UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 December 31, 2021

OR

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

For the transition period from ______ to _____

Commission File Number: 001-39965

ON24, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**94-3292599**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
50 Beale Street, 8th Floor, San Francisco, CA	**94105**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (415) 369-8000

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 $0.0001 per share	ONTF	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

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 15(d) of the 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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the 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 ☒

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant based upon the closing sale price on the New York Stock Exchange as of June 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $735 million.

As of March 4, 2022, the registrant had 47,777,947 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the 2022 Annual Stockholders' Meeting, which the registrant expects to file with the Securities and Exchange Commission within 120 days of December 31, 2021, are incorporated by reference into Part III (Items 10, 11,12, 13 and 14) of this Annual Report on Form 10-K.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, or this Report, contains forward-looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. The forward-looking statements are contained principally in, but not limited to, the sections titled "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Forward-looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts", "projects," "should," "will," "would" or similar expressions and the negatives of those terms. Forward-looking statements include, but are not limited to, statements about:

- our ability to sustain our recent revenue growth rate in the future, attract new customers and expand sales to existing customers;
- fluctuation in our performance, our history of net losses and expected increases in our expenses;
- competition and technological development in our markets and any decline in demand for our solutions or generally in our markets;
- our ability to expand our sales and marketing capabilities and otherwise manage our growth;
- the impact of the COVID-19 pandemic and future variants of the virus on our customer growth rate, which may decline in future periods compared to 2021 as the impact of COVID-19 lessens, particularly as more people get vaccinated and our customers and their users consider engaging in in-person marketing activities;
- disruptions, interruptions, outages or other issues with our technology or our use of third-party services, data connectors and data centers;
- the impact of the security incident involving ransomware that we experienced or any other cybersecurity-related attack, significant data breach or disruption of the information technology systems or networks on which we rely;
- our sales cycle, our international expansion and our timing of revenue recognition from our sales;
- interoperability with other devices, systems and applications;
- compliance with data privacy, import and export controls, customs, sanctions and other laws and regulations;
- intellectual property matters, including any infringements of third-party intellectual property rights by us or infringement of our intellectual property rights by third parties; and
- the market for, trading price of and other matters associated with our common stock.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We discuss these risks in greater detail in the section entitled "Risk Factors" and elsewhere in this Report. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our management's beliefs and assumptions only as of the date of this Report. You should read this Report completely and with the understanding that our actual future results may be materially different from what we expect.

Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

PART I

Item 1. Business.

Overview

Our mission is to transform the way businesses drive revenue and customer engagement through data-rich digital experiences.

We provide a leading, cloud-based platform for digital engagement that delivers insights for revenue growth through interactive webinar experiences, virtual event experiences and multimedia content experiences. Our platform's portfolio of interactive, personalized and content-rich digital experience products creates and captures actionable, real-time data at scale from millions of professionals every month to provide businesses with buying signals and behavioral insights to efficiently convert prospects into customers.

Similar to what has taken place in the business-to-consumer, or B2C, market, our platform for digital engagement empowers business-to-business, or B2B, companies with insights to better personalize their engagement. Large social media platforms have been successful at leveraging experiences and insights of consumers on their platforms to enable B2C companies to effectively understand their potential consumers. While these have been effective in the B2C market, B2B companies often lack deep insights about prospective customers to effectively understand and engage them.

Businesses today primarily use automated solutions, such as digital advertising and email, for marketing. While these automated solutions reach large numbers of prospective customers, they have generally failed to deepen customer engagement because they were designed with the simple purpose of pushing marketing messages in one direction – from the business to the prospective customer. As a result, marketing at scale has become synonymous with spam, which is often ignored by prospective customers and can even undermine the customer relationship. At the same time, prospective customers prefer to do their own research by accessing digital marketing resources before consulting with a salesperson to make a purchasing decision.

For businesses to succeed, we believe their sales and marketing strategies must evolve from the era of automation to the era of engagement. We are strategically positioned to help businesses and their sales and marketing organizations make this transition. Our platform provides an innovative way both to scale digital marketing and deepen prospective customer engagement. We believe our opportunity to help businesses convert digital engagement into revenue will continue to grow as industries modernize their sales and marketing processes. As our customers create more ON24 content-rich experiences, they gather more data directly from prospective customers, which we refer to as first-person data, to help them create a multiplier effect that strengthens their ability to convert prospective customers and generate revenue.

As of December 31, 2021, we had over 2,100 customers. No single customer contributed more than 10% of our total revenue for the year ended December 31, 2021, 2020 and 2019. Many of our existing customers expand their usage of our products, and we have continued to add new customers over time, which has allowed us to grow our revenue with them and achieve an annual recurring revenue, or ARR, of $171.4 million for 2021, compared to $153.4 million and $76.9 million for 2020 and 2019, respectively.

Industry Trends

B2B sales and marketing has shifted away from traditional approaches, such as "cold calling," "snail mail," industry networking events and in-office visits, to more scalable, digital-based approaches. Going forward, B2B sales interactions between suppliers and buyers are expected to increasingly occur in digital channels. As they transition to digital-based approaches, businesses are struggling to achieve deep levels of personalized engagement and interactivity. The most common digital marketing tactics that businesses use to operate sales and marketing programs at scale require them to make suboptimal tradeoffs: either annoy their customers with spam, which is frequently ineffective, or use third-party providers to run more expensive marketing campaigns that still may not be engaging or personalized to a prospective customer's business needs. This has led to frustration and poor returns from digital sales and marketing investments.

The imperative to optimize digital sales and marketing investments to drive revenue conversion has become more important as businesses accelerate digital transformation initiatives. We believe this digital transformation has fundamentally changed the way businesses engage with their prospective customers, leading to an increased need for innovative methods of B2B engagement at scale to improve sales effectiveness and drive faster revenue growth. The following key trends are impacting sales and marketing strategies today:

- **Personalized and interactive digital customer engagement at scale is the new imperative.** The ability to engage with large numbers of prospective customers and customers cost-effectively is crucial. As businesses broadly embrace digital transformation initiatives, they are standardizing on cloud-based platforms to transform their sales and marketing strategies. Increased focus on next-generation digital marketing solutions offers our customers an opportunity to drive personalized and interactive prospective customer engagement at scale by aggregating a significant amount of insights on prospective customers. This enables businesses to optimize sales and marketing campaigns and drive revenue growth.

- **Democratization of content has led prospective customers to self-educate.** Ineffective marketing tactics coupled with broad availability of relevant content across multiple channels have shifted the mindset of B2B prospective customers. Because prospective customers are now self-educating by accessing information on products and brands in advance of purchasing decisions, marketers must adapt by identifying and providing relevant content to their prospective customers earlier in the sales process. We believe this will necessarily shift greater investment into content-rich, interactive platforms for digital engagement and away from low-touch marketing automation strategies.

- **Traditional automated marketing approaches are increasingly ineffective**. Traditional automated marketing tactics have limited effectiveness at engaging prospective customers because they are generic, intrusive and irrelevant. Having a limited understanding of a prospective customer's intent and interest leads to largely ineffective, impersonal marketing, wasted sales and marketing investment and frustrated prospective customers.

- **Data privacy requirements are constraining automated digital marketing.** Data privacy has become a fundamental area of focus for regulatory bodies given the digital transformation initiatives taking place and the plethora of spam used today. As privacy laws continue to expand and evolve, this puts pressure on traditionally automated methods of marketing at scale that have traditionally been highly dependent on information obtained from third parties. As a result, we believe there will be increased focus on engaging with customers directly and driving engagement through first party insights and integrations.

The new norms of digital transformation and targeting self-educating prospective customers have accelerated the need for cloud platforms that deliver personalized and interactive customer engagement at scale to drive revenue.

Limitations of Traditional Approaches to Customer Engagement at Scale

Businesses have struggled to adapt their marketing strategies for the era of digital engagement where interactions with prospective customers happen online. Traditional marketing tactics and general-purpose communication platforms suffer from many limitations, including:

- **Failure to create content-rich, interactive experiences for prospective customers**. As prospective customers increasingly self-educate, creating personalized, content-rich and interactive experiences is critical to generate engagement. Typical online sales and marketing strategies are built upon one-way communication from the marketer to their prospective customers, offering no opportunity for developing a meaningful exchange nor empowering prospective customers to dictate their own buying process.

- **Limited opportunity for engagement, resulting in less prospective customer data.** Highly engaging and interactive experiences generate valuable signals about prospective customers' buying intentions that can inform the sales process and improve efficiency. To be able to capture and respond to those buying signals, businesses need the ability to track, record, contextualize and analyze prospective customer behavior in real-time. While in-person events, such as business conferences, can sometimes create engaging experiences, they do not allow for the automated and efficient collection of first-person data and are expensive to organize. General-purpose online meeting tools can enable businesses to reach many people at once, but they lack the engagement, analytics and first-person data that are needed to drive revenue. Meanwhile, traditional marketing automation tools collect only superficial data such as click rates that deliver limited understanding into what prospective customers want, what messages are resonating and how to more deeply engage and inform prospective customers that are seeking to learn more.

- **Ineffective insights to convert prospects into customers.** Insights about prospective customers are only valuable to businesses to the extent that they help convert prospects into customers. Providing contextualized and easy to access information to sales teams in real-time can materially improve their efficiency and improve revenue conversion. Technologies such as general purpose communications and collaboration tools have provided convenient alternatives to hosting physical meetings but were not designed to easily integrate into the broader sales and marketing systems that businesses use, and thus these tools have limited use in connecting real-time customer interaction with a business's broader sales and marketing strategies.

- **Inability to utilize behavioral insights to dynamically personalize content.** By gaining insights into their prospective customers' behavior and engagement, businesses are able to understand and measure the performance of their digital experiences. This understanding provides critical intelligence to optimize the subsequent creation and delivery of other digital experiences. Traditional approaches typically fail to utilize customer behaviors to dynamically adjust content and enable content personalization.

- **In-person events are resource intensive and exist in a discrete moment.** A business conference exists in a discrete moment in time, is expensive, and cannot be re-created. In these scenarios, businesses only have one opportunity to engage with prospective customers at scale, and their return on investment is limited. Furthermore, the expectation in today's new market dynamic is that all events have a digital component and that audiences are able to choose how they engage.

Our Platform and Key Differentiators

Our leading cloud-based platform for digital engagement enables businesses to convert customer engagement into revenue through interactive webinar experiences, virtual event experiences and multimedia content experiences that are backed by analytics and an ecosystem of third-party integrations.

Our portfolio of ON24 Experience products include:

- **ON24 Elite:** live, interactive webinar experience that engages prospective customers in real-time and can also be made available in an on-demand format.
- **ON24 Breakouts:** live breakout room experience that facilitates networking, collaboration and interactivity between users.
- **ON24 Go Live:** live, interactive video event experience that enables presenters and attendees to engage face-to-face in real-time and can also be made available in an on-demand format.
- **ON24 Virtual Conference:** live, large scale, managed virtual event experience that engages prospective customers in real-time and can also be made available in an on-demand format.
- **ON24 Engagement Hub:** always-on, rich multimedia content experience that prospective customers can engage in anytime, anywhere.
- **ON24 Target:** personalized and curated, rich landing page experience that engages specific segments of prospective customers to drive a desired action.

Our ON24 Experience products are backed by our solutions, including:

- **ON24 Intelligence:** analytics backbone that captures first-person data to power the insights, benchmarking, reporting and artificial intelligence and machine learning, or AI/ML, engine within our platform.
- **ON24 Connect:** ecosystem of third-party application integrations.
- ON24 Services and Platform Support: a portfolio of professional services that provide consulting and support for product and platform adoption.

We believe the key differentiators of our platform are:

- **Designed to drive interactive customer experiences**. Our platform was built to power a new kind of customer engagement – highly interactive real-time digital experiences that can scale engagement from hundreds to thousands of prospective customers simultaneously. Unlike spam, which is often ignored, our digital experiences engage prospective customers and encourage them to ask questions and learn about a business’s products and offerings more broadly. This real-time interaction is the foundation of our modern engagement platform and aligns with how B2B prospective customers are seeking to self-educate.
- **Interactive customer engagement creates highly valuable customer insight data.** Unlike more traditional approaches, creating and measuring customer engagement and interaction is at the center of our platform. Through our products, our customers can create interactive experiences that foster active engagement with their prospective customers and gather data in real time. This enables our customers to obtain rich, valuable insights and predictive analytics as well as integrate the resulting data and insights into their business applications.
- **Prospective customer insights drive more efficient conversion of pipeline to revenue**. The customer engagement and interaction data gathered through our platform enables businesses to derive deep insights about prospective customer behavior. These insights can drive higher-quality pipeline and ultimately better revenue conversion for our customers. Through our ecosystem of integrations with third-party marketing automation, customer relationship management, or CRM, and business intelligence, or BI, platforms, our customers can leverage insights derived through our platform to more intelligently engage with prospective customers in real-time.
- **Flywheel effect drives continuous optimization**. Years of capturing engagement insights have provided us with a deep understanding of how to best design digital experiences that engage prospective customers and generate more impactful revenue conversion. The more of our content-rich experiences that our customers create for their prospective customers to engage with, the more first-person data that our customers are able to collect in return. By leveraging AI/ML, our platform enables businesses to use this data to derive highly relevant and deep insights that fuel more personalization in future content experiences, strengthening the engagement they create and further enhancing the quality of the interaction data and insights derived through our platform. This combination of rich prospective customer data and AI/ML becomes a flywheel for better content creation, improved customer experiences, greater customer intelligence and enhanced revenue conversion.

- **Experiences that can be repurposed and continuously drive engagement to maximize return on investment**. Our customers are able to continuously drive results because ON24 digital experiences remain interactive and can continue to engage their prospective customers well after the initial live event ends. The experiences created through our platform are designed with persistent interactivity which gives our customers the ability to engage their prospective customers in either a live or on-demand experience. This flexibility makes it possible to repurpose and reuse digital experiences many times over with no incremental cost.

