone Number (415) 901-7000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	CRM	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

Not applicable

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.   Yes ☒   No ¨

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of Act.   Yes ¨   No ☒

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 or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

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

Indicate by check mark whether the registrant has filed a report on and attestation of the effectiveness of its internal control over financial reporting under Section 404(b) of Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by registered public accounting firm that prepared or issued its audit report ☒

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

Based on the closing price of the Registrant's Common Stock on the last business day of the Registrant's most recently completed second fiscal quarter, which was July 31, 2020, the aggregate market value of its shares (based on a closing price of $194.85 per share) held by non-affiliates was approximately $139.6 billion. Shares of the Registrant's Common Stock held by each executive officer and director and by each entity or person that owned 5 percent or more of the Registrant's outstanding Common Stock were excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of March 15, 2021, there were approximately 921 million shares of the Registrant's Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive proxy statement for its 2021 Annual Meeting of Stockholders (the "Proxy Statement"), to be filed within 120 days of the Registrant's fiscal year ended January 31, 2021, are incorporated by reference in Part III of this Report on Form 10-K. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as part of this Form 10-K.

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FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Words such as "expects," "anticipates," "aims," "projects," "intends," "plans," "believes," "estimates," "seeks," "assumes," "may," "should," "could," "would," "foresees," "forecasts," "predicts," "targets," "commitments," variations of such words and similar expressions are intended to identify such forward-looking statements, which may consist of, among other things, trend analyses and statements regarding future events, future financial performance, anticipated growth, industry prospects and the anticipated impact on our business of the ongoing COVID-19 pandemic and related public health measures. These forward-looking statements are based on current expectations, estimates and forecasts, as well as the beliefs and assumptions of our management, and are subject to risks and uncertainties that are difficult to predict, including: the impact of, and actions we may take in response to, the COVID-19 pandemic, related public health measures and resulting economic downturn and market volatility; our ability to maintain security levels and service performance meeting the expectations of our customers, and the resources and costs required to avoid unanticipated downtime and prevent, detect and remediate performance degradation and security breaches; the expenses associated with our data centers and third-party infrastructure providers; our ability to secure additional data center capacity; our reliance on third-party hardware, software and platform providers; the effect of evolving domestic and foreign government regulations, including those related to the provision of services on the Internet, those related to accessing the Internet, and those addressing data privacy, cross-border data transfers and import and export controls; current and potential litigation involving us or our industry, including litigation involving acquired entities such as Tableau, and the resolution or settlement thereof; regulatory developments and regulatory investigations involving us or affecting our industry; our ability to successfully introduce new services and product features, including any efforts to expand our services; the success of our strategy of acquiring or making investments in complementary businesses, joint ventures, services, technologies and intellectual property rights; our ability to complete, on a timely basis or at all, announced transactions, including our proposed acquisition of Slack Technologies, Inc.; our ability to realize the benefits from acquisitions, strategic partnerships, joint ventures and investments; our ability to successfully integrate acquired businesses and technologies; our ability to compete in the market in which we participate; the success of our business strategy and our plan to build our business, including our strategy to be a leading provider of enterprise cloud computing applications and platforms; our ability to execute our business plans; our ability to continue to grow unearned revenue and remaining performance obligation; the pace of change and innovation in enterprise cloud computing services; the seasonal nature of our sales cycles; our ability to limit customer attrition and costs related to those efforts; the success of our international expansion strategy; the demands on our personnel and infrastructure resulting from significant growth in our customer base and operations, including as a result of acquisitions; our ability to preserve our workplace culture, including as a result of our decisions regarding our current and future office environments or work-from-home policies; our dependency on the development and maintenance of the infrastructure of the Internet; our real estate and office facilities strategy and related costs and uncertainties; fluctuations in, and our ability to predict, our operating results and cash flows; the variability in our results arising from the accounting for term license revenue products; the performance and fair value of our investments in complementary businesses through our strategic investment portfolio; the impact of future gains or losses from our strategic investment portfolio including gains or losses from overall market conditions that may affect the publicly traded companies within our strategic investment portfolio; our ability to protect our intellectual property rights; our ability to develop our brands; the impact of foreign currency exchange rate and interest rate fluctuations on our results; the valuation of our deferred tax assets and the release of related valuation allowances; the potential availability of additional tax assets in the future; the impact of new accounting pronouncements and tax laws; uncertainties affecting our ability to estimate our tax rate; uncertainties regarding our tax obligations in connection with potential jurisdictional transfers of intellectual property, including the tax rate, the timing of the transfer and the value of such transferred intellectual property; uncertainties regarding the effect of general economic and market conditions; the impact of geopolitical events; uncertainties regarding the impact of expensing stock options and other equity awards; the sufficiency of our capital resources; risks related to the availability and funding of our bridge loan facility and term loan associated with our proposed acquisition of Slack Technologies, Inc. and other indebtedness; our ability to comply with our debt covenants and lease obligations; and the impact of climate change, natural disasters and actual or threatened public health emergencies, including the ongoing COVID-19 pandemic. These and other risks and uncertainties may cause our actual results to differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified below under "Risk Factors" and elsewhere in this report for additional detail regarding factors that may cause actual results to be different than those expressed in our forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

PART I.

ITEM 1. BUSINESS

Overview

Salesforce is a global leader in customer relationship management ("CRM") technology that brings companies and their customers together. With our Customer 360 platform, we deliver a single source of truth, connecting customer data across systems, apps and devices to help companies sell, service, market and conduct commerce from anywhere. Since its founding in 1999, Salesforce has pioneered innovations in cloud, mobile, social, analytics and artificial intelligence ("AI"), enabling companies of every size and industry to transform their businesses in the all-digital, work-from-anywhere era.

Our Customer 360 service offerings are designed to be flexible, scalable and easy to use. They can generally be configured easily, rapidly deployed and integrated with other platforms and enterprise applications. We sell to businesses worldwide, primarily on a subscription basis, through our direct sales efforts and also indirectly through partners. We also enable third parties to use our platform and developer tools to create additional functionality and new applications that run on our platform, which are sold separately from, or in conjunction with, our service offerings.

In addition to organic innovation, we add new capabilities to our Customer 360 platform through acquisitions. For example, in fiscal 2021, we acquired Vlocity, Inc. ("Vlocity"), an industry-specific cloud and mobile software solutions company. We also signed a definitive agreement to acquire Slack Technologies, Inc. ("Slack"), a leading channel-based messaging platform, which is expected to close in the second quarter of fiscal 2022.

Salesforce is committed to a core set of values: trust, customer success, innovation and equality. Foremost among these is trust, which is the foundation for everything we do. Our customers trust our technology to deliver the highest levels of security, privacy, performance, compliance and availability at scale. Customer success is at the core of our business and we align the entire company around our customers' needs to ensure their success and prove our value. We believe in continuous innovation, enabling our customers to access the latest technology advances so they can innovate, build and stay ahead in their industries. Finally, equality is a core tenet of how we run our business. We value the equality of every individual at our company and in our community. We believe that creating a diverse workplace that reflects the communities we serve and fostering an inclusive culture where everyone feels seen, heard and valued makes us a better company.

We believe that our values create value, and the business of business is to make the world a better place for all of our stakeholders, including stockholders, customers, employees, partners, the planet and the communities in which we work and live. Salesforce is committed to giving back to our communities, closing the inequality gap and helping businesses grow while protecting the environment for future generations. We believe we have a broad responsibility to society, and we aspire to create a framework for the ethical and humane use of technology that not only drives the success of our customers, but also upholds the basic human rights of every individual. We are committed to transparent environmental, social and governance disclosures and maintaining programs that support the success of these initiatives.

Our principal executive offices are located in San Francisco, California. Our principal address is Salesforce Tower, 415 Mission St, 3rd Floor, San Francisco, California 94105, and our primary website address is www.salesforce.com.

Our Service Offerings

Today, global challenges require businesses to digitally transform while leveraging customer data to become more responsive, resilient and efficient. We believe it has become imperative for companies across every industry to connect with their customers through digital channels.

Our industry-leading Customer 360 platform is an integrated, AI-powered CRM platform spanning sales, service, marketing, commerce and more. It allows our customers to unlock the value of their customer data across their businesses and quickly adapt to customer and employee needs in the all-digital, work-from-anywhere world. With Customer 360, our customers can take advantage of pervasive AI, analytics and collaboration capabilities, and industry-leading trust, security and availability with built-in compliance, integrated platform services and automatic upgrades. Our customers can select from the right mix of our solutions for any team, in any industry and for companies of any size, to get a single source of truth and complete view of their customers.

Customer 360 service offerings are designed to work together, and include:

Sales. Sales empowers sales teams of companies of every size and industry to manage and automate their entire sales process from leads to opportunities to billing, allowing them to sell faster, smarter and in the way they want. Our customers use our Sales offering to store data, monitor leads and progress, forecast opportunities, gain insights through analytics and relationship intelligence and deliver quotes, contracts and invoices.

Service. Service enables companies to deliver trusted and highly personalized customer service and support at scale. Our customers use our Service offering to connect their service agents with customers anytime and anywhere, across any touchpoint from the phone to digital channels to self-service portals, with connected omnichannel engagement. Our Service offering also helps our customers' customers resolve top, routine issues with predictions, recommendations and chatbots across digital channels. In addition, Service offers a field service solution that enables companies to connect agents, dispatchers and mobile

employees through one centralized platform, on which they can schedule and dispatch work intelligently and track and manage jobs in real-time.

Digital 360: Marketing and Commerce.

Marketing. Our Marketing service offering enables companies to plan, personalize and optimize one-to-one customer marketing journeys, including interactions across email, mobile, social, web and connected products. Marketing enables our customers to provide an integrated customer experience across their customers' journey with real-time personalization. With our Marketing offering, customer data can also be integrated with our Sales offering and our Service offering in the form of leads, contacts and customer service cases to give companies a single source of truth for their customers.

Commerce. Our Commerce service offering empowers brands to unify the customer experience across all points of commerce, including mobile, web, social and store. Through personalized shopping experiences and a robust partner ecosystem, our Commerce offering helps companies drive increased engagement, conversion, loyalty and revenue from their customers.

Experience. Our Experience service offering, formerly Community, allows companies to quickly engage any audience with sites, forums and apps. Experience enables companies to create and manage trusted, branded digital destinations for customers, partners and employees. Experience also enables companies engage and collaborate directly with groups of people by giving them access to relevant information, apps and experts.

Platform and Other.

Platform. Our Platform service offering is an easy, flexible platform that enables companies of all sizes, locations and industries to build business apps to bring them closer to their customers with drag-and-drop tools. It is an agile and trusted way for enterprises to innovate and deliver digital transformation at scale. Platform offers industry-leading trust, security and availability, built-in compliance, integrated platform services and automatic upgrades. Platform also includes Trailhead, our free online learning platform that allows anyone to learn in-demand Salesforce skills, including administering our services and developing on the Platform. With myTrailhead, customers can personalize Trailhead for their business to empower learning and enablement at their company.

Analytics. Our Analytics service offering, including Tableau, provides customers advanced analytics solutions with an end-to-end analytics solution serving a broad range of enterprise use cases. Analytics offers customers intelligent analytics capabilities to better understand their business data. By providing self-service data preparation and analytical technology to customers, Analytics is designed to improve our customers' decision-making and allow customers to take action from any device.

Integration. Our Integration service offering, powered by MuleSoft, makes it easy to connect data from any system to deliver truly connected experiences. MuleSoft helps our customers unlock, unify and secure their data, use discoverable, reusable APIs and integrations and increase their speed and agility to quickly create connected experiences. MuleSoft allows our customers to unlock data across their enterprise, which can create new revenue opportunities, increase operational efficiency and create differentiated customer experiences.

Our service offerings are suited to meet the needs of our customers in certain industries, such as solutions for financial services, healthcare and life sciences and education and non-profit, as well as customers of every size with offerings such as Essentials for small business.

Business Benefits of Using Our Solutions

The key advantages of our solutions include the following:

- an industry-leading CRM integrated platform for business-to-business, business-to-consumer and business-to-employee commerce and enterprise application marketplace for the all-digital, work-from-anywhere world;
- scalable and flexible solutions for any size company or industry;
- a single source of truth that connects customer data across systems, apps and devices to help companies sell, service, market and conduct commerce from anywhere;
- the ability to unlock companies' customer data across their business, see and understand their data with advanced analytics, make predictions with pervasive AI, automate tasks and personalize every interaction;
- empowering developers and business users to create digital experiences with modern, low-code tools powered by leading-edge AI and configure and automate business processes to fit the needs of any business, accelerating time to value;
- the ability to accelerate adoption and drive results with purpose-built, compliant tools and processes that deliver out-of-the-box functionality, security and interoperability; and
- a community of over two million Trailblazers: passionate developers, admins and experts who use Salesforce to innovate and extend the platform with thousands of partner apps.

Our Business and Growth Strategy

We continue to expand in the growing addressable markets across all of our service offerings, providing additional opportunities for growth in our business and results. We orient our business strategy and invest for future growth by focusing on the following key priorities:

Expanding relationships with existing customers. We see significant opportunities to deepen existing customer relationships through cross-selling and upselling. For example, we see significant opportunity to expand multi-offering adoption with our existing customers, including our largest enterprise customers and small businesses. As our customers realize the benefits of our entire suite of service offerings, we aim to upgrade the customer experience with new products, premium editions and additional subscriptions by targeting new functional areas and business units. We also seek to expand all editions of our service offerings with new features, functions and increased security through our own development, acquisitions and partnerships. In addition, we aim to expand our relationships with existing customers through our additional support offerings. Our goal is to become our customers' digital trusted advisor, inspiring enterprise-wide digital transformation and accelerating strategic engagements through direct discussions with the highest levels of our customers' executive management.

Extending go-to-market capabilities globally. By extending our go-to-market capabilities globally, we aim to grow our business by selling to new customers in new regions. We believe that our offerings provide significant value for businesses of any size. We will continue to pursue businesses of all sizes in major regions globally, primarily through our direct sales force. We have increased and plan to continue to increase the number of direct sales professionals we employ. We also plan to continue to develop indirect distribution channels for our solutions around the globe and new go-to-market strategies. We continue to increase our investment in our domestic and international operations and infrastructure to deliver the highest-quality service to our customers around the world.

Expanding into new categories and verticals. As part of our growth strategy, we are delivering innovative solutions in new categories driven by our existing and potential customers' needs, including analytics, e-commerce, collaboration, integration and workforce management, and expect to continue this type of category expansion in the future. For example, in fiscal 2021, we introduced Work.com in response to the COVID-19 pandemic. Work.com offers new technology solutions and resources to help business and community leaders around the world reopen safely, re-skill employees and respond efficiently on the heels of the pandemic. Work.com also offers employee experience solutions to keep employees engaged and productive with easy-to-use apps. In addition, to better meet the needs of our customers, we provide solutions specifically built for customers in certain industries, such as financial services, healthcare and life sciences and education and non-profit. These solutions help to expand our potential customer base and help to attract new customers.

Expanding and strengthening our partner ecosystem. The Customer 360 Platform enables customers, independent software vendors ("ISVs") and third-party developers to create, test and deliver cloud-based apps. These apps can be marketed and sold on the AppExchange, our enterprise cloud marketplace or sold directly by software vendors. We continue to work with and invest in our partner ecosystem, including these ISVs and system integrators ("SIs"), to accelerate our reach into new markets and industries, offer a variety of solutions natively and through the AppExchange and address the business requirements of both current and future customers.

Promoting strong customer adoption and reducing customer attrition. We believe that we have the people, processes and proven innovation to help companies transform successfully. We have free, curated resources such as Trailhead to help companies of every size learn our systems, a community of Trailblazers who drive innovation, as well as customer success programs including success management resources, advisory services, technical architects and business strategists to enable and accelerate digital transformation. With these resources and our customer success programs, we aim to reduce attrition and secure renewals of existing customer subscriptions prior to the end of their contractual terms.

Mergers and Acquisitions and Strategic Investments

We evaluate opportunities to acquire or invest in complementary businesses, services, technologies and intellectual property rights to complement our organic innovation and advance the development of our Customer 360 Platform. These evaluations resulted in our acquisition of several companies in recent years, notably our acquisition of Vlocity in fiscal 2021, which expanded our industry-specific cloud and mobile software solutions, and our pending acquisition of Slack.

In addition to mergers and acquisitions, we invest in early-stage companies to more mature companies both domestically and internationally to support our business initiatives and enhance our partner ecosystem. As the enterprise cloud computing ecosystem continues to mature and technologies change, our investment strategy and corresponding investment opportunities have expanded to include investments in companies concurrently with their initial public offerings, as well as larger capital investments in late stage companies and investments in emerging markets. We plan to continue making these types of strategic investments, including in companies representing targeted geographies and targeted business and technological initiatives, as opportunities arise that we find attractive.

Technology, Development and Operations

We primarily deliver our Salesforce solutions as highly scalable cloud computing application and platform services on a multi-tenant technology architecture. Multi-tenancy is an architectural approach that allows us to operate a single application

instance for multiple organizations, treating all customers as separate tenants who run in virtual isolation from each other. This approach allows us to spread the cost of delivering our services across our user base and scale our business faster than traditional software vendors while focusing our resources on building new functionality and enhancing existing offerings.

We have historically provided and continue to provide our services to our customers from infrastructure designed and operated by us but secured within third-party data center facilities. In combination with these third-party data center facilities, we also provide our services via cloud computing platform partners who offer Infrastructure-as-a-Service, including servers, storage, databases and networking. In December 2020, we announced Hyperforce, a reimagination of our platform architecture built to securely and reliably deliver the Customer 360 platform on major public clouds.

Our technology and product efforts are focused on improving and enhancing the features, functionality, performance, availability and security of our existing service offerings, as well as developing new features, functionality and services, as well as integrating businesses, services and technologies from acquisitions. Performance, functional depth, security, usability, ease of integration and configuration and sustainability of our solutions influence our technology decisions and product direction.

Competition

The market for our service offerings is highly competitive, rapidly evolving and fragmented, and subject to changing technology with low barriers to entry, shifting customer needs and frequent introductions of new products and services.

Our current competitors include:

- internally developed enterprise applications (by our potential customers' IT departments);
- vendors of packaged business software, as well as companies offering enterprise apps delivered through on-premises offerings from enterprise software application vendors and cloud computing application service providers, either individually or with others;
- software companies that provide their product or service free of charge as a single product or when bundled with other offerings, or only charge a premium for advanced features and functionality;
- vendors who offer software tailored to specific services that are more directed toward those specific services than our full suite of service offerings;
- suppliers of traditional business intelligence and data preparation products, as well as business analytics software companies;
- integration software vendors and other companies offering integration or API solutions;
- marketing vendors, which may specialize in advertising, targeting, messaging or campaign automation;
- e-commerce solutions from established and emerging cloud-only vendors and established on-premises vendors; and
- traditional platform development environment companies and cloud computing development platform companies who may develop toolsets and products that allow customers to build new apps that run on the customers' current infrastructure or as hosted services.

We believe more traditional enterprise software application and platform vendors may become a greater competitive threat as they continue to shift more of their focus to cloud computing service offerings and customer experience management solutions.

Customers

We sell to businesses of all sizes and in almost every industry worldwide. The number of paying subscriptions at each of our customers ranges from one to hundreds of thousands. None of our customers accounted for more than five percent of our revenues in fiscal 2021, 2020 or 2019. In addition, we do not have any material dependencies on any specific product, service or particular group or groups.

Customer Service and Support

We offer professional services to help customers achieve business results faster with Salesforce solutions. Our architects and innovation program teams act as advisors to plan and execute digital transformations for our customers. This includes implementation services for multi-cloud and complex deployments. We provide best-practices and AI-based recommendations and adoption programs globally. In addition, we provide advanced education, including in-person and online courses to certify our customers and partners on architecting, administering, deploying and developing our service offerings.

Our global customer support group responds to both business and technical inquiries about the use of our products via the web, telephone, email, social networks and other channels. We provide standard customer support during regular business hours at no charge to customers who purchase any of our paying subscription editions. We also offer premier customer support that is either included in a premium success offering or sold for an additional fee, which can include services such as priority access to technical resources, developer support and system administration. In addition, we offer a premier priority support add-on that is designed to provide customers technical account management with responses for incidents from a dedicated team knowledgeable about the customer's specific enterprise architecture, which offers proactive monitoring and instruction to optimize their usage of our products.

Sales and Marketing

We sell our services primarily through our direct sales force, which comprises of telephone sales personnel based in regional hubs and field sales personnel based in territories close to their customers. Both our telephone sales and field sales personnel are supported by sales representatives who are primarily responsible for generating qualified sales leads.

To a lesser extent, we also have a network of partners who refer sales leads to us and assist in selling to these prospects. This network includes global consulting firms, systems integrators and other partners. In return, we typically pay these partners a fee based on the first-year subscription revenue generated by the customers whom they refer. We continue to invest in developing additional distribution channels for our subscription services.

We use a variety of marketing programs across traditional and social channels to target our prospective and current customers, partners and developers. We focus our marketing activities on the cities and countries with the largest market opportunities. Our primary marketing activities include:

- multichannel marketing campaigns that span email, social media, the web, television and more, which align to a broader customer journey;
- in-person and virtual customer events of all sizes to create customer and prospect awareness, including proprietary events such as Dreamforce and, in fiscal 2021, our virtual Dreamforce to You, World Tours, and other virtual events, as well as participation in trade shows and industry events;
- press and industry analyst relations to garner third-party validation and generate positive coverage for our company, brand, service offerings and value proposition;
- partner co-marketing activities with global and regional implementation partners;
- customer testimonials and our community of Trailblazers: individuals who drive innovation, grow their careers and transform their businesses using the Customer 360 platform;
- in-person and virtual event sponsorships; and
- primary real estate signage.

Intellectual Property

We rely on a combination of trademarks, copyrights, trade secrets and patents, as well as contractual provisions, to protect our proprietary technology and our brands. We also enter into confidentiality and proprietary rights agreements with our employees, consultants and other third parties and control access to software, services, documentation and other proprietary information. We believe the duration of our patents is adequate relative to the expected lives of our service offerings. We also purchase or license technology that we incorporate into our products or services. At times, we make select intellectual property broadly available at no or low cost to achieve a strategic objective, such as promoting industry standards, advancing interoperability, fostering open source software or attracting and enabling our external development community. While it may be necessary in the future to seek or renew licenses relating to various aspects of our products and business methods, we believe, based upon past experience and industry practice, such licenses generally could be obtained on commercially reasonable terms.

Human Capital Management

Salesforce is committed to a core set of values: trust, customer success, innovation and equality. These core values are the foundation of our company culture, which we believe is fundamental to, and a competitive advantage in, our approach to managing our workforce. We believe our company culture fosters open dialogue, collaboration, recognition and a sense of family, all of which allow us to attract and retain the best talent, which is critical for our continued success. For example, our sales, engineering and customer success teams are critical to our ability to grow, innovate and ensure the trust and customer success of our customers.

We believe our efforts in managing our workforce have been effective. Our focus on our workplace environment and a strong company culture has led to recognition across the globe, as evidenced by the following awards: Fortune World’s Most Admired Companies (2021 and for the seventh year in a row), Fortune 100 Best Companies to Work (2020 and for the 12th year in a row), Human Rights Campaign Best Places to Work For LGBTQ Equality (2021), and Glassdoor Employees’ Choice Best Place to Work in Canada, France, Germany, the United Kingdom, and the United States (2020).

As of January 31, 2021, we had 56,606 employees, of which approximately 58 percent were located in the United States and 42 percent were located internationally. None of our employees in the United States are represented by a labor union. However, employees of certain foreign subsidiaries are represented by works councils.

We focus on equality, diversity and inclusion, development programs and engagement to attract and retain the best talent. We rely on various initiatives to support these objectives and have programs in place for intentional recruiting, talent development, employee engagement and ongoing communications and feedback. Some of our key human capital management initiatives are summarized below:

Equality, Diversity and Inclusion

Equality is a core value at Salesforce. We aim to create a workplace that reflects the diverse communities we serve and empowers our employees. Our key equality initiatives include: investing in our future leaders, inclusive hiring and leadership trainings, equal pay for equal work, employee-led resource groups and a focus on accessibility in our products and workspaces. For example:

- We review the salaries and bonuses of our global workforce on an annual basis to ensure everyone is paid equally for equal work and close any unexplained gaps. As of January 31, 2021, we had spent more than $12 million since this program began, to ensure our global workforce is paid fairly. In the United States we also review differences in pay for gender as well as race and ethnicity.
- We aspire to have 50 percent of our U.S. workforce made up of underrepresented groups for the U.S. technology industry ("underrepresented groups"), which we define as employees who identify as Women, Black, Latinx, Indigenous, Multiracial, Lesbian, Gay, Bi-Sexual, Trans, Queer, People with Disabilities, Veterans, and other groups, by fiscal 2024. As of November 2, 2020, approximately 47% of our U.S. workforce was made up of underrepresented groups.
- We support 12 employee-led and founded employee resource groups, which provide communities for underrepresented groups and their allies, offer professional development and mentoring opportunities and empower employees to be responsive equality leaders in their community.

Talent and Career Development

We offer our employees various talent development programs to create a culture of continuous learning. Learning and development opportunities include Trailhead, our learning platform available for all employees, in-person and virtual classes, guides and workbooks and more. We also encourage our employees to seek personal and professional development opportunities with external organizations and offer yearly education reimbursement to employees who wish to continue job-related education from accredited institutions or organizations. For example, over 6,000 employees participated in at least one of our professional development training programs in fiscal 2021.

Our V2MOM and Code of Conduct

Alignment and consistent and clear communication are a key part of our employee engagement, especially as we continue to grow. Each year, we complete a corporate V2MOM, which is an internal management tool used to align the Company on our vision, values, methods, obstacles and measures for the upcoming year. All employees are then expected to complete their own V2MOM that aligns with the corporate V2MOM. In addition, our Code of Conduct ensures that our core values remain the foundation of the Company and directly impact our ability to deliver success. We expect all of our employees to commit to acting with integrity and treating others with compassion and respect.

Employee Engagement & Satisfaction

Our Employee Opinion Survey is a vehicle for employees to provide confidential feedback on their experience as Salesforce employees. The results are used to assess employee engagement, our company culture and our workplace environment. Based on the results of the most recent survey, 95% of responding employees indicated they were willing to give extra effort to get the job done and over 90% of responding employees indicated that they would recommend Salesforce as a great place to work.

Response to COVID

In an effort to protect the safety and well-being of our employees, during the outset of the COVID-19 pandemic, we closed our offices around the world during the first quarter of fiscal 2021 and have worked to address the unique challenges and needs of our employees. Refer to our "Environmental, Social and Governance" Section in Item 7 of Part II. for additional information on the actions we have taken to support our employees during the COVID-19 pandemic.

Available Information

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Securities and Exchange Commission ("SEC"), and all amendments to these filings, can be obtained free of charge from our website at http://investor.salesforce.com/about-us/investor/financials/ or by contacting our Investor Relations department at our office address listed above following our filing of any of these reports with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents of these and other websites referenced throughout the filing are not incorporated and do not constitute a part of this filing. Further, the Company's references to the URLs for these websites are intended to be inactive textual references only.

ITEM 1A. RISK FACTORS

The risks and uncertainties described below are not the only ones facing us. Other events that we do not currently anticipate or that we currently deem immaterial also may affect our business, financial condition, results of operations, cash flows, other key metrics and the trading price of our common stock.

We organize these risks and uncertainties into the following categories: risks related to our business operations; risks that could affect, or result from, our business strategy and the industry in which we operate; legal and regulatory risks; financial risks; risks related to the ownership of our common stock; and general risks that could affect our business.

Risk Factor Summary

Operational and Execution Risks

- The effects of the COVID-19 pandemic and related public health measures on how we and our customers are operating our businesses.
- Any breaches in our security measures or those of our third-party data center hosting facilities, cloud computing platform providers or third-party service partners, or the underlying infrastructure of the Internet that cause unauthorized access to a customer's data, our data or our IT systems, or the blockage or disablement of authorized access to our services.
- Any defects or disruptions in our services that diminish demand for our services.
- Any interruptions or delays in services from third parties, including data center hosting facilities, cloud computing platform providers and other hardware and software vendors, or from our inability to adequately plan for and manage service interruptions or infrastructure capacity requirements.
- An inability to realize the expected business or financial benefits of company and technology acquisitions and investments.
- The completion of the proposed acquisition of Slack Technologies, Inc. in the anticipated time frame and failure to realize the anticipated benefits of the acquisition.
- Strain on our personnel resources and infrastructure from supporting our existing and growing customer base or an inability to scale our operations and increase productivity.
- Customers' non-renewal of or reduction in subscriptions at the time of renewal, or our inability to accurately predict subscription renewals and upgrade rates.
- Disruptions caused by periodic changes to our sales organization.
- Dependency of our services on the development and maintenance of the infrastructure of the Internet by third parties.
- Exposure to risks inherent in international operations from sales to customers outside the United States.
- A more time-consuming and expensive sales cycle, pricing pressure, and implementation and configuration challenges as we target more of our sales efforts at larger enterprise customers.
- Any loss of key members of our management team or development and operations personnel, or inability to attract and retain employees necessary to support our operations and growth.
- Any failure in our delivery of high-quality technical support services.

Strategic and Industry Risks

- A failure by us to expand our services beyond the CRM market and to develop and integrate our existing services in order to keep pace with technological developments.
- An inability to maintain and enhance our brands.
- Partial or complete loss of invested capital, or significant changes in the fair value, of our strategic investment portfolio.
- Any discontinuance by third-party developers and providers in embracing our technology delivery model and enterprise cloud computing services, or customers asking us for warranties for third-party applications, integrations, data and content.
- An inability to compete effectively in the intensely competitive market in which we participate.
- Social and ethical issues, including the use of AI in our offerings.

Legal and Regulatory Risks

- Privacy concerns and laws such as the forthcoming California Privacy Rights Act, the California Consumer Privacy Act and the EU's General Data Protection Regulation, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations.

- Evolving industry-specific regulation and other requirements and standards and unfavorable industry-specific laws, regulations, interpretive positions or standards.
- Lawsuits against us by third parties for various claims, including alleged infringement of proprietary rights.
- Any failure to protect our intellectual property rights.
- Lawsuits filed against us and Slack in connection with the mergers and additional lawsuits that may be filed in the future.
- Risks related to government contracts and related procurement regulations.
- Governmental export and import controls that could impair our ability to compete in international markets and may subject us to liability.

Financial Risks

- Because we generally recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.
- Significant fluctuations in our rate of anticipated growth and any failure to balance our expenses with our revenue forecasts.
- Unanticipated changes in our effective tax rate and additional tax liabilities and global tax developments.
- Fluctuations in currency exchange rates, particularly the U.S. Dollar versus local currencies and the Euro versus the British Pound Sterling.
- Our debt service obligations, lease commitments and other contractual obligations.
- Accounting pronouncements and changes in other financial and non-financial reporting standards.

Risks Related to Owning Our Common Stock

- Fluctuations in our quarterly results.
- Volatility in the market price of our common stock and associated litigation.
- Provisions in our certificate of incorporation and bylaws and Delaware law that might discourage, delay or prevent a change of control of our company or changes in our management.

General Risks

- Volatile and significantly weakened global economic conditions.
- The occurrence of natural disasters and other events beyond our control.
- The long-term impact on our business from climate change.

Operational and Execution Risks

The effects of the COVID-19 pandemic and related public health measures have materially affected how we and our customers are operating our businesses, and have materially affected our operating results and cash flows; the duration and extent to which this will impact our future results of operations and cash flows remain uncertain.

The COVID-19 pandemic and related public health measures have materially affected how we and our customers are operating our businesses, and have materially affected our operating results and cash flows; the duration and extent to which this will impact our future results remain uncertain. In response to the COVID-19 pandemic, we have cancelled or delayed some customer events, and shifted many of them, including Dreamforce, World Tours, Connections, Tableau Conference, Basecamps and Salesforce.org's Higher Ed Summit, to virtual-only experiences. We may deem it advisable to similarly alter, postpone or cancel entirely additional customer, employee and industry events in the future. Our shift to creating virtual customer, employee and industry events may not be successful, and we may not be able to showcase our products as well as, or generate the same customer interest, opportunities and leads through virtual events as we have historically done through in-person events. If we attempt to reintroduce large in-person events, we may not be able to do so successfully and our customers may not be able or willing to attend them.

We also temporarily closed all Salesforce offices globally. This global work-from-home operating environment has caused strain for, and has adversely impacted productivity of, certain employees, and these conditions may persist and harm our business, including our future sales and operating results. As long as the pandemic continues, our employees may be exposed to health risks. Our efforts to reopen our offices safely may not be successful; could expose our employees, customers and partners to health risks and us to associated liability; and will involve additional financial burdens. The COVID-19 pandemic may have long-term effects on the nature of the office environment and remote working. This may present risks for our real estate portfolio and strategy and may present operational and workplace culture challenges that may adversely affect our business.

Moreover, the conditions caused by COVID-19 initially affected customer IT spending and may in the future adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services. These conditions delayed and may in the future delay prospective customers' purchasing decisions, and reduced and may in the future reduce the value or duration of our customers' subscription contracts, and affect attrition rates, all of which could adversely affect our future sales and operating results.

Our operations have been negatively affected by a range of external factors related to the COVID-19 pandemic that are not within our control. Authorities throughout the world have implemented numerous preventative measures to contain or mitigate further spread of the virus, such as travel bans and restrictions, limitations on business activity, quarantines, work-from-home directives and shelter-in-place orders. These public health measures have caused, and are continuing to cause, business slowdowns or shutdowns in affected areas, both regionally and worldwide, which have impacted our business and results of operations and cash flows. For example, these measures and related economic effects contributed to certain customers' reluctance or inability to submit payments to us (as well as changes in billing frequency), and adversely impacted the effectiveness of outsourced service providers we use to collect payments, and these conditions may persist or worsen. The extent and duration of these measures could also impact our ability to address cybersecurity incidents, have resulted in increased internet demand which could cause access issues, could affect our ability to develop and support products and services, and could cause issues with access to data centers. As we continue to monitor the situation and public health guidance, we may adjust our current policies and practices, and existing and new precautionary measures could negatively affect our operations.

The extent of the impact of COVID-19 on our operational and financial performance will depend on certain developments, including the duration and spread of the pandemic, future spikes of COVID-19 infections resulting in additional preventative measures to contain or mitigate the spread of the virus, severity of the economic decline attributable to the pandemic and timing and nature of a potential economic recovery, impact on our customers and our sales cycles, our ability to generate new business leads, impact on our customer, employee and industry events, and effects on our vendors, all of which are uncertain and cannot be predicted. The long-term impact of the COVID-19 pandemic on our financial condition or results of operations remains uncertain. Due to our subscription-based business model, the effect of the COVID-19 pandemic may not be fully reflected in our results of operations until future periods. In addition, uncertainty regarding the impact of COVID-19 on our future operating results and financial condition may result in our taking cost-cutting measures, reducing the level of our capital investments and delaying or canceling the implementation of strategic initiatives, any of which may negatively impact our business and reputation. If the COVID-19 pandemic has a substantial impact on our employees', partners' or customers' business and productivity, our results of operations and overall financial performance may be harmed. The global macroeconomic effects of the COVID-19 pandemic and related impacts on our customers' business operations and their demand for our products and services may persist for an indefinite period, even after the COVID-19 pandemic has subsided. In addition, the effects of the COVID-19 pandemic may heighten many of the other risks described in this "Risk Factors" section.

If our security measures or those of our third-party data center hosting facilities, cloud computing platform providers or third-party service partners, or the underlying infrastructure of the Internet are breached, and unauthorized access is obtained to a customer's data, our data or our IT systems, or authorized access is blocked or disabled, our services may be perceived as not being secure, customers may curtail or stop using our services, and we may incur significant reputational harm, legal exposure and liabilities, or a negative financial impact.

Our services involve the storage and transmission of our customers' and our customers' customers' proprietary and other sensitive data, including financial, health and other personal information. While we have security measures in place to protect our customers and our customers' customers' data, our services and underlying infrastructure may in the future be materially breached or compromised as a result of the following:

- third-party attempts to fraudulently induce our employees, partners or customers to disclose sensitive information such as user names, passwords or other information to gain access to our customers' data or IT systems, or our data or our IT systems;
- efforts by individuals or groups of hackers and sophisticated organizations, such as state-sponsored organizations or nation-states, to launch coordinated attacks, including distributed denial-of-service attacks;
- third-party attempts to abuse our marketing, advertising or social platforms to impersonate persons or organizations and disseminate information that is false or misleading;
- cyberattacks on our internally built infrastructure on which many of our service offerings operate, or on third-party cloud-computing platform providers;
- vulnerabilities resulting from enhancements and updates to our existing service offerings;
- vulnerabilities in the products or components across the broad ecosystem that our services operate in conjunction with and are dependent on;
- vulnerabilities existing within new technologies and infrastructures, including those from acquired companies;

- attacks on, or vulnerabilities in, the many different underlying networks and services that power the Internet that our products depend on, most of which are not under our control or the control of our vendors, partners, or customers; and
- employee or contractor errors or intentional acts that compromise our security systems.