Our Competitive Strengths

We believe that we have significant competitive strengths that will enable us to extend our market leadership position, including:

- **Category defining platform for customer engagement at scale.** We created one of the first cloud platforms for businesses to deliver interactive, data driven webinar experiences, virtual event experiences and multimedia content experiences. We believe we have a first-mover advantage because our proprietary and proven platform has enabled our customers to build effective systems for digital engagement that generate high return on investment.

- **Cloud-based system of engagement**. Our cloud-based platform powers our customers with several key marketing capabilities: creating digital experiences, deploying them at scale, collecting numerous data points on their prospective customers, and leveraging this data to further personalize subsequent experiences. Consolidating these services onto one platform allows our customers to gather a more cohesive understanding of their prospective customers and take more targeted actions to more effectively convert prospects into customers. As a result, businesses no longer need to rely on a combination of standalone products.

- **Broad, rich dataset and AI/ML capabilities power valuable insights.** Our platform enables highly interactive experiences, giving our customers access to behavioral data that signals buying intent. By leveraging our AI/ML capabilities, our customers can derive valuable and actionable insights in order to optimize their sales and marketing strategies. For example, we help our customers understand what features of a digital experience drive the most engagement with prospective customers. Our customers can also use our platform to benchmark themselves against others in their industry to understand where they can improve. In addition, our customers can more effectively reach their prospects and customers by leveraging our AI/ML capabilities to predict how best to personalize digital experiences for particular customers based on their prior behavior and interactions on our platform.

- **Enterprise grade, highly scalable cloud platform**. Our cloud-based platform has been developed to enable enterprise-grade scalability. This includes options and features to enable our customers to make privacy and compliance choices that align to their needs as well as integrations with a broad ecosystem of third-party applications. Our platform is available in over 20 languages and can be utilized seamlessly across multinational sales and marketing organizations. Our customers are able to use our platform to engage their prospective customers in multiple regions by supporting different streaming protocols, multilingual translation and closed captioning.

- **Growing base of customers across verticals**. We have a large and diverse set of customers across a broad set of industries. We have grown our customer base from approximately 760 customers as of December 31, 2015 to over 2,100 customers as of December 31, 2021. We intend to leverage our land and expand model to further penetrate customers across these verticals.

- **Superior, dedicated customer service.** Our solutions are designed to be easy to use, featuring drag-and-drop and other similar tools simplifying implementation by our customers. We offer technical support, chat support and live webinar experience emergency support that is available to our customers 24/7. Our platform support and customer success teams are organized into a “follow the sun model” to ensure consistent and reliable service across the globe.

Our Market Opportunity

We estimate that the current TAM for our solutions is approximately $44 billion worldwide annually. We calculate our TAM by initially estimating the total number of companies that our platform and products can support in the United States across separate bands measured by number of employees: Enterprise, which includes companies with more than 2,000 employees, and Commercial, which includes companies with less than 2,000 employees, which we further divide into Mid-Market companies with 200-1,999 employees, and small and midsize, or SMB, companies with 50-199 employees, using data from the U.S. Census Bureau for 2017. We then apply an average annual value to the companies in each band. This value was calculated using internally generated data for annual recurring revenue, or ARR, as of June 30, 2021 for the top 25% of our customers by ARR that subscribe to two or more of our products, within each of the Enterprise and Mid-Market bands, and the top 25% by ARR of all our customers within the SMB band. We believe these calculations are representative of the current potential spend on our solutions by customers and prospective customers. We multiplied the total number of companies within each band by the calculated annual value for that band. The aggregate calculated value represents the current annual estimated market opportunity in the United States of $22 billion. We believe the market opportunity for our solutions outside the United States is at least as large.

Our Growth Strategy

We intend to drive the growth of our business and the adoption of our solutions by executing the following strategies:

- **Drive new customer acquisition.** We believe our market is still relatively underpenetrated and that through scaling our sales force and through specialized and aligned sales teams focused on the Enterprise and Commercial markets globally, we can accelerate new customer acquisition across the substantial Commercial market.

- **Expand within existing customers**. Our land and expand model is expected to drive expansion of new subscriptions within our existing customer base by selling subscriptions to additional parts of existing customers' organizations, expanding into new regional divisions and upselling new solutions. In addition, we plan to develop new applications for our platform, including partner training and employee recruiting and forms of indirect marketing, such as education, enrollment and benefits programs.

- **Continue to increase attachments and develop new solutions for specific use cases**. We expect our business to grow both through increasing attachments for existing solutions and selling our existing customers new solutions that we develop in the future. For example, we have developed a differentiated feature set for our customers that use our platform to conduct online continuing education programs and issue accredited certifications. Our ecosystem of third-party integrations includes business applications in specific industries. We plan to continually develop new solutions that enhance the functionality of our platform and products, improve our customers' experiences and drive engagement with their prospective customers.

- **Expand into new regions.** We believe the expansion of our platform in international markets is a significant opportunity. We plan to open additional offices in targeted geographies to support our international expansion and also to launch additional platform capacity in Europe to support our European expansion.

- **Identify and pursue inorganic growth opportunities.** We plan to opportunistically evaluate and acquire complementary businesses, products, services or technologies that expand our platform, add different categories of experiences and support new use cases for our customers. We believe well-selected acquisitions may add significant value to our platform and expand the ability of our customers to gather engagement data to help them convert their prospective customers into revenue

Our Solutions

Our platform gives businesses the ability to use digital engagement to drive revenue growth through interactive experiences, data-driven analytics and solutions that integrate into a large number of business systems, predominantly marketing automation, CRM and BI platforms. With digital engagement at the core, our platform's experience, data and integration layers power a portfolio of products and solutions that include ON24 Elite, ON24 Go Live, ON24 Breakouts, ON24 Virtual Conference, ON24 Engagement Hub, ON24 Target, ON24 Intelligence and ON24 Connect.

The following graphic depicts our platform:

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ON24 Experience Products

Our platform's experience products contain a robust set of capabilities that make it simple for our customers to build, design, manage and scale live, interactive webinar experiences, large-scale virtual event experiences, rich multimedia content hub experiences and personalized content experiences. Any business user can use our platform; no code or technical expertise is required.

We have designed our experiences to be equally easy for our customers' audiences of prospective customers to access and guide their own self-education process. Our customers' audiences of prospective customers can choose to engage with multiple points of interaction and content resources within an ON24 Experience and move seamlessly through a variety of ON24 Experiences. To further remove friction, audience members do not need any downloads or plug-ins, can use any web browser and can access experiences from a desktop, mobile or tablet device.

Live Experiences: ON24 Elite

ON24 Elite gives our customers a high-impact, cost-efficient, digitally native way to engage hundreds and thousands of their prospective customers simultaneously.

An ON24 interactive webinar experience is fully customizable and enables our customers to combine a video or audio-based presentation with supporting slide materials, video clips or screen-sharing alongside dynamic interactions including live question and answer messaging, group chats, real-time surveys and polls, and additional content resources. Our customers can drive high-intent calls-to-action for their prospective customers to book a sales meeting or request a demo.

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Through ON24 Elite, interactive webinar experiences can be delivered in multiple formats, including a scheduled live experience featuring a livestreamed presentation or pre-recorded presentation, which we refer to as simulive because it is designed to simulate a livestreamed presentation, or an on-demand experience featuring a pre-recorded presentation. No matter the format, all two-way interactivity remains dynamic and continues to drive engagement in real-time. Our platform also provides automated captioning inside interactive webinar experiences that can be transcribed and translated into 10 languages in real-time. That transcription can then be edited and auto-translated in more than 60 languages for pre-recorded, simulive or on-demand presentations.

ON24 Elite's flexible format and modular composition makes it easy to scale a webinar program, run multiple interactive experiences across different sales and marketing functions or for different audience segments, and repurpose and replay content and syndicate experiences to different regions. To enhance the re-use of content, our platform enables our customers to create templates and clone and edit interactive webinar experiences.

We provide a separate interface for presenters called ON24 Elite Studio, which acts as the production environment for our customers to produce real-time interactive webinar experiences, livestream or record multimedia presentations, and engage with customers in real-time during an ON24 Experience.

Live Experiences: ON24 Breakouts

ON24 Breakouts expanded the functionality and interactivity of webinars built with ON24 Elite. This product enables users to have a face-to-face virtual conversation with their customers during or after the main webinar experience ends, facilitating attendee networking, enabling relationship-building and virtual selling opportunities.

Live Experiences: ON24 Go Live

ON24 Go Live offers an all-in-one, easy-to-use video event experience optimized for networking and audience participation. This product is designed for single or multi-day events enabling users to deliver live keynote presentations, host multiple breakout sessions with video-based discussions, and create exhibit halls and a networking lounge. Optimized for audience networking and participation, this product includes multiple formats for two-way engagement, including event-level chat, in-session chat, polls and video-to-video breakout discussions.

Live Experiences: ON24 Virtual Conference

ON24 Virtual Conference is built to host large-scale online events and provide a single source for measurement and analytics.

Our ON24 Virtual Conference powers multi-session virtual event experiences that can be scheduled as live events and maintained as ongoing on-demand events or in an immersive training content library. Simulating an in-person conference, trade show or training center, ON24 Virtual Conference houses multiple tracks of interactive webinar-based keynotes and breakout sessions powered by ON24 Elite alongside participant networking, virtual breakout meetings and virtual vendor booths.

All interactions across the ON24 Virtual Conference and within the individual ON24 Elite-powered webinar-based sessions are captured and unified, providing a powerful set of event analytics.

Always-On Experiences: ON24 Engagement Hub

ON24 Engagement Hub is an online resource portal product that our customers use to provide rich content experiences for their prospective customers to find, consume and engage with interactive webinar experiences and other multimedia marketing content, such as videos and whitepapers, in a single online destination.

With out-of-the-box features that include branding, search, categorization, website embedding and pre-set content layouts, ON24 Engagement Hub provides a simple and efficient way for our customers to seamlessly publish, curate and promote their interactive webinar experiences alongside other marketing content that they upload and host inside our platform.

Personalized Experiences: ON24 Target

ON24 Target is a personalized marketing product that gives our customers the ability to easily build, curate and disseminate interactive webinar and video experiences and other multimedia content to distributed audience segments with relevant messaging, offerings and calls-to-action.

Additional features across our ON24 Experience products

Our ON24 Experience products include the following tools to enable our customers to produce professionally designed experiences, drive ongoing engagement and conversion, and host, manage and organize content.

- **ON24 Experience Builder:** Our customers use our drag-and-drop interface; pre-set layouts, custom templates, and a library of stock images to rapidly produce professionally designed and branded experiences without any need for website or code development.

- **ON24 Engagement and Conversion Tools:** Our platform contains a library of more than 20 interactivity tools that our customers can use to drive ongoing engagement and conversion with their prospective customers, enabling them to interact with hundreds and thousands of individual prospective customers simultaneously. Examples of ON24 Engagement and Conversion Tools include the ability to book a sales meeting, request a product demo, ask question and answers in real-time, and engage with supplemental resources such as downloadable white papers or external webpages.

- **ON24 Media Manager:** Our customers use ON24 Media Manager to host, manage and organize all marketing content, including interactive webinar experiences, videos and whitepapers, in a single location.

ON24 Intelligence

ON24 Intelligence is the analytics backbone that runs across our platform and provides our customers with first-person data, analytics, benchmarking and reporting within our platform. These insights and reports are available to all of our customers and measure analytics at the account-level, for each platform experience, for each hosted content asset and for each prospective customer who engages with an experience on our platform. Our customers are able to easily understand the overall performance of their ON24 experiences in a dashboard-level view and make comparisons to industry benchmarks for future improvement.

ON24 Engagement and Prospect Analytics

The ON24 engagement and prospect analytics are powered by our proprietary algorithms and our AI/ML capabilities. The prospect analytics measure engagement levels of individual prospective customers to enable our customers to report, qualify, prioritize and score their prospective customers' intent to make a purchase. Our engagement analytics tools provide our customers the ability to report, measure and compare the engagement levels of their ON24 Experiences and multimedia assets hosted on our platform both in aggregate and individually.

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ON24 Advanced Analytics

ON24 Advanced Analytics provides our customers with an additional set of pre-configured reports that enable customers to understand their most engaged prospective customers, provide a view of where prospective customers are in the sales funnel, and give analysis across poll and survey responses. Our customers are also able to use ON24 Advanced Analytics to run customized reports within our platform.

ON24 AI/ML Engine

Our ON24 AI/ML engine leverages the data collected by or on behalf of our customers through our platform to enable better prediction of which content will drive the most engagement for individual prospects and customer segments, thus driving further interaction data and creating a continuous network effect of higher customer engagement that leads to the ability to deliver content that is optimized to drive more engagement.

Our platform has the following AI/ML-powered capabilities:

- Content recommendations;
- Predictive engagement levels for our customers' prospective customers;
- Automated transcription of audio and video into text, making it searchable and accessible;

- Automated translation of transcripts into multiple languages for global audience reach;
- Q&A bot, to answer routine support questions in ON24 Elite Studio; and,

- Platform audience and presenter load predictions, to help deploy operational resources and provide oversight.

ON24 Connect

ON24 Connect is an ecosystem of third-party application integrations and APIs that enable the first-person insights generated by ON24 Intelligence to be extracted and leveraged across our customers' business systems for more intelligent sales and marketing.

APIs

Our broad set of APIs enable our customers, partners and a select set of third-party developers to use ON24 Intelligence in their business applications. We also provide our APIs to a select set of businesses to build applications for our portfolio of ON24 Experience products.

Marketing Automation, CRM and BI Platform Integrations

Through our ecosystem of third-party integrations, our customers can seamlessly integrate their first-person engagement data with other business systems, predominantly marketing automation, CRM and BI platforms, including integrations with Adobe Marketo Engage, Oracle Marketing Cloud (Eloqua), Salesforce Marketing Cloud (Pardot), Veeva and HubSpot.

Our Technology and Infrastructure

Our platform and products have been developed to enable enterprise-grade scalability, performance, and reliability, designed to address all the complexities that come with live, interactive engagement with large audiences of prospective customers. Our platform has two main parts: a web application stack, and a streaming infrastructure stack, running on two co-located data centers in the United States and one in the European Union (EU).

Our web application stack processes requests from web browsers and APIs. Our streaming infrastructure stack processes live signal acquisition from our customers, encodes it, and delivers it to audiences via a redundant set of content delivery networks. The streaming infrastructure stack is designed to accept inputs from our customers on a wide variety of devices, combine them into an online virtual bridge, and to incorporate controls into the ON24 Elite Studio experience for presenters. The bridged signal is then encoded and distributed to diverse global audiences, who can access it as part of an online experience on desktop and mobile devices. This presentation contains video along with other interactive components, all synchronized and controlled by our customers. We continue to transition more of our capabilities to a hybrid cloud infrastructure, which we believe will enhance our platform's flexibility and scalability.

We built our platform and products to address the robust performance demanded by large, multinational enterprises in the following ways:

- **Performance and scalability:** Our Cloud and Network Operations team runs this application in three data centers. This configuration has proven both scalable and cost effective. Our application architecture allows us to independently scale the systems that handle heavier loads, with a lightweight load-balancers routing traffic to additional machines as needed. With leading enterprise components, we expect our architecture to scale readily without any significant change as our business expands.

- **Privacy and compliance:** Our platform includes features and options designed to support compliance with the EU General Data Protection Regulation, or GDPR, the California Consumer Privacy Act, or CCPA, and other privacy laws, and provides options and features to enable customers to make privacy and compliance choices that align to their needs and relevant legal requirements. For example, our platform enables customers to implement tailored notice and consent language, customize registration forms and obtain consent for marketing and other processing activities. In addition, our flexible APIs allow businesses to build solutions to automate compliance with certain data subject requests.

- **Security:** We conduct regular penetration tests, web vulnerability scans, and code reviews to enhance the security of our platform.

Our Customers

Our customer base consists of a diverse set of businesses from fast-growing start-ups to established Fortune 100 enterprises that span a growing number of industries where B2B sales and marketing is mission critical. As of December 31, 2021, approximately 20% of the Fortune 1000 are ON24 customers. The primary industries we serve include technology, financial services, healthcare, industrial and manufacturing, professional services and B2B information services, among others. All of these industries are undergoing a digital transformation, and, as a result, we see opportunities for growth in product adoption, attachments and revenue across all verticals fueling both our customer acquisition and land and expand strategies.

Our current customer base spans numerous industry categories, including technology, banks, healthcare and manufacturing. No single customer contributed more than 10% of our total revenue for the year ended December 31, 2021, 2020 and 2019.

Sales and Marketing

We primarily sell our products through direct sales, which comprises field and inside sales personnel. Our sales organization is comprised of market-centric teams focusing on Enterprise and Commercial customers segmented by employee headcounts. Our field sales organization is specialized to execute our land and expand strategy and primarily focuses on Enterprise and Commercial customers while our inside sales team specializes in driving further adoption of ON24 products to our existing customers as well as sourcing new customers.

Our-go-to-market strategy consists of four key components, including acquiring and expanding wallet share within large accounts, growing rapidly in the Commercial market, driving increased product attachments through continued customer innovation, and expanding into new geographies to drive continued international growth. We are also building the ON24 Partner Network, an ecosystem of solution and technology partners, to further accelerate growth.

Marketing

We have built an efficient and impactful go-to-market engine by using the ON24 platform as the foundation of our marketing strategy. Due to the deep engagement and actionable data generated by our interactive digital experiences, we are able to quickly qualify leads, provide our sales team with personalized insights and accelerate our highest priority buyers to our sales team.

Our marketing team focuses on inbound and outbound marketing through our industry-leading content and resources, and sharing customer best practices. We use multiple marketing tactics to build brand awareness and generate demand, including media communications, user conferences, digital marketing, partner co-marketing, product marketing and customer marketing. We track and measure our marketing costs and results closely across all channels to support our efforts to optimize marketing channels that drive our sales pipeline.

Customer Success

We believe that our highly responsive and effective support and education are an extension of our brand and are core to building and maintaining user trust. Our global customer success team is closely embedded with our customers and supports their day-to-day usage of our platform, including advising on best practices and providing technical support, services, and training. Our platform support team offers technical support, chat support and live webinar experience emergency support that is available to our customers 24/7. Our portfolio of services provide consulting, support for platform, and product and event adoption as well as support for experience management, monitoring and production. Our training team oversees onboarding, training, certification and a knowledge center.

Our global support team is based in 5 regional offices and is available 24/7 via in-product and presenter chat support. We have a data-driven process and well-established operations in place that proactively monitor our customers’ platform adoption, utilization and success. This approach enables us to efficiently scale our customer success operations as our customer base continues to grow.

Research and Development

Our research and development team are responsible for the design, development, testing, and delivery of new products, platform capabilities, product features and platform integrations, connectors and APIs. We release major platform upgrades once per quarter with minor upgrades released as needed. Research and development employees are located primarily in our San Francisco headquarters, and we also contract with remote U.S.-based and offshore workers.

Competition

Our industry is highly competitive and fragmented. We compete for customers with a number of different types of companies that offer a variety of products and services, including meeting tools, webinar software, virtual event software, video portal software, content management software, physical events, physical event software and digital marketing tools. Our competitors vary in size and in the breadth and scope of the products and services they offer. Many of our current and potential competitors have larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we have. Our solutions face competition. For example, a number of web-based meeting, webinar, and virtual event software products are offered by companies such as Zoom, LogMeIn, Intrado, Microsoft, Cisco, Cvent and Hopin. Many of these products have significantly lower prices. Although many of these companies do not currently offer products with real-time engagement features that gather the types and extent of actionable data that we gather, many of these companies have significantly greater resources and may be able to introduce similar products in the future. Additionally, we operate in a market characterized by an increasing number of new and competitive entrants. As we introduce new solutions, and with the introduction of new technologies, products and market entrants, we expect competition to intensify in the future.

We believe the principal competitive factors in our markets are:

- functionality in providing rich, interactive digital experiences;
- ability to gather near real-time data insights for marketers;
- breadth of functionality within a single platform;
- ease of use and reliability;
- cloud-based architecture;
- scalability;
- security, privacy and compliance;
- integration into leading marketing automation, CRM and BI platforms; and
- global, always available customer service and support.

We believe we compete favorably with respect to each of these factors.

Intellectual Property

We primarily rely, and expect to continue to rely, on a combination of patent, trade secret and domain name protection, trademark and copyright laws, as well as confidentiality and license agreements with our employees, consultants and third parties, to protect our intellectual property and proprietary rights. In the United States and abroad, as of December 31, 2021, we had 16 issued patents and 31 pending patent applications, the earliest of which expires in 2027. We pursue the registration of our domain names, trademarks and service marks in the United States and in certain locations outside the United States. Our trademarks and service marks include our name and logo, as well as various marketing slogans. We maintain a policy requiring our employees, contractors, consultants and other third parties to enter into confidentiality and proprietary rights agreements to control access to our proprietary information.

These laws, procedures and restrictions provide only limited protection, and any of our intellectual property rights may be challenged, invalidated, circumvented, infringed or misappropriated.

Regulatory Considerations

The legal environment of Internet-based businesses is evolving rapidly in the United States and elsewhere. The manner in which existing laws and regulations are applied in this environment, and how they will relate to our business in particular, both in the United States and internationally, is often unclear. For example, we sometimes cannot be certain which laws will be deemed applicable to us given the global nature of our business, including with respect to such topics as data privacy and security, pricing, credit card fraud, advertising, taxation, content regulation and intellectual property ownership and infringement.

Businesses use our platform to engage with and market to their prospects and customers. In doing so, these businesses: (a) upload, broadcast, collect and store data and content within our platform, subject to relatively few general restrictions imposed by us, aside from the technical capabilities and limitation inherent in our platform, (b) use tools and reports available in our platform to access analytics and insights about attendees, experiences and content, and (c) personalize content and experiences to prospects and customers. This presents potential compliance challenges to our business and operations because we do not control customer content and information practices within our platform. Thus, we cannot ensure that information collection and processing by or on behalf of customers, within our platform, complies with applicable privacy, data protection and other laws. Similarly, we cannot ensure that customer content and use of our platform does not infringe or violate rights of privacy or intellectual property rights. At the same time, given the developing and varied nature of privacy and intellectual property laws globally, we cannot guarantee that ON24 would never be subject to potential or actual claims or enforcement actions associated with customer content or use of our platform. Thus, both in the United States and internationally, we must monitor and take steps to respond to a host of legal, compliance and risk issues regarding the data stored and processed by customers on our platform. These include, without limitation, the following:

Privacy, Data Protection and Security

Businesses use our platform to facilitate better engagement with their customers and prospects, derive insights about content and usage, and provide more meaningful and targeted experiences and content. These capabilities rely on collection and processing of information from and about customers and prospects that interact with the business or its content on our platform. As a result, compliance with laws and regulations regarding data privacy, cybersecurity, data protection, data breaches, and the collection, processing, storage, transfer and use of personal data, which we refer to as privacy laws, are critical to our compliance and risk strategy. Globally, numerous jurisdictions have passed or are actively considering new or amended privacy laws. As a result, privacy laws are increasing in number, enforcement, and fines and other penalties. Beyond legislative developments, decisions by courts and regulatory bodies relating to privacy laws can also have a significant impact on us and other businesses that operate across international jurisdictions.

In some cases, privacy laws apply directly to both ON24 and our customers and in other cases our customers pass through compliance obligations and requirements to us contractually. Further, under some privacy laws, ON24 may be considered a “processor” or a “service provider” and our customers a “controller” or “business,” while other privacy laws may not clearly distinguish between such roles. In all cases, however, ON24 must monitor, respond to and address privacy laws and related compliance, whether to ensure its own compliance or enable compliant use of its platform by ON24 customers. In general, our failure to adequately safeguard data adequately, address privacy compliance, or comply with our security and privacy commitments to customers could subject us, not only to contractual liability to customers and direct liability under privacy laws, but also to reputational harm and regulatory investigations or enforcement actions under U.S. (federal and state) and international laws and regulations relating to consumer protection and unfair business practices. More particularly, certain privacy law developments could have significant impacts to our platform and business. For example, privacy laws that restrict the use of personal information for marketing purposes or the tracking of individuals’ online activities (such as the EU’s proposed ePrivacy Regulation and the California Consumer Privacy Act), could expose us to additional regulatory burdens or necessitate changes to our platform or certain features. In addition, certain countries have passed or are considering passing laws that impose data localization requirements or cross border data transfer restrictions on certain data. As with most cloud-based solutions, restrictions on the transfer of platform data outside of the originating jurisdiction pose particular challenges that could result in additional costs or otherwise impact platform use.

With the evolving legal landscape, the scope, interpretation and enforcement of privacy laws could change and new or amended laws may take effect. As a result, the associated burdens and compliance costs on us and our platform could increase in the future. Although we continue to monitor and respond to privacy legal developments and have invested in addressing major privacy law developments (such as the GDPR and the CCPA), it is not possible for us to predict with certainty the effect of these developments on our platform and business.

Copyrights

U.S. and international copyright and trademark laws protect the rights of third parties from infringement of their intellectual property. Our customers and their users can generally use our platform to upload and present a wide variety of content. We maintain a copyright infringement policy and respond to takedown requests by third-party intellectual property right owners that might result from content uploaded to our platform. As our business expands to other countries, we must also respond to regional and country-specific intellectual property considerations, including takedown and cease-and-desist notices in foreign languages, and we must build infrastructure to support these processes. The Digital Millennium Copyright Act, or DMCA, also applies to our business. This statute provides relief for claims of circumvention of copyright-protected technologies but includes a safe harbor that is intended to reduce the liability of online service providers for listing or linking to third-party websites or hosting content that infringes copyrights of others. The copyright infringement policies that we have implemented for our platform are intended to satisfy the DMCA safe harbor.

Employees and Human Capital

As of December 31, 2021, we had 717 full-time employees. Of these employees, 552 are based in the United States and 165 are based in international locations. The members of our management team and our board of directors come from diverse backgrounds, and we seek to attract and recruit diverse, talented, experienced and motivated employees. In order to continue to develop and improve our platform, we must continue to invest in attracting, developing and retaining key talent. We monitor our progress with human capital metrics such as turnover, time to fill open roles and rate of internally developed talent. Our brand, market position, reputation for innovation and culture support our ability to recruit and retain talented employees across our departments.

Corporate Information

ON24, Inc. was incorporated as a Delaware corporation on January 8, 1998 under the name “NewsDirect, Inc.” Our principal executive offices are located at 50 Beale Street, 8th Floor, San Francisco, California 94105, and our telephone number is (415) 369-8000. Our website address is www.on24.com. Information contained on, or that can be accessed through, our website is not part of and is not incorporated by reference into this Report, and you should not consider information on our website to be part of this Report.

We own various U.S. federal trademarks and unregistered trademarks, including our company name, logo and solution names and other trade or service marks. All other trademarks or trade names referred to in this Report are the property of their respective owners. Solely for convenience, the trademarks and trade names in this Report are referred to without the symbols ® and ™, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

Available Information

We maintain a website at www.on24.com, where we make available, free of charge, our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and other reports or documents filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, as soon as reasonably practicable after we file them with or furnish them to the Securities and Exchange Commission, or the SEC. Investors and others should note that we announce material financial and other information to our investors using our investor relations website (https://investors.on24.com), SEC filings, press releases, public conferences or conference calls, webcasts and other meetings. We encourage investors, the media and others interested in our company to review this information. We also use social media channels, including those of our Chief Executive Officer, Sharat Sharan, to communicate with our customers and the public generally about our company, our services, the industry and other issues. It is possible that the information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in our company to review the information we post on social media channels.