In addition, the changes in our work environment as a result of the COVID-19 pandemic could adversely affect our security measures, as well as our ability to address and respond to incidents quickly. These risks are mitigated, to the extent possible, by our ability to maintain and improve business and data governance policies, enhanced processes and internal security controls, including our ability to escalate and respond to known and potential risks. Our Board of Directors, Audit Committee and executive management are regularly briefed on our cybersecurity policies and practices and ongoing efforts to improve security, as well as periodic updates on cybersecurity events. Although we have developed systems and processes designed to protect our customers' and our customers' customers' proprietary and other sensitive data, we can provide no assurances that such measures will provide absolute security or that a material breach will not occur. For example, our ability to mitigate these risks may be impacted by the following:

- frequent changes to, and growth in complexity of, the techniques used to breach, obtain unauthorized access to, or sabotage IT systems and infrastructure, which are generally not recognized until launched against a target, and could result in our being unable to anticipate or implement adequate measures to prevent such techniques;
- the continued evolution of our internal IT systems as we early adopt new technologies and new ways of sharing data and communicating internally and with partners and customers, which increases the complexity of our IT systems;
- the acquisition of new companies, requiring us to incorporate and secure different or more complex IT environments;
- authorization by our customers to third-party technology providers to access their customer data, which may lead to our customers' inability to protect their data that is stored on our servers; and
- our limited control over our customers or third-party technology providers, or the processing of data by third-party technology providers, which may not allow us to maintain the integrity or security of such transmissions or processing.

In the normal course of business, we are and have been the target of malicious cyberattack attempts and have experienced other security incidents. To date, such identified security events have not been material or significant to us, including to our reputation or business operations, or had a material financial impact, but there can be no assurance that future cyberattacks will not be material or significant. Additionally, as our market presence grows, we may face increased risks of cyberattack attempts or security threats.

A security breach or incident could result in unauthorized parties obtaining access to, or the denial of authorized access to, our IT systems or data, or our customers' systems or data, including intellectual property and proprietary, sensitive or other confidential information. A security breach could also result in a loss of confidence in the security of our services, damage our reputation, negatively impact our future sales, disrupt our business and lead to increases in insurance premiums and legal, regulatory and financial exposure and liability. Finally, the detection, prevention and remediation of known or potential security vulnerabilities, including those arising from third-party hardware or software, may result in additional financial burdens due to additional direct and indirect costs, such as additional infrastructure capacity spending to mitigate any system degradation and the reallocation of resources from development activities.

Defects or disruptions in our services could diminish demand for our services and subject us to substantial liability.

Because our services are complex and incorporate a variety of hardware, proprietary software and third-party software, our services may have errors or defects that could result in unanticipated downtime for our subscribers and harm to our reputation and our business. Cloud services frequently contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in, and experienced disruptions to, our services and new defects or disruptions may occur in the future. Such defects could be the result of employee, contractor or other third-party acts or inaction, and could negatively affect our brand and reputation. Additionally, such defects could create vulnerabilities that could inadvertently permit access to protected customer data. For example, in fiscal 2020, we experienced a significant service disruption due to an internally deployed software update that had an unintended impact on our services for certain customers. We determined this disruption did not materially affect our business, reputation or financial results, but there is no assurance such circumstances could not recur with a material adverse effect on our business.

In addition, our customers may use our services in unanticipated ways that may cause a disruption in services for other customers attempting to access their data. As we acquire companies, we may encounter difficulty in integrating the acquired technologies into our services and in augmenting the technologies to meet the quality standards that are consistent with our brand and reputation. As a result, our services may have errors or defects resulting from the complexities of integrating acquisitions.

Since our customers use our services for important aspects of their business, any errors, defects, disruptions in service or other performance problems could hurt our reputation and may damage our customers' businesses. As a result, customers could elect to not renew our services or delay or withhold payment to us. We could also lose future sales or customers may make warranty or other claims against us, which could result in an increase in our allowance for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation.

Any interruptions or delays in services from third parties, including data center hosting facilities, cloud computing platform providers and other hardware and software vendors, or from our inability to adequately plan for and manage service interruptions or infrastructure capacity requirements, could impair the delivery of our services and harm our business.

We currently serve our customers from third-party data center hosting facilities and cloud computing platform providers located in the United States and other countries. We also rely on computer hardware purchased or leased from, software licensed from, and cloud computing platforms provided by, third parties in order to offer our services, including database software, hardware and data from a variety of vendors. Any disruption or damage to, or failure of our systems generally, including the systems of our third-party platform providers, could result in interruptions in our services. We have from time to time experienced interruptions in our services and such interruptions may occur in the future. In addition, the ongoing COVID-19 pandemic has disrupted and may continue to disrupt the supply chain of hardware needed to maintain these third-party systems or to run our business. As we increase our reliance on these third-party systems, particularly with respect to third-party cloud computing platforms, our exposure to damage from service interruptions may increase. Interruptions in our services may cause us to issue credits or pay penalties, cause customers to make warranty or other claims against us or to terminate their subscriptions, and adversely affect our attrition rates and our ability to attract new customers, all of which would reduce our revenue. Our business and reputation would also be harmed if our customers and potential customers believe our services are unreliable.

For many of our offerings, our production environment and customers' data are replicated in near real time in a separate facility located elsewhere. Certain offerings, including some offerings of companies added through acquisitions, may be served through alternate facilities or arrangements. We do not control the operation of any of these facilities, and they may be vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct, as well as local administrative actions (including shelter-in-place or similar orders), changes to legal or permitting requirements and litigation to stop, limit or delay operation. Despite precautions taken at these facilities, such as disaster recovery and business continuity arrangements, the occurrence of a natural disaster or pandemic (including the COVID-19 pandemic), an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our services.

These hardware, software, data and cloud computing platforms may not continue to be available at reasonable prices, on commercially reasonable terms or at all. Any loss of the right to use any of these hardware, software or cloud computing platforms could significantly increase our expenses and otherwise result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified, obtained through purchase or license and integrated into our services.

If we do not accurately plan for our infrastructure capacity requirements and we experience significant strains on our data center capacity, our customers could experience performance degradation or service outages that may subject us to financial liabilities, result in customer losses and harm our reputation and business. As we add data centers and capacity and continue to move to cloud computing platform providers, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our services, which may damage our business.

As we acquire and invest in companies or technologies, we may not realize the expected business or financial benefits and the acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results and the market value of our common stock.

As part of our business strategy, we periodically make investments in, or acquisitions of, complementary businesses, joint ventures, services and technologies and intellectual property rights. We continue to evaluate such opportunities and expect to continue to make such investments and acquisitions in the future such as the pending acquisition of Slack Technologies, Inc. ("Slack"), which was signed in December 2020 and is expected to close in the second quarter of fiscal 2022.

Acquisitions and other transactions, arrangements and investments involve numerous risks and could create unforeseen operating difficulties and expenditures, including:

- potential failure to achieve the expected benefits on a timely basis or at all;
- potential identified or unknown security vulnerabilities in acquired products that expose us to additional security risks or delay our ability to integrate the product into our service offerings or recognize the benefits of our investment;
- difficulties in increasing or maintaining the security standards for acquired technology consistent with our other services, and related costs;

- difficulty of transitioning the acquired technology onto our existing platforms and customer acceptance of multiple platforms on a temporary or permanent basis;
- augmenting the acquired technologies and platforms to the levels that are consistent with our brand and reputation;
- challenges converting the acquired company's revenue recognition policies and forecasting the related revenues, including subscription-based revenues and software license revenue, as well as appropriate allocation of the customer consideration to the individual deliverables;
- diversion of financial and managerial resources from existing operations;
- the potential entry into new markets in which we have little or no experience or where competitors may have stronger market positions;
- currency and regulatory risks associated with foreign countries and potential additional cybersecurity and compliance risks resulting from entry into new markets;
- difficulties in integrating acquired operations, technologies, services, platforms and personnel;
- the inability to obtain (or a material delay in obtaining) the regulatory approvals, including from antitrust or other similar regulatory authorities, necessary to complete transactions or to integrate operations, or potential remedies imposed by regulatory authorities either as a condition to or following the completion of a transaction (such as the global hold separate order, issued in connection with our acquisition of Tableau by the United Kingdom Competition & Markets Authority in fiscal 2020, which order was lifted in fiscal 2020), which may include divestitures, ownership or operational restrictions or other structural or behavioral remedies;
- failure to fully assimilate, integrate or retrain acquired employees, which may lead to retention risk with respect to both key acquired employees and our existing key employees or disruption to existing teams;
- differences between our values and those of our acquired companies;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- inability to maintain relationships with customers and partners of the acquired business;
- challenges with the acquired company's third-party service providers, including those that are required for ongoing access to third-party data;
- changes to customer relationships or customer perception of the acquired business as a result of the acquisition;
- potential for acquired products to impact the profitability of existing products;
- unanticipated expenses related to acquired technology and its integration into our existing technology;
- known and potential unknown liabilities associated with the acquired businesses, including due to litigation;
- difficulties in managing, or potential write-offs of, acquired assets or investments, and potential financial and credit risks associated with acquired customers;
- negative impact to our results of operations because of the depreciation and amortization of amounts related to acquired intangible assets, fixed assets and operating lease right-of-use assets;
- the loss of acquired unearned revenue and unbilled unearned revenue;
- challenges relating to the structure of an investment, such as governance, accountability and decision-making conflicts that may arise in the context of a joint venture or other majority ownership investments;
- difficulties in and financial costs of addressing acquired compensation structures inconsistent with our compensation structure;
- additional stock-based compensation issued or assumed in connection with the acquisition, including the impact on stockholder dilution and our results of operations;
- delays in customer purchases due to uncertainty related to any acquisition;
- ineffective or inadequate controls, procedures and policies at the acquired company;
- in the case of foreign acquisitions, challenges caused by integrating operations over distance, and across different languages, cultures and political environments; and
- the tax effects and costs of any such acquisitions including the related integration into our tax structure and assessment of the impact on the realizability of our future tax assets or liabilities (including a potential one-time income tax payment in connection with the integration of ClickSoftware and other acquired Israeli entities).

Any of these risks could harm our business or negatively impact our results of operations. In addition, to facilitate acquisitions or investments, we may seek additional equity or debt financing, which may not be available on terms favorable to us or at all, which may affect our ability to complete subsequent acquisitions or investments, and which may affect the risks of owning our common stock. For example, if we finance acquisitions by issuing equity or convertible or other debt securities or

loans, our existing stockholders may be diluted, or we could face constraints related to the terms of, and repayment obligation related to, the incurrence of indebtedness that could affect the market price of our common stock.

Our ability to acquire other businesses or technologies, make strategic investments or integrate acquired businesses effectively may be impaired by the effects of the COVID-19 pandemic, government actions in light of the pandemic, trade tensions and increased global scrutiny of foreign investments and acquisitions and investments in the technology sector. For example, a number of countries, including the U.S. and countries in Europe and the Asia-Pacific region, are considering or have adopted restrictions of varying kinds on transactions involving foreign investments, whether in response to the COVID-19 pandemic or otherwise. Antitrust authorities in a number of countries have also reviewed acquisitions and investments in the technology industry with increased scrutiny. Governments may continue to adopt or tighten restrictions of this nature, some of which may apply to acquisitions, investments or integrations of businesses by us, and such restrictions or government actions could negatively impact our business and financial results.

We may not complete the acquisition of Slack within the time frame we anticipate or at all.

The completion of the acquisition of Slack is subject to a number of conditions, including receipt of Slack stockholder approval, expiration or termination of the waiting period pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act") and receipt of other approvals, consents or clearances under specified antitrust and foreign investment laws. Pursuant to the HSR Act, on February 16, 2021, we and Slack each received a request for additional information and documentary material, often referred to as a “Second Request,” from the Antitrust Division of the Department of Justice (the “DOJ”). Issuance of the Second Request extends the waiting period under the HSR Act until 30 days after we and Slack have each substantially complied with the Second Request, unless the period for review is extended voluntarily by the parties and the DOJ or is terminated earlier by the DOJ. We and Slack have and will continue to cooperate fully with the DOJ in its review. We continue to anticipate completing the transaction during its fiscal quarter ending July 31, 2021, subject to the satisfaction or waiver of the closing conditions specified in the merger agreement.

The failure to satisfy all of the required conditions could delay the completion of the acquisition for a significant period of time or prevent it from occurring at all. For example, under certain limited conditions, we and Slack may elect to terminate the merger agreement, which could materially and adversely affect our business and reputation. A delay in completing the acquisition could cause us to realize some or all of the benefits later than we otherwise expect to realize them if the acquisition is successfully completed within the anticipated time frame, which could result in additional transaction costs or in other negative effects associated with uncertainty about the completion of the acquisition.

We may fail to realize all of the anticipated benefits of the Slack acquisition, and the merger or those benefits may take longer to realize than expected.

We believe that there are significant benefits and synergies that may be realized through combining the products, scale and combined enterprise customer bases of Salesforce and Slack. However, the efforts to realize these benefits and synergies will be a complex process and may disrupt both companies’ existing operations if not implemented in a timely and efficient manner. The full benefits of the acquisition, including the anticipated sales or growth opportunities, may not be realized as expected or may not be achieved within the anticipated time frame, or at all. Failure to achieve the anticipated benefits of the acquisition could adversely affect our results of operations or cash flows, cause dilution to our earnings per share, decrease or delay any accretive effect of the acquisition and negatively impact the price of our common stock.

In addition, we will be required post-closing to devote significant attention and resources to successfully align our business practices and operations. This process may disrupt the businesses and, if ineffective, would limit the anticipated benefits of the acquisition.

Supporting our existing and growing customer base could strain our personnel resources and infrastructure, and if we are unable to scale our operations and increase productivity, we may not be able to successfully implement our business plan.

We continue to experience significant growth in our customer base and personnel, particularly through acquisitions, which has placed a strain on and in the future may stress the capabilities of our management, administrative, operational and financial infrastructure. We anticipate that significant additional investments will be required to scale our operations and increase productivity, to address the needs of our customers, to further develop and enhance our services, to expand into new geographic areas, and to scale with our overall growth. The additional investments we are making will increase our cost base, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term. Whether due to the effects of and financial burdens associated with the COVID-19 pandemic or otherwise, we may not be able to make these investments as quickly or effectively as necessary to successfully scale our operations.

We regularly upgrade or replace our various software systems. If the implementations of these new applications are delayed, or if we encounter unforeseen problems with our new systems or in migrating away from our existing applications and systems, our operations and our ability to manage our business could be negatively impacted.

Our success will depend in part upon the ability of our senior management to manage our projected growth effectively. To do so, we must continue to increase the productivity of our existing employees and to hire, train and manage new employees as needed. Additionally, changes in our work environment and workforce as a result of the COVID-19 pandemic could adversely affect our operations. The COVID-19 pandemic may have long-term effects on the nature of the office environment and remote working. Any adjustments made to our current and future office environments or work-from-home policies may not meet the needs and expectations of our workforce, which could negatively impact our ability to attract and retain our employees. To manage the expected domestic and international growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls, our reporting systems and procedures, and our utilization of real estate. If we fail to successfully scale our operations and increase productivity, we may be unable to execute our business plan and the value of our common stock could decline.

If our customers do not renew their subscriptions for our services or if they reduce the number of paying subscriptions at the time of renewal, our revenue and current remaining performance obligation could decline and our business may suffer. If we cannot accurately predict subscription renewals or upgrade rates, we may not meet our revenue targets, which may adversely affect the market price of our common stock.

Our customers have no obligation to renew their subscriptions for our services after the expiration of their contractual subscription period, which is typically 12 to 36 months, and in the normal course of business, some customers have elected not to renew. In addition, our customers may renew for fewer subscriptions, renew for shorter contract lengths, or switch to lower cost offerings of our services. It is difficult to predict attrition rates given our varied customer base of enterprise and small and medium-size business customers and the number of multi-year subscription contracts. Historically, our subscription and support revenues primarily consisted of subscription fees; however, with the May 2018 acquisition of MuleSoft and the August 2019 acquisition of Tableau, subscription and support revenues also now include term software license sales. We have less experience forecasting the renewal rates of such term software license sales. Our attrition rates may increase or fluctuate as a result of a number of factors, including customer dissatisfaction with our services, customers’ spending levels, mix of customer base, decreases in the number of users at our customers, competition, pricing increases or changes and deteriorating general economic conditions, including as a result of the COVID-19 pandemic.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our services to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions and that our customers do not react negatively to any price changes related to these additional features and services.

If customers do not renew their subscriptions, do not purchase additional features or enhanced subscriptions or if attrition rates increase, our business could be harmed.

Periodic changes to our sales organization can be disruptive and may reduce our rate of growth.

We periodically change and make adjustments to our sales organization in response to market opportunities, competitive threats, management changes, product introductions or enhancements, acquisitions, sales performance, increases in sales headcount, cost levels and other internal and external considerations. Such sales organization changes have in some periods resulted in, and may in the future result in, a reduction of productivity, which could negatively impact our rate of growth and operating results. In addition, any significant change to the way we structure our compensation of our sales organization may be disruptive and may affect our revenue growth.

Our ability to deliver our services is dependent on the development and maintenance of the infrastructure of the Internet by third parties.

The Internet’s infrastructure comprises of many different networks and services that are highly fragmented and distributed by design. This infrastructure is run by a series of independent third-party organizations that work together to provide the infrastructure and supporting services of the Internet under the governance of the Internet Corporation for Assigned Numbers and Names (“ICANN”) and the Internet Assigned Numbers Authority, now under the stewardship of ICANN.

The Internet has experienced a variety of outages and other delays as a result of damages to portions of its infrastructure, denial-of-service attacks or related cyber incidents, and it could face outages and delays in the future, potentially reducing the availability of the Internet to us or our customers for delivery of our Internet-based services. Any resulting interruptions in our services or the ability of our customers to access our services could result in a loss of potential or existing customers and harm our business.

In addition, certain countries have implemented (or may implement) legislative and technological actions that either do or can effectively regulate access to the Internet, including the ability of Internet service providers to limit access to specific websites or content. Other countries have attempted or are attempting to change or limit the legal protections available to businesses that depend on the Internet for the delivery of their services. Additionally, the COVID-19 pandemic has also led to

quarantines, shelter-in-place orders, and work-from-home directives, all of which have increased demands for internet access and may create access challenges. These actions could potentially limit or interrupt access to our services from certain countries or Internet service providers, increase our risk or add liabilities, impede our growth, productivity and operational effectiveness, result in the loss of potential or existing customers and harm our business.

Sales to customers outside the United States expose us to risks inherent in international operations.

We sell our services throughout the world and are subject to risks and challenges associated with international business. We intend to continue to expand our international sales efforts. The risks and challenges associated with sales to customers outside the United States or those that can affect international operations generally, include:

- natural disasters, acts of war, terrorism, and actual or threatened public health emergencies, including the ongoing COVID-19 pandemic and related public health measures and resulting changes to laws and regulations, including changes oriented toward protecting local businesses or restricting the movement of our or our customers’ employees;
- localization of our services, including translation into foreign languages and associated expenses;
- regulatory frameworks or business practices favoring local competitors;
- pressure on the creditworthiness of sovereign nations, where we have customers and a balance of our cash, cash equivalents and marketable securities;
- foreign currency fluctuations and controls, which may make our services more expensive for international customers and could add volatility to our operating results;
- compliance with multiple, conflicting, ambiguous or evolving governmental laws and regulations, including employment, tax, privacy, anti-corruption, import/export, customs, anti-boycott, sanctions and embargoes, antitrust, data transfer, storage and protection, and industry-specific laws and regulations, including rules related to compliance by our third-party resellers and our ability to identify and respond timely to compliance issues when they occur;
- liquidity issues or political actions by sovereign nations, including nations with a controlled currency environment, which could result in decreased values of these balances or potential difficulties protecting our foreign assets or satisfying local obligations;
- vetting and monitoring our third-party resellers in new and evolving markets to confirm they maintain standards consistent with our brand and reputation;
- treatment of revenue from international sources, evolving domestic and international tax environments, and changes to tax codes, including being subject to foreign tax laws and being liable for paying withholding taxes in foreign jurisdictions;
- uncertainty regarding regulation, currency, tax, and operations resulting from the United Kingdom's exit from the EU (“Brexit”) on January 31, 2020 and possible disruptions in trade, the sale of our services and commerce, and movement of our people between the United Kingdom, EU, and other locations;
- uncertainty regarding the imposition of and changes in the United States' and other governments' trade regulations, trade wars, tariffs, other restrictions or other geopolitical events, including the evolving relations between the United States and China;
- changes in the public perception of governments in the regions where we operate or plan to operate;
- regional data privacy laws and other regulatory requirements that apply to outsourced service providers and to the transmission of our customers’ data across international borders, which grow more complex as we scale, expand into new markets and enhance the breadth of our service offerings;
- different pricing environments;
- difficulties in staffing and managing foreign operations;
- different or lesser protection of our intellectual property, including increased risk of theft of our proprietary technology and other intellectual property;
- longer accounts receivable payment cycles and other collection difficulties; and
- regional economic and political conditions.

Any of these factors could negatively impact our business and results of operations. The above factors may also negatively impact our ability to successfully expand into emerging market countries, where we have little or no operating experience, where it can be costly and challenging to establish and maintain operations, including hiring and managing required personnel, and difficult to promote our brand, and where we may not benefit from any first-to-market advantage or otherwise succeed.

As more of our sales efforts are targeted at larger enterprise customers, our sales cycle may become more time-consuming and expensive, we may encounter pricing pressure and implementation and configuration challenges, and we

may have to delay revenue recognition for some complex transactions, all of which could harm our business and operating results.

As we target more of our sales efforts at larger enterprise customers, including governmental entities, we may face greater costs, longer sales cycles, greater competition and less predictability in completing some of our sales. In this market segment, the customer's decision to use our services may be an enterprise-wide decision and, if so, these types of sales would require us to provide greater levels of education regarding the use and benefits of our services, as well as addressing concerns regarding privacy and data protection laws and regulations of prospective customers with international operations or whose own customers operate internationally. Moreover, restrictions in place in response to the COVID-19 pandemic have disrupted our operations, and our customers' operations and businesses, and this has adversely affected, and may continue to adversely affect, our sales efforts.

In addition, larger customers and governmental entities may demand more configuration, integration services and features. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to individual customers, driving up costs and time required to complete sales and diverting our own sales and professional services resources to a smaller number of larger transactions, while potentially requiring us to delay revenue recognition on some of these transactions until the technical or implementation requirements have been met.

Pricing and packaging strategies for enterprise and other customers for subscriptions to our existing and future service offerings may not be widely accepted by other new or existing customers. Our adoption of such new pricing and packaging strategies may harm our business.

For large enterprise customers, professional services may also be performed by us, a third party, or a combination of our own staff and a third party. Our strategy is to work with third parties to increase the breadth of capability and depth of capacity for delivery of these services to our customers. If a customer is not satisfied with the quality of work performed by us or a third party or with the type of services or solutions delivered, we could incur additional costs to address the situation, the profitability of that work might be impaired, and the customer's dissatisfaction with our services could damage our ability to obtain additional work from that customer. In addition, negative publicity related to our customer relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current or prospective customers.

We may lose key members of our management team or development and operations personnel, and may be unable to attract and retain employees we need to support our operations and growth.

Our success depends substantially upon the continued services of our executive officers and other key members of management, particularly our chief executive officer. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. For example, in February 2020, Keith Block resigned as co-CEO and as a director of the Company and, in February 2021, Mark Hawkins resigned as President and Chief Financial Officer of the Company. Such changes in our executive management team may be disruptive to our business. We are also substantially dependent on the continued service of our existing development and operations personnel because of the complexity of our services and technologies. Our executive officers, key management, development or operations personnel could terminate their employment with us at any time. The loss of one or more of our key employees or groups of employees could seriously harm our business.

The technology industry is subject to substantial and continuous competition for engineers with high levels of experience in designing, developing and managing software and Internet-related services, as well as competition for sales executives, data scientists and operations personnel. We are also committed to building a diverse workforce. We have experienced significant competition in talent recruitment and retention, and may not in the future be successful in our talent recruitment and retention or achieving the diversity goals we have set publicly. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring, developing, integrating and retaining highly skilled employees with appropriate qualifications. These difficulties may be amplified by evolving restrictions on immigration, travel, or availability of visas for skilled technology workers, including restrictions imposed in response to the COVID-19 pandemic. These difficulties may potentially be further amplified by the high cost of living in the San Francisco Bay Area, where our headquarters are located. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

In addition, we believe in the importance of our corporate culture, which fosters dialogue, collaboration, recognition, equality and a sense of family. As our organization grows and expands globally, and as employees' workplace expectations develop, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. These difficulties may be further amplified by work-from-home requirements imposed and other workforce actions taken in response to the COVID-19 pandemic. Our inability to maintain our corporate culture could negatively impact our ability to attract and retain employees or our reputation with customers and could negatively impact our future growth.

Any failure in our delivery of high-quality technical support services may adversely affect our relationships with our customers and our financial results.

Our customers depend on our support organization to resolve technical issues relating to our applications. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services across our varying and diverse offerings. Outsourced provision of technical support may be suddenly and adversely impacted by unforeseen events, for example, as occurred when certain business process outsourced service providers were delayed in effectively servicing our customers due to conditions related to the COVID-19 pandemic. Increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our applications and business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our service offerings to existing and prospective customers, and our business, operating results and financial position.

Strategic and Industry Risks

Our efforts to expand our service offerings and to develop and integrate our existing services in order to keep pace with technological developments may not succeed and may reduce our revenue growth rate and harm our business.

We derive a significant portion of our revenue from subscriptions to our CRM enterprise cloud computing application services, and we expect this will continue for the foreseeable future. Our efforts to expand our current service offerings may not succeed and may reduce our revenue growth rate. In addition, the markets for certain of our offerings, including Work.com, Customer 360 Truth, and other offerings, remain relatively new and it is uncertain whether our efforts, and related investments, will ever result in significant revenue for us. In addition, we may be required to continuously enhance our artificial intelligence offerings so that quality recommendations can be provided to our customers. Further, the introduction of significant platform changes and upgrades, such as our introduction of Hyperforce in fiscal 2021, may not succeed and early stage interest and adoption of such new services may not result in long term success or significant revenue for us.

Additionally, if we fail to anticipate or identify significant Internet-related and other technology trends and developments early enough, or if we do not devote appropriate resources to adapting to such trends and developments, our business could be harmed.

If we are unable to develop enhancements to and new features for our existing or new services that keep pace with rapid technological developments, our business could be harmed. The success of enhancements, new features and services depends on several factors, including the timely completion, introduction and market acceptance of the feature, service or enhancement by customers, administrators and developers, as well as our ability to seamlessly integrate all of our product and service offerings and develop adequate selling capabilities in new markets. Failure in this regard may significantly impair our revenue growth as well as negatively impact our operating results if the additional costs are not offset by additional revenues. In addition, because our services are designed to operate over various network technologies and on a variety of mobile devices, operating systems and computer hardware and software platforms using a standard browser, we will need to continuously modify and enhance our services to keep pace with changes in Internet-related hardware, software, communication, browser, app development platform and database technologies, as well as continue to maintain and support our services on legacy systems. We may not be successful in either developing these modifications and enhancements or in bringing them to market timely. Additionally, changes to our work environment and workforce as a result of the COVID-19 pandemic could adversely affect our ability to timely develop enhancements to and new features for existing or new services. Our efforts to quickly introduce new offerings designed to help our customers respond to the COVID-19 pandemic, including our Work.com offering, may not be successful.

Furthermore, uncertainties about the timing and nature of new network platforms or technologies, including Hyperforce, or modifications to existing platforms or technologies, including text messaging capabilities, or changes in customer usage patterns thereof, could increase our research and development or service delivery expenses or lead to our increased reliance on certain vendors. Any failure of our services to operate effectively with future network platforms and technologies could reduce the demand for our services, result in customer dissatisfaction and harm our business.

Our continued success depends on our ability to maintain and enhance our brands.

We believe that the brand identities we have developed including associations with trust, customer success, innovation and equality have significantly contributed to the success of our business. Maintaining and enhancing the Salesforce brand and our other brands are critical to expanding our base of customers, partners and employees. Our brand strength, particularly for our core services, will depend largely on our ability to remain a technology leader and continue to provide high-quality innovative products, services and features securely, reliably and in a manner that enhances our customers’ success even as we scale and expand our services. In order to maintain and enhance the strength of our brands, we may make substantial investments to expand or improve our product offerings and services or enter new markets that may be accompanied by initial complications or ultimately prove to be unsuccessful.

In addition, we have secured the naming rights to facilities controlled by third parties, such as office towers and a transit center, and any negative events or publicity arising in connection with these facilities could adversely impact our brand.

Further, entry into markets with weaker protection of brands or changes in the legal systems in countries we operate may impact our ability to protect our brands. If we fail to maintain, enhance or protect our brands, or if we incur excessive expenses in our efforts to do so, our business, operating results and financial condition may be materially and adversely affected.

We are subject to risks associated with our strategic investments, including partial or complete loss of invested capital. Significant changes in the fair value of this portfolio, including changes in the valuation of our investments in publicly traded and privately held companies, could negatively impact our financial results.

We have strategic investments in publicly traded and privately held companies in both domestic and international markets, including in emerging markets. These companies range from early-stage companies to more mature companies with established revenue streams and business models. Many such companies generate net losses and the market for their products, services or technologies may be slow to develop, and, therefore, they are dependent on the availability of later rounds of financing from banks or investors on favorable terms to continue their operations. The financial success of our investment in any privately held company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. Likewise, the financial success of our investment in any publicly held company is typically dependent upon an exit in favorable market conditions, and to a lesser extent on liquidity events. The capital markets for public offerings and acquisitions are dynamic and the likelihood of successful liquidity events for the companies we have invested in could significantly worsen. Further, valuations of privately held companies are inherently complex due to the lack of readily available market data.

The rapid spread of COVID-19 and its reverberating effects on the global economy have caused disruptions to our industry, to the industries in which our portfolio companies operate and to financial markets. These disruptions are inhibiting and may continue to inhibit the ability of our portfolio companies to meet their performance targets, raise fundraising rounds, or complete a liquidity event. In some cases, our portfolio companies may no longer be able to operate or could experience reduced revenues or profitability, increased customer attrition, delayed, cancelled or unsuccessful public offerings, reduced ability to raise additional rounds of financing, reduced acquisition offers or acquisition offers on unfavorable terms, reduced valuations in both private and public markets, or insolvency and bankruptcy. These outcomes could materially adversely affect our financial position, results of operations and cash flows.

As the enterprise cloud computing ecosystem has matured, the opportunities in which we can invest have expanded to include investments in companies concurrently with an initial public offering in addition to our investments in early-to-late-stage private companies. Therefore, our investment strategy and portfolio have also expanded to include more mature companies. In certain cases, our ability to sell these investments may be constrained by contractual obligations to hold the securities for a period of time after a public offering, including market standoff agreements and lock-up agreements.

We record all fair value adjustments of our publicly traded and privately held equity investments through the consolidated statement of operations. As a result, we may experience additional volatility to our statements of operations due to changes in market prices of our investments in publicly held equity investments and the valuation and timing of observable price changes or impairments of our investments in privately held securities. Our ability to mitigate this volatility in any given period may be impacted by our contractual obligations to hold securities for a set period of time. For example, some of our investments in publicly traded securities may be subject to lock-up agreements, which would prevent our ability to sell these investments after a public offering or otherwise impede our ability to mitigate market volatility in such securities. Volatility in the financial markets, including the impact of the COVID-19 pandemic, has been and could continue to be material to our results in any given quarter and may cause our stock price to decline. While historically our investment portfolio has had a positive impact on our financial results, that may not be true for future periods, particularly in periods of significant market fluctuations which affect our strategic investments portfolio.

All of our investments, especially our investments in privately held companies, are subject to a risk of a partial or total loss of investment capital. In addition, in the future we may deploy material investments in individual investee companies, resulting in the increasing concentration of risk in a small number of companies. Changes in the fair value or partial or total loss of investment capital of these individual companies could be material to our financial statements.

If third-party developers and providers do not continue to embrace our technology delivery model and enterprise cloud computing services, or if our customers seek warranties from us for third-party applications, integrations, data and content, our business could be harmed.

Our success depends on the willingness of a growing community of third-party developers and technology providers to build applications and provide integrations, data and content that are complementary to our services. Without the continued development of these applications and provision of such integrations, data and content, both current and potential customers may not find our services sufficiently attractive, which could impact future sales. In addition, for those customers who authorize a third-party technology partner access to their data, we do not provide any warranty related to the functionality, security or

integrity of the data access, transmission or processing. Despite contract provisions to protect us, customers may look to us to support and provide warranties for the third-party applications, integrations, data and content, even though not developed or sold by us, which may expose us to potential claims, liabilities and obligations, all of which could harm our reputation and our business.

The market in which we participate is intensely competitive, and if we do not compete effectively, our operating results could be harmed.

The market for enterprise applications and platform services is highly competitive, rapidly evolving and fragmented, and subject to changing technology, low barriers to entry, shifting customer needs and frequent introductions of new products and services. Many prospective customers have invested substantial personnel and financial resources to implement and integrate their current enterprise software into their businesses and therefore may be reluctant or unwilling to migrate away from their current solution to an enterprise cloud computing application service. Additionally, third-party developers may be reluctant to build application services on our platform since they have invested in other competing technology platforms.

Our current competitors include:

- internally developed enterprise applications (by our potential customers' IT departments);
- vendors of packaged business software, as well as companies offering enterprise apps delivered through on-premises offerings from enterprise software application vendors and cloud computing application service providers, either individually or with others;
- software companies that provide their product or service free of charge as a single product or when bundled with other offerings, or only charge a premium for advanced features and functionality;
- vendors who offer software tailored to specific services that are more directed toward those specific services than our full suite of service offerings;
- suppliers of traditional business intelligence and data preparation products, as well as business analytics software companies;
- integration software vendors and other companies offering integration or API solutions;
- marketing vendors, which may specialize in advertising, targeting, messaging, or campaign automation;
- e-commerce solutions from established and emerging cloud-only vendors and established on-premises vendors; and
- traditional platform development environment companies and cloud computing development platform companies who may develop toolsets and products that allow customers to build new apps that run on the customers' current infrastructure or as hosted services.

In addition, we may face more competition as we expand our product offerings. Some of our current and potential competitors may have competitive advantages, such as greater name recognition, longer operating histories, more significant installed bases, broader geographic scope, broader suites of service offerings and larger marketing budgets, as well as substantially greater financial, technical, personnel and other resources. In addition, many of our current and potential competitors have established marketing relationships and access to larger customer bases, and have major distribution agreements with consultants, system integrators and resellers. We also experience competition from smaller, younger competitors that may be more agile in responding to customers' demands. These competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements or provide competitive pricing. As a result, even if our services are more effective than the products and services that our competitors offer, potential customers might select competitive products and services in lieu of purchasing our services. For all of these reasons, we may not be able to compete successfully against our current and future competitors, which could negatively impact our future sales and harm our business.

Social and ethical issues, including the use of AI in our offerings, may result in reputational harm and liability.

Positions we take on social and ethical issues may be unpopular with some of our employees or with our customers or potential customers, which has in the past impacted and may in the future impact our ability to attract or retain customers. We also may choose not to conduct business with potential customers or discontinue or not expand business with existing customers due to these positions. Further, actions taken by our customers, including through the use or misuse of our products, may result in reputational harm or possible liability. For example, we have been subject to allegations in legal proceedings that we should be liable for the use of certain of our products by third parties. Although we believe that such claims lack merit, such claims could cause reputational harm to our brand or result in liability.

We are increasingly building AI into many of our offerings. As with many innovations, AI and our Customer 360 platform present additional risks and challenges that could affect their adoption and therefore our business. For example, the development of AI and Customer 360, the latter of which provides information regarding our customers' customers, presents emerging ethical issues and if we enable or offer solutions that draw controversy due to their perceived or actual impact on human rights, privacy, employment, or in other social contexts, we may experience brand or reputational harm, competitive harm or legal liability. Data practices by us or others that result in controversy could impair the acceptance of artificial intelligence solutions. This in turn could undermine the decisions, predictions or analysis AI applications produce, subjecting us to competitive harm, legal liability, and brand or reputational harm.

Our brand is also associated with our public commitments to sustainability, equality and ethical use, and any perceived changes in our dedication to these commitments could harm our reputation or brand and could adversely impact our relationships with our customers. Our disclosures on these matters, and standards we set for ourselves or a failure to meet these standards, may influence our reputation and the value of our brand. For example, we have elected to share publicly certain information about our corporate environmental, social, and governance (“ESG”) initiatives and our commitment to the recruitment of a diverse workforce. Our business may face increased scrutiny related to these activities, including from the investment community, and our failure to achieve progress in these areas on a timely basis, or at all, could adversely affect our reputation, business, financial performance, and growth.

Legal and Regulatory Risks

Privacy concerns and laws, such as the forthcoming California Privacy Rights Act, the California Consumer Privacy Act and the European Union’s General Data Protection Regulation, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations may limit the use and adoption of our services and adversely affect our business.