Item 1A. Risk Factors.

Investing in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this report, including our consolidated financial statements and related notes, as well as in our other filings with the SEC, in evaluating our business and before investing in our common stock. The occurrence of any of the events or developments described below could materially and adversely affect our business, financial condition, results of operations, and growth prospects. In such an event, the market price of our common stock could decline, and our stockholders may lose all or part of their investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations.

Summary of Risk Factors

Our business is subject to a number of risks and uncertainties, including those risks discussed at-length below. You should read these risks before you invest in our common stock. If any of these risks actually occur, our business, financial condition or results of operations would likely be materially and adversely affected. These risks include, but are not limited to, risks relating to:

- our ability to sustain our recent revenue growth rate in the future, attract new customers and expand sales to existing customers;
- fluctuation in our performance, our history of net losses and expected increases in our expenses;
- competition and technological development in our markets and any decline in demand for our solutions or generally in our markets;
- our ability to expand our sales and marketing capabilities and otherwise manage our growth;
- the impact of the COVID-19 pandemic and future variants of the virus on our customer growth rate, which may decline in future periods compared to 2021 as the impact of COVID-19 lessens, particularly as more people get vaccinated and our customers and their users consider engaging in in-person marketing activities;
- disruptions, interruptions, outages or other issues with our technology or our use of third-party services, data connectors and data centers;
- the impact of the security incident involving ransomware that we experienced or any other cybersecurity-related attack, significant data breach or disruption of the information technology systems or networks on which we rely;
- our sales cycle, our international expansion and our timing of revenue recognition from our sales;
- interoperability with other devices, systems and applications;
- compliance with data privacy, import and export controls, customs, sanctions and other laws and regulations;
- intellectual property matters, including any infringements of third-party intellectual property rights by us or infringement of our intellectual property rights by third parties; and
- the market for, trading price of and other matters associated with our common stock.

Risks Related to Our Business and Our Industry

We may not be able to sustain our recent revenue growth rate in the future.

We experienced revenue growth rates of 30%, 76% and 8% for 2021, 2020 and 2019, respectively. In 2021, our revenue growth rate declined compared to 2020, and we may face similar declines in future periods. Our recent revenue growth, particularly in 2020, has been significantly impacted by an increasing demand for our platform and products following the onset of the COVID-19 pandemic and resulting precautionary measures. As the ongoing impact of COVID-19 has lessened, our revenue growth rate has declined. If our revenue growth rate does not improve, our business, financial condition and results of operations could be harmed. Furthermore, if new customers do not subscribe for our platform or our recent customers do not elect to continue their subscription, our business, financial condition and results of operations would be harmed.

As a result of our limited operating history at our current scale, our ability to forecast our future results of operations is limited and subject to a number of uncertainties. You should not rely on our recent revenue growth rate or the revenue growth rate of any prior quarterly or annual period as an indication of our future performance. Further, in future periods, our revenue growth rate could slow, or our revenue could decline for a number of reasons, including any reduction in demand for our platform, increased competition, higher market penetration, a contraction of our overall market, our inability to accurately forecast demand for our platform and plan for capacity constraints or our failure, for any reason, to capitalize on growth opportunities. If our revenue growth rate declines, investors' perceptions of our business and the trading price of our common stock could be adversely affected.

Our quarterly results may fluctuate significantly and may not fully reflect the underlying performance of our business.

Our quarterly results of operations and financial condition may vary significantly in the future, and period-to-period comparisons may not be meaningful. Accordingly, the results of any one quarter should not be relied upon as an indication of future performance. Our quarterly results of operations and financial condition may fluctuate as a result of a variety of factors, many of which are outside of our control and may not fully reflect the underlying performance of our business. For example, our revenue growth rate declined in 2021 compared to 2020 and we may face similar declines in future periods as the impact of COVID-19 lessens, particularly as more people get vaccinated and our customers and their users resume more in-person marketing activities. Further, because we generally invoice our customers at the beginning of the contractual terms of their subscriptions to our solutions, our financial condition reflects deferred revenue that we recognize ratably as revenue over the contractual term. If fewer new enrollments or renewals occur as the impact of COVID-19 lessens, our cash and deferred revenue as of future dates may decrease. Fluctuation in quarterly results may negatively impact the value of our securities. Factors that may cause fluctuations in our quarterly results of operations include:

- our ability to retain and expand customer usage;
- our ability to attract new customers;
- our ability to hire and retain employees, in particular those responsible for the selling or marketing of our platform and provide sales leadership in areas in which we are expanding our sales and marketing efforts;
- changes in the way we organize and compensate our sales teams;
- the timing of expenses and recognition of revenue;
- the length of sales cycles;
- the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure, as well as international expansion and entry into operating leases;
- timing and effectiveness of new sales and marketing initiatives;
- changes in our pricing policies or those of our competitors;
- the timing and success of new products, features and functionality by us or our competitors;
- interruptions or delays in our service, network outages, or actual or perceived privacy or security breaches;
- changes in the competitive dynamics of our industry, including consolidation among competitors;
- changes in laws and regulations that impact our business;
- one or more large indemnification payments to our customers or other third parties;
- the timing of expenses related to any future acquisitions; and
- general economic and market conditions.

Failure to attract new customers or retain, expand the usage of, and upsell our products to existing customers would harm our business and growth prospects.

We derive, and expect to continue to derive, a significant portion of our revenue and cash flows from sales of subscriptions to our products. As such, our business depends upon our ability to attract new customers and to maintain and expand our relationships with our existing customers, including by expanding their usage and upselling additional solutions. Our business is largely subscription-based, and customers are not obligated to and may not renew their subscriptions after their existing subscriptions expire. As a result, customers may not renew their subscriptions at the same rate, increase their usage of our solutions or purchase subscriptions for additional solutions, if they renew at all. Renewals of subscriptions may decline or fluctuate because of several factors, such as dissatisfaction with our solutions or support, a customer no longer having a need for our solutions or the perception that competitive products provide better or less expensive options. In order to grow our business, we must continually add new customers and replace customers who choose not to continue to use our platform. Any decrease in user satisfaction with our solutions or support may result in negative online customer reviews and decreased word-of-mouth referrals, which would harm our brand and our ability to grow.

In addition to striving to attract new customers to our platform, we seek to expand the usage of our solutions by our existing customers by increasing the number of departments, divisions and teams that use our solutions within each of our customers. If we fail to expand the usage of our solutions by existing customers or if customers fail to purchase other solutions from us, our business, financial condition and results of operations would be harmed.

Competition in our markets is intense, and if we do not compete effectively, our operating results could be harmed.

We compete for customers with a number of different types of companies that offer a variety of products and services, including meeting tools, webinar software, virtual event software, video portal software, content management software, physical events, physical event software, marketing automation software, and digital marketing tools. Our competitors vary in size and in the breadth and scope of the products and services they offer. Many of our current and potential competitors have larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we have. Our solutions face competition from a number of web-based meeting, webinar, physical event and marketing software products offered by companies such as Zoom, LogMeIn, Intrado, Microsoft, Cisco, Cvent and Hopin. Many of these products have significantly lower prices. Although many of these companies do not currently offer products with real-time engagement features that gather the types and extent of actionable data that we gather, many of these companies have significantly greater resources and may be able to introduce similar products in the future. Additionally, we operate in a market characterized by an increasing number of new and competitive entrants. Furthermore, this market has seen rapid expansion as a result of the COVID-19 pandemic, and this market expansion may attract additional entrants. As we introduce new solutions and services, and with the introduction of new technologies and market entrants, we expect competition to intensify in the future.

Many factors, including our pricing and marketing strategies, customer acquisition, and technology costs, as well as the pricing and marketing strategies of our competitors, can significantly affect our pricing strategies. Certain competitors offer, or may in the future offer, lower-priced or free products or services that compete with our entire platform or certain aspects of our platform, and they may offer a broader range of products and services than we do. Even if such competing products do not include all of the features and functionality that our solutions provide, we could face pricing pressure to the extent that customers find such alternative products to be sufficient to meet their needs. Similarly, certain competitors or potential competitors may use marketing strategies that enable them to acquire customers at a lower cost than we can. Moreover, larger organizations, which are a primary focus of our direct sales efforts, may demand substantial price concessions. As a result, we may be required to provide larger organizations with pricing below our targets in the future. As a result, we could lose market share to our competitors or be forced to engage in price-cutting initiatives or other discounts to attract and retain customers, each of which could harm our business, results of operations and financial condition.

A decline in demand for our solutions or for live engagement technologies in general could harm our business.

We derive, and expect to continue to derive, a significant portion of our revenue and cash flows from sales of subscriptions to our solutions. As a result, widespread adoption and use of live engagement technologies, webinars and event software in general, and our platform in particular, are critical to our future growth and success. If this market fails to grow or grows more slowly than we currently anticipate, demand for our platform could be negatively affected. Demand for our platform is affected by a number of factors, many of which are beyond our control. Some of these potential factors include:

- availability of products and services that compete, directly or indirectly, with ours;
- introduction of free or “do-it-yourself” products;
- awareness and adoption of the live engagement technologies category generally as a substitute for in-person events;
- ease of adoption and use;
- features and platform experience;
- reliability of our platform, including frequency of outages;
- performance and user support;

- our brand and reputation;
- security and privacy;
- our pricing and our competitors' pricing; and
- new modes of live engagement that may be developed in the future.

If we fail to successfully predict and address these factors, meet customer demands or achieve more widespread market adoption of our platform, our business would be harmed.

We have a history of net losses, and we expect to increase our expenses in the future, which could prevent us from achieving or maintaining profitability.

We had a net loss of $24.3 million in 2021, net income of $20.8 million in 2020 and a net loss of $17.5 million in 2019, and we may incur net losses in the future. We intend to continue to expend significant funds to expand our direct sales force and marketing efforts to attract new customers and increase usage of our platform and products by our existing customers, to develop and enhance our platform and for general corporate purposes. To the extent we are successful in increasing our customer base, we may also incur increased losses because most of the costs associated with acquiring customers (other than sales commissions) are incurred up front, while the related subscription revenue is generally recognized ratably over the applicable subscription term. In addition, we may incur increased losses because most of the costs associated with acquiring customers, including sales commissions, require us to make cash outlays at the time we acquire a customer, and, similarly, the timing of our recognition of subscription revenue and sales commissions may not correspond with our cash position. Our subscriptions typically have terms of one year that automatically renew for successive one-year terms unless terminated. We also have certain customers with subscription terms for up to three years. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our higher operating expenses and any increase in our cost of sales, including as a result of a shift to a hybrid cloud. If we are unable to achieve and sustain profitability, the value of our business and common stock may significantly decrease. Furthermore, it is difficult to predict the size and growth rate of our market, customer demand for our platform, user adoption and renewal of subscriptions to our platform, and the entry or the success of competitive products and services. As a result, we may not achieve or maintain profitability in future periods.

The failure to effectively develop and expand our marketing and sales capabilities could harm our ability to increase our customer base and achieve broader market acceptance of our platform.

Our ability to increase our customer base, expand the usage of our existing customers and achieve broader market acceptance of our solutions will depend to a significant extent on our ability to effectively expand and manage our sales and marketing operations and activities. We are substantially dependent on our direct sales force and on our marketing efforts in order to obtain new customers. We have recently expanded and are continuing to expand our direct sales force both domestically and internationally. We believe that there is significant competition for experienced sales professionals with the sales skills and technical knowledge that we currently require or may require in the future. Our ability to achieve revenue growth will depend, in part, on our success in recruiting, training and retaining a sufficient number of qualified and experienced sales professionals. New hires require significant training and time before they achieve full productivity, particularly in new industries or geographies. Circumstances relating to the COVID-19 pandemic have altered the way we recruit, onboard, train and integrate our employees, and these processes may not be successful in expanding our sales and marketing capabilities. New hires may not become as productive as quickly as we expect, or at all, and we may be unable to hire or retain sufficient numbers of qualified individuals in the future in the markets and segments where we do business. Our business will be harmed if our sales expansion efforts do not generate a significant increase in revenue.

Our results of operations may be adversely impacted by the COVID-19 pandemic.

The global spread of the COVID-19 pandemic, including the spread of new variants, and related containment efforts have materially affected how we and our customers operate our respective businesses. Although in some ways the COVID-19 pandemic may have accelerated our growth, the longer-term effects on our business and the overall economy remain highly uncertain. For example, a significant number of our personnel have worked from home for approximately two years. As COVID-19 related restrictions eased and vaccination rates increased, we began the process in the second half of 2021 of transitioning those fully vaccinated personnel who are comfortable working in an office setting back to our offices, but a significant number of our personnel continue to work from home. As we continue to contemplate in-person work arrangements, we may offer a significant percentage of our employees flexibility in the amount of time they work in an office on a regular basis. While we have learned during the COVID-19 pandemic that we can work effectively remotely, the partial return to in-office work and the potential transition to permanent remote working arrangements for some employees may present operational and workplace culture challenges and risks, including reduced productivity, lower employee retention, and increased compliance and tax obligations in a number of jurisdictions. In addition, our management team has spent, and continues to spend, significant time, attention and resources monitoring the COVID-19 pandemic and associated global economic uncertainty and seeking to manage its effects on our business and workforce. Our ongoing efforts to re-open our offices safely may also expose our employees, customers and other third parties to health risks and us to associated liability, and they will involve additional financial burdens. Similarly, many of our customers, vendors and other third parties with which we conduct business are also working from home or transitioning to in-person work arrangements, working at reduced staffing levels and dealing with other challenges, such as supply chain disruptions and revised budgets, that are forcing them to conduct business in different ways.