Regulation related to the provision of services over the Internet is evolving, as federal, state and foreign governments continue to adopt new, or modify existing, laws and regulations addressing data privacy, cybersecurity, data protection, data sovereignty and the collection, processing, storage, transfer and use of data, generally. In some cases, data privacy laws and regulations, such as the European Union’s (“EU”) General Data Protection Regulation (“GDPR”) that took effect in May 2018, impose obligations directly on Salesforce as both a data controller and a data processor, as well as on many of our customers. In addition, new domestic data privacy laws, such as the California Consumer Privacy Act (“CCPA”), which took effect in January 2020, and the California Privacy Rights Act, which will amend the CCPA in January 2023, similarly impose new obligations on us and many of our customers, potentially as both businesses and service providers. These laws continue to evolve and as various states introduce similar proposals, we and our customers could be exposed to additional regulatory burdens. Further, laws and legislative proposals such as the EU’s proposed e-Privacy Regulation are increasingly aimed at the use of personal information for marketing purposes, and the tracking of individuals’ online activities.

Although we monitor the regulatory environment and have invested in addressing these developments, these laws may require us to make additional changes to our practices and services to enable us or our customers to meet the new legal requirements, and may also increase our potential liability exposure through new or higher potential penalties for noncompliance, including as a result of penalties, fines and lawsuits related to data breaches. These new or proposed laws and regulations are subject to differing interpretations and may be inconsistent among jurisdictions. These and other requirements could reduce demand for our services, require us to take on more onerous obligations in our contracts, restrict our ability to store, transfer and process data or, in some cases, impact our ability or our customers' ability to offer our services in certain locations, to deploy our solutions, to reach current and prospective customers, or to derive insights from customer data globally. For example, on July 16, 2020, the Court of Justice of the European Union (“CJEU”) invalidated the EU-US Privacy Shield Framework, one of the mechanisms that allowed companies, including Salesforce, to transfer personal data from the European Economic Area (“EEA”) to the United States. In addition, the CJEU commented that companies relying on another such mechanism, the European Commission’s Standard Contractual Clauses, should assess on a case-by-case basis whether the law of the country of destination ensures adequate protection of personal data transferred under EU law, by providing, where necessary, additional safeguards to those offered by those clauses. Salesforce relies upon Binding Corporate Rules, a third mechanism, which provides additional safeguards with respect to government requests for EU personal data, as well as the European Commission’s Standard Contractual Clauses to transfer EU personal data internationally. Depending on how the CJEU’s decision is enforced, the cost and complexity of providing our services in certain markets may increase. Based on draft recommendations issued by the European Data Protection Board (“EDPB”), a body of privacy regulators from across the EU charged with ensuring consistent application of GDPR, current indications are that, absent agreement on a new bilateral cross-border transfer mechanism to replace the EU-US Privacy Shield Framework, regulators may be inclined to interpret the decision as significantly restricting certain cross-border transfers. Certain countries outside of the EEA (e.g., Russia, China and India) have also passed or are considering passing laws requiring varying degrees of local data residency. By way of further example, statutory damages available through a private right of action for certain data breaches under CCPA, and potentially other states' laws, may increase our and our customers’ potential liability and the demands our customers place on us. The costs of compliance with, and other burdens imposed by, privacy laws, regulations and standards may limit the use and adoption of our services, reduce overall demand for our services, make it more difficult to meet expectations from or commitments to customers and our customers' customers, lead to significant fines, penalties or liabilities for noncompliance, impact our reputation, or slow the pace at which we close sales transactions, in particular where customers request specific warranties and unlimited indemnity for noncompliance with privacy laws, any of which could harm our business.

In addition to government activity, privacy advocates and other industry groups have established or may establish new self-regulatory standards that may place additional burdens on our ability to provide our services globally. Our customers expect us to meet voluntary certification and other standards established by third parties, such as TRUSTe. If we are unable to maintain these certifications or meet these standards, it could adversely affect our ability to provide our solutions to certain customers and could harm our business. In addition, we have seen a trend toward the private enforcement of data protection obligations, including through private actions for alleged noncompliance, which could harm our business and negatively impact our reputation. For example, in 2020 we were made a party to a legal proceeding brought by a Dutch privacy advocacy group on behalf of certain Dutch citizens that claims we violated the GDPR and Dutch Telecommunications Act through the processing and sharing of data in connection with our Audience Studio and Data Studio products. We were also named as a defendant in a similar lawsuit brought in the UK. Although we believe that these claims lack merit, these or similar future claims could cause reputational harm to our brand or result in liability.

Furthermore, the uncertain and shifting regulatory environment and trust climate, particularly in regard to COVID-19-related data processing, may raise concerns regarding data privacy and cybersecurity, which may cause our customers or our customers' customers to resist providing the data necessary to allow our customers to use our services effectively. In addition, new products we develop in connection with changing events, such as in response to the COVID-19 pandemic, may expose us to liability or regulatory risk. Even the perception that the privacy and security of personal information are not satisfactorily protected or do not meet regulatory requirements could inhibit sales of our products or services and could limit adoption of our cloud-based solutions.

Industry-specific regulation and other requirements and standards are evolving and unfavorable industry-specific laws, regulations, interpretive positions or standards could harm our business.

Our customers and potential customers conduct business in a variety of industries, including financial services, the public sector, healthcare and telecommunications. Regulators in certain industries have adopted and may in the future adopt regulations or interpretive positions regarding the use of cloud computing and other outsourced services. The costs of compliance with, and other burdens imposed by, industry-specific laws, regulations and interpretive positions may limit our customers' use and adoption of our services and reduce overall demand for our services. Compliance with these regulations may also require us to devote greater resources to support certain customers, which may increase costs and lengthen sales cycles. For example, some financial services regulators have imposed guidelines for use of cloud computing services that mandate specific controls or require financial services enterprises to obtain regulatory approval prior to outsourcing certain functions. If we are unable to comply with these guidelines or controls, or if our customers are unable to obtain regulatory approval to use our services where required, our business may be harmed. In addition, an inability to satisfy the standards of certain voluntary third-party certification bodies that our customers may expect, such as an attestation of compliance with the Payment Card Industry ("PCI") Data Security Standards, may have an adverse impact on our business and results. If in the future we are unable to achieve or maintain industry-specific certifications or other requirements or standards relevant to our customers, it may harm our business and adversely affect our results.

Further, in some cases, industry-specific, regionally-specific or product-specific laws, regulations or interpretive positions may impact our ability, as well as the ability of our customers, partners and data providers, to collect, augment, analyze, use, transfer and share personal and other information that is integral to certain services we provide. The interpretation of many of these statutes, regulations and rulings is evolving in the courts and administrative agencies and an inability to comply may have an adverse impact on our business and results. This impact may be particularly acute in countries that have passed or are considering passing legislation that requires data to remain localized "in country," as this may impose financial costs on companies required to store data in jurisdictions not of their choosing and to use nonstandard operational processes that add complexity and are difficult and costly to integrate with global processes. Any failure or perceived failure by us to comply with such requirements could have an adverse impact on our business. For example, there are various statutes, regulations and rulings relevant to the direct email marketing and text-messaging industries, including the Telephone Consumer Protection Act ("TCPA") and related Federal Communication Commission orders, which impose significant restrictions on the ability to utilize telephone calls and text messages to mobile telephone numbers as a means of communication, when the prior consent of the person being contacted has not been obtained. We have been, and may in the future be, subject to one or more class-action lawsuits, as well as individual lawsuits, containing allegations that one of our businesses or customers violated the TCPA. A determination that we or our customers violated the TCPA or other communications-based statutes could expose us to significant damage awards that could, individually or in the aggregate, materially harm our business.

We have been and may in the future be sued by third parties for various claims, including alleged infringement of proprietary rights.

We are involved in various legal matters arising from the normal course of business activities. These include claims, suits, government investigations and other proceedings involving alleged infringement of third-party patents and other intellectual property rights, as well as commercial, corporate and securities, labor and employment, class actions, wage and hour, antitrust, data privacy and other matters.

The software and Internet industries are characterized by the existence of a large number of patents, trademarks, trade secrets and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. We have received in the past and may receive in the future communications from third parties, including practicing entities and non-practicing entities, claiming that we have infringed their intellectual property rights. We have also been, and may in the future be, sued by third parties for alleged infringement of their claimed proprietary rights. Our technologies may be subject to injunction if they are found to infringe the rights of a third party or we may be required to pay damages, or both. Further, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling on such a claim.

In addition, we have in the past been, and may in the future be, sued by third parties who seek to target us for actions taken by our customers, including through the use or misuse of our products. For example, we have been subject to allegations in legal proceedings that we should be liable for the use of certain of our products by third parties. Although we believe that such claims lack merit, such claims could cause reputational harm to our brand or result in liability.

Our exposure to risks associated with various claims, including claims related to the use of intellectual property as well as securities and related stockholder derivative claims, may be increased as a result of acquisitions of other companies. For example, we are subject to ongoing securities class action litigation and related stockholder derivative claims brought against Tableau that remain outstanding, and as to which we may ultimately be subject to liability or settlement costs. Additionally, we may have a lower level of visibility into the development process with respect to intellectual property or the care taken to safeguard against infringement risks with respect to acquired companies or technologies. In addition, third parties have made claims in connection with our acquisitions and may do so in the future, and they may also make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims or lawsuits, and the disposition of such claims and lawsuits, whether through settlement or licensing discussions, or litigation, could be time-consuming and expensive to resolve, divert management attention from executing our business plan, result in efforts to enjoin our activities, lead to attempts on the part of other parties to pursue similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short- or long-term royalty or licensing agreements.

Any adverse determination or settlement related to intellectual property claims or other litigation could prevent us from offering our services to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results, including our operating cash flow in a particular period. In addition, depending on the nature and timing of any such dispute, an unfavorable resolution of a legal matter could materially affect our current or future results of operations or cash flows in a particular period.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand, cause us to incur significant expenses and harm our business.

If we fail to protect our intellectual property rights adequately, our competitors may gain access to our technology, affecting our brand, causing us to incur significant expenses and harming our business. Any of our patents, trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. While we have many U.S. patents and pending U.S. and international patent applications, we may be unable to obtain patent protection for the technology covered in our patent applications or the patent protection may not be obtained quickly enough to meet our business needs. In addition, our existing patents and any patents issued in the future may not provide us with competitive advantages, or may be successfully challenged by third parties. Similar uncertainty applies to our U.S. and international trademark registrations and applications. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, and we also may face proposals to change the scope of protection for some intellectual property rights in the U.S. and elsewhere. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our services are available and legal changes and uncertainty in various countries' intellectual property regimes may result in making conduct that we believe is lawful to be deemed violative of others' rights. The laws of some foreign countries may not be as protective of intellectual property rights as those in the U.S., and mechanisms for enforcement of intellectual property rights may be inadequate. Also, our involvement in standard-setting activity, our contribution to open source projects, various competition law regimes or the need to obtain licenses from others may require us to license our intellectual property in certain circumstances. Accordingly, despite our efforts, we may be unable to prevent third parties from using our intellectual property.

We may be required to spend significant resources and expense to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. If we fail to protect our intellectual property rights, it could impact our ability to protect our technology and brand. Furthermore, any litigation, whether or not it is resolved in our favor, could result in significant expense to us, cause us to divert time and resources from our core business, and harm our business.

Lawsuits were filed against Slack, Salesforce and the members of the Slack board in connection with the mergers and additional lawsuits may be filed in the future. An adverse ruling in any such lawsuit could result in an injunction preventing the completion of the mergers and/or substantial costs to Salesforce.

Securities class action lawsuits and derivative lawsuits are often brought against public companies that have entered into acquisition, merger or other business combination agreements like the merger agreement. Even if such a lawsuit is without merit, defending against these claims can result in substantial costs and divert management time and resources. An adverse judgment could result in monetary damages, which could have a negative impact on our liquidity and financial condition.

After the mergers were announced, seven lawsuits were filed by purported Slack stockholders in the United States District Court for the Northern District of California and six lawsuits were filed by purported Slack stockholders in the United States District Court for the Southern District of New York, each in connection with the mergers. The complaints named as defendants Slack, the members of the Slack board, and, with respect to three of the actions, Salesforce, and alleged, among other things, that the defendants caused a materially incomplete and misleading proxy statement relating to the proposed mergers to be filed with the SEC in violation of Sections 14(a) and 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder, and that Slack's board of directors breached their fiduciary duties in connection with the mergers. On February 22, 2021, Slack filed a Current Report on Form 8-K in which it voluntarily made supplemental disclosures relating to the proposed mergers. By March 3, 2021, all thirteen of the pending cases had been voluntarily dismissed without prejudice.

One of the conditions to the closing of the mergers is that no injunction by any governmental entity having jurisdiction over Salesforce or Slack has been entered and continues to be in effect and no law has been adopted, in either case, that prohibits the closing of the mergers. Consequently, if a plaintiff is successful in obtaining an injunction prohibiting completion of the mergers, that injunction may delay or prevent the mergers from being completed within the expected time frame or at all, which may adversely affect our business, financial position and results of operations.

There can be no assurance that any of the defendants will be successful in the outcome of any lawsuits filed in connection with the mergers. The defense or settlement of any lawsuit or claim that remains unresolved at the time the mergers are completed may adversely affect our business, financial condition, results of operations and cash flows.

We may be subject to risks related to government contracts and related procurement regulations.

Our contracts with federal, state, local and foreign government entities are subject to various procurement regulations and other requirements relating to their formation, administration and performance. We may be subject to audits and investigations relating to our government contracts, and any violations could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refunding or suspending of payments, forfeiture of profits, payment of fines, and suspension or debarment from future government business. In addition, such contracts may provide for termination by the government at any time, without cause, and termination of any such contract may adversely impact our other existing or prospective government contracts. Any of these risks related to contracting with governmental entities could adversely impact our future sales and operating results.

We are subject to governmental export and import controls that could impair our ability to compete in international markets and may subject us to liability if we are not in full compliance with applicable laws.

Our solutions are subject to export and import controls where we conduct our business activities, including the U.S. Commerce Department's Export Administration Regulations, U.S. Customs regulations and various economic and trade sanctions regulations established by the U.S. Treasury Department's Office of Foreign Assets Control. If we fail to comply with applicable trade laws, we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of trade privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. Obtaining necessary authorizations, including any required licenses, may be time-consuming, require expenditure of corporate resources, is not guaranteed, and may result in the delay or loss of sales opportunities or the ability to realize value from certain acquisitions or engagements. Furthermore, U.S. export control laws and economic sanctions may prohibit or limit the transfer of certain products and services to U.S. embargoed or sanctioned countries, governments and parties. Even though we take precautions to prevent our solutions from being provisioned or provided to U.S. sanctions targets in violation of applicable regulations, our solutions could be provisioned to those targets or provided by our resellers despite such precautions. Any such sales could have negative consequences, including government investigations, penalties and reputational harm. Changes in our solutions or changes in trade regulations may create delays in the introduction, sale and deployment of our solutions in international markets or prevent the export or import of our solutions to certain countries, governments or persons altogether. Any decreased use of our solutions or limitation on our ability to export or sell our solutions may adversely affect our business, financial condition and results of operations. Import and export control regulations in the U.S. and other countries are subject to change and uncertainty, including as a result of geopolitical developments, relations between the United States and China and the effects of the COVID-19 pandemic.

Financial Risks

Because we generally recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the terms of their subscription and support agreements, which are typically 12 to 36 months. As a result, most of the revenue we report in each quarter is the result of subscription and support agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue results for that quarter. Any such decline, however, will negatively impact our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services, and changes in our attrition rate, may not be fully reflected in our results of operations until future periods, including changes resulting from the effects of the COVID-19 pandemic. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription and support term.

If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our business could be harmed and the market price of our common stock could decline.

Due to the unpredictability of future general economic and financial market conditions (including due to the impact of the COVID-19 pandemic), the pace of change and innovation in enterprise cloud computing services, the impact of foreign currency exchange rate fluctuations, the growing complexity of our business, including the use of multiple pricing and packaging models and the increasing amount of revenue from software license sales, and our increasing focus on enterprise cloud computing services, we may not be able to realize our projected revenue growth plans. We plan our expense levels and investment on estimates of future revenue and future anticipated rate of growth. We may not be able to adjust our spending appropriately if the addition of new subscriptions or the renewals of existing subscriptions fall short of our expectations, and unanticipated events, such as the COVID-19 pandemic, may cause us to incur expenses beyond what we anticipated. A portion of our expenses may also be fixed in nature for some minimum amount of time, such as with costs capitalized to obtain revenue contracts, data center and infrastructure service contracts or office leases, so it may not be possible to reduce costs in a timely manner, or at all, without the payment of fees to exit certain obligations early. As a result, we expect that our revenues, operating results and cash flows may fluctuate significantly on a quarterly basis and revenue growth rates may not be sustainable and may decline in the future, and in some periods, we have not been able to, and may not be able in the future to provide continued operating margin expansion, which could harm our business and cause the market price of our common stock to decline.

Unanticipated changes in our effective tax rate and additional tax liabilities and global tax developments may impact our financial results.

We are subject to income taxes in the United States and various jurisdictions outside of the United States. Significant judgment is often required in the determination of our worldwide provision for income taxes. Our effective tax rate could be impacted by changes in our earnings and losses in countries with differing statutory tax rates, changes in operations, changes in non-deductible expenses, changes in excess tax benefits of stock-based compensation, changes in the valuation of deferred tax assets and liabilities and our ability to utilize them, the applicability of withholding taxes, effects from acquisitions, and changes in accounting principles and tax laws. Any changes, ambiguity or uncertainty in taxing jurisdictions' administrative interpretations, decisions, policies and positions could also materially impact our income tax liabilities.

We may also be subject to additional tax liabilities and penalties due to changes in non-income based taxes resulting from changes in federal, state, local or international tax laws, changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions, results of tax examinations, settlements or judicial decisions, changes in accounting principles, or changes to our business operations including as a result of acquisitions. Any resulting increase in our tax obligation or cash taxes paid could adversely affect our cash flows and financial results.

We are also subject to tax examinations in multiple jurisdictions. While we regularly evaluate new information that may change our judgment resulting in recognition, derecognition or changes in measurement of a tax position taken, there can be no assurance that the final determination of any examinations will not have an adverse effect on our operating results or financial position.

As our business continues to grow, increasing our brand recognition and profitability, we may be subject to increased scrutiny and corresponding tax disputes, which may impact our cash flows and financial results. Furthermore, our growing prominence may bring public attention to our tax profile, and if perceived negatively, may cause brand or reputational harm.

As we utilize our tax credits and net operating loss carryforwards, we may be unable to mitigate our tax obligations to the same extent as in prior years, which could have a material impact to our future cash flows. In addition, changes to our operating structure including changes related to acquisitions may result in cash tax obligations.

Global tax developments applicable to multinational businesses may have a material impact to our business, cash flow from operating activities, or financial results. Such developments, for example, include the Organization for Economic Co-operation and Development's, the European Commission's, and certain major jurisdictions' heightened interest in and taxation of companies participating in the digital economy. Governments' responses to the economic impact of COVID-19 may lead to tax rule changes that could materially and adversely affect our cash flows and financial results.

We are exposed to fluctuations in currency exchange rates that have in the past and could in the future negatively impact our financial results and cash flows from changes in the value of the U.S. Dollar versus local currencies and the Euro versus the British Pound Sterling.

We primarily conduct our business in the following regions: the Americas, Europe and Asia Pacific. The expanding global scope of our business exposes us to risk of fluctuations in foreign currency markets, including in emerging markets. This exposure is the result of selling in multiple currencies, growth in our international investments, including data center expansion, additional headcount in foreign locations, and operating in countries where the functional currency is the local currency. Specifically, our results of operations and cash flows are subject to currency fluctuations primarily in Euro, British Pound Sterling, Japanese Yen, Canadian Dollar and Australian Dollar against the U.S. Dollar as well as the Euro against the British Pound Sterling. These exposures may change over time as business practices evolve, economic and political conditions change and evolving tax regulations come into effect. The fluctuations of currencies in which we conduct business can both increase and decrease our overall revenue and expenses for any given fiscal period. Furthermore, fluctuations in foreign currency exchange rates can affect our ability to accurately predict our future results and earnings. Additionally, global events, including the sudden and unexpected effects of the COVID-19 pandemic, as well as geopolitical developments, fluctuating commodity prices and trade tariff developments, have caused and may in the future cause global economic uncertainty and uncertainty about the interest rate environment, which could amplify the volatility of currency fluctuations. Although we attempt to mitigate some of this volatility and related risks through foreign currency hedging, our hedging activities are limited in scope and may not effectively offset the adverse financial impacts that may result from unfavorable movements in foreign currency exchange rates, which could adversely impact our financial condition or results of operations.

Our debt service obligations, lease commitments and other contractual obligations may adversely affect our financial condition and cash flows from operations.

As of January 31, 2021, we had a substantial level of debt, including our 2023 and 2028 Senior Notes ("Senior Notes") and the loan we assumed when we purchased 50 Fremont due June 2023. In December 2020, we entered into a credit agreement (the "Revolving Loan Credit Agreement"), which provides for a $3.0 billion unsecured revolving credit facility (the "Credit Facility") that matures in December 2025, replacing our previous revolving credit facility of $1.0 billion. There were no outstanding borrowings under the Credit Facility as of January 31, 2021. We may use the proceeds of future borrowings under the Credit Facility for general corporate purposes, which may include, without limitation, financing the consideration for and fees, costs and expenses related to any acquisition. In addition, in connection with our pending acquisition of Slack, in December 2020, we obtained a 364-day senior unsecured bridge loan facility ("Bridge Facility"). The original commitments in respect of the Bridge Facility were $10.0 billion, but were reduced to $7.0 billion in December 2020 following our entry into a $3.0 billion three-year senior unsecured loan agreement ("Acquisition Term Loan"). In February 2021, we elected to further reduce our Bridge Facility commitments to $4.0 billion. The availability and funding of the Bridge Facility and the Acquisition Term Loan are conditioned on the consummation of the acquisition of Slack in accordance with the terms of the merger agreement and are subject to certain exceptions, qualifications and other conditions. We expect to replace the commitments in respect of the Bridge Facility prior to the consummation of the acquisition with the incurrence of new indebtedness or commitments in respect thereof.

In addition to the outstanding and contemplated debt obligations above, we have also recorded substantial liabilities associated with noncancellable future payments on our long-term lease agreements. We also have significant other contractual commitments, such as commitments with infrastructure service providers, which are not reflected on our consolidated balance sheets.

Maintenance of our indebtedness and contractual commitments and any additional issuances of indebtedness could:

- impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes;
- cause us to dedicate a substantial portion of our cash flows from operations toward debt service obligations and principal repayments; and
- make us more vulnerable to downturns in our business, our industry or the economy in general, such as recent downturns in connection with the effects of the COVID-19 pandemic.

Our ability to meet our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. We will not be able to control many of these factors, such as economic conditions and governmental regulations. Further, our operations may not generate sufficient cash to enable us to service our debt or contractual obligations resulting from our leases. If we fail to make a payment on our debt, we could be in default on such debt. If we are at any time unable to generate sufficient cash flows from operations to service our indebtedness when payment is due, we may be required to attempt to renegotiate the terms of the instruments relating to the indebtedness, seek to refinance all or a portion of the indebtedness or obtain additional financing. There can be no assurance that we would be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us. Any new or refinanced debt may be subject to substantially higher interest rates, which could adversely affect our financial condition and impact our business. In addition, we may seek debt financing to fund future acquisitions following the Slack acquisition. We can offer no assurance that we can obtain debt financing on terms acceptable to us, if at all.

In addition, adverse changes by any rating agency to our credit facilities may negatively impact the value and liquidity of both our debt and equity securities, as well as the potential costs associated with a refinancing of our debt. Downgrades in our credit ratings could also affect the terms of any such refinancing or future financing or restrict our ability to obtain additional financing in the future.

Our senior unsecured notes and senior unsecured credit agreement impose restrictions on us and require us to maintain compliance with specified covenants. Our ability to comply with these covenants may be affected by events beyond our control. A failure to comply with the covenants and other provisions of our outstanding debt could result in events of default under such instruments, which could permit acceleration of all of our debt and borrowings. Any required repayment of our debt as a result of a fundamental change or other acceleration would lower our current cash on hand such that we would not have those funds available for use in our business.

Lease accounting guidance requires that we record a liability for operating lease activity on our consolidated balance sheet, which increases both our assets and liabilities and therefore may impact our ability to obtain the necessary financing from financial institutions at commercially viable rates or at all. Our lease terms may include options to extend or terminate the lease. These options are reflected in the operating lease right-of-use ("ROU") asset, which represents our right to use an underlying asset for the lease term, and lease liability only when it is reasonably certain that we will exercise that option. We reassess the lease term if and when a significant event or change in circumstances occurs within our control. The potential impact of these options to extend could be material to our financial position and financial results.

Current and future accounting pronouncements and other financial and nonfinancial reporting standards may negatively impact our financial results.

We regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and interpretations that are relevant to us. As a result of new standards, changes to existing standards and changes in their interpretation, we may be required to change our accounting policies, to alter our operational policies, to implement new or enhance existing systems so that they reflect new or amended financial reporting standards, and to adjust our published financial statements. Such changes may have an adverse effect on our business, financial position and operating results, or cause an adverse deviation from our revenue and operating profit targets, which may negatively impact our financial results.

In addition, as we work to align with the recommendations of the Financial Stability Board's Task Force on Climate-Related Financial Disclosures (“TCFD”), the Sustainability Accounting Standards Board (“SASB”), and our own ESG materiality assessment, we have expanded and, in the future, may continue to expand our disclosures in these areas. Our failure to report accurately or achieve progress on our metrics on a timely basis, or at all, could adversely affect our reputation, business, financial performance and growth.

Risks Related to Owning Our Common Stock

Our quarterly results are likely to fluctuate, which may cause the value of our common stock to decline substantially.

Our quarterly results are likely to fluctuate. Fluctuations have occurred due to known and unknown risks, including the sudden and unanticipated effects of the COVID-19 pandemic. In addition, our fiscal fourth quarter has historically been our strongest quarter for new business and renewals, and the year-over-year compounding effect of this seasonality in billing patterns and overall new business and renewal activity causes the value of invoices that we generate in the fourth quarter to continually increase in proportion to our billings in the other three quarters of our fiscal year. As a result, our fiscal first quarter has typically in the past been our largest collections and operating cash flow quarter; this trend has been adversely impacted by the effects of the COVID-19 pandemic and related economic downturn and uncertainties.

Additionally, some of the important factors that may cause our revenues, operating results and cash flows to fluctuate from quarter to quarter include:

- general economic or geopolitical conditions, including the impacts of the COVID-19 pandemic, which can adversely affect either our customers’ ability or willingness to purchase additional subscriptions or upgrade their services, or delay prospective customers’ purchasing decisions, reduce the value of new subscription contracts, or affect attrition rates;

- our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers' requirements;
- the attrition rates for our services;
- the rate of expansion and productivity of our sales force;
- the length of the sales cycle for our services;
- new product and service introductions by our competitors;
- our success in selling our services to large enterprises;
- changes in unearned revenue and remaining performance obligation, due to seasonality, the timing of and compounding effects of renewals, invoice duration, size and timing, new business linearity between quarters and within a quarter, average contract term, the collectability of invoices related to multi-year agreements, the timing of license software revenue recognition, or fluctuations due to foreign currency movements, all of which may impact implied growth rates;
- our ability to realize benefits from strategic partnerships, acquisitions or investments;
- variations in the revenue mix of our services and growth rates of our subscription and support offerings, including the timing of software license sales and sales offerings that include an on-premise software element for which the revenue allocated to that deliverable is recognized upfront;
- the seasonality of our sales cycle, including software license sales, and timing of contract execution and the corresponding impact on revenue recognized at a point in time;
- changes in our pricing policies and terms of contracts, whether initiated by us or as a result of competition, customer preference or other factors;
- changes in payment terms and the timing of customer payments and payment defaults by customers as have been and may continue to be impacted by the effects of the COVID-19 pandemic;
- the seasonality of our customers' businesses, especially our Commerce service offering customers, including retailers and branded manufacturers;
- fluctuations in foreign currency exchange rates such as with respect to the U.S. Dollar against the Euro and British Pound Sterling;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
- the number of new employees;
- the timing of commission, bonus, and other compensation payments to employees, including decisions to guarantee some portion of commissions payments in connection with extraordinary events such as the partial commission guarantee in the fiscal quarter ended April 30, 2020;
- the cost, timing and management effort required for the introduction of new features to our services;
- the costs associated with acquiring new businesses and technologies and the follow-on costs of integration and consolidating the results of acquired businesses;
- expenses related to our real estate or changes in the nature or extent of our use of existing real estate, including our office leases and our data center capacity and expansion;
- timing of additional investments in our enterprise cloud computing application and platform services and in our consulting services;
- expenses related to significant, unusual or discrete events, which are recorded in the period in which the events occur, including for example expenses related to the COVID-19 pandemic;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- income tax effects resulting from, but not limited to, tax law changes, court decisions on tax matters, global tax developments applicable to multinational corporations, changes in operations or business structures, and acquisition activity;
- the timing of payroll and other withholding tax expenses, which are triggered by the payment of bonuses and when employees exercise their vested stock options;
- technical difficulties or interruptions in our services;
- changes in interest rates and our mix of investments, which impact the return on our investments in cash and marketable securities;

- conditions, and particularly sudden changes, in the financial markets, such as the recent volatility caused by the COVID-19 pandemic, which have impacted and may continue to impact the value and liquidity of our investment portfolio;
- changes in the fair value of our strategic investments in early-to-late-stage privately held and public companies, which could negatively and materially impact our financial results, particularly in periods of significant market fluctuations;
- equity or debt issuances, including as consideration in or in conjunction with acquisitions;
- the timing of stock awards to employees and the related adverse financial statement impact of having to expense those stock awards on a straight-line basis over their vesting schedules;
- evolving regulations of cloud computing and cross-border data transfer restrictions and similar regulations;
- regulatory compliance and acquisition costs; and
- the impact of new accounting pronouncements and associated system implementations.

Many of these factors are outside of our control, and the occurrence of one or more of them might cause our operating results to vary widely. If we fail to meet or exceed operating results expectations or if securities analysts and investors have estimates and forecasts of our future performance that are unrealistic or that we do not meet, the market price of our common stock could decline. In addition, if one or more of the securities analysts who cover us adversely change their recommendations regarding our stock, the market price of our common stock could decline.

The market price of our common stock is likely to be volatile and could subject us to litigation.

The trading prices of the securities of technology companies have historically been highly volatile. Accordingly, the market price of our common stock has been and is likely to continue to be subject to wide fluctuations. Factors affecting the market price of our common stock include:

- variations in our operating results, earnings per share, cash flows from operating activities, unearned revenue, remaining performance obligation, year-over-year growth rates for individual service offerings and other financial metrics and non-financial metrics, such as transaction usage volumes and other usage metrics, and how those results compare to analyst expectations;
- variations in, and limitations of, the various financial and other metrics and modeling used by analysts in their research and reports about our business;
- forward-looking guidance to industry and financial analysts related to, for example, future revenue, current remaining performance obligation, cash flows from operating activities and earnings per share, the accuracy of which may be impacted by various factors, many of which are beyond our control, including general economic and market conditions and unanticipated delays in the integration of acquired companies as a result of regulatory review;
- our ability to meet or exceed forward-looking guidance we have given or to meet or exceed the expectations of investors, analysts or others; our ability to give forward-looking guidance consistent with past practices; and changes to or withdrawal of previous guidance or long-range targets, including due to uncertainty in connection with effects of the COVID-19 pandemic;
- changes in the estimates of our operating results or changes in recommendations by securities analysts that elect to follow our common stock;
- announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors;
- announcements by us or by our competitors of mergers or other strategic acquisitions, or rumors of such transactions involving us or our competitors;
- announcements of customer additions and customer cancellations or delays in customer purchases;
- the coverage of our common stock by the financial media, including television, radio and press reports and blogs;
- recruitment or departure of key personnel;
- disruptions in our service due to computer hardware, software, network or data center problems;
- the economy as a whole, geopolitical conditions, including global trade and health concerns, market conditions in our industry and the industries of our customers;
- trading activity by a limited number of stockholders who together beneficially own a significant portion of our outstanding common stock;
- the issuance of shares of common stock by us, whether in connection with an acquisition or a capital-raising transaction;
- issuance of debt or other convertible securities;

- changes to our credit ratings; and
- environmental, social, governance and other issues impacting our reputation.

In addition, if the market for technology stocks or the greater securities market, including debt offerings, in general experiences uneven investor confidence, the market price of our common stock could decline for reasons unrelated to our business, operating results or financial condition. The market price of our common stock might also decline in reaction to events that affect other companies within, or outside, our industry even if these events do not directly affect us. Some companies that have experienced volatility in the trading price of their stock have been the subject of securities class action litigation such as securities litigation against Tableau that was brought before we acquired that company. Such litigation, whether against Salesforce or an acquired subsidiary, could result in substantial costs and a diversion of management's attention and resources and liability resulting from or the settlement of such litigation could result in material adverse impacts to our operating cash flows or results of operations for a given period.

Provisions in our amended and restated certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the market price of our common stock.

Our amended and restated certificate of incorporation and bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions among other things:

- permit the board of directors to establish the number of directors;
- authorize the issuance of "blank check" preferred stock that our board could use to implement a stockholder rights plan (also known as a "poison pill");
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15 percent or more of our common stock.

General Risks

Volatile and significantly weakened global economic conditions have in the past and may in the future adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic and geopolitical conditions. The United States and other key international economies have experienced significant economic and market downturns in connection with the COVID-19 pandemic, and are likely to experience additional cyclical downturns from time to time in which economic activity is impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These economic conditions can arise suddenly, as did the conditions associated with the COVID-19 pandemic, and the full impact of such conditions can be difficult to predict. In addition, geopolitical and domestic political developments, such as existing and potential trade wars and other events beyond our control, can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets, as has been the case with the COVID-19 pandemic and relations between the United States and China. Moreover, these conditions have affected and may continue to affect the rate of IT spending; could adversely affect our customers' ability or willingness to attend our events or to purchase our enterprise cloud computing services; have delayed and may delay customer purchasing decisions; have reduced and may in the future reduce the value and duration of customer subscription contracts; and we expect these conditions will adversely affect our customer attrition rates. All of these risks and conditions could materially adversely affect our future sales and operating results.

Natural disasters and other events beyond our control have in the past and may in the future materially adversely affect us.

Natural disasters or other catastrophic events have in the past and may in the future cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shutoffs or shortages, actual or threatened public health emergencies (including the ongoing COVID-19 pandemic) and other events beyond our control. For example, in response to the COVID-19 pandemic we temporarily closed our offices globally, including our corporate headquarters, and are experiencing and expect to continue to experience ongoing effects related to the local and global economic and other effects of this pandemic. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our services to our customers, and could decrease demand for our services. Our corporate headquarters, and a significant portion of our personnel, research and development activities, IT systems, and other critical business operations, are located near major seismic faults in the San Francisco Bay Area. Because we do not carry earthquake insurance for direct earthquake-related losses, with the exception of the building that we own in San Francisco, and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected in the event of a major earthquake or catastrophic event, and the adverse effects of any such catastrophic event would be exacerbated if experienced at the same time as another unexpected and adverse event, such as the COVID-19 pandemic. For example, wildfires have resulted in power shut-offs in the San Francisco Bay Area and are likely to occur in the future, and this could adversely affect the work-from-home operations of our employees in the San Francisco Bay Area.

Climate change may have an impact on our business.

While we seek to mitigate our business risks associated with climate change by establishing robust environmental programs and partnering with organizations who are also focused on mitigating their own climate-related risks, we recognize that there are inherent climate-related risks wherever business is conducted. Any of our primary locations may be vulnerable to the adverse effects of climate change. For example, our California headquarters have historically experienced, and are projected to continue to experience, climate-related events at an increasing frequency including drought, water scarcity, heat waves, wildfires and resultant air quality impacts and power shutoffs associated with wildfire prevention. Furthermore, it is more difficult to mitigate the impact of these events on our employees while they work from home as a result of the COVID-19 pandemic. Changing market dynamics, global policy developments, and the increasing frequency and impact of extreme weather events on critical infrastructure in the U.S. and elsewhere have the potential to disrupt our business, the business of our third-party suppliers, and the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

As of January 31, 2021, our executive and principal offices for sales, marketing, professional services, development and administration consisted of approximately 1.8 million square feet of leased and owned property in San Francisco. Excluded from this amount is approximately 362,000 square feet in San Francisco that is currently sublet, as well as approximately 297,000 square feet in San Francisco currently available for sublease as we began consolidating and subleasing additional real estate leases in fiscal 2021.

We also lease office space for our operations in various locations throughout the United States as well as office space in a number of countries in Europe, North America, Asia, South America, Africa and Australia.

We operate data centers in the U.S., Europe and Asia pursuant to various co-location lease arrangements.