The extent to which these parties suffer inefficiencies or other risks from these different arrangements, and the extent to which these risks may impact us, is impossible to predict.

The recent spread of the Delta and Omicron variants of COVID-19, which appear to be more transmissible than other variants to date, may extend the impact of COVID-19 on our business. The impact of these variants cannot be predicted at this time and could depend on numerous factors, including vaccination rates among the population, the effectiveness of COVID-19 vaccines against emerging variants, and any new measures that may be introduced by governments or other parties in response to an increase in COVID-19 cases. Given the dynamic nature of the circumstances, it is difficult to predict the long-term economic impact of the ongoing COVID-19 pandemic on our business. These uncertainties make it challenging to manage our growth, maintain business relationships, price our subscription and otherwise operate and plan for our business. For example, with a broad section of the population still working from home full-time or part-time and many educational institutions teaching remotely, increased demand for internet access could cause general access issues, affect our and our customers' business interactions or cause issues with access to data centers. Moreover, the economic impacts of COVID-19 have affected and may continue to affect customer and prospective customer spending on technology such as ours, particularly for businesses involving in-person interactions, such as hospitality, manufacturing and professional services businesses. These customers may experience reduced revenue and revised budgets, which may adversely affect our customers' ability or willingness to purchase subscriptions to our platform, the timing of subscriptions, customer retention, and the value or duration of subscriptions, all of which could adversely affect our operating results. It is also possible that, if the effects of the COVID-19 pandemic subside, particularly as more people get vaccinated, our customers and their users will choose to do more in-person marketing activities in a way that could decrease usage of our platform. The extent of the impact of COVID-19 on our business and financial performance may be influenced by a number of factors, many of which we cannot control, including the duration and spread of the COVID-19 pandemic, future spikes of COVID-19 infections and future variants resulting in additional preventative measures, the severity of the economic decline attributable to the COVID-19 pandemic, the timing and nature of a potential economic recovery, the impact on our customers and our sales cycles, and our ability to generate new business leads.

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. The global macroeconomic effects of the COVID-19 pandemic and related impacts on our customers' business operations and their demand for our solutions 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 we face, including those described in this Report.

We rely heavily on third parties for parts of our computing, storage, processing, application integration and similar services. Any disruption of or interference with our use of these third-party services could have an adverse effect on our business, financial condition, and operating results.

We have outsourced aspects of our infrastructure to third-party providers, and we currently use these providers to host and stream content and support our platform. For example, our content delivery networks and some of our integration services are provided by third parties, and we plan to continue our transition to a hybrid cloud infrastructure in the future. Accordingly, we are vulnerable to service interruptions experienced by these providers, and we expect to experience interruptions, delays, or outages in service availability in the future due to a variety of factors, including infrastructure changes, human, hardware or software errors, hosting disruptions, and capacity constraints. We expect that our continued transition to a hybrid cloud infrastructure will continue to require significant investment and have a continuing effect on our cost of revenue and may not be effective in improving our capacity or redundancy. Outages and capacity constraints could also arise from a number of causes such as technical failures, natural disasters, fraud, or security attacks. The level of service provided by these providers, or regular or prolonged interruptions in that service, could also affect the use of, and our customers' satisfaction with, our solutions and could harm our business and reputation. In addition, third-party costs will increase as subscriptions and customer use of our platform grows, which could harm our business if we are unable to grow our revenue faster than the cost of using these services or the services of similar providers.

Furthermore, our providers may change the terms of service and policies pursuant to which they provide services to us, and those actions may be unfavorable to our business operations. Our providers may also take actions beyond our control that could seriously harm our business, including discontinuing or limiting our access to one or more services, increasing pricing terms, terminating or seeking to terminate our contractual relationship altogether, or altering how we are able to process data in a way that is unfavorable or costly to us. For example, some businesses providing data connectors to our products may fail to properly integrate with our platform and third-party sales and marketing systems, stop servicing the data connectors or cease development and support, any of which may limit functionality of our products. In addition, some businesses that provide cloud services and data connectors are or may become our competitors and may take one or more of the foregoing actions in an effort to compete with our platform. Although we expect that we could obtain similar services from other third parties, if our arrangements with our current providers were terminated, we could experience interruptions on our platform and in our ability to make our content available to customers, as well as delays and additional expenses in arranging for alternative cloud infrastructure services.

Any of these factors could cause network disruptions, or even network failure, reduce our revenue, subject us to liability, and cause our customers to decline to renew their subscriptions, any of which could harm our business.

Interruptions, delays or outages in service from the data centers we use for our technology or infrastructure could impair the delivery and the functionality of our solutions, which may harm our business.

Our growth, brand, reputation and ability to attract and retain customers depend in part on the ability of our customers to access our platform at any time and within an acceptable amount of time. We currently use U.S. data centers in Colorado and California. While each of our U.S. data centers provide fully redundant processing, we estimate that failover may require as long as 120 minutes to complete, during which time our platform may not be fully available to customers in the event of catastrophic failure at one of those data centers. In addition, our data center redundancy does not ensure that all platform disruptions can be restored within 120 minutes in the absence of a catastrophic failure at one of these data centers. For example, it is possible that ON24 platform services could be impacted by a cybersecurity incident that cannot be fully resolved by failover to another data center.

To facilitate additional growth in Europe, we opened a data center in the EU in 2021. We have limited experience operating a data center in the EU. Our efforts to further diversify our data centers, including internationally, may not be successful. We intend to add failover redundancy for our EU data center, but we currently do not have it, and it may take longer than we expect to add it. While the data in our EU data center is fully backed up in a different location, restoring from backup may take a meaningful period of time.

We also do not control the operation of the data centers we use, and they are vulnerable to damage or interruption from human error, intentional bad acts, natural disasters, war, terrorist attacks, cyber attacks and other cybersecurity incidents, power losses, hardware failures, systems failures, telecommunications failures and similar events, any of which could disrupt our service. In the event of significant physical damage to one of these data centers, it may take a significant period of time to achieve full resumption of our platform, and our disaster recovery planning may not account for all eventualities.

In addition, our platform is proprietary, and we depend on the expertise and efforts of members of our operations and software development teams for its continued performance. Our ability to retain, attract, hire and train staff in these groups may prove to be a challenge for a variety of factors and could have an adverse impact on the platform. We have experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, zero-day vulnerabilities, capacity constraints due to an overwhelming number of users accessing our platform concurrently and denial-of-service attacks, ransomware attacks and other cybersecurity incidents by malicious actors. In some instances, we may not be able to rectify these performance issues within an acceptable period of time.

Our ability to attract and retain customers depends on our ability to provide our customers and their users with a highly reliable platform. If our platform is unavailable or if our customers and their users are unable to access our platform within a reasonable amount of time, or at all, our business, results of operations and financial condition would be adversely affected. Additionally, if the data centers we use are unable to keep up with our increasing need for capacity, our customers may experience delays as we seek to obtain additional capacity, which could harm our business.

Cybersecurity-related attacks, significant data breaches or disruptions of the information technology systems or networks on which we rely could negatively affect our business.

Our operations rely on information technology systems for the use, storage and transmission of sensitive and confidential information with respect to our customers, our customers' users, third-party technology platforms and our employees. In addition, our solutions gather more information from our customers and their users than many competing products, which may make us an attractive target for a malicious cybersecurity attack, intrusion or disruption, or other breach of our systems. Any such event could lead to unauthorized access to, use of, disclosure of or the loss of sensitive and confidential information, disruption of our platform, and resulting regulatory enforcement actions, litigation, indemnity obligations and other possible liabilities, as well as negative publicity, any of which could damage our reputation, impair sales and harm our business. For example, in June 2021 we were subject to a security incident involving ransomware, which impacted certain internal systems and a limited number of customer events. Some data maintained in our internal systems was also impacted. Promptly upon detecting the incident, we launched an investigation, engaged with law enforcement, and took steps to contain the incident and restore impacted event types. To date, such security incident has not resulted in any material impact to our operations, ability to provide our services, results of operations or financial position, but the full effects of the security incident may not be known and may still have a material impact on us. While we believe we have responded appropriately to date, including with respect to the steps we have taken to contain the security incident and our implementation of remedial measures with the goal of preventing security incidents in the future, these remedial measures may not be successful in preventing future security incidents, which may result in adverse impacts to our operations, ability to provide our services, results of operations or financial position. Additionally, as our market presence grows, we may face increased risks of cyber-related attacks or security threats in the future.

Cyberattacks and other malicious internet-based activity continue to increase, and cloud-based providers of products and services have been and are expected to continue to be targeted. In addition to traditional computer "hackers," malicious code (such as viruses and worms), phishing, ransomware, employee theft or misuse and other insider threats, and denial-of-service attacks, sophisticated nation-state and nation-state supported actors now engage in attacks (including advanced persistent threat intrusions). As we grow, we may face increased risk of any such attacks. Despite efforts to create security barriers to such threats, it is not feasible, as a practical matter, for us to entirely mitigate these risks. If our security measures are compromised as a result of third-party action, employee, customer, or user error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our reputation would be damaged, our data, information or intellectual property, or those of our customers, may be destroyed, stolen or otherwise compromised, our business may be harmed and we could incur significant liability. We may be unable in the future to anticipate or prevent techniques used to obtain unauthorized access to or compromise of our systems because they change frequently and are generally not detected until after an incident has occurred. We may not be able to prevent vulnerabilities in our software or address vulnerabilities that we may become aware of in the future. Further, as we rely on third-party cloud infrastructure, we depend in part on third-party security measures to protect against unauthorized access, cyberattacks and the mishandling of data and information.

Any cybersecurity event, including the security incident we experienced in June 2021 or any future vulnerability in our software, cyberattack, intrusion or disruption, could result in significant increases in costs, including costs for remediating the effects of such an event, lost revenue due to network downtime, a decrease in customer and user trust, increases in insurance premiums due to cybersecurity incidents, increased costs to address cybersecurity issues and attempts to prevent future incidents, and harm to our business and our reputation because of any such incident. In addition, such incidents and data breaches can give rise to penalties and fines under data protection and cybersecurity laws, rules and regulations, enforcement actions, contractual damages, class actions, customer audits and other liability.

Many jurisdictions have enacted laws requiring companies to provide notice of data security incidents involving certain types of personal data. Under some of these laws, such as the EU General Data Protection Regulation ("GDPR"), data breach is defined very broadly to include any accidental or unlawful destruction, loss, alteration, unauthorized disclosure of, or access to any personal data, regardless of the sensitivity of such data. In addition, certain platform information may be made available via unique links to publicly accessible webpages, which could be accessed by unauthorized individuals. While the information accessible via these pages is limited, it is possible that a regulator, customer or third party could view this negatively, in particular in light of the broad definition of personal data and data breach under certain laws. In addition, we have contractual obligations to notify our customers of any data breaches involving their personal data processed by us.

Any limitation of liability provisions in our subscription agreements may not be enforceable or adequate or may not otherwise protect us from any such liabilities or damages with respect to any claim related to a cybersecurity incident. Our existing general liability insurance coverage and coverage for errors or omissions may not continue to be available on acceptable terms or may not be available in sufficient amounts to cover one or more large claims. The insurer may deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, would harm our business.

Further, security compromises experienced by our competitors, by our customers or by us may lead to widespread negative publicity. Any security compromise in our industry, whether actual or perceived, could harm our reputation, erode confidence in the effectiveness of our security measures, negatively affect our ability to attract new customers, encourage consumers to restrict the sharing of their personal data with our customers or social media networks, cause existing customers to elect not to renew their subscriptions or subject us to lawsuits, regulatory fines or other action or liability, which could harm our business.

We may not be able to respond to rapid technological changes, extend our platform or develop new features.

The markets in which we compete are characterized by rapid technological change and frequent new product and service introductions. Our ability to attract new customers and retain and expand the usage of existing customers depends on our ability to continue to enhance and improve our platform, to introduce new features and solutions and to interoperate across an increasing range of devices, operating systems and third-party applications. Our customers may require features and capabilities that our current platform does not have. We invest significantly in research and development, focusing on improving the quality and range of our product offerings. Our enhancements to our platform and our new product experiences, features or capabilities may not be compelling to our existing or potential customers and may not gain market acceptance. If our research and development investments do not accurately anticipate customer demand, or if we fail to develop our platform in a manner that satisfies customer preferences in a timely and cost-effective manner, we may fail to retain our existing customers or increase demand for our platform.

The introduction of competing products and services or the development of entirely new technologies to replace existing offerings could make our platform obsolete or adversely affect our business, results of operations and financial condition. We may experience difficulties with software development, design or marketing that could delay or prevent our development, introduction, or implementation of new product experiences, features, or capabilities. New product experiences, features or capabilities may not be released according to schedule. Any delays could result in adverse publicity, loss of revenue or market acceptance, or claims by customers brought against us, all of which could harm our business. If customers do not widely adopt our new product experiences, features and capabilities, we may not be able to realize a return on our investment. If we are unable to develop, license or acquire new features and capabilities to our platform on a timely and cost-effective basis, or if such enhancements do not achieve market acceptance, our business would be harmed.

Our sales cycle with enterprise customers can be long and unpredictable.

A substantial portion of our business is with large enterprise customers. We define a customer as a unique organization, including its subsidiaries and affiliates, that has entered into an agreement for paid access to our platform. As of December 31, 2021, we had 366 customers contributing at least $100,000 in ARR, or $100k Customers, which are generally large organizations, representing 67% of our ARR. The timing of our sales with our enterprise customers and related revenue recognition is difficult to predict because of the length and uncertainty of the sales cycle for these customers. We are often required to spend significant time and resources to educate and familiarize these potential customers with the value proposition of paying for our platform. The length of our sales cycle for these customers, from initial evaluation to payment for our platform, is often around three to six months or more and can vary substantially from customer to customer. As a result, it is difficult to predict whether and when a sale will be completed. An inability to increase our enterprise customer base could harm our business.