We believe that our existing facilities and offices are adequate to meet our current requirements. If we require additional space, we believe that we will be able to obtain such space on acceptable, commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

We evaluate all claims and lawsuits with respect to their potential merits, our potential defenses and counterclaims, settlement or litigation potential and the expected effect on us. Our technologies may be subject to injunction if they are found to infringe the rights of a third party. In addition, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which could increase the cost to us of an adverse ruling on such a claim.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims and other lawsuits, and the disposition of such claims and lawsuits, whether through settlement or litigation, could be time-consuming and expensive to resolve, divert our attention from executing our business plan, result in efforts to enjoin our activities, lead to attempts by third parties to seek similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short- or long-term royalty or licensing agreements.

For more information regarding legal proceedings, such as the Tableau shareholder derivative action, see Note 14 “Legal Proceedings and Claims” to the consolidated financial statements in Item 8 of Part II.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 4A. INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following sets forth certain information regarding our current executive officers as of February 28, 2021 (in alphabetical order):

Name	Age	Position
Joe Allanson	57	Chief Accounting Officer and Corporate Controller
Marc Benioff	56	Chair of the Board, CEO and co-Founder
Parker Harris	54	Director, co-Founder and Chief Technology Officer
Brent Hyder	56	President and Chief People Officer
Gavin Patterson	53	President and Chief Revenue Officer
Srinivas Tallapragada	51	President and Chief Engineering Officer
Bret Taylor	40	President and Chief Operating Officer
Amy Weaver	53	President and Chief Financial Officer

Joe Allanson has served as our Chief Accounting Officer and Corporate Controller since February 2014. Prior to that, Mr. Allanson served as our Senior Vice President, Chief Accountant and Corporate Controller since July 2011, Senior Vice President, Corporate Controller from July 2007 to July 2011, and served in various other management positions in finance since joining Salesforce in 2003. Prior to Salesforce, Mr. Allanson spent four years at Autodesk, Inc. and three years at Chiron Corporation in key corporate finance positions. Previously, he worked at Arthur Andersen LLP for 11 years in its Audit and Business Advisory Services group. Mr. Allanson also serves on the Board of Trustees of the University of San Francisco. Mr. Allanson graduated from Santa Clara University with a B.S. in Accounting.

Marc Benioff is Chair, CEO and co-Founder of Salesforce and a pioneer of cloud computing. Under Mr. Benioff's leadership, Salesforce is the fastest-growing top-five enterprise software company and the #1 provider of CRM software globally. Mr. Benioff was named Innovator of the Decade by Forbes and recognized as one of the World's 50 Greatest Leaders by Fortune and one of the 10 Best-Performing CEOs by Harvard Business Review. A member of the World Economic Forum (WEF) Board of Trustees, Mr. Benioff serves as the inaugural chair of the WEF's Forum Center for the Fourth Industrial Revolution in San Francisco. Mr. Benioff also serves as chair of the Salesforce Foundation. Mr. Benioff received a B.S. in Business Administration from the University of Southern California, where he is on its Board of Trustees.

Parker Harris has served as a Director since August 2018. Mr. Harris co-founded Salesforce in February 1999 and has served in senior technical positions since inception. Prior to that, from December 2004 to February 2013, Mr. Harris served as our Executive Vice President, Technology. Prior to Salesforce, Mr. Harris was a Vice President at Left Coast Software, a Java consulting firm he co-founded, from October 1996 to February 1999. Mr. Harris received a B.A. from Middlebury College.

Brent Hyder has served as our President and Chief People Officer since September 2019. Prior to joining Salesforce, Mr. Hyder served in several senior management roles at Gap Inc., a global clothing and accessories retailer, from 2004 to 2019, including Executive Vice President and Chief People Officer from February 2018 to September 2019, Executive Vice President, Global Talent and Sustainability from May 2017 to February 2018, Executive Vice President and Chief Operating Officer, Gap from June 2016 to May 2017, and Senior Vice President, Human Resources, Gap from September 2014 to June 2016. Mr. Hyder holds a B.A. in retail management from Brigham Young University.

Gavin Patterson has served as our President and Chief Revenue Officer since August 1, 2020. Prior to that, he served as our President and CEO International and Chairman of EMEA Advisory Board, President International and Lead of the UK & EMEA Advisory Board, and Lead of the UK & EMEA Advisory Board from April 2020 to July 2020. Previously, he served as Chief Executive of BT Group plc from September 2013 to January 2019. He is Chair of Business in the Community, a non-profit in the United Kingdom, and sits on the boards of Elixirr Consulting, Tappit and Fractal Analytics. He holds a MEng in Chemical Engineering from Cambridge University.

Srinivas Tallapragada has served as our President and Chief Engineering Officer since December 2019. Prior to that, he served as President, Technology since June 2018, Executive Vice President, Engineering from March 2014 to June 2018 and Senior Vice President, Engineering from May 2012 to February 2014. Prior to that, Mr. Tallapragada served as a Senior Vice President at Oracle, SAP and held various roles at Oracle, Infosys and Asian Paints. Mr. Tallapragada holds a master's degree from the School of Human Resources at XLRI, Jamshedpur and a B.T. in Computer Science from the National Institute of Technology, Warangal.

Bret Taylor has served as our President and Chief Operating Officer since December 2019. Prior to that, he served as our President and Chief Product Officer from November 2017 to December 2019 and President, Quip from August 2016 to

November 2017. Mr. Taylor joined Salesforce through the acquisition of Quip, Inc., where he was a co-founder and served as CEO since September 2012. Previously, Mr. Taylor served as Chief Technology Officer of Facebook, Inc. from August 2009 to July 2012 and Chief Executive Officer of FriendFeed, Inc., a social network, from October 2007 to August 2009. From June 2007 to September 2007, Mr. Taylor served as an entrepreneur-in-residence at Benchmark, a venture capital firm. Prior to June 2007, Mr. Taylor served as Group Product Manager at Google Inc. Mr. Taylor currently serves as a director of Twitter, Inc. He previously served on the Board of Directors of Axon Enterprise, Inc. (formerly known as TASER International, Inc.), a protection technologies company. Mr. Taylor holds a B.S. and an M.S. in Computer Science from Stanford University.

Amy Weaver has served as our President and Chief Financial Officer since February 1, 2021. Prior to that, she served as President and Chief Legal Officer from January 2020 to January 2021, as our President, Legal & Corporate Affairs and General Counsel from February 2017 to January 2020, our Executive Vice President and General Counsel from July 2015 to February 2017 and our Senior Vice President and General Counsel from October 2013 to July 2015. Prior to Salesforce, Ms. Weaver served as Executive Vice President and General Counsel at Univar Inc. from December 2010 to June 2013. Previously, Ms. Weaver was Senior Vice President and Deputy General Counsel at Expedia, Inc. and before that she practiced law at Cravath, Swaine & Moore LLP and Perkins Coie LLP. Ms. Weaver also served as a clerk on the U.S. Court of Appeals, Ninth Circuit and as a legislative assistant to a member of the Hong Kong Legislative Council. Ms. Weaver holds a B.A. in Political Science from Wellesley College and a J.D. from Harvard Law School.

PART II.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information for Common Stock

Our common stock is traded on the New York Stock Exchange under the symbol "CRM."

Dividend Policy

We have never paid any cash dividends on our common stock. Our board of directors currently intends to retain any future earnings to support operations and to finance the growth and development of our business and does not intend to pay cash dividends on our common stock for the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our board.

Stockholders

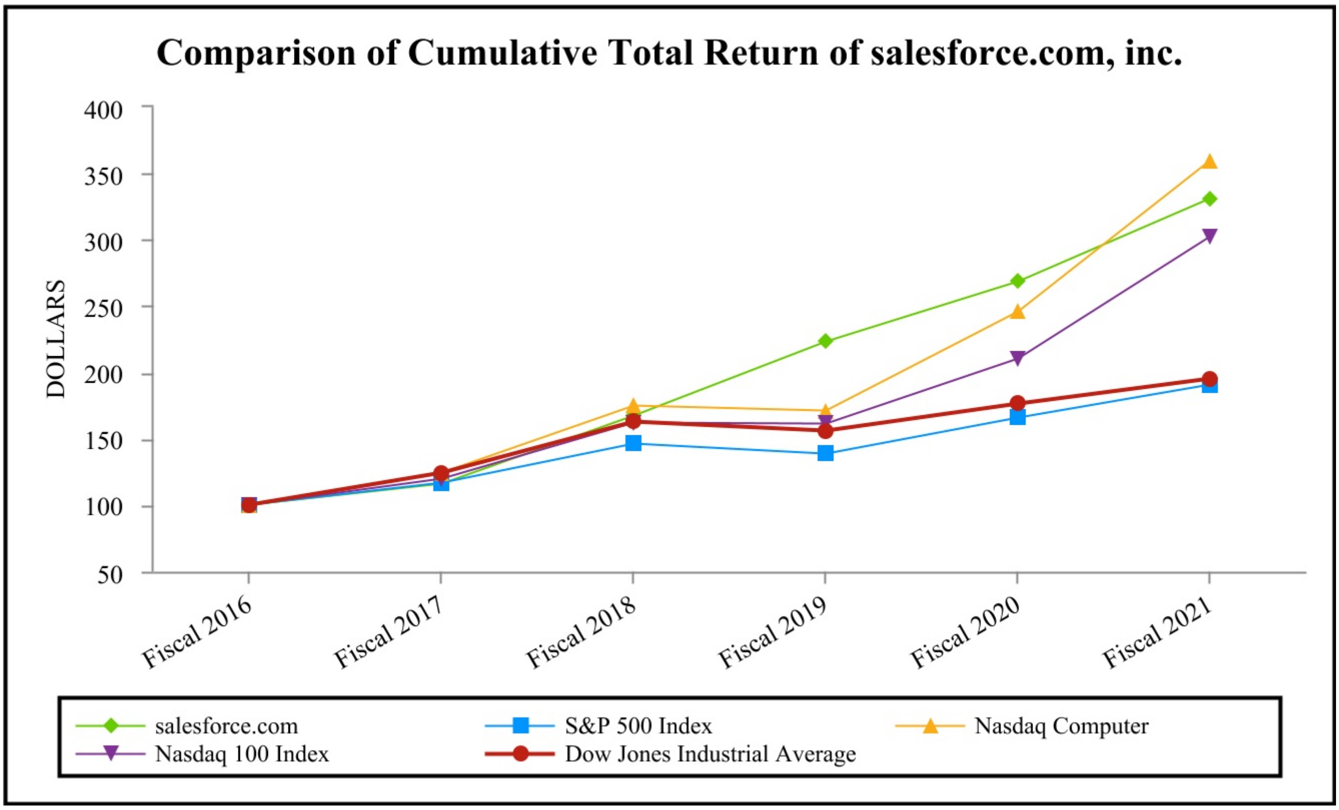
As of January 31, 2021, there were 464 registered stockholders of record of our common stock, including The Depository Trust Company, which holds shares of Salesforce common stock on behalf of an indeterminate number of beneficial owners.

Stock Performance Graph

The following shall not be deemed incorporated by reference into any of our other filings under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the Standard & Poor's 500 Index ("S&P 500 Index"), Nasdaq Computer & Data Processing Index ("Nasdaq Computer"), the Nasdaq 100 Index and the Dow Jones Industrial Average, which we have added this year in light of the Company's addition to this index in April 2020, for each of the last five fiscal years ended January 31, 2021, assuming an initial investment of $100. Data for the S&P 500 Index, Nasdaq Computer, Nasdaq 100 Index and Dow Jones Industrial Average assume reinvestment of dividends.

The comparisons in the graph below are based upon historical data and are not indicative of, nor intended to forecast, future performance of our common stock.



	1/31/2016	1/31/2017	1/31/2018	1/31/2019	1/31/2020	1/31/2021
salesforce.com	$ 100	$ 116	$ 167	$ 223	$ 268	$ 331
S&P 500 Index	$ 100	$ 117	$ 146	$ 139	$ 166	$ 191
Nasdaq Computer	$ 100	$ 124	$ 175	$ 171	$ 246	$ 360
Nasdaq 100 Index	$ 100	$ 120	$ 162	$ 161	$ 210	$ 302
Dow Jones Industrial Average	$ 100	$ 124	$ 163	$ 156	$ 176	$ 195

Recent Sales of Unregistered Securities

Not applicable.

ITEM 6. SELECTED FINANCIAL DATA

Omitted at registrant's option.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains forward-looking statements, including, without limitation, our expectations and statements regarding our outlook and future revenues, expenses, results of operations, liquidity, plans, strategies and management objectives and any assumptions underlying any of the foregoing. Our actual results may differ significantly from those projected in the forward-looking statements. Our forward-looking statements and factors that might cause future actual results to differ materially from our recent results or those projected in the forward-looking statements include, but are not limited to, those discussed in the section titled "Forward-Looking Information" and "Risk Factors" of this Annual Report on Form 10-K. Except as required by law, we assume no obligation to update the forward-looking statements or our risk factors for any reason.

The following section generally discusses fiscal 2021 and 2020 items and year-to-year comparisons between fiscal 2021 and 2020, as well as certain fiscal 2019 items. Discussions of fiscal 2019 items and year-to-year comparisons between fiscal 2020 and 2019 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended January 31, 2020.

Overview

We are a global leader in customer relationship management ("CRM") technology that brings companies and customers together. With our Customer 360 platform we deliver a single source of truth, connecting customer data across systems, apps and devices to help companies sell, service, market and conduct commerce, from anywhere. Since our founding in 1999, we have pioneered innovations in cloud, mobile, social, analytics and artificial intelligence ("AI"), enabling companies of every size and industry to transform their businesses in the all-digital, work-from-anywhere era.

COVID-19 Impact

In December 2019, the novel coronavirus and resulting disease ("COVID-19") was first reported. After ongoing assessment of the rapid spread, number of cases and countries affected, on March 11, 2020, the World Health Organization characterized COVID-19 as a pandemic. The COVID-19 pandemic has created significant global economic uncertainty, adversely impacted the business of our customers and partners, impacted our business and results of operations and could further impact our results of operations and our cash flows in the future.

In response to the COVID-19 pandemic, we have been guided by our core values of trust, customer success, innovation and equality. Beginning in the first fiscal quarter and through the remainder of fiscal 2021, we took actions in response to the pandemic that focused on maintaining business continuity, supporting our employees, helping our customers and communities and preparing for the future and the long-term success of our business.

As a result of the pandemic, we experienced a slight decline in new business in the first quarter of fiscal 2021 as compared to the same prior-year period; however, new business grew during the remainder of fiscal 2021 at rates consistent with historical trends prior to COVID-19. In addition, as a result of actions taken by us in response to the pandemic, we experienced incremental operating expenses and lower than expected operating cash flows for the full year of fiscal 2021, when compared to historical trends. For example, changes in billing frequency for new business and investments in our go-to-market efforts resulted in a negative impact to our operating cash flows during the year. In fiscal 2021, our income from operations benefited from our global work from home policy and limited business travel by our employees. We continue to evaluate our office space needs, and as a result we recorded approximately $216 million of impairments to assets associated with real estate leases in select locations we have decided to exit, of which approximately $184 million was recorded in the fourth quarter of fiscal 2021.

In addition, we have in the past implemented strategic realignments to position our company for future growth and will continue to do so, particularly as we evaluate the impact of COVID-19 on our business. As part of our current strategic realignment, we have redirected and may in the future redirect some resources from areas that no longer align with our business priorities into key growth and strategic areas, as well as to increase investments in our go-to-market and product efforts. As a result of these investments and redirection efforts, which included some position eliminations, we saw an increase in expenses in fiscal 2021. In addition, as we continue to evaluate our office space needs, we may record additional impairments to associated assets. As we adjust and refine our strategy, there may be additional investments and redirection efforts in the future.

We do not yet know the impact the pandemic will have on our long-term revenue growth and profitability. Authorities throughout the world have implemented numerous preventative measures to contain or mitigate further spread of the virus, such as travel bans and restrictions, limitations on business activity, quarantines, work-from-home directives and shelter-in-place orders. These measures have caused, and could continue to cause, business slowdowns or shutdowns in affected areas, both regionally and worldwide. These business slowdowns and shutdowns have impacted and may continue to impact our business and results of operations. For example, the extent and duration of these measures could impact our ability to address cybersecurity incidents; have resulted in increased internet demand, which could cause access issues; could affect our ability to develop and support products and services; and could cause issues with access to data centers.

The ultimate extent of the impact of the COVID-19 pandemic on our operational and financial performance depends on certain developments, including the duration of the pandemic and any resurgences, the severity of the disease, responsive actions taken by public health officials, the development, distribution and public acceptance of treatments and vaccines, the impacts on our customers and our sales cycles, our ability to generate new business leads, the impacts on our customers, employee and industry events, and the effects on our vendors, all of which are uncertain and currently cannot be predicted with any degree of certainty. As a result, the extent to which the COVID-19 pandemic will continue to impact our financial condition or results of operations is uncertain. Due to our primarily subscription-based business model, the effect of the COVID-19 pandemic may not be fully reflected in our results of operations until future periods. If the COVID-19 pandemic has a substantial impact on our employees', partners' or customers' productivity, our results of operations and overall financial performance may be harmed. In addition, the global macroeconomic effects of the COVID-19 pandemic and related impacts on our customers' business operations and their demand for our products and services may persist for an indefinite period, even after the COVID-19 pandemic has subsided.

See Part I, Item 1A. "Risk Factors" for further discussion of the impact and possible future impacts of the COVID-19 pandemic on our business.

Highlights from the Fiscal Year 2021.

- **Revenue:** Total fiscal 2021 revenue was $21.3 billion, an increase of 24 percent year-over-year.
- **Earnings per Share**: Fiscal 2021 diluted earnings per share was $4.38 as compared to earnings per share of $0.15 from a year ago, and was benefited by approximately $2.0 billion from the one-time discrete tax benefit resulting from the recognition of deferred tax assets related to an intra-entity transfer of intangible property and an unrealized gain of $1.7 billion associated with the initial public offerings of two of our strategic investments.
- **Cash:** Cash provided by operations for fiscal 2021 was $4.8 billion, an increase of 11 percent year-over-year. Total cash, cash equivalents and marketable securities ended fiscal 2021 at $12.0 billion.
- **Remaining Performance Obligation**: Remaining performance obligation ended fiscal 2021 at approximately $36.1 billion, an increase of 17 percent year-over-year. Current remaining performance obligation ended fiscal 2021 at approximately $18.0 billion, an increase of 20 percent year-over-year.
- **Acquisition:** During fiscal 2021, we completed the acquisition of Vlocity, Inc. ("Vlocity") for $1.4 billion, consisting primarily of $1.2 billion in cash. Additionally, during fiscal 2021, we announced our pending acquisition of Slack Technologies, Inc. ("Slack"), a leading channel-based messaging platform, which is expected to close in the second quarter of fiscal 2022, subject to satisfaction of customary closing conditions, including regulatory approvals, for an estimated $15.6 billion in cash and 45 million shares of Salesforce common stock, based on Slack Class A and Class B shares outstanding as of January 31, 2021.

We continue to invest for future growth and are focused on several key growth levers, including driving multi-cloud adoption, increasing our penetration with enterprise and international customers and our industry-specific reach with more vertical software solutions. These growth drivers often require a more sophisticated go-to-market approach and, as a result, we may incur additional costs upfront to obtain new customers and expand our relationships with existing customers, including additional sales and marketing expenses specific to subscription and support revenue. As a result, we have seen that customers with many of these characteristics have lower attrition rates than our company average.

We plan to continue to reinvest a significant portion of our income from operations in future periods to grow and innovate our business and service offerings and expand our leadership role in the cloud computing industry. We drive innovation organically and, to a lesser extent, through acquisitions. We regularly evaluate acquisitions and investment opportunities in complementary businesses, joint ventures, services, technologies and intellectual property rights in an effort to expand our service offerings and to nurture the overall ecosystem for our offerings. Past acquisitions have enabled us to deliver innovative solutions in new categories, including analytics and integration. We continue to evaluate investment opportunities and expect to continue to make investments and acquisitions in the future, such as our pending acquisition of Slack. Slack has an integrated value proposition across all of our service offerings and, upon close of the transaction and successful product integration, we believe it will further enable companies to grow and succeed in an all-digital, work-from-anywhere era.

As a result of our aggressive growth plans and integration of our previously acquired businesses, we have incurred significant expenses for equity awards and amortization of purchased intangibles, which have reduced our operating income.

We periodically make changes to our sales organization to position us for long-term growth, which has in the past and could again in the future result in temporary disruptions to our sales productivity. In addition, we have experienced, and may at times in the future experience, more variation from our forecasted expectations of new business activity due to longer and less predictable sales cycles and increasing complexity of our business, which includes an expanded mix of products and various revenue models resulting from acquisitions and increased enterprise solution selling activities. Slower growth in new business in a given period could negatively affect our revenues in future periods, as well as remaining performance obligation in current or future periods, particularly if experienced on a sustained basis.

The expanding global scope of our business and the heightened volatility of global markets, including as a result of COVID-19, expose us to the risk of fluctuations in foreign currency markets. Fluctuations in foreign currency exchange rates had a modest favorable impact on our revenue results for fiscal 2021. In addition, fluctuations in foreign currency exchange rates had a modest favorable impact on both our remaining performance obligation and current remaining performance obligation as of January 31, 2021. We expect these fluctuations to continue in the future.

Fiscal Year

Our fiscal year ends on January 31. References to fiscal 2021, for example, refer to the fiscal year ending January 31, 2021.

Operating Segments

We operate as one segment. See Note 1 “Summary of Business and Significant Accounting Policies” to the consolidated financial statements for our discussion about segments.

Sources of Revenues

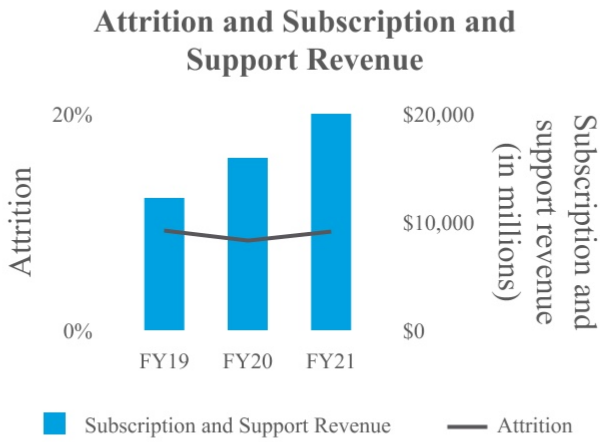
We derive our revenues from two sources: subscription and support revenues and related professional services. Subscription and support revenues accounted for approximately 94 percent of our total revenues for fiscal 2021.

Subscription and support revenues are primarily comprised of subscription fees from customers accessing our enterprise cloud computing services (collectively, "Cloud Services"). Cloud Services allow customers to use our multi-tenant software without taking possession of the software. Revenue is generally recognized ratably over the contract term. With the May 2018 acquisition of MuleSoft and the August 2019 acquisition of Tableau, subscription and support revenues also include revenues associated with software licenses. Software license revenues include fees from the sales of term and perpetual licenses. Revenues from software licenses are generally recognized upfront when the software is made available to the customer and revenues from the related support are generally recognized ratably over the contract term. Changes in contract duration for multi-year licenses can impact the amount of revenues recognized upfront. Revenues from software licenses represent less than ten percent of total subscription and support revenue for fiscal 2021.

The revenue growth rates of each of our service offerings, as described below in “Results of Operations,” fluctuate from quarter to quarter and over time. Additionally, we manage the total balanced product portfolio to deliver solutions to our customers and, as a result, the revenue result for each offering is not necessarily indicative of the results to be expected for any subsequent quarter. In addition, some of our Cloud Service offerings have similar features and functions. For example, customers may use our Sales, Service or Platform service offering to record account and contact information, which are similar features across these service offerings. Depending on a customer’s actual and projected business requirements, more than one service offering may satisfy the customer’s current and future needs. We record revenue based on the individual products ordered by a customer, not according to the customer’s business requirements and usage.

Our growth in revenues is also impacted by attrition. Attrition represents the reduction or loss of the annualized value of our contracts with customers. We calculate our attrition rate at a point in time on a trailing twelve-month basis as of the end of each month. As of January 31, 2021, our attrition rate, excluding our Integration service offering, Salesforce.org and Tableau, was between 9.0% and 9.5%. Prior to fiscal year 2021, our attrition rate excluded our Commerce service offering. In general, we exclude service offerings from acquisitions from our attrition calculation until they are fully integrated into our customer success organization. While our attrition rate is difficult to predict, we expect it to remain consistent or slightly better in the near term due to the diversity of size, industry and geography within the customer base. However, our attrition rate may increase over time, including, for example, as a result of COVID-19.

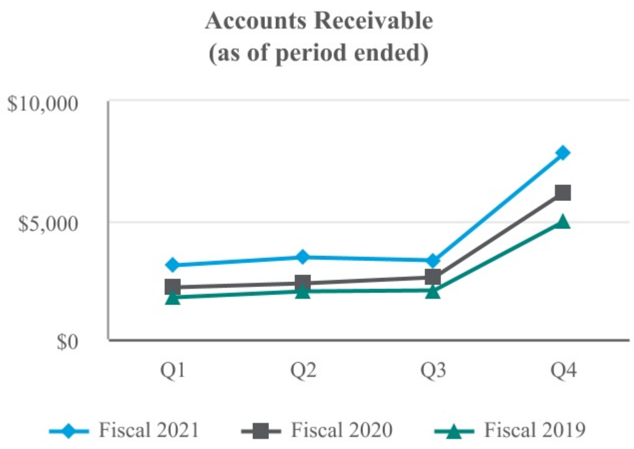
We continue to invest in a variety of customer programs and initiatives which, along with increasing enterprise adoption, have helped keep our attrition rate consistent as compared to the prior year. Consistent attrition rates play a role in our ability to maintain growth in our subscription and support revenues.

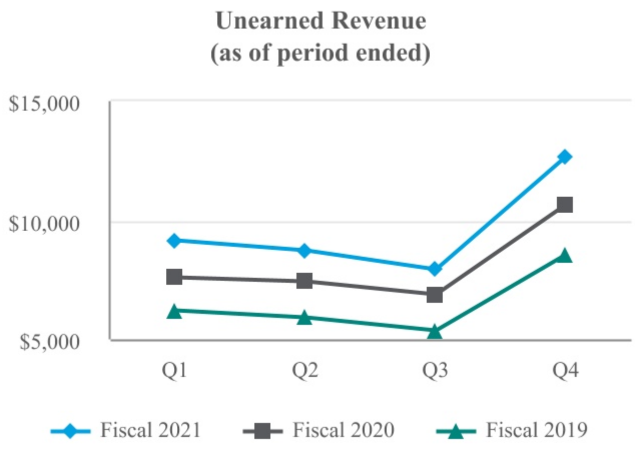


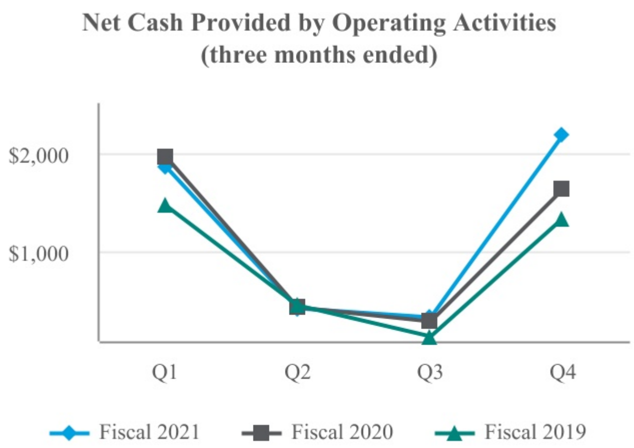
Seasonal Nature of Unearned Revenue, Accounts Receivable and Operating Cash Flow

Unearned revenue primarily consists of billings to customers for our subscription service. Over 90 percent of the value of our billings to customers is for our subscription and support service. We generally invoice our customers in advance, in annual installments, and typical payment terms provide that our customers pay us within 30 days of invoice. Amounts that have been invoiced are recorded in accounts receivable and in unearned revenue or in revenue depending on whether transfer of control to customers has occurred. In general, we collect our billings in advance of the subscription service period. We typically issue renewal invoices in advance of the renewal service period, and depending on timing, the initial invoice for the subscription and services contract and the subsequent renewal invoice may occur in different quarters. There is a disproportionate weighting toward annual billings in the fourth quarter, primarily as a result of large enterprise account buying patterns. Our fourth quarter has historically been our strongest quarter for new business and renewals. The year-on-year compounding effect of this seasonality in both billing patterns and overall new and renewal business causes the value of invoices that we generate in the fourth quarter for both new business and renewals to increase as a proportion of our total annual billings. Accordingly, because of this billing activity, our first quarter is typically our largest collections and operating cash flow quarter. Conversely, our third quarter has historically been our smallest operating cash flow quarter. In response to COVID-19, we offered temporary financial flexibility to some customers in the first quarter of fiscal 2021 and changed billing frequencies for other customers throughout fiscal 2021, which has delayed payments to periods later than expected. We also have accelerated our investments in our go-to-market and product efforts throughout fiscal 2021, which resulted in increased expenses and a negative impact to operating cash flow. These efforts have affected and may continue to affect trends related to the seasonal nature of unearned revenue, accounts receivable and operating cash flow. Unearned revenues, accounts receivable and operating cash flow may also be impacted by acquisitions. For example, operating cash flows may be adversely impacted by acquisitions due to transaction costs, financing costs such as interest expense and lower operating cash flows from the acquired entity.

The sequential quarterly changes in accounts receivable and the related unearned revenue and operating cash flow during the first quarter of our fiscal year are not necessarily indicative of the billing activity that occurs for the following quarters as displayed below (in millions).





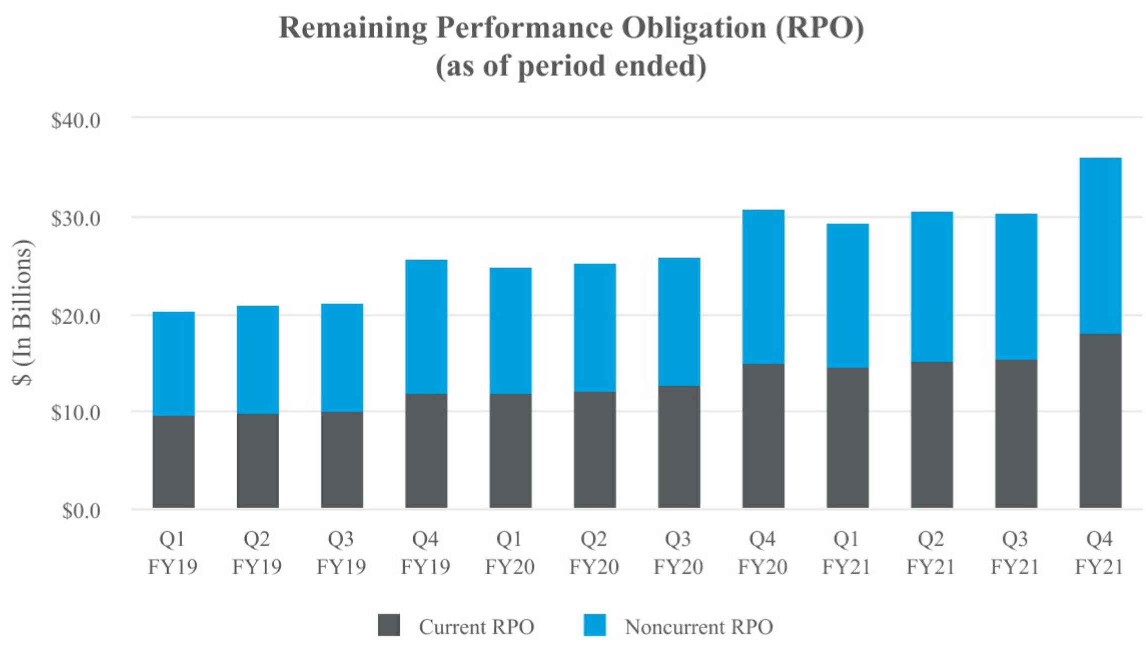


Remaining Performance Obligation

Our remaining performance obligation represents all future revenue under contract that has not yet been recognized as revenue and includes unearned revenue and unbilled amounts. Our current remaining performance obligation represents future revenue under contract that is expected to be recognized as revenue in the next 12 months.

Remaining performance obligation is not necessarily indicative of future revenue growth and is influenced by several factors, including seasonality, the timing of renewals, average contract terms, foreign currency exchange rates and fluctuations in new business growth. Remaining performance obligation is also impacted by acquisitions. Unbilled portions of the remaining performance obligation denominated in foreign currencies are revalued each period based on the period end exchange rates. For multi-year subscription agreements billed annually, the associated unbilled balance and corresponding remaining performance obligation are typically high at the beginning of the contract period, zero just prior to renewal, and increase if the agreement is renewed. Low remaining performance obligation attributable to a particular subscription agreement is often associated with an impending renewal but may not be an indicator of the likelihood of renewal or future revenue from such customer. Changes in contract duration can impact remaining performance obligation and current remaining performance obligation.

Remaining performance obligation consisted of the following (in billions):



Cost of Revenues and Operating Expenses

Impact of Acquisitions

The comparability of our operating results is impacted by our recent acquisitions, including our acquisition of Vlocity in June 2020 and our acquisition of Tableau in August 2019. Expense contributions by expense type from our recent acquisitions generally may not be separately identifiable due to the integration of these businesses into our existing operations, or may be insignificant to our results of operations during the periods presented.

Cost of Revenues

Cost of subscription and support revenues primarily consists of expenses related to delivering our service and providing support, including the costs of data center capacity, certain fees paid to various third parties for the use of their technology, services and data and employee-related costs such as salaries and benefits.

Cost of professional services and other revenues consists primarily of employee-related costs associated with these services, including stock-based expenses, the cost of subcontractors and certain third-party fees. We expect the cost of professional services to be approximately in line with revenues from professional services in future fiscal periods. We believe that this investment in professional services facilitates the adoption of our service offerings.

Research and Development

Research and development expenses consist primarily of salaries and related expenses, including stock-based expenses and allocated overhead.

Marketing and Sales

Marketing and sales expenses make up the majority of our operating expenses and consist primarily of salaries and related expenses, including stock-based expenses and commissions, for our sales and marketing staff, as well as payments to partners, marketing programs and allocated overhead. Marketing programs consist of advertising, events, corporate communications, brand building and product marketing activities. We capitalize certain costs to obtain customer contracts, such as commissions, and amortize these costs on a straight-line basis. Payments of these commissions are not consistent with the period in which the expense is recognized.

General and Administrative

General and administrative expenses consist primarily of salaries and related expenses, including stock-based expenses, for finance and accounting, legal, internal audit, human resources and management information systems personnel and professional services fees.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in Note 1 “Summary of Business and Significant Accounting Policies” to our consolidated financial statements, the following accounting policies and specific estimates involve a greater degree of judgment and complexity.

Revenue Recognition - Contracts with Multiple Performance Obligations. We enter into contracts with our customers that may include promises to transfer multiple Cloud Services, software licenses, premium support and professional services. A performance obligation is a promise in a contract with a customer to transfer products or services that are distinct. Determining whether products and services are distinct performance obligations that should be accounted for separately or combined as one unit of accounting may require significant judgment.

Cloud Services and software licenses are distinct as such offerings are often sold separately. In determining whether professional services are distinct, we consider the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription start date and the contractual dependence of the service on the customer’s satisfaction with the professional services work. To date, we have concluded that professional services included in contracts with multiple performance obligations are generally distinct.

We allocate the transaction price to each performance obligation on a relative standalone selling price ("SSP") basis. The SSP is the price at which we would sell a promised product or service separately to a customer. Judgment is required to determine the SSP for each distinct performance obligation. We determine SSP by considering our overall pricing objectives and market conditions. Significant pricing practices taken into consideration include our discounting practices, the size and volume of our transactions, the customer demographic, the geographic area where services are sold, price lists, our go-to-market strategy, historical sales and contract prices. In instances where we do not sell or price a product or service separately, we determine relative fair value using information that may include market conditions or other observable inputs. As our go-to-market strategies evolve, we may modify our pricing practices in the future, which could result in changes to SSP.

In certain cases, we are able to establish SSP based on observable prices of products or services sold separately in comparable circumstances to similar customers. We use a single amount to estimate SSP when it has observable prices. If SSP is not directly observable, for example when pricing is highly variable, we use a range of SSP. We determine the SSP range using information that may include pricing practices or other observable inputs. We typically have more than one SSP for individual products and services due to the stratification of those products and services by customer size and geography.

Costs Capitalized to Obtain Revenue Contracts. Costs capitalized related to new revenue contracts are amortized on a straight-line basis over four years, which, although longer than the typical initial contract period, reflects the average period of benefit, including expected contract renewals. Significant judgment is required in arriving at this average period of benefit. Therefore, we evaluate both qualitative and quantitative factors, including the estimated life cycles of our offerings and our customer attrition.

Business Combinations. Accounting for business combinations requires us to make significant estimates and assumptions, especially at the acquisition date with respect to tangible and intangible assets acquired and liabilities assumed and pre-acquisition contingencies. We use our best estimates and assumptions to accurately assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date as well as the useful lives of those acquired intangible assets.

Critical estimates in valuing certain of the intangible assets and goodwill we have acquired are:

- future expected cash flows from subscription and support contracts, professional services contracts, other customer contracts and acquired developed technologies and patents;
- historical and expected customer attrition rates and anticipated growth in revenue from acquired customers;
- assumptions about the period of time the acquired trade name will continue to be used in our offerings;
- discount rates;
- uncertain tax positions and tax-related valuation allowances assumed;
- fair value of assumed equity awards; and
- fair value of pre-existing relationships.

Unanticipated events and circumstances may occur that may affect the accuracy or validity of such assumptions, estimates or actual results.

Income Taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character, for example, ordinary income or capital gains, within the carryback or carryforward periods available under the applicable tax law. We regularly review the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. Our judgment regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute our business plans and tax planning strategies. Should there be a change in the ability to recover deferred tax assets, our income tax provision would increase or decrease in the period in which the assessment is changed.

Our tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. We recognize the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. We recognize interest accrued and penalties related to unrecognized tax benefits in our income tax provision.

In fiscal 2021, we changed our international corporate structure, which included the transfer of certain intangible property between foreign affiliates resulting in a net tax benefit of $2.0 billion related to foreign deferred tax assets. The deferred tax assets were recognized as a result of the book and tax basis difference on the intangible property and were based on the intangible property's current fair value. In determining the estimated fair value of the intangible property, we made significant estimates and assumptions including, but not limited to, projected revenues, operating expenses and geographic earnings mix in the valuation models. We believe that it is more likely than not that the deferred tax assets will be realized, and will regularly evaluate its realizability.

Strategic Investments. Accounting for strategic investments in privately held debt and equity securities in which we do not have a controlling interest or significant influence requires us to make significant estimates and assumptions.

Valuations of privately held securities are inherently complex and require judgment due to the lack of readily available market data. Privately held debt and equity securities are valued using significant unobservable inputs or data in an inactive market and the valuation requires our judgment due to the absence of market prices and inherent lack of liquidity. The carrying values of our privately held equity securities are adjusted if there are observable price changes in a same or similar security from the same issuer or if there are identified events or changes in circumstances that may indicate impairment, as discussed below. In determining the estimated fair value of our strategic investments in privately held companies, we utilize the most recent data available, as adjusted to reflect the specific rights and preferences of those securities we hold.

We assess our privately held debt and equity securities strategic investment portfolio quarterly for impairment. Our impairment analysis encompasses an assessment of both qualitative and quantitative analyses of key factors including the investee's financial metrics, market acceptance of the product or technology, and the rate at which the investee is using its cash. If the investment is considered to be impaired, we record the investment at fair value by recognizing an impairment through the consolidated statement of operations and establishing a new carrying value for the investment.

The particular privately held debt and equity securities we hold, and their rights and preferences relative to those of other securities within the capital structure, may impact the magnitude by which our investment value moves in relation to movement of the total enterprise value of the company. As a result, our investment value in a specific company may move by more or less than any change in the value of that overall company. An immediate decrease of ten percent in enterprise value of our largest privately held equity securities held as of January 31, 2021 could result in a $66 million reduction in the value of our investment portfolio.

Results of Operations

The following tables set forth selected data for each of the periods indicated (in millions):

	Fiscal Year Ended January 31,					
	2021	% of Total Revenues	2020	% of Total Revenues	2019	% of Total Revenues
Revenues:						
Subscription and support	$ 19,976	94 %	$ 16,043	94 %	$ 12,413	93 %
Professional services and other	1,276	6	1,055	6	869	7
Total revenues	21,252	100	17,098	100	13,282	100
Cost of revenues (1)(2):						
Subscription and support	4,154	20	3,198	19	2,604	20
Professional services and other	1,284	6	1,037	6	847	6
Total cost of revenues	5,438	26	4,235	25	3,451	26
Gross profit	15,814	74	12,863	75	9,831	74
Operating expenses (1)(2):						
Research and development	3,598	17	2,766	16	1,886	14
Marketing and sales	9,674	45	7,930	46	6,064	46
General and administrative	2,087	10	1,704	10	1,346	10
Loss on settlement of Salesforce.org reseller agreement	0	0	166	1	0	0
Total operating expenses	15,359	72	12,566	73	9,296	70
Income from operations	455	2	297	2	535	4
Gains on strategic investments, net (3)	2,170	10	427	2	542	4
Other expense	(64)	0	(18)	0	(94)	(1)
Income before benefit from (provision for) income taxes	2,561	12	706	4	983	7
Benefit from (provision for) income taxes (4)	1,511	7	(580)	(3)	127	1
Net income	$ 4,072	19 %	$ 126	1 %	$ 1,110	8 %

(1) Amounts related to amortization of intangible assets acquired through business combinations, as follows (in millions):

	Fiscal Year Ended January 31,					
	2021	% of Total Revenues	2020	% of Total Revenues	2019	% of Total Revenues
Cost of revenues	$ 662	3 %	$ 440	3 %	$ 215	2 %
Marketing and sales	459	2 %	352	2	232	2

(2) Amounts related to stock-based expenses, as follows (in millions):

	Fiscal Year Ended January 31,					
	2021	% of Total Revenues	2020	% of Total Revenues	2019	% of Total Revenues
Cost of revenues	$ 241	1 %	$ 204	1 %	$ 161	1 %
Research and development	703	4	510	3	307	2
Marketing and sales	941	4	852	5	643	5
General and administrative	305	1	219	1	172	1

(3) During fiscal 2021, two of our strategic investments completed their initial public offering, resulting in an unrealized gain of $1.7 billion as of January 31, 2021.

(4) Amounts include approximately $2.0 billion of one-time benefit from a discrete tax item related to the recognition of deferred tax assets resulting from an intra-entity transfer of intangible property in fiscal 2021, and a benefit related to the partial release of the valuation allowance of $612 million for fiscal 2019.

The following table sets forth selected balance sheet data and other metrics for each of the periods indicated (in millions, except remaining performance obligation, which is presented in billions):

	As of January 31,	
	2021	2020
Cash, cash equivalents and marketable securities	$ 11,966	$ 7,947
Unearned revenue	12,607	10,662
Remaining performance obligation	36.1	30.8
Principal due on our outstanding debt obligations (1)	2,690	2,694

(1) Amounts do not include operating or financing lease obligations.

Remaining performance obligation represents contracted revenue that has not yet been recognized, which includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods.

Impact of Acquisitions

The comparability of our operating results for the fiscal year ended January 31, 2021 compared to the same period of fiscal 2020 was impacted by our acquisitions in the current and prior year, including the acquisition of Tableau in the prior year, which was our largest acquisition to date. In our discussion of changes in our results of operations for the fiscal year ended January 31, 2021 compared to the same periods of fiscal 2020, we may quantitatively disclose the impact of our acquired products and services for the fiscal year subsequent to the acquisition date on the growth in certain of our revenues where such discussions would be meaningful. Expense contributions from our recent acquisitions for each of the respective period comparisons generally were not separately identifiable due to the integration of these businesses into our existing operations or were insignificant to our results of operations during the periods presented.

Fiscal Year Ended January 31, 2021 and 2020

Revenues

	Fiscal Year Ended January 31,		Variance	
(in millions)	2021	2020	Dollars	Percent
Subscription and support	$ 19,976	$ 16,043	$ 3,933	25 %
Professional services and other	1,276	1,055	221	21
Total revenues	$ 21,252	$ 17,098	$ 4,154	24

The increase in subscription and support revenues was primarily caused by volume-driven increases from new business, which includes new customers, upgrades, additional subscriptions from existing customers and acquisition activity. Pricing was not a significant driver of the increase in revenues for the period. Revenues from term and perpetual software licenses, which are recognized at a point in time, represent approximately six percent of total subscription and support revenues for fiscal 2021. Subscription and support revenues accounted for approximately 94 percent of our total revenues for both fiscal 2021 and fiscal 2020.

The acquisition of Tableau in August 2019 contributed approximately $1.5 billion and $652 million to total subscription and support revenues in fiscal 2021 and fiscal 2020, respectively, and is included in the above amounts. As a result of our business combination activity, we recorded unearned revenue related to acquired contracts from acquired entities at fair value on the date of acquisition. As a result, we did not recognize certain revenues related to these acquired contracts that the acquired entities would have otherwise recorded as an independent entity.

The increase in professional services and other revenues was due primarily to the higher demand for services from an increased number of customers.

Subscription and Support Revenue by Service Offering

Subscription and support revenues consisted of the following (in millions):

	Fiscal Year Ended January 31, 2021	Fiscal Year Ended January 31, 2020	Variance Percent
Sales	$ 5,191	$ 4,598	13%
Service	5,377	4,466	20%
Platform and Other	6,275	4,473	40%
Marketing and Commerce	3,133	2,506	25%
Total	$ 19,976	$ 16,043	

Our Industry Offerings revenue is included in either Sales, Service or Platform and Other depending on the primary service offering purchased. Subscription and support revenues from Platform and Other benefited from a full twelve months of revenue from the acquisition of Tableau in fiscal 2021 as compared to six months in fiscal 2020. The revenue growth rates of each of our core service offerings have been and may be impacted by COVID-19 in the future, depending on our customers' actual and projected business needs. For example, we experienced increased demand for our Marketing and Commerce service offering for fiscal 2021 when compared to prior periods.

Revenues by geography were as follows:

	Fiscal Year Ended January 31,				
(in millions)	2021	As a % of Total Revenues	2020	As a % of Total Revenues	Growth Rate
Americas	$ 14,736	69 %	$ 12,051	71 %	22 %
Europe	4,501	21	3,430	20	31
Asia Pacific	2,015	10	1,617	9	25
Total	$ 21,252	100 %	$ 17,098	100 %	

Revenues by geography are determined based on the region of the Salesforce contracting entity, which may be different than the region of the customer. The increase in Americas revenues was the result of the increasing acceptance of our services and the investment of additional sales resources. The increase in revenues outside of the Americas was the result of the increasing acceptance of our services, our focus on marketing our services internationally and investment in additional international sales resources. Revenues in the Americas and Europe also benefited from our acquisition of Tableau in August 2019. Foreign currency fluctuations had a minimal impact on revenues outside of the Americas for fiscal 2021 and 2020.

Cost of Revenues.

	Fiscal Year Ended January 31,		
(in millions)	2021	2020	Variance Dollars
Subscription and support	$ 4,154	$ 3,198	$ 956
Professional services and other	1,284	1,037	247
Total cost of revenues	$ 5,438	$ 4,235	$ 1,203
Percent of total revenues	26 %	25 %	

For fiscal 2021, the increase in cost of revenues was primarily due to an increase of $330 million in employee-related costs, an increase of $37 million in stock-based expenses, an increase of $275 million in service delivery costs primarily due to our efforts to increase data center capacity, an increase in amortization of purchased intangible assets of $222 million and an increase in third party fees and allocated overhead. Service delivery costs associated with our perpetual and term software licenses are lower than service delivery costs associated with our cloud service offerings and as a result, our subscription and support gross margin in fiscal 2021 benefited, in part, due to this shift in our business mix.

We have increased our headcount associated with our data centers, customer support, and professional services by 18 percent since fiscal 2020 to meet the higher demand for services from our customers, and our recent acquisitions also contributed to this increase. We intend to continue to invest additional resources in our enterprise cloud computing services and data center capacity to allow us to scale with our customers and continuously evolve our security measures. We also plan to add employees in our professional services group to facilitate the adoption of our services. The timing of these expenses will affect our cost of revenues, both in terms of absolute dollars and as a percentage of revenues, in future periods.

Operating Expenses.

	Fiscal Year Ended January 31,		Variance
(in millions)	**2021**	**2020**	**Dollars**
Research and development	$ 3,598	$ 2,766	$ 832
Marketing and sales	9,674	7,930	1,744
General and administrative	2,087	1,704	383
Loss on settlement of salesforce.org reseller agreement	0	166	(166)
Total operating expenses	$ 15,359	$ 12,566	$ 2,793
Percent of total revenues	72 %	73 %	

For fiscal 2021, the increase in research and development expenses was primarily due to an increase of approximately $508 million in employee-related costs, an increase of $193 million in stock-based expenses, and increases in our development and test data center costs and allocated overhead. Our research and development headcount increased by 11 percent since fiscal 2020 in order to improve and extend our service offerings, develop new technologies and integrate acquired companies. We expect that research and development expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to invest in additional employees and technology to support the development of new, and improve existing, technologies and the integration of acquired technologies.

For fiscal 2021, the increase in marketing and sales expenses was primarily due to an increase of $1.4 billion in employee-related costs and amortization of deferred commissions, an increase of $89 million in stock-based expenses, an increase in amortization of purchased intangible assets of $107 million, and allocated overhead partially offset by a reduction in employee travel and expenses. Marketing and sales expenses for fiscal 2021 were also negatively impacted by the one-time partial minimum commission guarantee offered to our direct sales force. Our marketing and sales headcount increased by 14 percent since fiscal 2020, primarily attributable to hiring additional sales personnel to focus on adding new customers and increasing penetration within our existing customer base. We expect that marketing and sales expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to hire additional sales personnel. We also expect an increase in marketing and sales expenses due to the gradual increase of travel and related expenses in the second half of fiscal 2022.

For fiscal 2021, the increase in general and administrative expenses was primarily due to an increase in employee-related costs as well as being impacted by our charitable donations to members of our ecosystem and community. Our general and administrative headcount increased by 12 percent since fiscal 2020 as we added personnel to support our growth. While not material to date, we may experience increasing credit loss risks from accounts receivable in future periods depending on the duration or degree of economic slowdown caused by the COVID-19 pandemic, and our actual experience in the future may differ from our past experiences or current assessments.

As a result of the June 2019 Salesforce.org business combination, we effectively settled all existing agreements between ourselves and Salesforce.org and, as part of business combination accounting, accordingly recorded a one-time, non-cash operating expense charge of approximately $166 million in fiscal 2020 related to the effective settlement of the reseller agreement.

Other income and expense.

(in millions)	Fiscal Year Ended January 31, 2021	2020	Variance Dollars
Gains on strategic investments, net	$ 2,170	$ 427	$ 1,743
Other expense	(64)	(18)	(46)

Gains on strategic investments, net consists primarily of mark-to-market adjustments related to our publicly held equity securities, observable price adjustments related to our privately held equity securities and other adjustments. Net gains recognized during fiscal 2021 were primarily driven by unrealized gains recognized on publicly traded equity securities of $1.7 billion and realized gains on sales of equity securities of $0.4 billion.

Other expense primarily consists of interest expense on our debt as well as our operating and finance leases offset by investment income. Interest expense was $126 million and $131 million for fiscal 2021 and 2020, respectively. Investment income decreased $34 million in fiscal 2021, respectively, compared to the same period a year ago due to lower interest rates across our portfolio, modestly offset by larger cash equivalents and marketable securities balances. Upon closing of our acquisition of Slack, we expect an increase in interest expense due to debt agreements we plan to enter into in connection with the pending acquisition.

Benefit from (provision for) income taxes.

(in millions)	Fiscal Year Ended January 31, 2021	2020	Variance Dollars
Benefit from (provision for) income taxes	$ 1,511	$ (580)	$ 2,091
Effective tax rate	(59)%	82 %	

In fiscal 2021, we recognized a tax benefit of $1.5 billion on a pretax income of $2.6 billion. In the second quarter of fiscal 2021, we changed our international corporate structure, which included the transfer of certain intangible property between foreign affiliates resulting in a net tax benefit of $2.0 billion related to foreign deferred tax assets. The deferred tax assets were recognized as a result of the book and tax basis difference on the intangible property and were based on the intangible property's current fair value. The determination of the estimated fair value of the intangible property is complex and judgmental due to the use of subjective assumptions in the valuation models used by management. The tax amortization related to the intellectual property transferred will be recognized in future periods and any amortization that is unused in a particular year can be carried forward indefinitely under Irish tax laws. The deferred tax asset and the tax benefit were measured based on the currently enacted Irish tax rate. We believe that it is more likely than not the deferred tax assets will be realized in Ireland.

In fiscal 2020, we recognized a tax provision of $580 million on a pretax income of $706 million. Our tax provision was primarily driven by incremental tax costs associated with the integration of acquired operations and assets and profitable jurisdictions outside of the United States.

Fiscal Year Ended January 31, 2020 and 2019

For a discussion of the year ended January 31, 2020 compared to the year ended January 31, 2019, please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended January 31, 2020.

Liquidity and Capital Resources

At January 31, 2021, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling $12.0 billion and accounts receivable of $7.8 billion. Our cash equivalents and marketable securities are comprised primarily of corporate notes and obligations, U.S. treasury securities, U.S. agency obligations, asset-backed securities, foreign government obligations, mortgage-backed obligations, covered bonds, time deposits, money market mutual funds and municipal securities. Our Revolving Loan Credit Agreement, which provides the ability to borrow up to $3.0 billion in unsecured financing ("Credit Facility") as of January 31, 2021, also serves as a source of liquidity.

As of January 31, 2021, our remaining performance obligation was $36.1 billion. Our remaining performance obligation represents contracted revenue that has not yet been recognized and includes unearned revenue, which has been invoiced and is recorded on the balance sheet, and unbilled amounts that are not recorded on the balance sheet, that will be recognized as revenue in future periods.

Cash from operations could continue to be affected by various risks and uncertainties, including, but not limited to, the effects of the COVID-19 pandemic and other risks detailed in Part I, Item 1A titled “Risk Factors.” We believe our existing cash, cash equivalents, marketable securities, cash provided by operating activities, unbilled amounts related to contracted non-cancelable subscription agreements, which is not reflected on the balance sheet, and, if necessary, our borrowing capacity under our Credit Facility will be sufficient to meet our working capital, capital expenditure and debt repayment needs over the next 12 months. In addition, we expect to have a sufficient combination of available cash and borrowing capacity to fund the aggregate cash portion of the pending acquisition of Slack, which is expected to be approximately $15.6 billion. Sources of financing associated with our pending acquisition of Slack are detailed below in “Debt.”

In the future, we may enter into arrangements to acquire or invest in complementary businesses, services and technologies, and intellectual property rights. To facilitate these acquisitions or investments, we may seek additional equity or debt financing, which may not be available on terms favorable to us or at all, impacting our ability to complete subsequent acquisitions or investments.

Cash Flows

For fiscal 2021, 2020 and 2019, our cash flows were as follows (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Net cash provided by operating activities	$ 4,801	$ 4,331	$ 3,398
Net cash used in investing activities	(3,971)	(2,980)	(5,308)
Net cash provided by financing activities	1,194	164	2,010

Operating Activities

The net cash provided by operating activities during fiscal 2021 was primarily related to net income of $4.1 billion, adjusted for non-cash items including $2.0 billion from a one-time discrete tax item from the recognition of deferred tax assets related to an intra-entity transfer of certain intangible property, $2.8 billion of depreciation and amortization and $2.2 billion of expenses related to employee stock plans, as well as adjusted for $2.2 billion of gains on strategic investments. Cash provided by operating activities during fiscal 2021 further benefited by the change in unearned revenue of $1.9 billion, offset by a change in accounts receivable, net of $1.6 billion. Cash provided by operating activities during fiscal 2021 was negatively impacted by changes in billing frequency for new business due to the COVID-19 pandemic. In addition, our operating cash flows were negatively impacted by investments made in our go-to-market efforts, such as the partial minimum commission guarantee provided in the first quarter of fiscal 2021.

The net cash provided by operating activities during fiscal 2020 was primarily related to net income of $126 million, adjusted for non-cash items such as $2.1 billion related to depreciation and amortization, $1.8 billion of expenses related to employee stock plans and discrete one-time non-cash adjustments.

Investing Activities

The net cash used in investing activities during fiscal 2021 was primarily related to cash consideration for the acquisition of Vlocity, net of cash acquired, of approximately $1.2 billion as well as purchases of marketable securities of $4.8 billion, partially offset by sales and maturities of marketable securities of $2.9 billion. In addition, we paid approximately $150 million of cash consideration related to the purchase of the property located at 450 Mission Street (“450 Mission”) in San Francisco, CA, which is reflected in capital expenditures.

The net cash used in investing activities during fiscal 2020 was primarily related to the purchases of marketable securities of $3.9 billion, offset by sales and maturities of marketable securities of $2.2 billion. In addition, we paid approximately $0.4 billion of cash consideration, net of cash acquired, for business combinations during fiscal 2020.

Financing Activities

Net cash provided by financing activities during fiscal 2021 consisted primarily of $1.3 billion from proceeds from equity plans.

Net cash provided by financing activities during fiscal 2020 consisted primarily of $840 million from proceeds from equity plans offset by repayments of debt of $503 million, including repayment of our senior unsecured term loan facility that would have matured in April 2021, and principal payments on financing obligations of $173 million.

Debt

As of January 31, 2021, we had senior unsecured debt outstanding due in 2023 and 2028 with a total carrying value of $2.5 billion. In addition, we had senior secured notes outstanding related to our loan on our purchase of an office building located at 50 Fremont Street in San Francisco ("50 Fremont"), due in 2023 with a total carrying value of $190 million. We were in compliance with all debt covenants as of January 31, 2021.

In December 2020, we entered into a credit agreement (the "Revolving Loan Credit Agreement"), which provides for a $3.0 billion unsecured revolving credit facility (the "Credit Facility") that matures in December 2025, replacing our previous $1.0 billion revolving credit facility. There were no outstanding borrowings under the Credit Facility as of January 31, 2021. We may use the proceeds of future borrowings under the Credit Facility for general corporate purposes, which may include, without limitation, financing the considerations for and fees, costs and expenses related to any acquisition.

In addition, in connection with our pending acquisition of Slack, in December 2020, we obtained commitments from certain financial institutions for a 364-day senior unsecured bridge loan facility (the "Bridge Facility"). The original commitments in respect of the Bridge Facility were $10.0 billion, but were reduced to $7.0 billion in December 2020 following our entry into a $3.0 billion three-year senior unsecured loan agreement ("Acquisition Term Loan"), the proceeds of which may be used to finance a portion of the cash consideration for our pending acquisition of Slack, for the repayment of certain debt of Slack to pay fees, costs and expenses related thereto. In February 2021, we elected to further reduce our Bridge Facility commitments to $4.0 billion. The availability and funding of the Bridge Facility and the Acquisition Term Loan are conditioned on the consummation of the acquisition of Slack in accordance with the terms of the merger agreement and are subject to certain exceptions, qualifications and certain other conditions. We may further reduce the commitments in respect of the Bridge Facility prior to the consummation of the acquisition, all or a portion of which may be in connection with the issuance of one or more series of senior secured debt securities or other incurrences of new indebtedness or commitments in respect thereof.

We do not have any special purpose entities and we do not engage in off-balance sheet financing arrangements.

Contractual Obligations

Our principal commitments consist of obligations under leases for office space, co-location data center facilities and our development and test data center, as well as leases for computer equipment, software, furniture and fixtures. For more information regarding our lease obligations, see Note 6 "Leases and Other Commitments" to the consolidated financial statements in Item 8 of Part II. In addition, we have a substantial level of debt. For more information regarding our debt service obligations, see Note 9 "Debt" to the consolidated financial statements in Item 8 of Part II. As of January 31, 2021, our other contractual commitments associated with agreements that are enforceable and legally binding and that specify all significant terms were payments of $0.6 billion due in the next 12 months and $1.9 billion due thereafter. We expect to fund these obligations with cash flows from operations and cash on our balance sheet.

During fiscal 2021 and in future fiscal years, we have made and expect to continue to make additional investments in our infrastructure to scale our operations, increase productivity and enhance our security measures. We plan to upgrade or replace various internal systems to scale with our overall growth. While we continue to make investments in our infrastructure including offices, information technology and data centers to provide capacity for the growth of our business, our strategy may continue to change related to these investments and we may slow the pace of our investments including in response to the known and potential impacts of COVID-19 on our business.

Other Future Obligations

In December 2020, we entered into a definitive agreement to acquire Slack. Under the terms of the agreement, Slack shareholders will receive $26.79 in cash and 0.0776 shares of Salesforce common stock for each outstanding share of Slack Class A and Class B common stock, resulting in an estimated $15.6 billion of cash consideration and 45 million shares to be issued, based on Slack Class A and Class B shares outstanding as of January 31, 2021. The agreement also provides for the assumption of outstanding equity awards held by Slack employees. We expect to fund the cash portion of the consideration with a combination of new debt, as discussed above, and cash on our balance sheet.

In February 2021, we acquired all outstanding stock of Acumen Solutions, Inc. ("Acumen") for approximately $433 million, in cash.

In October 2019, we acquired ClickSoftware for approximately $1.4 billion. In the event that we fully integrate the operations and assets of ClickSoftware, as well as other acquired Israeli based entities into our operations, we may be subject to a potential one-time income tax charge based on an assumed Israeli statutory tax rate of 23 percent applied to the value of any transferred intangibles. The timing and amount of the cash payment, if any, is uncertain and would be based upon a number of factors, including our integration plans, valuations related to intercompany transactions, the tax rate in effect at the time, potential negotiations with the taxing authorities and potential litigation.

Environmental, Social, Governance

We believe the business of business is to make the world a better place for all of our stakeholders, including our stockholders, customers, employees, partners, the planet and the communities in which we work and live. We believe that values drive value, and that effectively managing our priority Environmental, Social, and Governance ("ESG") topics will help create long-term value for our investors. We also believe that transparently disclosing the goals and relevant metrics related to our ESG programs will allow our stakeholders to be informed about our progress.

The topics covered in this section are informed by an internal ESG materiality assessment completed in fiscal 2020, which assessed both the impact on our business and the importance to our stakeholders, as well as by relevant topics identified through third-party ESG reporting frameworks, standards and metrics, such as the Sustainability Accounting Standards Board ("SASB"), and the Task Force on Climate-Related Financial Disclosures ("TCFD"). More information on our key ESG programs, goals and commitments, and key metrics can be found on our website in our annual Stakeholder Impact Report.

Our ESG highlights as of the fiscal year ended January 31, 2021 include the following:

COVID-19 Response. In fiscal 2021 we mobilized to support our employees, our customers and our communities in response to the COVID-19 pandemic in a number of ways.

- **Protecting our workforce.** In an effort to protect the safety and well-being of our employees, we closed our offices around the world and provided an allowance for employees to use for equipment to improve their ability to work from home. We provided regular communication and updates to employees, including through company-wide video calls led by senior management, with participation of Board members and guest experts in psychology and other medical fields throughout fiscal 2021. Additionally, we expanded our leave programs to include accommodations for child or elder care hardships during the pandemic.
- **Innovation and customer support.** To support our customers, we launched Work.com, which includes new solutions designed to help our customers reopen safely. We also launched Work.com for schools to help schools reopen safely and Vaccine Cloud to help governments and healthcare organizations more safely and efficiently manage vaccine programs at scale.
- **Supporting our communities.** In fiscal 2021, we took action to help address the Personal Protective Equipment ("PPE") shortage facing medical personnel by sourcing millions of units of PPE for doctors, nurses and first responders in the United States and other countries.

Data Security. Customers entrust us with their most sensitive data, and they expect us to protect it using security risk management practices and advanced systems that respond to the changing security landscape and emerging threats. We have made and will continue to make substantial investments in our cybersecurity programs. We provide an overview of our program, training, best practices for our customers, and information on system status, security issues, and compliance certificates on our website at www.trust.salesforce.com.

Data Privacy. Our customers trust us to help them build meaningful relationships with their own customers. The privacy of the data that we are entrusted to protect is a top priority. Our customer agreements and our privacy policies (which are publicly available on our website) describe how we safeguard data with an effective privacy and security program. We also offer resources to help our customers operate globally in compliance with privacy laws such as General Data Protection Regulation and the California Consumer Privacy Act.

Equality. We invest in programs designed to enhance employee success and create a safe, healthy and engaging working environment that fosters our core value of equality for all. Refer to our "Human Capital Management" Section in Item 1 of Part I for details.

Racial Equality and Justice Task Force. In fiscal 2021 we launched our Racial Equality and Justice Task Force to help drive systemic change in our workplace and community. To create the task force, we invited employees from across the business, as well as leaders of our Black employee resource group, to help guide our vision, which includes our focus on the four pillars of "People, Purchasing, Philanthropy and Policy." Our vision and goals have been formalized in a new Racial Equality and Justice V2MOM, which is an internal management tool that incorporates our vision, values, methods, obstacles and measures.

Ethical and Humane Use. We recognize the transformative power of technologies and the importance of ensuring their ethical and humane use. Core to this effort is our Office of Ethical and Humane Use of Technology, which works across product, law, policy and ethics to develop and implement strategic frameworks across the company for the responsible design, development and use of Salesforce technologies. We regularly engage with stakeholders and experts in the field to further this effort. We also rely on our Ethical Use Advisory Council, composed of diverse frontline and executive employees, as well as external academics, industry experts and society leaders, to navigate how we mitigate risk and avoid harmful unintended consequences.

Civic Engagement. We work with policymakers and elected officials around the globe on issues that matter to our stakeholders, including our employees, our customers, our stockholders, our communities and the environment. Salesforce is nonpartisan in our work, and we support candidates and eligible organizations of any party who share our priorities, align with our core values, represent and engage with significant numbers of our employees and demonstrate leadership. We are

committed to complying with all laws, rules and regulations relevant to our political activity and we publicly disclose all contributions in the U.S. in reports filed with the Federal Election Commission and with various state campaign finance commissions. Our Governance Committee provides independent oversight and annually reviews our political contributions. Management prepares a detailed annual report of our corporate political spending, which is publicly accessible at https://www.salesforce.com/company/public-policy/.

Supporting Our Communities. Giving back is foundational to our corporate culture and our core value of equality. In the fiscal year ended January 31, 2021, together with the Salesforce Foundation, a 501(c)(3) non-profit organization, our social value contribution include the following:

- Approximately $1.4 billion in donated or discounted products provided to non-profits and higher education institutions via Salesforce.org. We calculate the social value of products sold or donated based on the estimated price we would have received if a comparable product was sold to a for-profit business of similar size and location, less the price that we received, if any, for the same product from a qualified non-profit educational institution or other Non-Government Organization ("NGO"). When a comparable Salesforce product price was not readily available, we used a ratio based on the weighted average of the Salesforce price to a for-profit company compared to the Salesforce price to a non-profit company.
- Approximately $100 million in grants and donations to qualified non-profits, educational institutions or other NGOs in fiscal 2021.

In addition, our employees volunteered over 800,000 hours in fiscal 2021.

Climate Action. Salesforce continues to support science-based climate policies and decarbonization actions intended to limit the global average temperature increase to 1.5°C above pre-industrial levels.

- In fiscal 2021 our absolute location-based GHG emissions declined one percent relative to fiscal 2020. Market-based emissions, which include the net carbon reductions associated with our renewable energy procurement, declined by 40 percent over the same period. In fiscal 2021, we procured electricity from renewable energy resources equivalent to approximately 75 percent of what we used globally. We continued to support new efforts to decarbonize regional energy grids through our first international Virtual Power Purchase Agreement ("VPPA") in Australia. This VPPA supports our ambition to achieve our 100 percent renewable energy goal by 2022.
- As part of our 1.5°C Science-Based Target, we made a commitment that suppliers representing 60% of our Scope 3 emissions will set Science-Based Targets of their own. As of January 31, 2021 and January 31, 2020, 49 and 19 of our suppliers had set or committed to Science-Based Targets, respectively. In addition, in fiscal 2021 we delivered all customers a carbon neutral cloud, offset all operational emissions and offset all emissions associated with business travel and employee commuting.
- In January 2020, as a founding partner of 1t.org, and in support of its mission, Salesforce announced our goal to support and mobilize the conservation, restoration and growth of 100 million trees by the end of 2030.

While we believe all of these goals align with our long-term growth strategy and financial and operational priorities, they are aspirational and may change, and there is no guarantee or promise that they will be met.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to financial market risks, including changes in foreign currency exchange rates, interest rates and equity investment risks. This exposure has increased due to recent financial market movements and changes to our expectations of near-term possible movements caused by the impact of COVID-19 as discussed in more detail below.

Foreign Currency Exchange Risk

We primarily conduct our business in the following locations: the United States, Europe, Canada, Latin America, Asia Pacific and Japan. The expanding global scope of our business exposes us to the risk of fluctuations in foreign currency markets, including emerging markets. This exposure is the result of selling in multiple currencies, growth in our international investments, including data center expansion, costs associated with third-party infrastructure providers, additional headcount in foreign countries, and operating in countries where the functional currency is the local currency. Specifically, our results of operations and cash flows are subject to fluctuations in the following currencies: the Euro, British Pound Sterling, Japanese Yen, Canadian Dollar, Australian Dollar and Brazilian Real against the United States Dollar ("USD"). These exposures may change over time as business practices evolve and economic conditions change, including market impacts associated with COVID-19. Changes in foreign currency exchange rates could have an adverse impact on our financial results and cash flows.

In fiscal 2020, we began transitioning away from our UK-centralized European structure to enable some of our local subsidiaries within Europe, including Germany and France, to invoice customers directly. This transition, which may take multiple years, is expected to enable local subsidiaries to recognize revenues, operating expenses and corresponding balance sheet accounts in local currencies. With the change to local invoicing in some markets, we expect better alignment between our revenue and expenses in the local currency.

In January 2020, the UK exited the European Union ("EU") ("Brexit"). In December 2020, a trade agreement was entered into between the UK and the EU and in January 2021, the transition period ended and the UK was no longer subject to EU rules or regulations. Brexit and the new UK-EU trade agreement could adversely affect the UK, regional (including European) and worldwide economic and market conditions and could contribute to instability in global financial and foreign exchange markets, including volatility in the value of the British Pound Sterling and Euro. We have evaluated and started to implement initiatives, such as the commitment to invest resources in Dublin, Ireland that could partially mitigate the impact Brexit could have on our operations. In fiscal 2021 and 2020, revenues generated in Europe were approximately 21 percent and 20 percent of total revenues, respectively, of which most are recorded in our UK, Germany, France, Italy, Spain and Ireland subsidiaries. Revenues in Europe had a minimal favorable impact in fiscal 2021 compared to fiscal 2020 as a result of fluctuations in the Euro and British Pound Sterling against the USD. We recognize that there are still significant uncertainties surrounding the ultimate resolution of Brexit negotiations, and we will continue to monitor any changes that may arise and assess their potential impact on our business.

Foreign Currency Transaction Risk

Our foreign currency exposures typically arise from selling annual and multi-year subscriptions in multiple currencies, customer accounts receivable, intercompany transfer pricing arrangements and other intercompany transactions. Our foreign currency management objective is to minimize the effect of fluctuations in foreign exchange rates on selected assets or liabilities without exposing us to additional risk associated with transactions that could be regarded as speculative.

We pursue our objective by utilizing foreign currency forward contracts to offset foreign exchange risk. Our foreign currency forward contracts are generally short-term in duration. We neither use these foreign currency forward contracts for trading purposes nor do we currently designate these forward contracts as hedging instruments pursuant to Accounting Standards Codification 815, Derivatives and Hedging. Accordingly, we record the fair values of these contracts as of the end of our reporting period to our consolidated balance sheets with changes in fair values recorded to our consolidated statements of operations. Given the short duration of the forward contracts, the amount recorded is not significant. Our ultimate realized gain or loss with respect to foreign currency exposures will generally depend on the size and type of cross-currency transactions that we enter into, the currency exchange rates associated with these exposures and changes in those rates, the net realized gain or loss on our foreign currency forward contracts and other factors.

Foreign Currency Translation Risk

Fluctuations in foreign currencies impact the amount of total assets, liabilities, revenues, operating expenses and cash flows that we report for our foreign subsidiaries upon the translation of these amounts into USD. Although the USD fluctuated against certain international currencies throughout the year, the amounts of revenue that we reported in USD for foreign subsidiaries that transact in international currencies were similar to what we would have reported during fiscal 2020 using a constant currency rate. However, fluctuations in USD against certain international currencies over the past several months modestly benefited our remaining performance obligation as of January 31, 2021 compared to what we would have reported as of January 31, 2020 using constant currency rate.

Interest Rate Sensitivity

We had cash, cash equivalents and marketable securities totaling $12.0 billion as of January 31, 2021. This amount was invested primarily in money market funds, time deposits, corporate notes and bonds, government securities and other debt securities with credit ratings of at least BBB or better. The cash, cash equivalents and marketable securities are held for general corporate purposes, including acquisitions of, or investments in, complementary businesses, services or technologies, working capital and capital expenditures. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed-rate securities may have their market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our debt securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or due to expected credit losses.

Our fixed-income portfolio is also subject to interest rate risk. An immediate increase or decrease in interest rates of 100 basis points at January 31, 2021 could result in a $63 million market value reduction or increase of the same amount. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur. Fluctuations in the value of our investment securities caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities.

At January 31, 2020, we had cash, cash equivalents and marketable securities totaling $7.9 billion. Changes in interest rates of 100 basis points would have resulted in market value changes of $38 million.

Market Risk and Market Interest Risk

We deposit our cash with multiple financial institutions.