We are continuing to expand our operations outside the United States, where we may be subject to increased business and economic risks that could harm our business.

In the year ended December 31, 2021, we generated 26% of our revenue from customers outside of the United States. We expect to continue to expand our international operations. For example, in 2020, we established a subsidiary in Japan to support our operations in the Asia-Pacific region. Our efforts to expand our current international operations, including entering new markets or countries, may not be effective. For example, we may not be able to expand further in some markets if we are not able to satisfy certain government- and industry-specific requirements. In addition, our ability to manage our business and conduct our operations internationally in the future may require considerable management attention and resources and is subject to the particular challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal and regulatory systems and commercial markets. Future international expansion will require investment of significant funds and other resources. Operating internationally subjects us to special risks, including risks associated with:

- recruiting and retaining talented and capable employees outside the United States and maintaining our company culture across all of our offices;
- providing our platform and operating our business across a significant distance, in different languages and among different cultures, including the potential need to modify our platform and features to ensure that they are culturally appropriate and relevant in different countries;
- determining the appropriate pricing strategy to enable us to compete effectively internationally, which may be different than the pricing strategies that have worked for us in the United States;
- compliance with applicable international laws and regulations, including laws and regulations with respect to privacy, data protection and marketing, and the risk of penalties to us and individual members of management or employees if our practices are deemed to be out of compliance;
- management of an employee base in jurisdictions that may not give us the same employment and retention flexibility as does the United States;
- difficulties in managing and staffing international operations including the proper classification of independent contractors and other contingent workers, differing employer/employee relationships, and local employment laws;
- operating in jurisdictions that do not protect intellectual property rights to the same extent as does the United States and the practical enforcement of such intellectual property rights outside of the United States;
- foreign government interference with our intellectual property that is developed outside of the United States, such as the risk that changes in foreign laws could restrict our ability to use our intellectual property outside of the jurisdiction in which we developed it;
- integration with partners outside of the United States;
- compliance by us and our business partners with anti-corruption laws, import and export control laws, tariffs, trade barriers, economic sanctions and other regulatory limitations on our ability to provide our platform in certain international markets;
- foreign business restrictions, foreign exchange controls and similar laws that might require significant lead time in setting up operations in certain geographic territories and might prevent us from repatriating cash earned outside the United States;
- political and economic instability;
- changes in diplomatic and trade relationships, including the imposition of new trade restrictions, trade protection measures, import or export requirements, trade embargoes and other trade barriers;

- generally longer payment cycles and greater difficulty in collecting accounts receivable;
- double taxation of our international earnings and potentially adverse tax consequences due to changes in the income and other tax laws of the United States or the international jurisdictions in which we operate; and
- higher costs of doing business internationally, including increased accounting, travel, infrastructure and legal compliance costs.

Compliance with laws and regulations applicable to our global operations substantially increases our cost of doing business in international jurisdictions. We may be unable to keep current with changes in laws and regulations in each jurisdiction as they occur. Our policies and procedures designed to support compliance with these laws and regulations may not always result in our compliance or that of our employees, contractors, partners and agents. Any violations could result in enforcement actions, fines, civil and criminal penalties, damages, injunctions or reputational harm. If we are unable to comply with these laws and regulations or manage the complexity of our global operations successfully, we may need to relocate or cease operations in certain foreign jurisdictions.

We recognize revenue from subscriptions to our platform over the terms of the subscriptions. Consequently, increases or decreases in new sales are generally not immediately reflected in our results of operations and may be difficult to discern.

We recognize revenue from subscriptions to our platform over the terms of the subscriptions. As a result, a substantial portion of the revenue we report in each quarter is derived from the recognition of deferred revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any single quarter may have a small impact on the revenue that we recognize for that quarter. However, such a decline will negatively affect our revenue in future quarters. Accordingly, the effect of significant downturns in sales and potential changes in our pricing policies or rate of customer expansion or retention may not be fully reflected in our results of operations until future periods. In addition, a significant portion of our costs are recognized as they are incurred, while revenue is recognized over the term of the subscription. As a result, growth in the number of new customers could continue to result in our recognition of higher costs and lower revenue in the earlier periods of such growth. Finally, our subscription-based revenue model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers or from existing customers that increase their usage of our product offerings must be recognized over the applicable subscription term.

Our ability to sell subscriptions to our products could be harmed by real or perceived material defects or errors in our platform or by other matters that may interrupt the availability of our platform or cause performance issues.

The software underlying our platform is inherently complex and may contain material defects or errors, particularly when we first introduce new solutions or when we release new features or capabilities. We have from time to time found defects or errors in our platform, and we or our users may detect new defects or errors in our existing or future platform or solutions. Any real or perceived errors, failures, vulnerabilities, or bugs in our platform could result in negative publicity or lead to data security, access, retention or other performance issues, all of which could harm our business. We may incur substantial costs in correcting such defects or errors and such costs could harm our business. Moreover, the harm to our reputation and potential legal liability related to such defects or errors may be substantial and could harm our business.

Our platform also utilizes hardware that we purchase or lease and software and services that we procure from third parties. In some cases, this includes software we license from international companies that may in the future become subject to legal or regulatory limitations on their ability to provide software outside of their jurisdiction. Any defects in, or unavailability of, our third-party hardware, software or services that cause interruptions to the availability of our platform, loss of data or performance issues could, among other things:

- cause a reduction in our revenue or a delay in market acceptance of our platform;
- require us to issue refunds to our customers or expose us to claims for damages;
- cause us to lose existing customers and make it more difficult to attract new customers;
- divert our development resources or require us to make extensive changes to our platform, which would increase our expenses;
- increase our technical support costs; and
- harm our reputation and brand.

The contractual protections, such as warranty disclaimers and limitation of liability provisions, in our customer agreements may not fully or effectively protect us from claims by customers or other third parties. Any insurance coverage we may have may not adequately cover all claims asserted against us or may only cover a portion of such claims. A successful product liability, warranty, or other similar claim against us could have an adverse effect on our business, operating results, and financial condition. In addition, even claims that ultimately are unsuccessful could result in our expenditure of funds in litigation and divert management's time and other resources.

The experience of our customers and their users depends upon the interoperability of our platform across devices, operating systems and third-party applications that we do not control, and if we are not able to maintain and expand our relationships with third parties in order to integrate our platform with their products, our business may be harmed.

Our products have broad interoperability with a range of diverse devices, operating systems and supported third-party applications. Our platform is accessible from the web and from devices running Windows, Mac OS, iOS and Android. We depend on the accessibility of our platform across these and other third-party operating systems and applications that we do not control. For example, given the broad adoption of Salesforce's products, it is important that we are able to integrate with its software. Several potential competitors have inherent advantages by being able to develop products and services internally that more tightly integrate with their own software platforms or those of their business partners.

We may not be able to modify our platform or products to maintain their continued compatibility with that of third parties' products and services that are constantly evolving. In addition, some of our competitors may be able to disrupt the ability of our platform and products to operate with their products or services, or they could exert strong business influence on our ability to, and the terms on which we, operate and provide access to our platform and products. Should any of these third parties modify their products or services in a manner that degrades the functionality of our platform or products, or that gives preferential treatment to their own or competitive products or services, whether to enhance their competitive position or for any other reason, the interoperability of our platform and products with these third-party products and services could decrease and our business could be harmed.

Our business depends on a strong brand, and if we are not able to maintain and enhance our brand, our ability to expand our base of users will be impaired and our business will be harmed.

We believe that our brand identity and awareness have contributed to our success. We believe that the importance of our brand and market awareness of the benefits of our platform and products will increase as competition in our market further intensifies. Successful promotion of our brand will depend on a number of factors, including the effectiveness of our marketing efforts, thought leadership, our ability to provide a high-quality, reliable and cost-effective platform, the perceived value of our platform and products and our ability to provide quality customer success and support experience. Brand promotion activities require us to make substantial investments. The promotion of our brand, however, may not generate customer awareness or increase revenue, and any increase in revenue may not offset the expenses we incur in building and maintaining our brand.

Our estimates of market opportunity and forecasts of market growth may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at a similar rate, if at all.

Market opportunity estimates and growth forecasts, including those we have generated ourselves, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. Not every organization covered by our market opportunity estimates will necessarily purchase subscriptions for our solutions or similar products or services at all, and some or many of those organizations may choose to continue using products or services offered by our competitors. It is impossible to build every product feature that every customer wants, and our competitors may develop and offer features that our platform does not provide. The variables used in the calculation of our market opportunity are subject to change over time, and there is no guarantee that any particular number or percentage of the organizations covered by our market opportunity estimates will generate any particular level of revenue for us, if any. Even if the market in which we compete meets our size estimates and growth forecasts, our business could fail to grow for a variety of reasons outside of our control, including competition in our industry, customer preferences or the other risks set forth in this Report and other documents we filed with the SEC from time to time. If any of these risks materialize, it could harm our business and prospects.

Our business may be significantly impacted by a change in the economy, including any resulting effect on business spending.

Our business may be affected by changes in the economy generally, including any resulting effect on spending by our customers. While some of our customers may consider our platform to be a cost-saving purchase by, among other things, decreasing the need for large, in-person events, others may view a subscription to our platform as a discretionary purchase, and such customers may reduce their discretionary spending on our platform during an economic downturn. Particularly in light of COVID-19, some of our customers may experience reduced revenue and revised budgets, which may adversely affect our customers' ability or willingness to purchase subscriptions to our platform, the timing of subscriptions, and the value or duration of subscriptions, all of which could adversely affect our operating results. If an economic downturn were to occur, we may experience such a reduction in demand and loss of customers, especially in the event of a prolonged recessionary period.

If we were to lose the services of our Chief Executive Officer or other members of our senior management team, we may not be able to execute our business strategy.

Our success depends in a large part upon the continued service of key members of our senior management team. In particular, our co-founder, President and Chief Executive Officer, Sharat Sharan, is critical to our overall management, as well as the continued development of our solutions, our culture, our strategic direction, our engineering and our operations. All of our executive officers are at-will employees, and we do not maintain any key person life insurance policies. The loss of any member of our senior management team could harm our business.

The failure to attract and retain additional qualified personnel could harm our business and culture and prevent us from executing our business strategy.

To execute our business strategy, we must attract and retain highly qualified personnel. Competition for executives, software developers, sales personnel and other key employees in our industry is intense. In particular, we compete with many other companies for software developers with high levels of experience in designing, developing and managing software for live engagement technologies, as well as for skilled sales and operations professionals. At times, we have experienced, and we may continue to experience, difficulty in hiring and retaining employees with appropriate qualifications, and we may not be able to fill positions. Circumstances relating to COVID-19 may create increased demand for personnel with experience in live engagement technology, which may make it more difficult for us to attract and retain qualified personnel. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business could be harmed.

Many of the companies with which we compete for experienced personnel have greater resources than we have, and some of these companies may offer greater compensation packages. Particularly, in the San Francisco Bay Area, job candidates and existing employees carefully consider the value of the equity awards they receive in connection with their employment. If the perceived value of our equity awards declines, or if the mix of equity and cash compensation that we offer is unattractive, it may adversely affect our ability to recruit and retain highly skilled employees. Job candidates may also be threatened with legal action under agreements with their existing employers if we attempt to hire them, which could impact hiring and result in a diversion of our time and resources. Additionally, laws and regulations, such as restrictive immigration laws, may limit our ability to recruit internationally. We must also continue to retain and motivate existing employees through our compensation practices, company culture and career development opportunities. If we fail to attract new personnel or to retain our current personnel, our business would be harmed.

As a result of the COVID-19 pandemic, a significant number of our personnel have been working from home for approximately two years. As COVID-19 related restrictions have eased, we have reopened our offices for employees who are fully vaccinated and want to work in that office, but the working arrangements differ from the arrangements before the COVID-19 pandemic; we expect that some of our employees may continue to work from home full-time or part-time. The full or partial return to in-office work and the potential transition to permanent remote working arrangements for some employees may result in increased costs, decreased efficiency, deterioration of corporate culture and other unforeseen challenges. Any failure to preserve our culture could also negatively affect our ability to retain and recruit personnel, continue to perform at current levels or execute on our business strategy.

In addition, many of our employees may be able to receive significant proceeds from sales of our equity in the public markets, which may reduce their motivation to continue to work for us. Moreover, these proceeds could create disparities in wealth among our employees, which may harm our culture and relations among employees and our business.

We may not successfully manage our growth or plan for future growth.

We have experienced significant growth recently, particularly in 2020. The growth and expansion of our business places a continuous, significant strain on our management, operational and financial resources. Our information technology systems and our internal controls and procedures may not adequately keep pace with our growth. In addition, as we continue to grow, we face challenges of integrating, developing, motivating and retaining a rapidly growing employee base in various countries around the world. Certain members of our management do not have experience managing a public company, which may affect how they manage our growth. Managing our growth will also require significant expenditures and allocation of valuable management resources.

In addition, our significant growth since 2020 may make it difficult to evaluate our future prospects. Our ability to forecast our future results of operations is subject to a number of uncertainties, including our ability to effectively plan for and model future growth. We have encountered in the past, and may encounter in the future, risks and uncertainties frequently experienced by growing companies in rapidly changing industries. If we fail to achieve the necessary level of efficiency in our organization as it grows, or if we are not able to accurately forecast future growth, our business would be harmed.

If we fail to maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

As a public company, we are subject to the reporting requirements of the Exchange Act, the Sarbanes-Oxley Act, and the rules and regulations of the applicable listing standards of the NYSE. We expect that the requirements of these rules and regulations will continue to increase our legal, accounting and financial compliance costs, make some activities more difficult, time-consuming and costly and place significant strain on our personnel, systems and resources.