In addition, we maintain debt obligations that are subject to market interest risk, as follows (in millions):

Instrument	Maturity Date	Principal Outstanding as of January 31, 2021	Interest Terms	Effective Interest Rate for Fiscal 2021
Bridge Facility	N/A (1)	$ 0	Floating	N/A
Acquisition Term Loan	N/A (2)	0	Floating	N/A
2023 Senior Notes	April 2023	1,000	Fixed	3.26%
2028 Senior Notes	April 2028	1,500	Fixed	3.70%
Loan assumed on 50 Fremont	June 2023	190	Fixed	3.75%
Credit Facility	December 2025	0	Floating	N/A

(1) Maturity date will be 364 days following the closing of the pending Slack acquisition.
(2) Maturity date is three years following the closing of the pending Slack acquisition.

Any borrowings under the Bridge Facility will bear interest, at our option, at a base rate plus a spread of 0.00% to 0.875% or an adjusted LIBOR rate plus a spread of 0.50% to 1.125%, in each case with such spread being determined based on our credit ratings from time to time and subject to increases of 0.25% on each of the 90th, 180th and 270th day following the initial funding of the Bridge Facility. As of January 31, 2021, there was no outstanding borrowing amounts under the Bridge Facility.

Any borrowings under our Acquisition Term Loan bear interest, at our option, at a base rate plus a spread of 0.00% to 0.125% or an adjusted LIBOR rate plus a spread of 0.50% to 1.125%, in each case with such spread being determined based on our credit ratings from time to time. Our Acquisition Term Loan allows for the LIBOR rate to be phased out and replaced with the Secured Overnight Financing Rate and therefore we do not anticipate a material impact by the expected upcoming LIBOR transition. As of January 31, 2021, there was no outstanding borrowing amount under the Acquisition Term Loan.

The borrowings under our Credit Facility bear interest, at our option, at a base rate plus a spread of 0.00% to 0.125% or an adjusted LIBOR rate plus a spread of 0.50% to 1.125%, in each case with such spread being determined based on our credit rating. Our Credit Facility allows for the LIBOR rate to be phased out and replaced with the Secured Overnight Financing Rate and therefore we do not anticipate a material impact by the expected upcoming LIBOR transition. We are also obligated to pay an ongoing commitment fee on undrawn amounts. As of January 31, 2021, there was no outstanding borrowing amount under the Credit Facility.

The bank counterparties to our derivative contracts potentially expose us to credit-related losses in the event of their nonperformance. To mitigate that risk, we only contract with counterparties who meet the minimum requirements under our counterparty risk assessment process. We monitor ratings, credit spreads and potential downgrades on at least a quarterly basis. Based on our ongoing assessment of counterparty risk, we adjust our exposure to various counterparties. We generally enter into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. However, we do not have any master netting arrangements in place with collateral features.

We have an investment portfolio that includes strategic investments in privately held and publicly traded companies, which range from early-stage companies to more mature companies both domestically and internationally, including in emerging markets. We primarily invest in enterprise cloud companies, technology startups and system integrators to advance and expand our ecosystem. As the enterprise cloud computing ecosystem continues to mature and technologies change, our investment strategy and corresponding investment opportunities have expanded to include investments in companies concurrently with their initial public offerings, as well as larger capital investments in late stage companies. We plan to continue these types of strategic investments, including in companies representing targeted geographies and targeted business and technological initiatives, as opportunities arise that we find attractive. Our strategy includes using proceeds from realized gains recognized on the sales of our existing strategic investments to, in part, fund these new strategic investments.

As of January 31, 2021, our portfolio consisted of investments in over 280 companies, with capital investments ranging from less than $0.3 million to approximately $335 million, and 40 investments with carrying values individually equal to or in excess of approximately $10 million. As of January 31, 2021, we held one publicly traded investment with a carrying value that was approximately 35 percent of our total strategic investments, one publicly traded investment with a carrying value that was greater than 15 percent of our total strategic investments, and one privately held investment with a carrying value greater than five percent of our strategic investment portfolio.

The following table sets forth additional information regarding active equity investments within our strategic investment portfolio as of January 31, 2021 and excludes exited investments (in millions):

Investment Type	Capital Invested	Unrealized Gains (Cumulative)	Unrealized Losses (Cumulative)	Carrying Value as of January 31, 2021
Publicly held equity securities	$ 418	$ 1,650	$ 0	$ 2,068
Privately held equity securities	1,720	318	(248)	1,790
Total equity securities	$ 2,138	$ 1,968	$ (248)	$ 3,858

We anticipate additional volatility to our consolidated statements of operations due to changes in market prices, observable price changes and impairments to our investments. These changes could be material based on market conditions and events. While historically our investment portfolio has had a positive impact on our financial results, that may not be true for future periods, particularly in periods of significant market fluctuations that affect our equity securities within our strategic investments portfolio. Volatility in the global market conditions, including recent and ongoing volatility related to the impacts of COVID-19 and related public health measures, may impact our investment portfolio and our financial results may fluctuate from historical results and expectations.

Our investments in privately held securities are in various classes of equity which may have different rights and preferences. The particular securities we hold, and their rights and preferences relative to those of other securities within the capital structure, may impact the magnitude by which our investment value moves in relation to movement of the total enterprise value of the company. As a result, our investment value in a specific company may move by more or less than any change in value of that overall company. An immediate decrease of ten percent in enterprise value of our publicly traded and significant privately held equity securities held as of January 31, 2021, which represents 74 percent of the strategic investment portfolio, could result in a $272 million reduction in the value of our investment portfolio. Fluctuations in the value of our privately held equity investments are only recorded when there is an observable transaction for a same or similar investment of the same issuer or in the event of impairment.

We continually evaluate our investments in privately held and publicly traded companies. In certain cases, our ability to sell these investments may be impacted by contractual obligations to hold the securities for a set period of time after a public offering. One of our publicly traded investments, which individually had a carrying value of approximately 35 percent of our total strategic investment portfolio, is subject to lock-up agreements until March 2021, for the investment made prior to their initial public offering (“IPO”) and September 2021 for the investment made concurrent with their IPO. A portion of our holdings was released from the lock-up agreement early as certain criteria were met.

In addition, the financial success of our investment in any company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. All of our investments, particularly those in privately held companies, are therefore subject to a risk of partial or total loss of invested capital. The rapid spread of COVID-19 and its reverberating effects on the global economy have caused disruptions to the industry and to financial markets that are inhibiting and may continue to inhibit the ability of investee companies to complete a liquidity event. In severe cases, our investee companies may no longer be able to operate or could experience reduced profitability, delayed public offerings, reduced ability to raise favorable rounds of financing, or acquisitions at less favorable

terms. These outcomes could have a material adverse affect on the Company’s financial position, results of operations and cash flows.

ITEM 8. FINANCIAL STATEMENTS

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

The following financial statements are filed as part of this Annual Report on Form 10-K:

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of salesforce.com, inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of salesforce.com, inc. (the Company) as of January 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended January 31, 2021, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company at January 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of January 31, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 17, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Revenue Recognition

Description of the Matter	As described in Note 1 to the financial statements, the Company recognizes revenue upon transfer of control of promised products and services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company enters into contracts with its customers that may include promises to transfer multiple cloud services, software licenses, premium support and professional services. Significant judgment may be required by the Company in determining revenue recognition for these customer agreements, including the determination of whether products and services are considered distinct performance obligations that should be accounted for separately or combined as one unit of accounting and the determination of standalone selling prices for each distinct performance obligation, particularly for products and services that are not sold separately. Given these factors, the related audit effort in evaluating management's judgments in determining revenue recognition for these customer agreements was extensive and required a high degree of auditor judgment.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process to identify performance obligations and allocate the transaction price to those performance obligations, including controls over determining standalone selling price. To test revenue recognized, we obtained an understanding of the Company's various product and service offerings and evaluated management's application of the revenue recognition accounting requirements to determine which product and service offerings were distinct. We read executed contracts for a sample of sales transactions to assess management's evaluation of significant terms, including the determination of distinct performance obligations, and tested the amounts recognized as revenue or recorded in unearned revenue. To test management's determination of relative standalone selling price for performance obligations, we performed audit procedures that included, among others, assessing the appropriateness of the methodology applied, testing mathematical accuracy of the underlying data and calculations, and testing selections to corroborate the data underlying the Company's calculations. We also assessed the appropriateness of the related disclosures in the financial statements.

	Income Taxes – Valuation of Intellectual Property included in International Corporate Structure Change
Description of the Matter	As discussed in Note 11 to the financial statements, the Company changed its international corporate structure in the year ended January 31, 2021, which included the transfer of certain intangible property to Ireland resulting in a net tax benefit of $2.0 billion related to foreign deferred tax assets. The determination of the estimated fair value of the intangible property is complex and judgmental due to the use of subjective assumptions in the valuation models used by management. The estimated fair value serves as the tax basis of the deferred tax asset. Auditing management's valuation of the intangible property is complex due to the effort and auditor judgment required to evaluate management's assumptions.
How We Addressed the Matter in Our Audit	We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over management's development of the assumptions used in the valuation models applied in determining the fair value of the intangible property. To test the estimated fair value of the intangible property, we performed audit procedures that included, among others, testing the significant assumptions used in the valuation models, including validating the completeness and accuracy of the underlying data supporting the assumptions and estimates. We compared the more sensitive significant assumptions used by management to current industry and competitor data and the Company's own historical results. We also assessed the historical accuracy of management's own forecasts. In addition, we involved our valuation specialists and tax professionals to assist in our evaluation of the methodology used by the Company and the significant assumptions underlying the fair value estimates.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002.

Redwood City, California
March 17, 2021

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of salesforce.com, inc.

Opinion on Internal Control over Financial Reporting

We have audited salesforce.com, inc.'s internal control over financial reporting as of January 31, 2021, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, salesforce.com, inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of January 31, 2021, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of January 31, 2021 and 2020, and the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended January 31, 2021, and the related notes, and our report dated March 17, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Redwood City, California
March 17, 2021

salesforce.com, inc.
Consolidated Balance Sheets
(in millions)

	January 31, 2021	January 31, 2020
Assets		
Current assets:		
Cash and cash equivalents	$ 6,195	$ 4,145
Marketable securities	5,771	3,802
Accounts receivable, net	7,786	6,174
Costs capitalized to obtain revenue contracts, net	1,146	926
Prepaid expenses and other current assets	991	916
Total current assets	21,889	15,963
Property and equipment, net	2,459	2,375
Operating lease right-of-use assets, net	3,204	3,040
Noncurrent costs capitalized to obtain revenue contracts, net	1,715	1,348
Strategic investments	3,909	1,963
Goodwill	26,318	25,134
Intangible assets acquired through business combinations, net	4,114	4,724
Deferred tax assets and other assets, net	2,693	579
Total assets	$ 66,301	$ 55,126
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable, accrued expenses and other liabilities	$ 4,355	$ 3,433
Operating lease liabilities, current	766	750
Unearned revenue	12,607	10,662
Total current liabilities	17,728	14,845
Noncurrent debt	2,673	2,673
Noncurrent operating lease liabilities	2,842	2,445
Other noncurrent liabilities	1,565	1,278
Total liabilities	24,808	21,241
Commitments and contingencies (See Notes 6 and 14)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 5 shares authorized and none issued and outstanding	0	0
Common stock, $0.001 par value; 1,600 shares authorized, 919 and 893 issued and outstanding at January 31, 2021 and 2020, respectively	1	1
Additional paid-in capital	35,601	32,116
Accumulated other comprehensive loss	(42)	(93)
Retained earnings	5,933	1,861
Total stockholders' equity	41,493	33,885
Total liabilities and stockholders' equity	$ 66,301	$ 55,126

See accompanying Notes.

salesforce.com, inc.
Consolidated Statements of Operations
(in millions, except per share data)

	Fiscal Year Ended January 31,		
	2021	2020	2019
Revenues:			
Subscription and support	$ 19,976	$ 16,043	$ 12,413
Professional services and other	1,276	1,055	869
Total revenues	21,252	17,098	13,282
Cost of revenues (1)(2):			
Subscription and support	4,154	3,198	2,604
Professional services and other	1,284	1,037	847
Total cost of revenues	5,438	4,235	3,451
Gross profit	15,814	12,863	9,831
Operating expenses (1)(2):			
Research and development	3,598	2,766	1,886
Marketing and sales	9,674	7,930	6,064
General and administrative	2,087	1,704	1,346
Loss on settlement of Salesforce.org reseller agreement	0	166	0
Total operating expenses	15,359	12,566	9,296
Income from operations	455	297	535
Gains on strategic investments, net (3)	2,170	427	542
Other expense	(64)	(18)	(94)
Income before benefit from (provision for) income taxes	2,561	706	983
Benefit from (provision for) income taxes (4)	1,511	(580)	127
Net income	$ 4,072	$ 126	$ 1,110
Basic net income per share	$ 4.48	$ 0.15	$ 1.48
Diluted net income per share	$ 4.38	$ 0.15	$ 1.43
Shares used in computing basic net income per share	908	829	751
Shares used in computing diluted net income per share	930	850	775

(1) Amounts include amortization of intangible assets acquired through business combinations, as follows:

	Fiscal Year Ended January 31,		
	2021	2020	2019
Cost of revenues	$ 662	$ 440	$ 215
Marketing and sales	459	352	232

(2) Amounts include stock-based expense, as follows:

	Fiscal Year Ended January 31,		
	2021	2020	2019
Cost of revenues	$ 241	$ 204	$ 161
Research and development	703	510	307
Marketing and sales	941	852	643
General and administrative	305	219	172

(3) During fiscal 2021, two of the Company’s strategic investments completed their initial public offering, resulting in an unrealized gain of $1.7 billion as of January 31, 2021.

(4) Amounts include approximately $2.0 billion of one-time benefit from a discrete tax item related to the recognition of deferred tax assets resulting from an intra-entity transfer of intangible property in fiscal 2021, and a benefit related to the partial release of the valuation allowance of $612 million for fiscal 2019.

See accompanying Notes.

salesforce.com, inc.
Consolidated Statements of Comprehensive Income
(in millions)

	Fiscal Year Ended January 31,		
	2021	2020	2019
Net income	$ 4,072	$ 126	$ 1,110
Other comprehensive income (loss), net of reclassification adjustments:			
Foreign currency translation and other gains (losses)	40	(59)	(26)
Unrealized gains (losses) on marketable securities and privately held debt securities	15	26	(12)
Other comprehensive income (loss), before tax	55	(33)	(38)
Tax effect	(4)	(2)	(1)
Other comprehensive income (loss), net	51	(35)	(39)
Comprehensive income	$ 4,123	$ 91	$ 1,071

See accompanying Notes.

salesforce.com, inc.
Consolidated Statements of Stockholders' Equity
(in millions)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at January 31, 2018	730	$ 1	$ 9,752	$ (12)	$ 635	$ 10,376
Cumulative effect of accounting changes	0	0	0	(7)	(10)	(17)
Common stock issued	21	0	695	0	0	695
Shares issued related to business combinations	13	0	2,195	0	0	2,195
Settlement of convertible notes and warrants	6	0	4	0	0	4
Stock-based expense	0	0	1,281	0	0	1,281
Other comprehensive loss, net of tax	0	0	0	(39)	0	(39)
Net income	0	0	0	0	1,110	1,110
Balance at January 31, 2019	770	1	13,927	(58)	1,735	15,605
Common stock issued	21	0	816	0	0	816
Shares issued related to business combinations	102	0	15,588	0	0	15,588
Stock-based expense	0	0	1,785	0	0	1,785
Other comprehensive loss, net of tax	0	0	0	(35)	0	(35)
Net income	0	0	0	0	126	126
Balance at January 31, 2020	893	1	32,116	(93)	1,861	33,885
Common stock issued	26	0	1,295	0	0	1,295
Stock-based expense	0	0	2,190	0	0	2,190
Other comprehensive income, net of tax	0	0	0	51	0	51
Net income	0	0	0	0	4,072	4,072
Balance at January 31, 2021	919	$ 1	$ 35,601	$ (42)	$ 5,933	$ 41,493

See accompanying Notes.

salesforce.com, inc.
Consolidated Statements of Cash Flows
(in millions)

	Fiscal Year Ended January 31,		
	2021	2020	2019
Operating activities:			
Net income	$ 4,072	$ 126	$ 1,110
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,846	2,135	982
Amortization of costs capitalized to obtain revenue contracts, net	1,058	876	737
Expenses related to employee stock plans	2,190	1,785	1,283
Loss on settlement of Salesforce.org reseller agreement	0	166	0
Gains on strategic investments, net	(2,170)	(427)	(542)
Tax benefit from intra-entity transfer of intangible property	(2,003)	0	0
Changes in assets and liabilities, net of business combinations:			
Accounts receivable, net	(1,556)	(1,000)	(923)
Costs capitalized to obtain revenue contracts, net	(1,645)	(1,130)	(981)
Prepaid expenses and other current assets and other assets	(133)	(119)	(58)
Accounts payable and accrued expenses and other liabilities	1,100	982	287
Operating lease liabilities	(830)	(728)	0
Unearned revenue	1,872	1,665	1,503
Net cash provided by operating activities	4,801	4,331	3,398
Investing activities:			
Business combinations, net of cash acquired	(1,281)	(369)	(5,115)
Purchases of strategic investments	(1,069)	(768)	(362)
Sales of strategic investments	1,051	434	260
Purchases of marketable securities	(4,833)	(3,857)	(1,068)
Sales of marketable securities	1,836	1,444	1,426
Maturities of marketable securities	1,035	779	146
Capital expenditures	(710)	(643)	(595)
Net cash used in investing activities	(3,971)	(2,980)	(5,308)
Financing activities:			
Proceeds from issuance of debt, net	(20)	0	2,966
Proceeds from employee stock plans	1,321	840	704
Principal payments on financing obligations	(103)	(173)	(131)
Repayments of debt	(4)	(503)	(1,529)
Net cash provided by financing activities	1,194	164	2,010
Effect of exchange rate changes	26	(39)	26
Net increase in cash and cash equivalents	2,050	1,476	126
Cash and cash equivalents, beginning of period	4,145	2,669	2,543
Cash and cash equivalents, end of period	$ 6,195	$ 4,145	$ 2,669

See accompanying Notes.

salesforce.com, inc.
Consolidated Statements of Cash Flows
Supplemental Cash Flow Disclosure
(in millions)

	Fiscal Year Ended January 31,		
	2021	2020	2019
Supplemental cash flow disclosure:			
Cash paid during the period for:			
Interest	$ 96	$ 106	$ 94
Income taxes, net of tax refunds	$ 216	$ 129	$ 83
Non-cash investing and financing activities:			
Fair value of equity awards assumed	$ 6	$ 373	$ 480
Fair value of common stock issued as consideration for business combinations	$ 0	$ 15,215	$ 1,715

See accompanying Notes.

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Notes to Consolidated Financial Statements

1. Summary of Business and Significant Accounting Policies

Description of Business

Salesforce (the "Company") is a global leader in customer relationship management ("CRM") technology that brings companies and customers together. With the Customer 360 platform, the Company delivers a single source of truth, connecting customer data across systems, apps and devices to help companies sell, service, market and conduct commerce, from anywhere. Since its founding in 1999, Salesforce has pioneered innovations in cloud, mobile, social, analytics and artificial intelligence ("AI"), enabling companies of every size and industry to transform their businesses in the all-digital, work-from-anywhere era.

Fiscal Year

The Company's fiscal year ends on January 31. References to fiscal 2021, for example, refer to the fiscal year ending January 31, 2021.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions in the Company's consolidated financial statements and notes thereto.

Significant estimates and assumptions made by management include the determination of:

- the fair value of assets acquired and liabilities assumed for business combinations;
- the standalone selling price ("SSP") of performance obligations for revenue contracts with multiple performance obligations;
- the valuation of privately-held strategic investments, including impairments;
- the recognition, measurement and valuation of current and deferred income taxes and uncertain tax positions;
- the average period of benefit associated with costs capitalized to obtain revenue contracts;
- the useful lives of intangible assets; and
- the fair value of certain stock awards issued.

Actual results could differ materially from those estimates. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the result of which forms the basis for making judgments about the carrying values of assets and liabilities.

In December 2019, the novel coronavirus and resulting disease ("COVID-19") was reported and in March 2020 the World Health Organization declared it a pandemic. The extent of the impact of the COVID-19 pandemic on the Company's operational and financial performance depends on certain developments, including the duration of the pandemic, the impact on the Company's customers and its sales and renewal cycles, and the impact on the Company's employees, as discussed in more detail in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations." As a result, the estimates and assumptions used by the Company may change, as new events occur and additional information is obtained, and such changes will be recognized in the consolidated financial statements as soon as they become known. Actual results could differ from these estimates and any such differences may be material to the Company's financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Segments

The Company operates as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision maker ("CODM"), in deciding how to allocate resources and assess performance. Over the past few years, the Company has completed a number of acquisitions. These acquisitions have allowed the Company to expand its offerings, presence and reach in various market segments of the enterprise cloud computing market.

While the Company has offerings in multiple enterprise cloud computing market segments, including as a result of the Company's acquisitions, and operates in multiple countries, the Company's business operates in one operating segment because most of the Company's service offerings operate on the Customer 360 Platform, most of the Company's service offerings are deployed in a nearly identical way, and the Company's CODM evaluates the Company's financial information and resources and assesses the performance of these resources on a consolidated basis.

Concentrations of Credit Risk, Significant Customers and Investments

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities and accounts receivable. Collateral is not required for accounts receivable. The Company maintains an allowance for its doubtful accounts receivable due to estimated credit losses. This allowance is based upon historical loss patterns, the number of days that billings are past due, an evaluation of the potential risk of loss associated with delinquent accounts and current market conditions and reasonable and supportable forecasts of future economic conditions to inform adjustments to historical loss patterns. The Company records the allowance against bad debt expense through the consolidated statement of operations, included in general and administrative expense, up to the amount of revenues recognized to date. Any incremental allowance is recorded as an offset to unearned revenue on the consolidated balance sheet. Receivables are written off and charged against the recorded allowance when the Company has exhausted collection efforts without success.

No single customer accounted for more than five percent of accounts receivable at January 31, 2021 and January 31, 2020. No single customer accounted for five percent or more of total revenue during fiscal 2021, 2020 and 2019. As of January 31, 2021 and January 31, 2020, assets located outside the Americas were 15 percent and 12 percent of total assets, respectively. As of January 31, 2021 and January 31, 2020, assets located in the United States were 82 percent and 87 percent of total assets, respectively.

The Company is also exposed to concentrations of risk in its strategic investment portfolio. As of January 31, 2021, the Company held one publicly traded investment with a carrying value that was approximately 35 percent of its total strategic investments, one publicly traded investment with a carrying value greater than 15 percent of its total strategic investments, and one privately held investment with a carrying value that was individually greater than five percent of its strategic investment portfolio. The two publicly held investments represented 53 percent of the total balance of the Company's strategic investments as of January 31, 2021. As of January 31, 2020, the Company held five investments that were individually greater than five percent of its total strategic investments, of which one was publicly traded and four were privately held.

Revenue Recognition

The Company derives its revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing the Company's enterprise cloud computing services (collectively, "Cloud Services"), software licenses, and from customers paying for additional support beyond the standard support that is included in the basic subscription fees; and (2) related professional services such as process mapping, project management and implementation services. Other revenue consists primarily of training fees.

Revenue is recognized upon transfer of control of promised products and services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. If the consideration promised in a contract includes a variable amount, for example, overage fees, contingent fees or service level penalties, the Company includes an estimate of the amount it expects to receive for the total transaction price if it is probable that a significant reversal of cumulative revenue recognized will not occur.

The Company determines the amount of revenue to be recognized through the application of the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when or as the Company satisfies the performance obligations.

The Company's subscription service arrangements are non-cancelable and do not contain refund-type provisions.

Subscription and Support Revenues

Subscription and support revenues are comprised of fees that provide customers with access to Cloud Services, software licenses and related support and updates during the term of the arrangement.

Cloud Services allow customers to use the Company's multi-tenant software without taking possession of the software. Revenue is generally recognized ratably over the contract term.

With the May 2018 acquisition of MuleSoft, Inc. ("MuleSoft") and the August 2019 acquisition of Tableau Software, Inc. ("Tableau"), subscription and support revenues also include revenues associated with term software licenses. On-premises software licenses purchased by customers provide the customer with a right to use the software as it exists when made available. Revenues from distinct licenses are generally recognized upfront when the software is made available to the

customer. In cases where the Company allocates revenue to software updates and support revenue, the allocated revenue is recognized as the updates are provided, which is generally ratably over the contract term.

The Company typically invoices its customers annually. Typical payment terms provide that customers pay within 30 days of invoice. Amounts that have been invoiced are recorded in accounts receivable and in unearned revenue or revenue, depending on whether transfer of control to customers has occurred.

Professional Services and Other Revenues

The Company's professional services contracts are either on a time and materials, fixed fee or subscription basis. These revenues are recognized as the services are rendered for time and materials contracts, on a proportional performance basis for fixed price contracts or ratably over the contract term for subscription professional services contracts. Training revenues are recognized as the services are performed.

Significant Judgments - Contracts with Multiple Performance Obligations

The Company enters into contracts with its customers that may include promises to transfer multiple Cloud Services, software licenses, premium support and professional services. A performance obligation is a promise in a contract with a customer to transfer products or services that are distinct. Determining whether products and services are distinct performance obligations that should be accounted for separately or combined as one unit of accounting may require significant judgment.

Cloud Services and software licenses are distinct because such offerings are often sold separately. In determining whether professional services are distinct, the Company considers the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription start date and the contractual dependence of the service on the customer's satisfaction with the professional services work. To date, the Company has concluded that professional services included in contracts with multiple performance obligations are distinct.

The Company allocates the transaction price to each performance obligation on a relative SSP basis. The SSP is the price at which the Company would sell a promised product or service separately to a customer. Judgment is required to determine the SSP for each distinct performance obligation.

The Company determines SSP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company's discounting practices, the size and volume of the Company's transactions, the customer demographic, the geographic area where services are sold, price lists, the Company's go-to-market strategy, historical sales and contract prices. In instances where the Company does not sell or price a product or service separately, the Company determines relative fair value using information that may include market conditions or other observable inputs. As the Company's go-to-market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes to SSP.

In certain cases, the Company is able to establish SSP based on observable prices of products or services sold or priced separately in comparable circumstances to similar customers. The Company uses a single amount to estimate SSP when it has observable prices.

If SSP is not directly observable, for example when pricing is highly variable, the Company uses a range of SSP. The Company determines the SSP range using information that may include pricing practices or other observable inputs. The Company typically has more than one SSP for individual products and services due to the stratification of those products and services by customer size and geography.

Costs Capitalized to Obtain Revenue Contracts

The Company capitalizes incremental costs of obtaining non-cancelable Cloud Services subscription, ongoing Cloud Services support and license support revenue contracts. For contracts with on-premises software licenses where revenue is recognized upfront when the software is made available to the customer, costs allocable to those licenses are expensed as they are incurred. Capitalized amounts consist primarily of sales commissions paid to the Company's direct sales force. Capitalized amounts also include (1) amounts paid to employees other than the direct sales force who earn incentive payouts under annual compensation plans that are tied to the value of contracts acquired, (2) commissions paid to employees upon renewals of subscription and support contracts, (3) the associated payroll taxes and fringe benefit costs associated with the payments to the Company's employees, and (4) to a lesser extent, success fees paid to partners in emerging markets where the Company has a limited presence.

Costs capitalized related to new revenue contracts are amortized on a straight-line basis over four years, which is longer than the typical initial contract period, but reflects the estimated average period of benefit, including expected contract renewals. In arriving at this average period of benefit, the Company evaluated both qualitative and quantitative factors which included the estimated life cycles of its offerings and its customer attrition. Additionally, the Company amortizes capitalized costs for renewals and success fees paid to partners over two years.

The capitalized amounts are recoverable through future revenue streams under all non-cancelable customer contracts. The Company periodically evaluates whether there have been any changes in its business, the market conditions in which it operates or other events which would indicate that its amortization period should be changed or if there are potential indicators of impairment.

Amortization of capitalized costs to obtain revenue contracts is included in marketing and sales expense in the accompanying consolidated statements of operations.

During fiscal 2021, the Company capitalized $1.6 billion of costs to obtain revenue contracts and amortized $1.1 billion to marketing and sales expense. During fiscal 2020, the Company capitalized $1.1 billion of costs to obtain revenue contracts and amortized $0.9 billion to marketing and sales expense. During fiscal 2021 the Company offered its direct sales force a partial minimum commission guarantee that would pay the greater of actual commissions earned or a fixed amount of their variable compensation that would have otherwise been paid during the three months ended April 30, 2020 if incremental new business had not been impacted by the COVID-19 pandemic. As these payments were guaranteed, and not a cost to obtain a revenue contract, the amounts were immediately expensed and are reflected in the Company’s consolidated statement of operations for fiscal 2021. Costs capitalized to obtain a revenue contract, net on the Company's consolidated balance sheets totaled $2.9 billion as of January 31, 2021 and $2.3 billion as of January 31, 2020. There were no impairments of costs to obtain revenue contracts for fiscal 2021 and 2020, respectively.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents are stated at fair value.

Marketable Securities

The Company considers all of its marketable debt securities as available for use in current operations, including those with maturity dates beyond one year, and therefore classifies these securities within current assets on the consolidated balance sheets. Securities are classified as available for sale and are carried at fair value, with the change in unrealized gains and losses, net of tax, reported as a separate component on the consolidated statements of comprehensive income until realized. Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. Securities with an amortized cost basis in excess of estimated fair value are assessed to determine what amount of the excess, if any, is caused by expected credit losses, as required by new accounting pronouncement, Accounting Standards Update No. 2016-13 (“ASU 2016-13”), discussed in further detail below. Expected credit losses on securities are recognized in other income (expense), net on the consolidated statements of operations, and any remaining unrealized losses, net of taxes, are included in accumulated other comprehensive loss in stockholders' equity. For the purposes of computing realized and unrealized gains and losses, the cost of securities sold is based on the specific-identification method. Interest on securities classified as available for sale is included as a component of investment income within other expense.

Strategic Investments

The Company holds strategic investments in privately held debt and equity securities and publicly held equity securities in which the Company does not have a controlling interest.

Privately held equity securities which the Company does not have a controlling financial interest in but does exercise significant influence over the investee are accounted for under the equity method. Privately held equity securities not accounted for under the equity method are recorded at cost and adjusted for observable transactions for same or similar investments of the same issuer (referred to as the measurement alternative) or impairment. All gains and losses on privately held equity securities, realized and unrealized, are recorded through gains on strategic investments, net on the consolidated statement of operations. Privately held debt securities are recorded at fair value with changes in fair value recorded through comprehensive income on the consolidated balance sheet.

Valuations of privately held securities are inherently complex and require judgment due to the lack of readily available market data. The carrying value is not adjusted for the Company's privately held equity securities if there are no observable price changes in a same or similar security from the same issuer or if there are no identified events or changes in circumstances that may indicate impairment, as discussed below. In determining the estimated fair value of its strategic investments in privately held companies, the Company utilizes the most recent data available to the Company. The Company assesses its privately held debt and equity securities in its strategic investment portfolio at least quarterly for impairment. The Company’s impairment analysis encompasses an assessment of both qualitative and quantitative factors including the investee's financial metrics, market acceptance of the investee's product or technology and the rate at which the investee is using its cash. If the investment is considered impaired, the Company recognizes an impairment through the consolidated statement of operations and establishes a new carrying value for the investment.

Publicly held equity securities are measured at fair value with changes recorded through gains on strategic investments, net on the consolidated statement of operations.

Fair Value Measurement

The Company measures its cash and cash equivalents, marketable securities and foreign currency derivative contracts at fair value. In addition, the Company measures its strategic investments, including its publicly held equity securities, privately held debt securities and privately held equity securities for which there has been an observable price change in a same or similar security, at fair value. The additional disclosures regarding the Company’s fair value measurements are included in Note 4 “Fair Value Measurement.”

Derivative Financial Instruments

The Company enters into foreign currency derivative contracts with financial institutions to reduce foreign exchange risk. The Company uses forward currency derivative contracts to minimize the Company’s exposure to balances primarily denominated in the Euro, British Pound Sterling, Canadian Dollar, Australian Dollar and Japanese Yen. The Company’s foreign currency derivative contracts, which are not designated as hedging instruments, are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. The Company’s derivative financial instruments program is not designated for trading or speculative purposes. The Company generally enters into master netting arrangements with the financial institutions with which it contracts for such derivative contracts, which permit net settlement of transactions with the same counterparty, thereby reducing credit-related losses in the event of the financial institutions' nonperformance. Outstanding foreign currency derivative contracts are recorded at fair value on the consolidated balance sheets.

Foreign currency derivative contracts are marked-to-market at the end of each reporting period with gains and losses recognized as other expense to offset the gains or losses resulting from the settlement or remeasurement of the underlying foreign currency denominated receivables and payables. While the contract or notional amount is often used to express the volume of foreign currency derivative contracts, the amounts potentially subject to credit risk are generally limited to the amounts, if any, by which the counterparties’ obligations under the agreements exceed the obligations of the Company to the counterparties. The notional amount of foreign currency derivative contracts as of January 31, 2021 and 2020 was $5.3 billion and $5.5 billion, respectively.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful lives of those assets as follows:

Computers, equipment and software	3 to 9 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of the estimated lease term or 10 years
Buildings and building improvements	10 to 40 years

When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from their respective accounts and any loss on such retirement is reflected in operating expenses.

Leases

The Company determines if an arrangement is a lease at inception and classifies its leases at commencement. Operating leases are included in operating lease right-of-use (“ROU”) assets and current and noncurrent operating lease liabilities on the Company’s consolidated balance sheets. Assets recognized from finance leases (also referred to as “ROU” assets) are included in property and equipment, accrued expenses and other liabilities and other noncurrent liabilities, respectively, on the Company’s consolidated balance sheets. ROU assets represent the Company's right to use an underlying asset for the lease term. The corresponding lease liabilities represent its obligation to make lease payments arising from the lease. The Company does not recognize ROU assets or lease liabilities for leases with a term of 12 months or less for any asset classes.

Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement, net of any future tenant incentives. The Company has lease agreements which contain both lease and non-lease components, which it has elected to combine for all asset classes. As such, minimum lease payments include fixed payments for non-lease components within a lease agreement, but exclude variable lease payments not dependent on an index or rate, such as common area maintenance, operating expenses, utilities, or other costs that are subject to fluctuation from period to period. The Company’s lease terms may include options to extend or terminate the lease. Periods beyond the noncancellable term of the lease are included in the measurement of the lease liability when it is reasonably certain that the Company will exercise the associated extension option or waive the termination option. The Company reassesses the lease term if and when a significant event or change in circumstances occurs within the control of the Company. As most of the Company’s leases do not provide an implicit rate, the net present value of future minimum lease payments is determined using the Company’s incremental

borrowing rate. The Company's incremental borrowing rate is an estimate of the interest rate the Company would have to pay to borrow on a collateralized basis with similar terms and payments, in the economic environment where the leased asset is located.

The lease ROU asset is recognized based on the lease liability, adjusted for any rent payments or initial direct costs incurred or tenant incentives received prior to commencement.

Lease expenses for minimum lease payments for operating leases are recognized on a straight-line basis over the lease term. Amortization expense of finance lease ROU assets is recognized on a straight-line basis over the lease term, and interest expense for finance lease liabilities is recognized based on the incremental borrowing rate. Expense for variable lease payments are recognized as incurred.

On the lease commencement date, the Company also establishes assets and liabilities for the present value of estimated future costs to retire long-lived assets at the termination or expiration of a lease. Such assets are included in property and equipment and are amortized over the lease term to operating expense.

The Company has entered into subleases or has made decisions and taken actions to exit and sublease certain unoccupied leased office space. Similar to other long-lived assets discussed below, management tests ROU assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. For leased assets, such circumstances would include the decision to leave a leased facility prior to the end of the minimum lease term or subleases for which estimated cash flow do not fully cover the costs of the associated lease.

Intangible Assets Acquired through Business Combinations

Intangible assets are amortized over their estimated useful lives. Each period, the Company evaluates the estimated remaining useful life of its intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. Management tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

Impairment Assessment

The Company evaluates intangible assets and long-lived assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This includes but is not limited to significant adverse changes in business climate, market conditions or other events that indicate an asset's carrying amount may not be recoverable. Recoverability of these assets is measured by comparing the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate. If the undiscounted cash flows used in the test for recoverability are less than the carrying amount of these assets, the carrying amount of such assets is reduced to fair value.

The Company evaluates and tests the recoverability of its goodwill for impairment at least annually during its fourth quarter of each fiscal year or more often if and when circumstances indicate that goodwill may not be recoverable.

In fiscal 2021 the Company recorded approximately $216 million of impairments to assets associated with real estate leases in select locations it has decided to exit. There were no other material impairments of intangible assets, long-lived assets or goodwill during fiscal 2021, 2020 and 2019, respectively.

Business Combinations

The Company uses its best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Company’s estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions, tax-related valuation allowances and pre-acquisition contingencies are initially recorded in connection with a business combination as of the acquisition date. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company’s preliminary estimates to goodwill provided that the Company is within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Company’s consolidated statement of operations.

In the event the Company acquires an entity with which the Company has a preexisting relationship, the Company will generally recognize a gain or loss to settle that relationship as of the acquisition date within operating income on the consolidated statements of operations. In the event that the Company acquires an entity in which the Company previously held a strategic investment, the difference between the fair value of the shares as of the date of the acquisition and the carrying value of the strategic investment is recorded as a gain or loss and recorded within net gains (or losses) on strategic investments in the consolidated statement of operations.

Stock-Based Expense

Stock-based expenses are measured based on grant date at fair value using the Black-Scholes option pricing model for stock options and the grant date closing stock price for restricted stock awards. The Company recognizes stock-based expenses related to stock options and restricted stock awards on a straight-line basis, net of estimated forfeitures, over the requisite service period of the awards, which is generally the vesting term of four years.

Stock-based expenses related to the Company’s Amended and Restated 2004 Employee Stock Purchase Plan (“ESPP” or “2004 Employee Stock Purchase Plan”) are measured based on grant date at fair value using the Black-Scholes option pricing model. The Company recognizes stock-based expenses related to shares issued pursuant to the 2004 Employee Stock Purchase Plan on a straight-line basis over the offering period, which is 12 months. The ESPP allows employees to purchase shares of the Company's common stock at a 15 percent discount from the lower of the Company’s stock price on (i) the first day of the offering period or on (ii) the last day of the purchase period and also allows employees to reduce their percentage election once during a six-month purchase period (December 15 and June 15 of each fiscal year), but not increase that election until the next one-year offering period. The ESPP also includes a reset provision for the purchase price if the stock price on the purchase date is less than the stock price on the offering date.

Stock-based expenses related to performance share grants, which are awarded to executive officers and other members of senior management and vest, if at all, based on the Company’s performance over a three-year period relative to the Nasdaq 100. Performance share grants are measured based on grant date at fair value using a Monte Carlo simulation model and expensed on a straight-line basis, net of estimated forfeitures, over the service period of the awards, which is generally the vesting term of three years.

The Company, at times, grants unvested restricted shares to employee stockholders of certain acquired companies in lieu of cash consideration. These awards are generally subject to continued post-acquisition employment. Therefore, the Company accounts for them as post-acquisition stock-based expense. The Company recognizes stock-based expense equal to the grant date fair value of the restricted stock awards, based on the closing stock price on grant date, on a straight-line basis over the requisite service period of the awards, which is generally four years.

Advertising Expenses

Advertising is expensed as incurred. Advertising expense was $787 million, $660 million and $482 million for fiscal 2021, 2020 and 2019, respectively.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax laws is recognized in the consolidated statements of operations in the period that includes the enactment date.

The Company’s tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, solely based on its technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in the income tax provision.

Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the applicable tax law. The Company regularly reviews the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. The Company’s judgments regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute its business plans. Should there be a change in the ability to recover deferred tax assets, the tax provision would increase or decrease in the period in which the assessment is changed.

Foreign Currency Translation

The functional currency of the Company’s major foreign subsidiaries is generally the local currency. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenues and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates. Adjustments resulting from translating foreign functional currency financial statements into U.S.

dollars are recorded as a separate component on the consolidated statement of comprehensive income. Foreign currency transaction gains and losses are included in other income in the consolidated statement of operations for the period.

Warranties and Indemnification

The Company's enterprise cloud computing services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and materially in accordance with the Company's online help documentation under normal use and circumstances.

The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third party's intellectual property rights. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any material liabilities related to such obligations in the accompanying consolidated financial statements.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as the Company's director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer insurance coverage that would generally enable the Company to recover a portion of any future amounts paid. The Company may also be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

New Accounting Pronouncement Adopted in Fiscal 2021

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost, and includes the Company's accounts receivable, certain financial instruments and contract assets. ASU 2016-13 results in more timely recognition of credit losses. Effective on February 1, 2020, the Company adopted the provisions and expanded disclosure requirements described in ASU 2016-13. The adoption of ASU 2016-13 was not material to the consolidated financial statements.

Accounting Pronouncement Pending Adoption

In December 2019, the FASB issued Accounting Standards Update No. 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes," which modifies and eliminates certain exceptions to the general principles of ASC 740, Income taxes. The new standard is effective for interim and annual periods beginning after December 15, 2020. ASU 2019-12 will be effective for fiscal 2022, including interim periods within that reporting period. The Company does not expect the adoption of ASU 2019-12 to be material.

Reclassifications

Certain reclassifications to fiscal 2020 and fiscal 2019 balances were made to conform to the current period presentation in the consolidated statements of cash flows. These reclassifications did not impact the Company's Operating Cash Flows.

2. Revenues

Disaggregation of Revenue

Subscription and Support Revenue by the Company's service offerings

Subscription and support revenues consisted of the following (in millions):

	Fiscal Year Ended January 31,		
	2021	**2020**	**2019**
Sales	$ 5,191	$ 4,598	$ 4,040
Service	5,377	4,466	3,621
Platform and Other	6,275	4,473	2,854
Marketing and Commerce	3,133	2,506	1,898
	$ 19,976	$ 16,043	$ 12,413

Total Revenue by Geographic Locations

Revenues by geographical region consisted of the following (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Americas	$ 14,736	$ 12,051	$ 9,445
Europe	4,501	3,430	2,553
Asia Pacific	2,015	1,617	1,284
	$ 21,252	$ 17,098	$ 13,282

Revenues by geography are determined based on the region of the Company's contracting entity, which may be different than the region of the customer. Americas revenue attributed to the United States was approximately 95 percent during fiscal 2021 and 96 percent during fiscal 2020 and 2019, respectively. No other country represented more than ten percent of total revenue during fiscal 2021, 2020 and 2019 respectively.

Contract Balances

Contract Assets

As described in Note 1, subscription and support revenue is generally recognized ratably over the contract term beginning on the commencement date of each contract. License revenue is recognized as the licenses are delivered. The Company records a contract asset when revenue recognized on a contract exceeds the billings. The Company's standard billing terms are annual in advance. Contract assets were $477 million as of January 31, 2021 as compared to $449 million as of January 31, 2020, and are included in prepaid expenses and other current assets and deferred tax assets and other assets, net on the consolidated balance sheet. Impairments of contract assets were immaterial during fiscal 2021, 2020 and 2019, respectively.

Unearned Revenue

Unearned revenue represents amounts that have been invoiced in advance of revenue recognition and is recognized as revenue when transfer of control to customers has occurred or services have been provided. The unearned revenue balance does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. The Company generally invoices customers in annual installments. The unearned revenue balance is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing, dollar size and new business linearity within the quarter.

The change in unearned revenue was as follows (in millions):

	Fiscal Year Ended January 31,	
	2021	2020
Unearned revenue, beginning of period	$ 10,662	$ 8,564
Billings and other (1)	23,096	18,662
Contribution from contract asset	28	101
Revenue recognized ratably over time	(19,188)	(15,586)
Revenue recognized over time as delivered	(767)	(716)
Revenue recognized at a point in time	(1,297)	(796)
Unearned revenue from business combinations	73	433
Unearned revenue, end of period	$ 12,607	$ 10,662

(1) Other includes, for example, the impact of foreign currency translation.

Revenue recognized ratably over time is generally billed in advance and includes Cloud Services and the related support and advisory services. The majority of revenue recognized for these services is from the beginning of period unearned revenue balance.

Revenue recognized over time as delivered includes professional services billed on a time and materials basis, fixed fee professional services and training classes that are primarily billed, delivered and recognized within the same reporting period.

Revenue recognized at a point in time substantially consists of on-premises software licenses.

Approximately 50 percent of total revenue recognized in fiscal 2021 is from the unearned revenue balance as of January 31, 2020.

Remaining Performance Obligation

Remaining performance obligation represents contracted revenue that has not yet been recognized and includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods. Transaction price allocated to the remaining performance obligation is influenced by several factors, including seasonality, the timing of renewals, the timing of software license deliveries, average contract terms and foreign currency exchange rates. Remaining performance obligation is also impacted by acquisitions. Unbilled portions of the remaining performance obligation denominated in foreign currencies are revalued each period based on the period end exchange rates. Unbilled portions of the remaining performance obligation are subject to future economic risks including bankruptcies, regulatory changes and other market factors.

The Company excludes amounts related to performance obligations that are billed and recognized as they are delivered. This primarily consists of professional services contracts that are on a time-and-materials basis.

The majority of the Company's noncurrent remaining performance obligation is expected to be recognized in the next 13 to 36 months.

Remaining performance obligation consisted of the following (in billions):

	Current	Noncurrent	Total
As of January 31, 2021	$ 18.0	$ 18.1	$ 36.1
As of January 31, 2020	$ 15.0	$ 15.8	$ 30.8

3. Investments

Marketable Securities

At January 31, 2021, marketable securities consisted of the following (in millions):

Investments Classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate notes and obligations	$ 3,321	$ 20	$ 0	$ 3,341
U.S. treasury securities	205	1	0	206
Mortgage-backed obligations	382	5	0	387
Asset-backed securities	1,096	6	(1)	1,101
Municipal securities	242	2	0	244
Covered bonds	328	0	0	328
Other	164	0	0	164
Total marketable securities	$ 5,738	$ 34	$ (1)	$ 5,771

At January 31, 2020, marketable securities consisted of the following (in millions):

Investments Classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate notes and obligations	$ 2,199	$ 9	$ (1)	$ 2,207
U.S. treasury securities	182	1	0	183
Mortgage-backed obligations	225	1	0	226
Asset-backed securities	779	2	0	781
Municipal securities	157	1	0	158
Covered bonds	165	0	0	165
Other	82	0	0	82
Total marketable securities	$ 3,789	$ 14	$ (1)	$ 3,802

The contractual maturities of the investments classified as marketable securities are as follows (in millions):

	As of January 31,	
	2021	2020
Due within 1 year	$ 2,525	$ 1,332
Due in 1 year through 5 years	3,236	2,466
Due in 5 years through 10 years	10	4
	$ 5,771	$ 3,802

Strategic Investments

Strategic investments by form and measurement category as of January 31, 2021 were as follows (in millions):

	Measurement Category			
	Fair Value	Measurement Alternative	Other	Total
Equity securities	$ 2,068	$ 1,670	$ 120	$ 3,858
Debt securities	0	0	51	51
Total strategic investments	$ 2,068	$ 1,670	$ 171	$ 3,909

Strategic investments by form and measurement category as of January 31, 2020 were as follows (in millions):

	Measurement Category			
	Fair Value	Measurement Alternative	Other	Total
Equity securities	$ 370	$ 1,502	$ 40	$ 1,912
Debt securities	0	0	51	51
Total strategic investments	$ 370	$ 1,502	$ 91	$ 1,963

Measurement Alternative Adjustments

The components of privately held equity securities accounted for under the measurement alternative included in the table above are presented below (in millions):

	Fiscal Year Ended January 31,	
	2021	2020
Carrying amount, beginning of period	$ 1,502	$ 785
Adjustments related to privately held equity securities:		
Net additions (1)	96	507
Upward adjustments	169	280
Impairments and downward adjustments	(97)	(70)
Carrying amount, end of period	$ 1,670	$ 1,502

(1) Net additions include additions from purchases and reductions due to exits of securities and reclassifications due to changes to capital structure.

In February 2020, the Company made a strategic investment of $150 million in cash for preferred shares of a technology company in a preferred stock financing. The investment was accounted for using the measurement alternative. In June 2020, the Company made a strategic investment of $100 million in cash for preferred shares of a different technology company in a preferred stock financing. The investment was accounted for using the measurement alternative.

In July 2020, one of the Company’s investments, which was previously accounted for under the measurement alternative, completed its initial public offering (“IPO”), resulting in a change of accounting methodology to fair value and the recognition of an unrealized gain of $537 million for the fiscal year ended January 31, 2021, which is reflected in the table below. As of January 31, 2021, the carrying value of the Company’s remaining investment was $0.7 billion.

In September 2020, one of the Company's investments, which the Company previously accounted for under the measurement alternative, completed its IPO, which resulted in a change of accounting methodology to fair value. Concurrent with the IPO, the Company invested an additional $250 million. As of January 31, 2021, the Company recognized an unrealized gain of $1.2 billion on this investment, which is reflected in the table below. The investment concurrent with the IPO is subject to a lock-up agreement in which the Company's ability to sell is restricted until September 2021, while the remainder of the Company's investment is subject to a lock-up agreement until March 2021. As of January 31, 2021, the carrying value of the Company’s remaining investment was $1.4 billion.

Since the adoption of ASU 2016-01 on February 1, 2018, cumulative impairments and downward adjustments were $238 million and cumulative upward adjustments were $314 million through January 31, 2021 for measurement alternative investments still held as of January 31, 2021.

Gains on strategic investments, net

The components of gains and losses on strategic investments are presented below (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Unrealized gains recognized on publicly traded equity securities, net	$ 1,743	$ 138	$ 345
Unrealized gains recognized on privately held equity securities, net	77	208	133
Realized gains on sales of equity securities, net	367	95	74
Losses on debt securities, net	(17)	(14)	(10)
Gains on strategic investments, net	$ 2,170	$ 427	$ 542

Realized gains on sales of equity securities, net reflects the difference between the sale proceeds and the carrying value of the equity security at the beginning of the period or the purchase date, if later. The cumulative net gain, measured as the sale price less the initial purchase price, for equity securities exited during fiscal 2021 and fiscal 2020 was $0.9 billion and $0.4 billion, respectively. Cumulative net realized gains in fiscal 2021 includes gains related to the Company's sales of its publicly traded investments resulting in a realized gain of $0.3 billion, and a cumulative net gain of $0.6 billion.

Net unrealized gains recognized in fiscal 2021 and 2020 for strategic investments still held as of those respective year ends were $1.8 billion and $0.3 billion, respectively. These include approximately $125 million and $77 million of impairments on privately held equity and debt securities in fiscal 2021 and fiscal 2020, respectively.

4. Fair Value Measurement

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2. Significant other inputs that are directly or indirectly observable in the marketplace.

Level 3. Significant unobservable inputs which are supported by little or no market activity.

All of the Company's cash equivalents, marketable securities and foreign currency derivative contracts are classified within Level 1 or Level 2 because the Company's cash equivalents, marketable securities and foreign currency derivative contracts are valued using quoted market prices or alternative pricing sources and models utilizing observable market inputs.

The following table presents information about the Company’s assets and liabilities that are measured at fair value as of January 31, 2021 and indicates the fair value hierarchy of the valuation (in millions):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of January 31, 2021
Cash equivalents (1):				
Time deposits	$ 0	$ 1,143	$ 0	$ 1,143
Money market mutual funds	377	0	0	377
Cash equivalent securities	0	1,910	0	1,910
Marketable securities:				
Corporate notes and obligations	0	3,341	0	3,341
U.S. treasury securities	0	206	0	206
Mortgage-backed obligations	0	387	0	387
Asset-backed securities	0	1,101	0	1,101
Municipal securities	0	244	0	244
Covered bonds	0	328	0	328
Other	0	164	0	164
Strategic investments:				
Publicly held equity securities	2,068	0	0	2,068
Total assets	$ 2,445	$ 8,824	$ 0	$ 11,269

(1) Included in “cash and cash equivalents” in the accompanying consolidated balance sheet in addition to $2.8 billion of cash, as of January 31, 2021.

The following table presents information about the Company’s assets and liabilities that are measured at fair value as of January 31, 2020 and indicates the fair value hierarchy of the valuation (in millions):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of January 31, 2020
Cash equivalents (1):				
Time deposits	$ 0	$ 746	$ 0	$ 746
Money market mutual funds	1,293	0	0	1,293
Marketable securities:				
Corporate notes and obligations	0	2,207	0	2,207
U.S. treasury securities	0	183	0	183
Mortgage-backed obligations	0	226	0	226
Asset-backed securities	0	781	0	781
Municipal securities	0	158	0	158
Covered bonds	0	165	0	165
Other	0	82	0	82
Strategic investments:				
Publicly held equity securities	370	0	0	370
Total assets	$ 1,663	$ 4,548	$ 0	$ 6,211

(1) Included in “cash and cash equivalents” in the accompanying consolidated balance sheet in addition to $2.1 billion of cash, as of January 31, 2020.

Strategic investments measured and recorded at fair value on a non-recurring basis

The Company's privately held debt and equity securities and equity method investments are recorded at fair value on a non-recurring basis. The estimation of fair value for these investments requires the use of significant unobservable inputs, and as a result, the Company classifies these assets as Level 3 within the fair value hierarchy. For example, the Company's privately held equity securities that have been remeasured are classified within Level 3 in the fair value hierarchy because the value is based on valuation methods using the observable transaction price and other unobservable inputs including the volatility, rights, and obligations of the securities the Company holds. The Company's privately held debt and equity securities and equity method investments amounted to $1.8 billion as of January 31, 2021 and $1.6 billion as of January 31, 2020.

5. Property and Equipment and Other Balance Sheet Accounts

Property and Equipment

Property and equipment, net consisted of the following (in millions):

	As of January 31,	
	2021	2020
Land	$ 293	$ 184
Buildings and building improvements	485	777
Computers, equipment and software	1,901	1,608
Furniture and fixtures	228	226
Leasehold improvements	1,507	1,381
Property and equipment, gross	4,414	4,176
Less accumulated depreciation and amortization	(1,955)	(1,801)
Property and equipment, net	$ 2,459	$ 2,375

Depreciation and amortization expense totaled $579 million, $455 million and $411 million during fiscal 2021, 2020 and 2019, respectively.

Upon adoption of Accounting Standards Update (“ASU”) No. 2016-02, Leases (Topic 842) on February 1, 2019, the Company did not use hindsight when determining lease term and therefore included renewal options in the lease term for the leased property at 350 Mission St. (“350 Mission”) in San Francisco. This lease was classified as a finance lease and included in property and equipment as of January 31, 2020. In fiscal 2021, the Company reassessed the lease term for 350 Mission due to management decisions and actions to exit and sublease the majority of this space through the end of the noncancellable term. As a result of the reassessment of the lease term, the ROU asset and corresponding lease liability were remeasured to exclude the estimated lease payments for the renewal option periods and reclassified as operating leases, resulting in the derecognition of $262 million in buildings and building improvements. After remeasurement and reclassification, the lease represented $148 million in operating lease ROU assets. The $225 million in remeasured lease liabilities were also reclassified to operating lease liabilities during the period.

In addition, in fiscal 2021, the Company purchased the property located at 450 Mission St. (“450 Mission”) in San Francisco, California for approximately $150 million, of which $110 million was allocated to land, $34 million to building, which is included in property and equipment, net and $6 million to in-place leases, which is included in intangible assets in the accompanying consolidated balance sheet.

Other Balance Sheet Accounts

Accounts payable, accrued expenses and other liabilities as of January 31, 2021 included approximately $1.7 billion of accrued compensation as compared to $1.5 billion as of January 31, 2020.

6. Leases and Other Commitments

Leases

The Company has operating leases for corporate offices, data centers, and equipment under noncancellable operating leases with various expiration dates. The leases have noncancellable remaining terms of 1 year to 18 years, some of which include options to extend for up to 5 years, and some of which include options to terminate within 1 year.

The components of lease expense were as follows (in millions):

	Fiscal Year Ended January 31,	
	2021	2020
Operating lease cost	$ 1,208	$ 913
Finance lease cost:		
Amortization of right-of-use assets	$ 73	$ 65
Interest on lease liabilities	15	20
Total finance lease cost	$ 88	$ 85

Prior to the adoption of Topic 842 on February 1, 2019, the Company recognized operating lease costs on a straight-line basis once control of the space was achieved. Rent expense was $365 million for fiscal 2019.

Supplemental cash flow information related to operating and finance leases was as follows (in millions):

	Fiscal Year Ended January 31,	
	2021	2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows for operating leases	$ 905	$ 827
Operating cash outflows for finance leases	14	15
Financing cash outflows for finance leases	48	164
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	979	509

Supplemental balance sheet information related to operating and finance leases was as follows (in millions):

	As of January 31,	
	2021	2020
Operating leases:		
Operating lease right-of-use assets	$ 3,204	$ 3,040
Operating lease liabilities, current	$ 766	$ 750
Noncurrent operating lease liabilities	2,842	2,445
Total operating lease liabilities	$ 3,608	$ 3,195
Finance leases:		
Buildings and building improvements (1)	$ 0	$ 325
Computers, equipment and software	604	468
Accumulated depreciation	(410)	(404)
Property and equipment, net	$ 194	$ 389
Accrued expenses and other liabilities (1)	$ 35	$ 53
Other noncurrent liabilities (1)	93	332
Total finance lease liabilities	$ 128	$ 385

(1) As a result of the reassessment of the lease term of 350 Mission, the ROU asset and corresponding lease liability were remeasured to exclude the estimated lease payments for the renewal option periods and reclassified as operating leases, resulting in the derecognition of $262 million in buildings and building improvements. After remeasurement and reclassification, the lease represented $148 million in operating lease ROU assets. The $225 million in remeasured lease liabilities were also reclassified to operating lease liabilities during the period.

Other information related to leases was as follows:

	As of January 31,	
	2021	2020
Weighted average remaining lease term		
Operating leases	7 years	7 years
Finance leases	4 years	18 years
Weighted average discount rate		
Operating leases	2.2 %	2.7 %
Finance leases	1.9 %	4.5 %

As of January 31, 2021, the maturities of lease liabilities under noncancellable operating and finance leases were as follows (in millions):

	Operating Leases	Finance Leases
Fiscal Period:		
Fiscal 2022	$ 822	$ 37
Fiscal 2023	680	35
Fiscal 2024	508	35
Fiscal 2025	399	26
Fiscal 2026	336	0
Thereafter	1,161	0
Total minimum lease payments	3,906	133
Less: Imputed interest	(298)	(5)
Total	$ 3,608	$ 128

Operating lease amounts above do not include sublease income. The Company has entered into various sublease agreements with third parties. Under these agreements, the Company expects to receive sublease income of approximately $166 million in the next five years and $34 million thereafter.

As of January 31, 2021, the Company had additional leases that had not yet commenced totaling $1.5 billion and therefore not reflected on the consolidated balance sheet and tables above. These leases include agreements for office facilities to be constructed. These leases will commence between fiscal year 2022 and fiscal year 2025 with lease terms of 3 to 18 years.

Of the total lease commitment balance, including leases not yet commenced, of $5.4 billion, approximately $4.9 billion is related to facilities space. The remaining commitment amount is primarily related to equipment.

Letters of Credit

As of January 31, 2021, the Company had a total of $100 million in letters of credit outstanding substantially in favor of certain landlords for office space. These letters of credit renew annually and expire at various dates through 2033.

7. Business Combinations

Fiscal Year 2021

Vlocity

In June 2020, the Company acquired all outstanding stock of Vlocity, Inc. ("Vlocity"), a leading provider of industry-specific cloud and mobile software. The Company has included the financial results of Vlocity in the consolidated financial statements from the date of acquisition, which were not material to date. The transaction costs associated with its acquisition were immaterial. The acquisition date fair value of the consideration transferred for Vlocity was approximately $1.4 billion, which consisted of the following (in millions):

		Fair Value
Cash	$	1,166
Fair value of stock options and restricted stock awards assumed		6
Fair value of pre-existing relationship		208
Total	$	1,380

The fair value of the stock options assumed by the Company was determined using the Black-Scholes option pricing model. The share conversion ratio of 0.05817 was applied to convert Vlocity's outstanding equity awards for Vlocity's common stock into equity awards for shares of the Company's common stock.

The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the date of acquisition (in millions):

		Fair Value
Cash and cash equivalents	$	12
Accounts receivable		22
Goodwill		1,024
Intangible assets		473
Other assets		15
Accounts payable, accrued expenses and other liabilities, current and noncurrent		(35)
Unearned revenue		(64)
Deferred tax liability		(67)
Net assets acquired	$	1,380

The excess of purchase consideration over the fair value of net tangible and intangible assets acquired was recorded as goodwill, which is primarily attributed to the assembled workforce and expanded market opportunities, for which there is no basis for U.S. income tax purposes. The fair values assigned to tangible and intangible assets acquired and liabilities assumed are based on management’s estimates and assumptions and may be subject to change as additional information is received. The primary areas that remain preliminary relate to the fair values of intangible assets acquired, certain tangible assets and liabilities acquired, legal and other contingencies as of the acquisition date, income and non-income-based taxes and residual goodwill. The Company expects to finalize the valuation as soon as practicable, but not later than one year from the acquisition date.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition (in millions):

		Fair Value	Useful Life
Developed technology	$	174	4 years
Customer relationships		299	8 years
Total intangible assets subject to amortization	$	473	

Developed technology represents the fair value of Vlocity’s industry-specific cloud and mobile software. Customer relationships represent the fair values of the underlying relationships with Vlocity customers.

The Company assumed unvested options with a fair value of $139 million. Of the total consideration, $6 million was allocated to the purchase consideration and $133 million was allocated to future services and will be expensed over the remaining service periods on a straight-line basis.

The Company had a noncontrolling equity investment in Vlocity valued at $167 million prior to the acquisition. The Company recognized a gain of approximately $41 million as a result of remeasuring its prior equity interest in Vlocity held before the business combination. The gain is included in gains on strategic investments, net in the consolidated statement of operations.

Evergage

In February 2020, the Company acquired all outstanding stock of Evergage Inc. ("Evergage"), for consideration consisting of cash and equity awards assumed. Evergage is a cloud-based real-time personalization and customer data platform. The acquisition date fair value of the consideration transferred for Evergage was approximately $100 million, which consisted of cash and the fair value of stock options and restricted stock awards assumed. The Company recorded approximately

$25 million for developed technology and customer relationships with estimated useful lives of three to five years. The Company recorded approximately $74 million of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities from integrating Evergage's technology with the Company's other offerings. For the goodwill balance there is no basis for U.S. income tax purposes. The fair values assigned to tangible assets acquired and liabilities assumed are based on management's estimates and assumptions and may be subject to change as additional information is received and certain tax returns are finalized. The Company expects to finalize the valuation as soon as practicable, but not later than one year from the acquisition date.

The Company has included the financial results of Evergage in the consolidated financial statements from the date of acquisition, which were not material. The transaction costs associated with the acquisition were not material.

Fiscal Year 2020

Tableau Software, Inc.

In August 2019, the Company acquired all outstanding stock of Tableau Software, Inc. ("Tableau") which provides a self-service analytics platform that enables users to easily access, prepare, analyze, and present findings in their data. The Company has included the financial results of Tableau in the consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition were approximately $40 million and were recorded in general and administrative expense. The acquisition date fair value of the consideration transferred for Tableau was approximately $14.8 billion, which consisted of the following (in millions):

	Fair Value
Cash	$ 1
Common stock issued	14,552
Fair value of stock options and restricted stock awards assumed	292
Total	$ 14,845

The fair value of the stock options assumed by the Company was determined using the Black-Scholes option pricing model. The share conversion ratio of 1.103 was applied to convert Tableau's outstanding equity awards for Tableau's common stock into equity awards for shares of the Company's common stock.

The following table summarizes the fair values of assets acquired and liabilities assumed as of the date of acquisition (in millions):

	Fair Value
Cash and cash equivalents	$ 644
Marketable securities	456
Accounts receivable	174
Contract asset	131
Operating lease right-of-use assets	361
Other assets	116
Acquired customer contract asset	56
Goodwill	10,806
Intangible assets	3,252
Accounts payable, accrued expenses and other liabilities	(257)
Unearned revenue	(242)
Operating lease liabilities	(332)
Deferred tax liability and income tax payable	(320)
Net assets acquired	$ 14,845

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill, which is primarily attributed to the assembled workforce and expanded market opportunities, for which there is no basis for U.S. income tax purposes.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition (in millions):

	Fair Value	Useful Life
Developed technology	$ 2,000	5 years
Customer relationships	1,231	8 years
Other purchased intangible assets	21	1 year
Total intangible assets subject to amortization	$ 3,252	

Developed technology represents the estimated fair value of Tableau's data analysis technologies. Customer relationships represent the estimated fair values of the underlying relationships with Tableau customers.

The Company assumed unvested stock options and restricted stock awards with an estimated fair value of $1.5 billion. Of the total consideration, $292 million was allocated to the purchase consideration and $1.2 billion was allocated to future services and will be expensed over the remaining service periods on a straight-line basis.

ClickSoftware Technologies, Ltd.

In October 2019, the Company acquired all outstanding stock of ClickSoftware Technologies, Ltd. ("ClickSoftware"), which provides field service management solutions. The Company has included the financial results of ClickSoftware, which were not material, in the consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition were not material. The acquisition date fair value of the consideration transferred for ClickSoftware was approximately $1.4 billion, which consisted of the following (in millions):

	Fair Value
Cash	$ 587
Common stock issued	663
Fair value of stock options assumed	81
Fair value of pre-existing relationship	55
Total	$ 1,386

The fair value of the stock options assumed by the Company was determined using the Black-Scholes option pricing model. The share conversion ratio of 0.109592 was applied to convert ClickSoftware's outstanding equity awards for ClickSoftware's common stock into equity awards for shares of the Company's common stock.

The following table summarizes the fair value of assets acquired and liabilities assumed as of the date of acquisition (in millions):

	Fair Value
Cash and cash equivalents	$ 38
Accounts receivable	28
Goodwill	1,132
Intangible assets	276
Other assets	33
Accounts payable, accrued expenses and other liabilities, current and noncurrent	(55)
Unearned revenue	(40)
Deferred tax liability	(26)
Net assets acquired	$ 1,386

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill, which is primarily attributed to the assembled workforce and expanded market opportunities, for which there is no basis for U.S. income tax purposes.

The following table sets forth the components of identifiable intangible assets acquired and their estimated useful lives as of the date of acquisition (in millions):

	Fair Value	Useful Life
Developed technology	$ 215	4 years
Customer relationships	61	8 years
Total intangible assets subject to amortization	$ 276	

Developed technology represents the fair value of ClickSoftware's field service management technology. Customer relationships represent the fair values of the underlying relationships with ClickSoftware customers.

The Company assumed unvested options with a fair value of $103 million. Of the total consideration, $81 million was allocated to the purchase consideration and $22 million was allocated to future services and will be expensed over the remaining service periods on a straight-line basis.

The Company invested $14 million in a noncontrolling equity investment in ClickSoftware in July 2015. The Company recognized a gain of approximately $39 million as a result of remeasuring its prior equity interest in ClickSoftware held before the business combination. The gain is included in gains on strategic investments, net in the consolidated statement of operations.

Salesforce.org

In June 2019, Salesforce.org, the independent non-profit social enterprise that resold the Company's service offerings to non-profit and higher education organizations, was combined with the Company. The transaction costs associated with the acquisition were not material.

The Company paid a one-time cash payment of $300 million for all shares of Salesforce.org to the independent, non-consolidated Salesforce.com Foundation (also referred to as the Foundation), which is considered a related party as discussed in Note 15 "Related-Party Transactions."

Prior to the business combination, the Company and Salesforce.org had existing reseller and resource sharing agreements that, among other things, allowed Salesforce.org the right to resell select Company offerings and related upgraded support to non-profit organizations and for-profit and non-profit educational institutions free of charge or at discounted prices. Both agreements were effectively settled upon consummation of the business combination.

Using an income approach, the Company assessed the contractual terms and conditions of the reseller agreement as compared to current market conditions, such as the cost to service contracts sold under the reseller agreement, and determined that the terms were not at fair value. Specifically, the reseller agreement provided favorable terms to Salesforce.org by providing the Company's products and services at no cost. As a result, the Company recorded a non-cash charge of approximately $166 million within operating expenses on the date the transaction closed. The loss represents the difference between the value of the remaining performance obligation recorded by Salesforce.org under the reseller agreement and the value of the remaining performance obligation if those same contracts had been sold at fair value.

The following table summarizes the business combination (in millions):

Cash	$ 300
Loss on settlement of Salesforce.org reseller agreement	(166)
Total	$ 134

The following table summarizes the fair value of assets acquired and liabilities assumed as of the date of acquisition (in millions):

	Fair Value
Cash and cash equivalents	$ 54
Deferred tax asset	59
Other current and noncurrent assets	46
Goodwill	164
Accounts payable, accrued expenses and other liabilities, current and noncurrent	(39)
Unearned revenue	(138)
Deferred income taxes and income taxes payable	(12)
Net assets acquired	$ 134

The excess of purchase consideration over the fair value of net liabilities assumed was recorded as goodwill, which is primarily attributed to the assembled workforce and expanded market opportunities, for which there is no basis for U.S. income tax purposes.

MapAnything

In May 2019, the Company acquired all outstanding stock of MapAnything, Inc. ("MapAnything"), which integrates map-based visualization, asset tracking and route optimization for field sales and service teams. The Company has included the financial results of MapAnything, which are not material, in the consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition were not material.

The acquisition date fair value of the consideration transferred for MapAnything was approximately $213 million, which consisted of cash and the fair value of stock options and restricted stock awards assumed. The Company recorded approximately $53 million for developed technology and customer relationships with estimated useful lives of four to five years. The Company recorded approximately $152 million of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities from integrating MapAnything's technology with the Company's other offerings. The majority of the goodwill balance is not deductible for U.S. income tax purposes.

The Company invested $23 million in a noncontrolling equity investment in MapAnything prior to the acquisition. The Company recognized a gain of approximately $9 million as a result of remeasuring its prior equity interest in MapAnything held before the business combination. The gain is included in gains on strategic investments, net in the consolidated statement of operations.

Fiscal Year 2019

Datorama

In August 2018, the Company acquired all outstanding stock of Datorama, Inc. ("Datorama"), which provides a platform for enterprises, agencies and publishers to integrate data across marketing channels and data sources.

The acquisition date fair value of the consideration transferred for Datorama was approximately $766 million, which consisted of $136 million of cash, $537 million of common stock issued and $93 million of fair value of stock options and restricted stock awards assumed. The Company recorded approximately $202 million for developed technology and customer relationships with estimated useful lives of one to eight years. The Company recorded approximately $586 million of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities from integrating Datorama’s technology with the Company’s other offerings. The goodwill balance is not deductible for U.S. income taxes purposes.

MuleSoft

In May 2018, the Company acquired all outstanding stock of MuleSoft, which provides a platform for building application networks that connect enterprise apps, data and devices, across any cloud and on-premise solution.

The acquisition date fair value of the consideration transferred for MuleSoft was approximately $6.4 billion, which consisted of $4.9 billion of cash, $1.2 billion of common stock issued and $387 million of fair value of stock options and restricted stock awards assumed. The Company recorded approximately $1.3 billion for acquired intangible assets, which primarily consisted of $1.0 billion for customer relationships and $224 million for developed technology, with an estimated useful life ranging from one to eight years. Developed technology represents the fair value of MuleSoft's Anypoint technology. Customer relationships represent the fair values of the underlying relationships with MuleSoft customers. The Company recorded approximately $4.8 billion of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities when integrating MuleSoft's Anypoint technology with the Company’s other offerings. The goodwill balance is not deductible for U.S. income tax purposes.

The Company assumed unvested options and restricted stock with a fair value of $824 million. Of the total consideration, $387 million was allocated to the purchase consideration and $437 million was allocated to future services and will be expensed over the remaining service periods on a straight-line basis.

CloudCraze

In April 2018, the Company acquired all outstanding stock of CloudCraze LLC ("CloudCraze"), for consideration consisting of cash and equity awards assumed. CloudCraze is a commerce platform that allows businesses to generate online revenue and scale for growth. CloudCraze delivers interactions across commerce, sales, marketing and service.

The acquisition date fair value of the consideration transferred for CloudCraze was approximately $190 million, which consisted of cash and the fair value of stock options and restricted stock awards assumed. The Company recorded approximately $58 million for developed technology and customer relationships with estimated useful lives of one to seven years. The Company recorded approximately $134 million of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities from integrating CloudCraze's technology with the Company's other offerings. The goodwill balance is deductible for U.S. income tax purposes.

Pending Acquisition

Slack Technologies, Inc.

In December 2020, the Company entered into a definitive agreement to acquire Slack Technologies, Inc. (“Slack”), a leading channel-based messaging platform. Under the terms of the agreement, Slack shareholders will receive $26.79 in cash and 0.0776 shares of Salesforce common stock for each outstanding Slack share of common stock, resulting in an estimated $15.6 billion of cash consideration and 45 million shares of Salesforce common stock to be issued, based on Slack Class A and Class B shares outstanding as of January 31, 2021. The agreement also provides for the Company’s assumption of outstanding equity awards held by Slack employees. The Company expects to fund the cash portion of the consideration with a combination of new debt and cash on the Company's balance sheet. See Note 9 "Debt" for further information related to new debt.

The acquisition is anticipated to close in the second quarter of fiscal year 2022, subject to customary closing conditions, including receipt of Slack stockholder approval and the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and receipt of other approvals, consents or clearances under specified antitrust and foreign investment laws.