The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. We are continuing to develop and refine our disclosure controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we will file with the Securities and Exchange Commission, or the SEC, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that information required to be disclosed in reports under the Exchange Act is accumulated and communicated to our principal executive and financial officers. We are also continuing to improve our internal control over financial reporting. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, we have expended, and anticipate that we will continue to expend, significant resources, including accounting-related costs and significant management oversight.

Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems and controls to accommodate such changes. We have limited experience with implementing the systems and controls that will be necessary to operate as a public company, as well as adopting changes in accounting principles or interpretations mandated by the relevant regulatory bodies. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that may arise.

Further, weaknesses in our disclosure controls and internal control over financial reporting may be discovered in the future. Any failure to develop or maintain effective controls or any difficulties encountered in their implementation or improvement could harm our business or cause us to fail to meet our reporting obligations and may result in a restatement of our financial statements for prior periods. Any failure to implement and maintain effective internal control over financial reporting also could adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of our internal control over financial reporting that we will eventually be required to include in our periodic reports that will be filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in our reported financial and other information, which would likely have a negative effect on the trading price of our common stock. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on the NYSE.

We are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting for our fiscal year ended December 31, 2021 and each subsequent year. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting. Our independent registered public accounting firm is not required to attest to the effectiveness of our internal control over financial reporting until our first annual report required to be filed with the SEC following the later of the date we are deemed to be an "accelerated filer" or a "large accelerated filer," each as defined in the Exchange Act, or the date we are no longer an "emerging growth company," as defined in the JOBS Act. We are required to disclose, to the extent material, changes made in our internal control over financial reporting on a quarterly basis. At such time, our independent registered public accounting firm may issue a report that is adverse in the event it is not satisfied with the level at which our internal control over financial reporting is documented, designed or operating. Any failure to maintain effective disclosure controls and internal control over financial reporting could harm our business and could cause a decline in the trading price of our common stock.

Any failure to offer high-quality support may harm our relationships with our customers and, consequently, our business.

We have designed our platform to be easy to adopt and use with minimal support. However, if we experience increased demand for support, we may face increased support costs. In addition, as we continue to grow our operations and support our global customer base, we must continue to provide efficient support that meets our customers' needs, including by integrating with or building solutions that allow streamlined support workflows, or by hiring additional support personnel if necessary. Our ability to acquire new customers significantly depends on our business reputation and on positive recommendations from our existing customers. Any failure to maintain, or a market perception that we do not maintain, high-quality support could harm our business.

Our business could be disrupted by catastrophic events.

Occurrence of any catastrophic event, including pandemics and a worsening of the COVID-19 pandemic, earthquake, fire, flood, tsunami or other weather event, power loss, telecommunications failure, software or hardware malfunctions, cyberattacks, war or terrorist attacks, could result in lengthy interruptions in our service. In particular, our U.S. headquarters and one of the data centers we utilize are located in the San Francisco Bay Area, a region known for seismic activity, and our insurance coverage may not compensate us for losses that may occur in the event of an earthquake or other significant natural disaster. In addition, acts of terrorism could cause disruptions to the internet, the electric grid or the economy as a whole. Even with our disaster recovery arrangements, our service could be interrupted. If our systems were to fail or be negatively impacted as a result of a natural disaster or other catastrophic event, our ability to deliver our solutions to our customers would be impaired or we could lose critical data. If we are unable to develop adequate plans to ensure that our business functions continue to operate during and after a disaster and to execute successfully on those plans in the event of a disaster or emergency, our business could be harmed.

Our actual or perceived failure to comply with privacy laws could harm our business.

Businesses use our platform to facilitate better engagement with their customers and prospects, derive insights about content and usage, and provide more meaningful and targeted experiences and content. These capabilities rely on collection and processing of personal information through our platform. As a result, compliance with laws and regulations regarding data privacy, cybersecurity, data protection, data breaches, and the collection, processing, storage, transfer and use of personal data, which we collectively refer to as privacy laws, are critical to our business. While we strive to comply with applicable privacy laws and legal obligations, the impact, requirements and enforcement risks associated with privacy laws vary, and in some cases may even conflict, across jurisdictions.

Our roles and obligations under privacy laws, and consequently our potential liability, may vary. In some cases, our customers may pass through privacy law compliance obligations and requirements to us contractually. We have customers in numerous jurisdictions worldwide, and our customers may try to impose broad obligations on us pursuant to all privacy laws applicable to them and may decide not to do business with us if we will not agree to their privacy terms. Certain significant privacy laws (such as the GDPR) impose obligations directly on many of our customers, as “data controllers,” as well as on us both as a “data processor” for personal data processed on behalf of our customers pursuant to our platform, which we refer to as the platform personal data, and as a “controller” for the personal data we collect related to employees and personnel, our B2B relationships, and our marketing, sales and other activities, which we refer to as the ON24 business data. Under these privacy laws, we typically have fewer direct obligations as a “data processor” or “service provider” than our customers do, with respect to platform personal data. However, we can still be subject to significant liability for noncompliance with such laws, including, for example, under the GDPR, which provides for penalties of up to the greater of €20 million or four percent of worldwide annual revenue. Certain other privacy laws do not clearly distinguish between “controller” and “processor” or similar roles. Where such privacy laws apply, we could be subject to increased risks if our customers fail to comply with notice, consent and other requirements under applicable privacy laws in their use of our platform. While we generally require and rely on our customers to ensure that their use of our platform and associated personal information processing complies with applicable privacy laws, our customers could fail to comply with these requirements, which could expose us to risks under certain privacy laws.

Further, even similar privacy laws may be subject to evolving or differing interpretations and enforcement risks. For example, across the EU, supervisory authorities of EU member states may issue data protection guidance and opinions regarding the GDPR that may vary. Also, under the current ePrivacy Directive and associated EU member state legislation, the rules governing marketing, “cookies” and online advertising vary among EU member states. In addition, across jurisdictions, privacy laws may include varied and inconsistent requirements. As a result, certain features of our platform and products could pose risks or need to be modified for certain jurisdictions, but not for others. Such requirements could reduce demand for our products, require us to take on more onerous obligations in our contracts, restrict our ability to collect, store, transfer and process data or, in some cases, impact our customers’ use of our platform.

Furthermore, general customer and buyer trust as to the responsible use of data may cause business buyers to resist providing the data necessary to allow our customers to use our platform effectively. 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 limit adoption of our products.

Evolving privacy laws may impact use and adoption of our platform and adversely affect our business.

Laws and regulations related to privacy, personal data and the provision of services over the Internet are evolving in the United States and globally, with the adoption of new and amended privacy laws. The impact, requirements and enforcement risks associated with these privacy laws vary, and in some cases may even conflict, across jurisdictions.

In addition, new U.S. and international privacy laws may impose new obligations on us and many of our customers. Both in the United States and globally, numerous jurisdictions have passed or are actively considering new or amended privacy laws. For example, the CCPA, which took effect in January 2020, applies to us and to many our customers. Under the CCPA, we are both a “business,” as to the ON24 business data, and a “service provider,” as to the platform personal data. The CCPA introduced sweeping definitions and broad individual rights, and imposes substantial requirements and restrictions on the collection, use and disclosure of personal information. The CCPA also introduced a private right of action for certain data breaches, which gives rise to increased class action risk. Notably, since the CCPA was signed into law, it has been amended multiple times, has been subject to further implementing regulations, and may face further amendment, refinement or replacement.

As the CCPA continues to evolve, various U.S. states are also actively introducing and considering so-called “omnibus” privacy legislation. Similarly, numerous foreign jurisdictions are actively considering legislation introducing new or amended laws and regulations addressing data privacy, cybersecurity, marketing, data protection, data localization and personal data. Further, privacy laws 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, which could expose us to additional regulatory burdens, limit our marketing, advertising, business development and sales efforts, and impact features made available to our customers through our platform. In addition, Brexit has also created additional uncertainty with regard to UK privacy laws, as well as the treatment of data transfers to and from the United Kingdom, where we have operations and customers. The ongoing development of privacy laws gives rise to uncertainty regarding the impact of privacy laws on us and our customers, and we and our customers could be exposed to additional burdens.

In addition, decisions by courts and regulatory bodies relating to privacy laws can also have a significant impact on us and other businesses that operate across international jurisdictions. For example, in 2020 both the EU-U.S. and Swiss-EU privacy shield frameworks were invalidated. We and many other companies relied on these privacy shield frameworks as an “adequacy” mechanism for the transfer of personal data from the European Economic Area, or the EEA-Switzerland, to the United States in compliance with the GDPR and Swiss data protection laws, respectively. While we have taken measures to implement alternative adequacy mechanisms, such as the EU standard contractual clauses for transfers of personal data for processors established in third countries, further steps may be necessary. Under the decision invalidating the EU-U.S. privacy shield framework, or Schrems II, additional safeguards may be needed. Our customers may request that we agree to additional safeguards, such as additional security controls and contractual measures, which must be assessed on a case-by-case basis. However, what additional safeguards will be considered adequate remains unclear. We expect continued guidance from applicable authorities, as well as updates to the EU standard contractual clauses.

Other jurisdictions have also instituted specific requirements and restrictions on the cross-border transfer of personal data, and certain countries have passed or are considering passing data localization laws and regulations, which in some cases would require personal data be maintained in the originating jurisdiction and in other cases may prohibit such personal data from being transferred outside of the originating jurisdiction. While our solutions allow customers to receive and store local copies of platform data on their or other third-party servers, we do not maintain local servers to enable customers to maintain personal data only on servers in the originating jurisdiction. As with most cloud-based solutions, restrictions on the transfer of platform data outside of the originating jurisdiction could pose particular challenges and result in additional costs or otherwise impact platform use.

New and proposed marketing, advertising and other privacy laws and guidelines have recently been enacted or proposed that could impose more restrictions and give individuals more rights regarding marketing, targeting, and analytics or “profiling” activities. Some of these regulations seek, among other things, to give consumers greater control over how their personal information is processed for these purposes, or impose prior, affirmative consent obligations on companies related to these activities. For example, in the EU, cookies and similar technologies used for personalization, advertising, and analytics may not be used without affirmative consent and the proposed ePrivacy Regulation may further restrict these activities and technologies and increase restrictions. These could require us to change one or more aspects of the way we operate our business, limit our marketing, advertising, business development and sales efforts, impact certain features made available to customers through our platform or require us to introduce changes to our platform or solutions.

Although we monitor the regulatory environment and have invested in addressing these developments, including the GDPR, the EU ePrivacy Directive and the CCPA, the ongoing development of privacy laws means that we cannot predict with certainty the impact of these developments. These evolving privacy 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 non-compliance, including as a result of data breaches. In addition, many of our customers and potential customers in the healthcare, financial services and other industries are subject to substantial regulation regarding their collection, use and protection of data and may be the subject of further regulation in the future. These laws or other privacy law developments may change the way these customers do business and may require us to implement additional features or offer additional contractual terms to satisfy customer and regulatory requirements. As a result of these privacy law developments, certain features of our platform and products could pose risks or need to be modified for certain jurisdictions, but not for others. They also could cause the demand for and sales of our platform to decrease and adversely impact our financial results.

The costs of compliance with, and other burdens imposed by, privacy laws may limit the use and adoption of our platform, reduce overall demand for our platform, make it more difficult to meet expectations from or commitments to our customers and their users, require us to implement additional features or offer additional contractual terms to satisfy customer and regulatory requirements, lead to significant fines, penalties or liabilities for noncompliance, impact our reputation, or slow the pace at which we close sales transactions, any of which could harm our business. In addition, these laws raise additional enforcement and liability risks and penalties. For example, statutory damages available through a private right of action for certain data breaches under CCPA, and potentially other U.S. and international laws, may increase our and our customers' potential liability. In some cases, violations of privacy laws can lead to government enforcement or private litigation and could subject us to civil and criminal sanctions, including both monetary fines and injunctive action that could force us to change our business practices, all of which could adversely affect our financial performance and harm our reputation and our business.

We are subject to export and import controls, customs, sanctions, embargo, and anti-boycott laws and regulations that could seriously impair our ability to compete in international markets due to licensing requirements and subject us to liability if we are not in compliance with applicable laws and regulations.

Our platform and products are subject to various restrictions under U.S. export control and sanctions laws and regulations, including the U.S. Department of Commerce's Export Administration Regulations, or EAR, and various economic and trade sanctions regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control, or OFAC, as well as other U.S. government agencies. U.S. export control and economic sanctions laws include trade, commerce, and investment restrictions or prohibitions, including those on the sale, supply, import, or export of certain products and services to or from U.S. embargoed or sanctioned countries, governments, persons and entities, and also require authorization for the export of certain encryption and other items. Parties that facilitate transactions that violate or otherwise seek to evade export controls or sanctions can face liability. Also, in certain circumstances, sanctions require U.S. persons to block or freeze the property of sanctioned persons.

U.S. export controls and sanctions are complex and vary according to specific programs administered by relevant government agencies. Each program can be tied to a specific country or policy initiative. In certain cases, parties can request the U.S. government to issue a license to allow certain transactions. However, the scope and substance of those licenses can be fact specific and limited in scope.

The United States currently imposes comprehensive sanctions on Cuba, Iran, North Korea, Syria, and the Crimea, Donetsk People's Republic (DNR) and Luhansk People's Republic (LPR) regions of Ukraine. In addition, numerous other countries throughout the world are subject to partial or limited sanctions and restrictions imposed by the U.S. government. Sanctions also apply to persons that appear on, or are majority owned by a person that appears on, OFAC's List of Specially Designated Nationals and Blocked Persons, or the SDN List. The Department of Commerce and the Department of State also maintain their own sanctions and export control lists. The above list of countries that are the subject of U.S. sanctions and export controls can change at any time. In addition, the SDN List as well as other sanctions lists contain thousands of names and are updated on a regular basis. All of those changes can impact our business. The U.S. government generally applies a strict liability standard when it comes to compliance with sanctions, embargoes, and export controls. This means that we can face liability even if we did not intentionally violate those rules.