8. Intangible Assets Acquired Through Business Combinations and Goodwill

Intangible assets acquired through business combinations

Intangible assets acquired through business combinations are as follows (in millions):

	Intangible Assets, Gross			Accumulated Amortization			Intangible Assets, Net		Weighted Average Remaining Useful Life (Years)
	January 31, 2020	Additions and retirements, net (1)	January 31, 2021	January 31, 2020	Expense and retirements, net (1)	January 31, 2021	January 31, 2020	January 31, 2021	January 31, 2021
Acquired developed technology	$ 3,598	$ (293)	$ 3,305	$ (1,249)	$ (178)	$ (1,427)	$ 2,349	$ 1,878	3.2
Customer relationships	3,252	258	3,510	(888)	(391)	(1,279)	2,364	2,231	6.8
Other (2)	72	(27)	45	(61)	21	(40)	11	5	3.3
Total	$ 6,922	$ (62)	$ 6,860	$ (2,198)	$ (548)	$ (2,746)	$ 4,724	$ 4,114	5.1

(1) The Company retired $576 million of fully depreciated intangible assets during fiscal 2021, of which $485 million were included in acquired developed technology, $57 million in customer relationships and $34 million in other.
(2) Included in other are in-place leases, trade names, trademarks and territory rights.

Amortization of intangible assets resulting from business combinations for fiscal 2021, 2020 and 2019 was $1.1 billion, $792 million and $447 million, respectively.

The expected future amortization expense for intangible assets as of January 31, 2021 is as follows (in millions):

Fiscal Period:	
Fiscal 2022	$ 1,078
Fiscal 2023	923
Fiscal 2024	835
Fiscal 2025	568
Fiscal 2026	342
Thereafter	368
Total amortization expense	$ 4,114

Customer contract assets acquired through business combinations

Customer contract assets resulting from business combinations reflect the fair value of future billings of amounts that are contractually committed by acquired companies' existing customers as of the acquisition date. Customer contract assets are amortized over the corresponding contract terms. Customer contract assets resulting from business combinations were $42 million and $93 million as of January 31, 2021 and January 31, 2020, respectively, and are included in other assets on the consolidated balance sheets.

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net assets acquired. Goodwill amounts are not amortized, but are rather tested for impairment at least annually during the fourth quarter.

The changes in the carrying amounts of goodwill, which is generally not deductible for tax purposes, were as follows (in millions):

Balance at January 31, 2019	$	12,851
Tableau		10,806
ClickSoftware		1,132
Salesforce.org		164
MapAnything		152
Other acquisitions and adjustments (1)		29
Balance as of January 31, 2020		25,134
Evergage		74
Vlocity		1,024
Other acquisitions and adjustments (1)		86
Balance as of January 31, 2021	$	26,318

(1) Adjustments include measurement period adjustments for business combinations from the prior year and the effect of foreign currency translation.

9. Debt

The carrying values of the Company's borrowings were as follows (in millions):

Instrument	Date of issuance	Maturity date	Effective Interest Rate for Fiscal 2021	January 31, 2021	January 31, 2020
2023 Senior Notes	April 2018	April 2023	3.26%	996	995
2028 Senior Notes	April 2018	April 2028	3.70%	1,491	1,489
Loan assumed on 50 Fremont	February 2015	June 2023	3.75%	190	193
Total carrying value of debt				2,677	2,677
Less current portion of debt				(4)	(4)
Total noncurrent debt				$ 2,673	$ 2,673

The Company was in compliance with all debt covenants as of January 31, 2021.

The total estimated fair value of the Company's 2023 and 2028 Senior Notes as of January 31, 2021 and January 31, 2020 were $2.8 billion and $2.7 billion, respectively. These fair values were determined based on the closing trading price per $100 of the 2023 and 2028 Senior Notes as of the last day of trading of fiscal 2021 and last day of fiscal 2020, respectively, and are deemed Level 2 liabilities within the fair value measurement framework.

The expected future principal payments for all borrowings as of January 31, 2021 is as follows (in millions):

Fiscal period:		
Fiscal 2022	$	4
Fiscal 2023		4
Fiscal 2024		1,182
Thereafter		1,500
Total principal outstanding	$	2,690

Revolving Credit Facility

In December 2020, the Company entered into a Credit Agreement with Citibank, N.A., as administrative agent, and certain other institutional lenders (the “Revolving Loan Credit Agreement”) that provides for a $3.0 billion unsecured revolving credit facility (“Credit Facility”) that matures in December 2025. The Credit Facility replaced our previous $1.0 billion revolving credit facility. The Company may use the proceeds of future borrowings under the Credit Facility for general corporate purposes which may include, without limitation, financing the consideration for and fees, costs and expenses related to any acquisition.

There were no outstanding borrowings under the Credit Facility as of January 31, 2021. The Company continues to pay a commitment fee on the available amount of the Credit Facility, which is included within other expense in the Company's consolidated statement of operations.

Interest Expense on Debt

The following table sets forth total interest expense recognized related to debt (in millions), which is included within other expense in the Company's consolidated statement of operations:

	Fiscal Year Ended January 31,		
	2021	2020	2019
Contractual interest expense	$ 96	$ 106	$ 106
Amortization of debt issuance costs	14	4	16
Amortization of debt discount	0	0	4
	$ 110	$ 110	$ 126

Slack-Related Financing

In December 2020, in connection with the Company's entry into the definitive agreement to acquire Slack, the Company obtained commitments from certain financial institutions for a $10.0 billion 364-day senior unsecured bridge loan facility (the "Bridge Facility"), subject to customary conditions, which were subsequently reduced to $7.0 billion in December 2020 following the Company's entry into the term loan agreement referred to below. In February 2021, the Company elected to further reduce its Bridge Facility commitments to $4.0 billion. The Company may further reduce the commitments in respect of the Bridge Facility prior to the consummation of the acquisition, all or a portion of which reduction may be in connection with the issuance of one or more series of senior secured debt securities and/or other incurrences of indebtedness or commitments in respect thereof.

In December 2020, the Company also entered into a $3.0 billion three-year senior unsecured term loan agreement ("Acquisition Term Loan") the proceeds of which may be used to finance a portion of the cash consideration for the pending acquisition of Slack, for the repayment of certain debt of Slack and to pay fees, costs and expenses related thereto. The availability and funding of the Bridge Facility and the Acquisition Term Loan are conditioned on the consummation of the acquisition of Slack in accordance with the terms of the merger agreement and is subject to certain exceptions, qualifications and certain other conditions.

For more information regarding the acquisition of Slack, see Note 7 "Business Combinations."

10. Stockholders' Equity

The Company maintains the following stock plans: the ESPP, the 2013 Equity Incentive Plan and the 2014 Inducement Equity Incentive Plan ("2014 Inducement Plan").

As of January 31, 2021 and January 31, 2020, $140 million and $107 million, respectively, was withheld on behalf of employees for future purchases under the ESPP and recorded as accrued compensation. Shares purchased under the ESPP were approximately 3.9 million, 3.3 million and 3.5 million during fiscal 2021, fiscal 2020 and fiscal 2019, respectively.

Options issued have terms of seven years.

The fair value of each stock option grant was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions and fair value per share:

	Fiscal Year Ended January 31,		
Stock Options	2021	2020	2019
Volatility	28 - 37 %	27 - 30 %	27 - 28 %
Estimated life	3.5 years	3.5 years	3.5 years
Risk-free interest rate	0.2 - 1.4 %	1.6 - 2.5 %	2.5 - 3.0 %
Weighted-average fair value per share of grants	$ 41.24	$ 39.59	$ 28.89

ESPP	Fiscal Year Ended January 31, 2021	2020	2019
Volatility	42 - 48 %	28 - 33 %	23 - 26 %
Estimated life	0.75 years	0.75 years	0.75 years
Risk-free interest rate	0.1 - 0.2 %	1.6 - 2.1 %	2.0 - 2.6 %
Weighted-average fair value per share of grants	$ 64.14	$ 41.43	$ 32.90

The Company estimated its future stock price volatility considering both its observed option-implied volatilities and its historical volatility calculations. Management believes this is the best estimate of the expected volatility over the expected life of its stock options and stock purchase rights.

The estimated life for the stock options was based on an analysis of historical exercise activity. The risk-free interest rate is based on the rate for a U.S. government security with the same estimated life at the time of the option grant and the stock purchase rights.

The estimated forfeiture rate applied is based on historical forfeiture rates. The Company does not anticipate paying any cash dividends in the foreseeable future and therefore uses an expected dividend yield of zero in the option pricing model.

In fiscal 2021, 2020, and 2019, the Company granted performance-based restricted stock unit awards to certain employees, including the Chair of the Board and Chief Executive Officer and other senior executives. The performance-based restricted stock unit awards are subject to vesting based on a performance-based condition and a service-based condition. At the end of the three-year service period, based on the Company's share price performance, these performance-based restricted stock units will vest in a percentage of the target number of shares between 0 and 200%, depending on the extent the performance condition is achieved.

Stock option activity, excluding the ESPP for fiscal 2021 is as follows:

		Options Outstanding		
	Shares Available for Grant (in millions)	Outstanding Stock Options (in millions)	Weighted-Average Exercise Price	Aggregate Intrinsic Value (in millions)
Balance as of January 31, 2020	77	27	$ 98.56	
Increase in shares authorized:				
2013 Equity Incentive Plan	31			
Assumed equity plans	1			
Options granted under all plans	(8)	8	147.80	
Restricted stock activity	(19)			
Performance-based restricted stock units	(2)			
Exercised		(10)	79.12	
Plan shares expired or canceled	2	(2)	136.34	
Balance as of January 31, 2021	82	23	$ 120.61	$ 2,455
Vested or expected to vest		22	$ 118.53	$ 2,341
Exercisable as of January 31, 2021		10	$ 87.40	$ 1,440

The total intrinsic value of the options exercised during fiscal 2021, 2020, and 2019, was $1.2 billion, $799 million, and $784 million, respectively. The intrinsic value of options exercised during each fiscal year is calculated as the difference between the market value of the stock at the time of exercise and the exercise price of the stock option.

The weighted-average remaining contractual life of vested and expected to vest options is approximately 4.5 years.

As of January 31, 2021, options to purchase 10 million shares were vested at a weighted-average exercise price of $87.40 per share and had a weighted-average remaining contractual life of approximately three years. The total intrinsic value of these vested options based on the market value of the stock as of January 31, 2021 was approximately $1.4 billion.

The following table summarizes information about stock options outstanding as of January 31, 2021:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding (in millions)	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Shares (in millions)	Weighted-Average Exercise Price
$0.36 to $59.34	4	3.0	$ 41.41	4	$ 42.90
$59.64 to $118.04	6	3.4	97.24	4	92.64
$122.03 to $148.95	2	5.3	142.49	1	137.73
$154.14	6	6.2	154.14	0	0.00
$155.20 to $161.50	4	5.0	161.50	1	161.50
$162.81 to $258.04	1	6.1	202.46	0	0.00
	23	4.6	$ 120.61	10	$ 87.40

Restricted stock activity for fiscal 2021 is as follows:

	Restricted Stock Outstanding		
	Outstanding (in millions)	Weighted-Average Grant Date Fair Value	Aggregate Intrinsic Value (in millions)
Balance as of January 31, 2020	28	$ 140.14	
Granted - restricted stock units and awards	11	165.52	
Granted - performance-based stock units	1	154.14	
Canceled	(2)	144.54	
Vested and converted to shares	(13)	132.43	
Balance as of January 31, 2021	25	$ 155.50	$ 5,727
Expected to vest	22		$ 5,058

The restricted stock, which upon vesting entitles the holder to one share of common stock for each share of restricted stock, has an exercise price of $0.001 per share, which is equal to the par value of the Company’s common stock, and generally vests over four years. The total fair value of shares vested during fiscal 2021 and 2020 was $2.5 billion and $1.9 billion, respectively.

The aggregate expected stock compensation remaining to be recognized as of January 31, 2021 is as follows (in millions):

Fiscal Period:	
Fiscal 2022	$ 1,923
Fiscal 2023	1,273
Fiscal 2024	725
Fiscal 2025	157
Total stock compensation	$ 4,078

The aggregate expected stock compensation remaining to be recognized reflects only outstanding stock awards as of January 31, 2021 and assumes no forfeiture activity. The aggregate expected stock compensation remaining will be recognized over a weighted-average period of two years.

Common Stock

The following number of shares of common stock were reserved and available for future issuance at January 31, 2021 (in millions):

Options outstanding	23
Restricted stock awards and units and performance-based stock units outstanding	25
Stock available for future grant or issuance:	
2013 Equity Incentive Plan	80
2014 Inducement Plan	2
Amended and Restated 2004 Employee Stock Purchase Plan	7
	137

Preferred Stock

The Company's board of directors has the authority, without further action by stockholders, to issue up to 5,000,000 shares of preferred stock in one or more series. The Company's board of directors may designate the rights, preferences, privileges and restrictions of the preferred stock, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preference, sinking fund terms, and number of shares constituting any series or the designation of any series. The issuance of preferred stock could have the effect of restricting dividends on the Company's common stock, diluting the voting power of its common stock, impairing the liquidation rights of its common stock, or delaying or preventing a change in control. As of January 31, 2021 and 2020, no shares of preferred stock were outstanding.

11. Income Taxes

The domestic and foreign components of income before provision for (benefit from) income taxes consisted of the following (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Domestic	$ 2,683	$ 686	$ 839
Foreign	(122)	20	144
	$ 2,561	$ 706	$ 983

The provision for (benefit from) income taxes consisted of the following (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Current:			
Federal	$ (12)	$ 8	$ 0
State	53	33	39
Foreign	238	512	117
Total	279	553	156
Deferred:			
Federal	228	(41)	(248)
State	66	8	(37)
Foreign	(2,084)	60	2
Total	(1,790)	27	(283)
Provision for (benefit from) income taxes	$ (1,511)	$ 580	$ (127)

In fiscal 2021, the Company changed its international corporate structure, which included the transfer of certain intangible property to Ireland resulting in a net tax benefit of $2.0 billion related to foreign deferred tax assets. The deferred tax assets were recognized as a result of the book and tax basis difference on the intangible property transferred to an Irish subsidiary and were based on the intangible property's current fair value. The determination of the estimated fair value of the intangible property is complex and judgmental due to the use of subjective assumptions in the valuation models used by management. The tax amortization related to the intellectual property transferred will be recognized in future periods and any amortization that is unused in a particular year can be carried forward indefinitely under Irish tax laws. The deferred tax asset and the tax benefit were measured based on the currently enacted Irish tax rate. The Company believes that it is more likely than not that the deferred tax assets will be realized in Ireland. In fiscal 2020, the Company recorded a tax provision primarily driven by incremental tax costs associated with the integration of acquired operations and assets and profitable jurisdictions outside of the United States. In fiscal 2019, the Company released a portion of its valuation allowance related to federal and state deferred tax assets, which was partially offset with the increase in unrecognized tax benefits. In addition, the Company recorded tax expense for profitable jurisdictions outside of the United States.

A reconciliation of income taxes at the statutory federal income tax rate to the provision for (benefit from) income taxes included in the accompanying consolidated statements of operations is as follows (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
U.S. federal taxes at statutory rate	$ 538	$ 148	$ 206
State, net of the federal benefit	90	40	79
Effects of non-U.S. operations (1)	(1,817)	540	379
Tax credits	(125)	(195)	(132)
Non-deductible expenses	45	119	63
Excess tax benefits related to share-based compensation	(289)	(166)	(137)
Effect of U.S. tax law change	23	6	43
Change in valuation allowance	15	85	(612)
Other, net	9	3	(16)
Provision for (benefit from) income taxes	$ (1,511)	$ 580	$ (127)

(1) Fiscal 2021 effects of non-U.S. operations included tax benefit from the transfer of certain intangible property in Ireland. Fiscal 2020 included incremental tax costs associated with the integration of acquired operations and assets.

Deferred Income Taxes

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Significant components of the Company's deferred tax assets and liabilities were as follows (in millions):

	As of January 31,	
	2021	2020
Deferred tax assets:		
Losses and deductions carryforward	$ 202	$ 218
Deferred stock-based expense	179	193
Tax credits	990	913
Accrued liabilities	269	214
Intangible assets	2,011	0
Lease liabilities	948	769
Unearned revenue	71	4
Other	17	31
Total deferred tax assets	4,687	2,342
Less valuation allowance	(305)	(290)
Deferred tax assets, net of valuation allowance	4,382	2,052
Deferred tax liabilities:		
Capitalized costs to obtain revenue contracts	(581)	(449)
Purchased intangible assets	(833)	(915)
Depreciation and amortization	(121)	(76)
Basis difference on strategic and other investments	(400)	(69)
Lease right-of-use assets	(863)	(695)
Total deferred tax liabilities	(2,798)	(2,204)
Net deferred tax assets (liabilities)	$ 1,584	$ (152)

At January 31, 2021, for federal income tax purposes, the Company had net operating loss carryforwards of approximately $1.9 billion, which expire in fiscal 2022 through 2038 with the exception of post-2017 losses that do not expire, federal research and development tax credits of approximately $778 million, which expire in fiscal 2022 through fiscal 2041, foreign tax credits of approximately $178 million, which expire in fiscal 2022 through fiscal 2030. For California income tax purposes, the Company had net operating loss carryforwards of approximately $725 million which expire beginning in fiscal 2022 through fiscal 2040, California research and development tax credits of approximately $437 million, which do not expire. For other states' income tax purposes, the Company had net operating loss carryforwards of approximately $871 million, which expire beginning in fiscal 2022 through fiscal 2041 and tax credits of approximately $72 million, which expire beginning in fiscal 2022 through fiscal 2041. Utilization of the Company’s net operating loss carryforwards may be subject to substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. Such an annual limitation could result in the expiration of the net operating loss and tax credit carryforwards before utilization.

The Company had a valuation allowance of $305 million and $290 million as of January 31, 2021 and January 31, 2020 respectively. The Company regularly assesses the realizability of its deferred tax assets and establishes a valuation allowance if it is more-likely-than-not that some or all of its deferred tax assets will not be realized. The Company evaluates and weighs all available positive and negative evidence such as historic results, future reversals of existing deferred tax liabilities, projected future taxable income, as well as prudent and feasible tax-planning strategies. The assessment requires significant judgment and is performed in each of the applicable jurisdictions. The valuation allowance at the end of January 31, 2021 was primarily related to U.S. states’ net operating loss and tax credits, and certain U.S foreign tax credits. The Company will continue to evaluate the need for valuation allowances for its deferred tax assets.

Unrecognized Tax Benefits and Other Considerations

The Company records liabilities related to its uncertain tax positions. Tax positions for the Company and its subsidiaries are subject to income tax audits by multiple tax jurisdictions throughout the world. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, based on the technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority.

A reconciliation of the beginning and ending balance of total unrecognized tax benefits for fiscal years 2021, 2020 and 2019 is as follows (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Beginning of period	$ 1,433	$ 852	$ 304
Tax positions taken in prior period:			
Gross increases	77	12	474
Gross decreases	(40)	(37)	(2)
Tax positions taken in current period:			
Gross increases	107	640	107
Settlements	(87)	(27)	(15)
Lapse of statute of limitations	(19)	(4)	(10)
Currency translation effect	8	(3)	(6)
End of period	$ 1,479	$ 1,433	$ 852

In fiscal 2021, the Company reported a net increase of approximately $46 million in its unrecognized tax benefits. In fiscal 2020, the Company reported an increase of approximately $581 million in its unrecognized tax benefits primarily for the incremental tax costs associated with the integration of certain acquired operations and assets. For fiscal 2021, 2020 and 2019, total unrecognized tax benefits in an amount of $1.3 billion, $1.2 billion and $631 million respectively, if recognized, would have reduced income tax expense and the Company’s effective tax rate.

The Company has recognized interest and penalties related to unrecognized tax benefits in the income tax provision of $25 million, $2 million and $4 million in fiscal 2021, 2020 and 2019, respectively. Interest and penalties accrued as of January 31, 2021, 2020 and 2019 were $37 million, $12 million and $10 million, respectively.

Certain prior year tax returns are currently being examined by various taxing authorities in countries including the United States, France, Germany, and Japan. The Company believes that it has provided adequate reserves for its income tax uncertainties in all open tax years. As the outcome of the tax audits cannot be predicted with certainty, if any issues addressed in the Company's tax audits are resolved in a manner inconsistent with management's expectations, the Company could adjust its provision for income taxes in the future.

The Company has operations and taxable presence in multiple jurisdictions in the U.S. and outside of the U.S. Tax positions for the Company and its subsidiaries are subject to income tax audits by multiple tax jurisdictions around the world. The Company currently considers U.S. federal, Japan, Australia, Germany, France, United Kingdom, and Israel to be major tax jurisdictions. The Company’s U.S. federal tax returns since fiscal 2008 remain open to examination. With some exceptions, tax years prior to fiscal 2017 in jurisdictions outside of U.S. are generally closed. However, in Japan, the Company is no longer subject to examinations for years prior to fiscal 2015.

The Company anticipates it is reasonably possible that a decrease of unrecognized tax benefits up to approximately $3 million may occur in the next 12 months, as the applicable statutes of limitations lapse.

12. Net Income Per Share

Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding for the fiscal period. Diluted earnings per share is computed by giving effect to all potential weighted average dilutive common stock, including options and restricted stock units. The dilutive effect of outstanding awards and convertible securities is reflected in diluted earnings per share by application of the treasury stock method.

A reconciliation of the denominator used in the calculation of basic and diluted earnings per share is as follows (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Numerator:			
Net income	$ 4,072	$ 126	$ 1,110
Denominator:			
Weighted-average shares outstanding for basic earnings per share	908	829	751
Effect of dilutive securities:			
Employee stock awards	22	21	21
Convertible senior notes which matured in April 2018	0	0	1
Warrants which settled in June and July 2018	0	0	2
Adjusted weighted-average shares outstanding and assumed conversions for diluted earnings per share	930	850	775

The weighted-average number of shares outstanding used in the computation of diluted earnings per share does not include the effect of the following potentially outstanding common stock. The effects of these potentially outstanding shares were not included in the calculation of diluted earnings per share because the effect would have been anti-dilutive (in millions):

	Fiscal Year Ended January 31,		
	2021	2020	2019
Employee stock awards	6	7	4

13. Employee Benefit Plans

The Company has a 401(k) plan covering all eligible employees in the United States and a Registered Retirement Savings plan covering all eligible employees in Canada. Since January 1, 2006, the Company has been contributing to the plans. Total Company contributions during fiscal 2021, 2020 and 2019, were $163 million, $127 million and $106 million, respectively.

14. Legal Proceedings and Claims

In the ordinary course of business, the Company is or may be involved in various legal or regulatory proceedings, claims or purported class actions related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour and other claims. The Company has been, and may in the future be put on notice or sued by third parties for alleged infringement of their proprietary rights, including patent infringement.

In general, the resolution of a legal matter could prevent the Company from offering its service to others, could be material to the Company's financial condition or cash flows, or both, or could otherwise adversely affect the Company's operating results.

The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. The outcomes of legal proceedings and other contingencies are, however, inherently unpredictable and subject to significant uncertainties. At this time, the Company is not able to reasonably estimate the amount or range of possible losses in excess of any amounts accrued, including losses that could arise as a result of application of non-monetary remedies, with respect to the contingencies it faces, and the Company's estimates may not prove to be accurate.

In management's opinion, resolution of all current matters, including all those described below, is not expected to have a material adverse impact on the Company's consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of any such dispute or other contingency, an unfavorable resolution of a matter could materially affect the Company's current or future results of operations or cash flows, or both, in a particular quarter.

Tableau Litigation

In July and August 2017, two substantially similar securities class action complaints were filed against Tableau and two of its now former executive officers. The first complaint was filed in the U.S. District for the Southern District of New York (the "Scheufele Action"). The second complaint was filed in the U.S. District Court for the Western District of Washington and was voluntarily dismissed on October 17, 2017. In December 2017, the lead plaintiff in the Scheufele Action filed an amended complaint, which alleged that between February 5, 2015 and February 4, 2016, Tableau and certain of its executive officers violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, in connection with statements regarding Tableau's business and operations by allegedly failing to disclose, among other things, that product launches and software upgrades by competitors were negatively impacting Tableau's competitive position and profitability. The amended complaint sought unspecified damages, interest, attorneys' fees and other costs. In February 2018, the lead plaintiff filed a second amended complaint (the "SAC"), which contains substantially similar allegations as the amended complaint, and added as defendants two more of Tableau's now former executive officers and directors. Defendants filed a motion to dismiss the SAC in March 2018, which was denied in February 2019. Defendants filed an answer to the SAC in March 2019, and subsequently amended their answer in April 2019. On January 15, 2020, the court granted lead plaintiff's motion for class certification. The parties have completed fact and expert discovery. On October 1, 2020, the Court entered an order staying the deadline for summary judgment motions to allow the parties to complete additional discovery. The court has not yet set a trial date. On March 10, 2021, the parties reached an agreement in principle to settle the litigation in its entirety. The parties are negotiating an agreement reflecting the specific terms of settlement.

In August 2018, Tableau was named as a nominal defendant in a purported shareholder derivative action in the United States District Court for the District of Delaware, allegedly on behalf of and for the benefit of Tableau, against certain of its now former directors and officers. The derivative action arises out of many of the factual allegations at issue in the Scheufele Action, and generally alleges that the individual defendants breached fiduciary duties owed to Tableau. The complaint seeks unspecified damages and equitable relief, attorneys' fees, costs and expenses. In April 2020, the same purported stockholder who filed the 2018 derivative action, who had previously been a shareholder of Tableau and acquired shares of Salesforce as a result of the acquisition of Tableau by Salesforce in August 2019, filed a "double derivative" action in the United States District Court for the District of Delaware, allegedly on behalf of and for the benefit of Salesforce and Tableau, against certain of Tableau's now former directors and officers. The double derivative complaint adds Salesforce as an additional nominal defendant, but otherwise names the same individual defendants, generally alleges the same purported wrongdoing, and seeks the same relief as the 2018 derivative action. On April 24, 2020, the court consolidated the 2018 and 2020 derivative actions. On June 5, 2020, the parties stipulated, and on June 12, 2020, the court entered an order, vacating the defendants' deadline to respond to the April 2020 complaint and requiring the plaintiff to file an amended complaint on or before August 11, 2020. On August 11, 2020, the plaintiff filed his amended complaint. The Company filed a motion to dismiss the amended complaint on September 25, 2020. On February 10, 2021, the Court dismissed plaintiff's amended complaint with leave to amend. Plaintiff's deadline to file a second amended complaint passed on March 12, 2021, without any amended filings by Plaintiff.

15. Related-Party Transactions

In January 1999, the Salesforce Foundation (the "Foundation") was chartered on an idea of leveraging the Company's people, technology and resources to help improve communities around the world. The Company calls this integrated philanthropic approach the 1-1-1 model. The Company's Chair is the chair of the Foundation and holds one of the three Foundation board seats. The Company does not control the Foundation's activities, and accordingly, the Company does not consolidate the Foundation's statement of activities with its financial results. Since the Foundation's inception, the Company has provided at no charge certain resources to the Foundation including general administrative support and has agreed to use its best efforts to make charitable cash commitments through the third quarter of fiscal 2030. The value of these resources and charitable cash contributions to the Foundation has not been and is not expected to be material.

16. Subsequent Event

In February 2021, the Company acquired all outstanding stock of Acumen Solutions, Inc. ("Acumen"), a professional services firm that provides innovative and critical solutions to clients using the Company's service offerings and other advanced cloud technologies. The total consideration for Acumen was approximately $433 million, in cash.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure 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 its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are designed to, and are effective to, provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

As a result of COVID-19, our employees globally shifted to working from home beginning in March 2020. While pre-existing controls were not specifically designed to operate in our current work-from-home operating environment, we believe that our disclosure controls and procedures can be executed effectively and continue to be effective.

(b) Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of January 31, 2021 based on the guidelines established in the *Internal Control—Integrated Framework* (2013 framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Our internal control over financial reporting includes policies and procedures that provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

As a result of COVID-19, and as described above, we took precautionary actions to re-evaluate and refine our financial reporting process to provide reasonable assurance that we could report our financial results accurately and timely.

Based on the results of our evaluation, our management concluded that our internal control over financial reporting was effective as of January 31, 2021. We reviewed the results of management's assessment with our Audit Committee.

The effectiveness of our internal control over financial reporting as of January 31, 2021 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report which is included in Item 8 of this Annual Report on Form 10-K.

(c) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended January 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

(d) Inherent Limitations on Effectiveness of Controls

Our management, including our chief executive officer and chief financial officer, do not expect that our disclosure controls or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

ITEM 9B. OTHER INFORMATION

Not applicable.

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information concerning our directors, our Audit Committee and any changes to the process by which stockholders may recommend nominees to the Board required by this Item are incorporated herein by reference to information contained in the Proxy Statement, including “Directors and Corporate Governance” and, as applicable, “Delinquent Section 16(a) Reports.”

The information concerning our executive officers required by this Item is incorporated by reference herein to the section of this Annual Report on Form 10-K in Part I, entitled “Information About Our Executive Officers.”

We have adopted a code of ethics, our Code of Conduct, which applies to all employees, including our principal executive officer, Marc Benioff, principal financial officer, Amy Weaver, principal accounting officer, Joe Allanson, and all other executive officers. The Code of Conduct is available on our website at *http://investor.salesforce.com/about-us/investor/corporate-governance/*. A copy may also be obtained without charge by contacting Investor Relations, salesforce.com, inc., Salesforce Tower, 415 Mission St, 3rd Fl, San Francisco, California 94105 or by calling (415) 901-7000.

We plan to post on our website at the address described above future amendments and waivers of our Code of Conduct as permitted under applicable NYSE and SEC rules.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Compensation Discussion and Analysis,” “Committee Reports,” “Directors and Corporate Governance” and “Executive Compensation and Other Matters.”

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” and “Equity Compensation Plan Information.”

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Directors and Corporate Governance” and “Employment Contracts and Certain Transactions.”

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated herein by reference to information contained in the Proxy Statement, including “Ratification of Appointment of Independent Auditors.”

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report on Form 10-K:

1. *Financial Statements*: The information concerning our financial statements, and Report of Independent Registered Public Accounting Firm required by this Item is incorporated by reference herein to the section of this Annual Report on Form 10-K in Item 8, entitled “Financial Statements.”

2. *Financial Statement Schedules*: The Financial Statement Schedules have been omitted because they are not applicable or are not required or are not present in material amounts or the information required to be set forth herein is included in the Consolidated Financial Statements or Notes thereto.

3. *Exhibits:* See “Index to Exhibits.”

(b) *Exhibits.* The exhibits listed below in the accompanying “Index to Exhibits” are filed or incorporated by reference as part of this Annual Report on Form 10-K.

ITEM 16. 10-K SUMMARY

Omitted at registrant’s option.

Index to Exhibits

Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of December 1, 2020, by and among salesforce.com, inc., Skyline Strategies I Inc., Skyline Strategies II LLC and Slack Technologies, Inc.		8-K	001-32224	2.1	12/1/2020
3.1	Amended and Restated Certificate of Incorporation of salesforce.com, inc.		8-K	001-32224	3.1	6/7/2019
3.2	Amended and Restated Bylaws of salesforce.com, inc.		8-K	001-32224	3.1	3/12/2021
4.1	Specimen Common Stock Certificate		S-1/A	333-111289	4.2	4/20/2004
4.2	Indenture, dated April 11, 2018, between the Company and U.S. Bank National Association, as trustee		8-K	001-32224	4.1	4/11/2018
4.3	First Supplemental Indenture, dated April 11, 2018, between the Company and U.S. Bank National Association, as trustee		8-K	001-32224	4.2	4/11/2018
4.4	Form of 2023 Notes		8-K	001-32224	4.3	4/11/2018
4.5	Form of 2028 Notes		8-K	001-32224	4.4	4/11/2018
4.6	Description of Common Stock	X				
10.1*	salesforce.com, inc. Amended and Restated 2013 Equity Incentive Plan		S-8	333-20958349	4.3	6/12/2020
10.2*	salesforce.com, inc. Amended and Restated 2004 Employee Stock Purchase Plan		S-8	333-20958349	4.4	6/12/2020
10.3*	Form of Indemnification Agreement between salesforce.com, inc. and its officers and directors		S-1/A	333-111289	10.1	4/20/2004
10.4*	MetaMind, Inc. 2014 Stock Incentive Plan		S-8	333-211510	4.1	5/20/2016
10.5*	2014 Inducement Equity Incentive Plan, as amended		S-8	333-213685	4.3	6/7/2019
10.6*	Related forms of equity agreements under the Amended and Restated 2014 Inducement Equity Incentive Plan	X				
10.7*	Related forms of equity agreements under the Amended and Restated 2013 Equity Incentive Plan	X				
10.8*	Related forms of equity agreements under the Amended and Restated 2004 Employee Stock Purchase Plan	X				
10.9*	Gratitude Bonus Plan, as amended and restated August 21, 2019, effective August 21, 2019		10-Q	001-32224	10.4	8/23/2019
10.10*	Form of Change of Control and Retention Agreement as entered into with Marc Benioff		10-K	001-32224	10.13	3/9/2009
10.11*	Form of Change of Control and Retention Agreement as entered into on or prior to 2014 with Parker Harris, Mark Hawkins and Joe Allanson		10-K	001-32224	10.14	3/9/2009
10.12*	Form of Change of Control and Retention Agreement entered into with non-CEO Executive Officers after 2014		10-K	001-32224	10.16	3/5/2020
10.13*	Salesforce Tableau Equity Incentive Plan		S-8 POS	333-232530	4.4	8/1/2019
10.14*	Founder Restricted Stock Agreement		10-K	001-32224	10.18	3/5/2020

Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
10.15*	Transition Agreement, dated February 24, 2020, between salesforce.com, inc. and Keith Block		10-Q	001-32224	10.2	6/1/2020
10.16*	Transition Agreement, dated November 30, 2020, between salesforce.com, inc. and Mark Hawkins	X				
10.17*	Aircraft Time Sharing Agreement, dated March 17, 2020, between salesforce.com, inc. and Marc Benioff	X				
10.18*	Non-Employee Director Compensation Program and related form of Director RSU Agreement		10-K	001-32224	10.19	3/5/2020
10.19	Office Lease dated as of April 10, 2014 by and between salesforce.com, inc. and Transbay Tower LLC		10-Q	001-32224	10.2	5/30/2014
10.20	Purchase and Sale Agreement, dated November 10, 2014, between salesforce.com, inc. and 50 Fremont Tower, LLC		10-Q	001-32224	10.2	11/26/2014
10.21	Voting and Support Agreement, dated as of December 1, 2020, by and among salesforce.com, inc. and each of the persons set forth on the signature pages thereto.		8-K	001-32224	10.1	12/1/2020
10.22	Credit Agreement, dated as of December 23, 2020, by and among the Company, the lenders and other parties party thereto, and Citibank, N.A., as Administrative Agent, Swingline Lender and an Issuing Lender.		8-K	001-32224	10.1	12/23/2020
10.23	Credit Agreement, dated as of December 23, 2020, by and among the Company, the lenders and other parties party thereto, and Bank of America, N.A., as Administrative Agent.		8-K	001-32224	10.2	12/23/2020
21.1	List of Subsidiaries	X				
23.1	Consent of Independent Registered Public Accounting Firm	X				
24.1	Power of Attorney (incorporated by reference to the signature page of this Annual Report on Form 10-K)	X				
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	Inline XBRL Instance Document					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					

Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Extension Definition					
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					
104	The Cover Page Interactive Data File, formatted in Inline XBRL (included in Exhibit 101).					

* Indicates a management contract or compensatory plan or arrangement.

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.

Dated: March 17, 2021

salesforce.com, inc.

By: /s/ AMY WEAVER

Amy Weaver

President and
Chief Financial Officer
(Principal Financial Officer)

Dated: March 17, 2021

salesforce.com, inc.

By: /s/ JOE ALLANSON

Joe Allanson

Executive Vice President,
Chief Accounting Officer
and Corporate Controller
(Principal Accounting Officer)

POWER OF ATTORNEY AND SIGNATURES

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Marc Benioff, Amy Weaver and Joe Allanson, his or her attorney-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Marc Benioff **Marc Benioff**	Chair of the Board and Chief Executive Officer (Principal Executive Officer)	March 17, 2021
/s/ Amy Weaver **Amy Weaver**	President and Chief Financial Officer (Principal Financial Officer)	March 17, 2021
/s/ Joe Allanson **Joe Allanson**	Executive Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	March 17, 2021
/s/ Craig Conway **Craig Conway**	Director	March 17, 2021
/s/ Parker Harris **Parker Harris**	Director, Co-Founder	March 17, 2021
/s/ Alan Hassenfeld **Alan Hassenfeld**	Director	March 17, 2021
/s/ Neelie Kroes **Neelie Kroes**	Director	March 17, 2021
/s/ Colin Powell **Colin Powell**	Director	March 17, 2021
/s/ Sanford R. Robertson **Sanford R. Robertson**	Director	March 17, 2021
/s/ John V. Roos **John V. Roos**	Director	March 17, 2021
/s/ Robin L. Washington **Robin L. Washington**	Director	March 17, 2021
/s/ Maynard Webb **Maynard Webb**	Director	March 17, 2021
/s/ Susan Wojcicki **Susan Wojcicki**	Director	March 17, 2021