We are also subject to U.S. restrictions under the EAR and the Internal Revenue Code that prevent us from participating in boycotts imposed by other countries if those boycotts are not approved by the United States. Companies and individuals that violate these anti-boycott restrictions may face criminal consequences. In addition, companies that are asked to comply with such boycotts are obligated to report those requests to the U.S. government, even if they do not agree to abide by such boycotts.

In addition, various countries regulate the import of certain encryption and other technology, including through import permitting and licensing requirements and have enacted or could enact laws that could limit our ability to provide access to our platform. We maintain internal controls and procedures to facilitate compliance with applicable export control requirements, but our company is rapidly growing, has detected past filing issues, and in the future may face material noncompliance that we fail to detect. If any precautions we take fail to prevent our platform and products from being accessed or used in violation of such laws, we may face fines and penalties, reputational harm, loss of access to certain markets, or other harm to our business.

Changes in our platform or changes in export, sanctions and import laws may delay the introduction and sale of subscriptions to our platform in international markets, prevent our customers with international operations from using our platform or, in some cases, prevent the access or use of our platform to and from certain countries, governments, persons or entities altogether. Further, any change in export or import regulations, economic sanctions or related laws, shift in the enforcement or scope of existing regulations, or change in the countries, governments, persons or technologies targeted by such regulations could result in decreased use of our platform or in our decreased ability to export or sell our platform to existing or potential customers with international operations. Any decreased use of our platform or limitation on our ability to export or sell our platform would likely harm our business.

We are subject to a variety of U.S. and non-U.S. laws and regulations, compliance with which could impair our ability to compete in domestic and international markets and non-compliance with which may result in claims, fines, penalties, and other consequences, all of which could adversely impact our operations, business, or performance.

As a service provider, we do not regularly monitor our platform to evaluate the legality of content shared on it by our customers. While to date we have not been subject to legal or administrative actions as a result of this content, the laws in this area are evolving and vary widely between jurisdictions. Accordingly, it may be possible that in the future we and our business partners may be subject to legal actions involving our customers' content or use of our platform.

Our platform depends on the ability of our customers and their users to access the internet. If we fail to anticipate developments in the law, or we fail for any reason to comply with relevant law, our platform could be blocked or restricted, and we could be exposed to significant liability that could harm our business.

From time to time, we may be involved in disputes or regulatory inquiries that arise in the ordinary course of business involving labor and employment, wage and hour, commercial, securities or investment, intellectual property, data breach and other matters. For example, we have been named in two securities class actions as described further in the section titled "Legal Proceedings." We expect that the number and significance of these potential disputes may increase as our business expands and our company grows larger. Contractual provisions and insurance coverage may not cover potential claims and may not be adequate to indemnify us for all liabilities we may face. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, and result in the diversion of significant operational resources. Litigation is inherently unpredictable, and the results of any claims may have a material adverse effect on our business, financial condition, results of operations, and prospects.

We are an international company and may engage in business in jurisdictions that present material legal compliance risk. We are subject to various U.S. and non-U.S. laws and regulations prohibiting corruption, bribery, kickbacks, money laundering, terrorist financing, fraud and similar matters, such as the U.S. Foreign Corrupt Practices Act of 1977, as amended, or the FCPA, the Uniting and Strengthening America by Providing Appropriate Tools to Restrict, Intercept, and Obstruct Terrorism Act of 2001, the UK Bribery Act 2010, and the UK Proceeds of Crime Act 2002. These laws and regulations are actively enforced and generally prohibit companies and their agents, employees, representatives, business partners, and intermediaries from authorizing, promising, offering, providing, soliciting, or accepting, directly or indirectly, improper payments or benefits to or from government officials and other persons in the public or private sector for improper purposes.

We may engage resellers and other third parties from time to time to sell subscriptions to our solutions, obtain necessary permits, licenses, patent registrations, and other regulatory approvals, or otherwise support our business or operations. Oftentimes, improper payments by these types of third parties can raise anti-corruption and other legal compliance risk for companies in our position. We also have direct and indirect interactions with officials and employees of U.S. and non-U.S. government agencies or government-affiliated organizations. These factors raise our legal risk exposure. There can be cases where enforcement authorities seek to hold us liable for the corrupt or other illegal activities of our employees, agents, contractors, vendors, and other business partners, even if we do not explicitly authorize or have actual knowledge of such activities.

In addition to prohibiting bribery, the FCPA and other laws require us to maintain accurate and complete books and records and a system of internal controls. Enforcement agencies interpret these requirements very broadly and violations can occur if companies or their representatives knowingly or unknowingly conceal bribes or other fraudulent or illegal payments in their records or execute transactions or access company assets without management's general or specific authorization. These requirements are so broad that in certain cases enforcement agencies may claim that violations are possible even if there is no evidence of bribery or corruption.

Our exposure for violating these laws increases as we continue to expand our domestic and international presence. If we fail to comply with those legal standards, we may face substantial civil and criminal fines, penalties, profit disgorgement, reputational harm, loss of access to certain markets, disbarment from government business, the loss of export privileges, tax reassessments, breach of contract, fraud and other litigation, reputational harm, and other collateral consequences that could harm our business.

We use open source software in our platform, which may subject us to litigation or other actions that could harm our business.

We use open source software in our platform, and we may use more open source software in the future. In the past, companies that have incorporated open source software into their products have faced claims challenging the ownership of open source software or compliance with open source license terms. Accordingly, we could be subject to suits by parties claiming ownership of what we believe to be open source software or claiming noncompliance with open source licensing terms. Some open source software licenses require users who use, distribute or make available across a network software or services that include open source software to publicly disclose all or part of the source code to such software or make available any derivative works of the open source code on terms unfavorable to the developer or at no cost. Additionally, if a third-party software provider has incorporated open source software into software that we license from such provider, we could be required to disclose any of our source code that incorporates or is a modification of our licensed software. If we were to use open source software subject to such licenses, we could be required to release our proprietary source code, pay damages, re-engineer our platform or solutions, discontinue sales, or take other remedial action, any of which could harm our business. In addition, if the license terms for

updated or enhanced versions of the open source software we utilize change, we may be forced to expend substantial time and resources to re-engineer our components of our platform.

In addition, the use of third-party open source software typically exposes us to greater risks than the use of third-party commercial software because open source licensors generally do not provide warranties or controls on the functionality or origin of the software. Use of open source software may also present additional security risks because the public availability of such software may make it easier for hackers and other third parties to determine how to compromise our platform. Any of the foregoing could harm our business and could help our competitors develop products and services that are similar to or better than ours.

Our business may suffer if it is alleged or determined that our technology infringes the intellectual property rights of others.

The software industry is characterized by the existence of a large number of patents, copyrights, trademarks, trade secrets and other intellectual and proprietary rights. Companies in the software industry are often required to defend against litigation claims based on allegations of infringement or other violations of intellectual property rights. Many of our competitors and other industry participants have been issued patents or have filed patent applications and may assert patent or other intellectual property rights within the industry. Moreover, in recent years, individuals and groups that are non-practicing entities, commonly referred to as “patent trolls,” have purchased patents and other intellectual property assets for the purpose of making claims of infringement in order to extract settlements. We may from time to time in the future become a party to litigation and disputes related to our intellectual property and our platform. The costs of supporting litigation and dispute resolution proceedings are considerable, and a favorable outcome may not be obtained. We may need to settle litigation and disputes on terms that are unfavorable to us, or we may be subject to an unfavorable judgment that may not be reversible upon appeal. The terms of any settlement or judgment may require us to cease some or all of our operations or pay substantial amounts to the other party. Even if we were to prevail in such a litigation or dispute, it could be costly and time consuming and divert the attention of our management and key personnel from our business operations. Our technologies may not be able to withstand any third-party claims or rights against their use. Claims of intellectual property infringement might require us to redesign our platform, delay releases, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or selling our platform. If we cannot or do not license the infringed technology on reasonable terms or at all, or substitute similar technology from another source, our revenue and operating results could be adversely impacted. Additionally, our customers may not purchase subscriptions to our platform if they are concerned that they may infringe third-party intellectual property rights. The occurrence of any of these events may have a material adverse effect on our business.

In our customer agreements, we agree to defend and hold our customers harmless against claims, demands, suits, or proceedings made or brought against them by a third party alleging that their use of our platform infringes the intellectual property rights of a third party. Any existing limitations of liability provisions in our contracts may not be enforceable or adequate, and they may not otherwise protect us from any such liabilities or damages with respect to any particular claim. Our customers who are accused of intellectual property infringement may in the future seek indemnification from us. If we are required to defend our customers against, or hold them harmless from, infringement or other claims, our business may be disrupted, our management’s attention may be diverted, and our operating results and financial condition may suffer.

Our failure to protect our intellectual property rights and proprietary information could diminish our brand and other intangible assets.

We primarily rely and expect to continue to rely on a combination of patents, trade secrets, domain name protections, trademarks and copyrights, as well as confidentiality, license and subscription agreements with our employees, consultants and third parties, to protect our intellectual property and proprietary rights. In the United States and abroad, as of December 31, 2021, we had 16 issued patents and 31 pending patent applications. We make business decisions about when to seek patent protection for a particular technology and when to rely upon copyright or trade secret protection, and the approach we select may ultimately prove to be inadequate. Even in cases where we seek patent protection, the resulting patents may not effectively protect every significant feature of our solutions. In addition, we believe that the protection of our trademark rights is an important factor in product recognition, protecting our brand and maintaining goodwill. If we do not adequately protect our rights in our trademarks from infringement and unauthorized use, any goodwill that we have developed in those trademarks could be lost or impaired, which could harm our brand and our business. Third parties may knowingly or unknowingly infringe our proprietary rights, third parties may challenge our proprietary rights, pending and future patent, trademark and copyright applications may not be approved, and we may not be able to prevent infringement without incurring substantial expense. We have also devoted substantial resources to the development of our proprietary technologies and related processes. In order to protect our proprietary technologies and processes, we rely in part on trade secret laws and confidentiality and invention assignment agreements with our employees, consultants and third parties. These agreements may not effectively protect our proprietary rights. In addition, others may independently discover our trade secrets, in which case we would not be able to assert trade secret rights, or may develop similar technologies and processes. Further, laws in certain jurisdictions may afford little or no trade secret protection, and any changes in, or unexpected interpretations of, the intellectual property laws in any countries in which we operate may compromise our ability to enforce our intellectual property rights. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights. If the protection of our proprietary rights is inadequate to prevent use or appropriation by third parties, the value of our platform, brand and other intangible assets may be diminished, and competitors may be able to more effectively replicate our platform and its features. Any of these events would harm our business.

Our reported results of operations may be adversely affected by changes in accounting principles generally accepted in the United States.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, or the FASB, the SEC, and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported results of operations and may even affect the reporting of transactions completed before the announcement or effectiveness of a change. For example, we adopted Accounting Standards Codification, or ASC, Topic 606, *Revenue from Contracts with Customers*, or Topic 606, utilizing the full retrospective method of adoption and ASC Topic 340, *Other Assets and Deferred Costs*, or Topic 340. The adoption of Topic 606 and Topic 340 changed the timing and manner in which we report our revenue and expenses, especially with respect to our sales commissions. It is also difficult to predict the impact of future changes to accounting principles or our accounting policies, any of which could harm our business.

We may acquire other companies, products and technologies, which could require significant management attention, disrupt our business or dilute stockholder value.

We may in the future make acquisitions of other companies, products and technologies. We have limited experience in acquisitions. We may not be able to find suitable acquisition candidates and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any acquisitions we complete could be viewed negatively by our customers, users or investors. In addition, we may not be able to integrate acquired businesses successfully or effectively manage the combined company following an acquisition. If we fail to successfully integrate our acquisitions, or the people or technologies associated with those acquisitions, into our company, the results of operations of the combined company could be adversely affected. Any integration process will require significant time and resources, require significant attention from management and disrupt the ordinary functioning of our business, and we may not be able to manage the process successfully, which could harm our business. In addition, we may not successfully evaluate or utilize the acquired technology and accurately forecast the financial impact of an acquisition transaction, including accounting charges.

We may have to pay cash, incur debt or issue equity securities to pay for any such acquisition, each of which could affect our financial condition or the value of our capital stock. The sale of equity to finance any such acquisitions could result in dilution to our stockholders. If we incur more debt, it would result in increased fixed obligations and could also subject us to covenants or other restrictions that would impede our ability to flexibly operate our business.

We may need additional capital, which may not be available on favorable terms, or at all.

Historically, we have funded our operations and capital expenditures primarily through equity issuances and cash generated from our operations. Although we currently anticipate that our existing cash and cash equivalents and cash flow from operations will be sufficient to meet our cash needs for the foreseeable future, we may require additional financing. We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance, levels of indebtedness and condition of the capital markets at the time we seek financing. Additional financing may not be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, including with respect to dividends and other distributions, and our stockholders may experience dilution.

Covenants in our loan agreement governing our revolving line of credit may restrict our operations, and our failure to comply with these covenants may adversely affect our business, results of operations and financial condition.

We are party to a loan and security agreement with Comerica Bank, or the Revolving Credit Facility, which is secured by a security interest on substantially all of our assets and contains various restrictive covenants, including restrictions on our ability to dispose of our assets, merge with or acquire other entities, incur other indebtedness, make investments and engage in transactions with our affiliates. Our Revolving Credit Facility also contains certain financial covenants. Our ability to meet these restrictive and financial covenants can be affected by events beyond our control. Our Revolving Credit Facility provides that our breach or failure to satisfy certain covenants constitutes an event of default thereunder. Upon the occurrence of an event of default, the lender under our Revolving Credit Facility could elect to declare any future amounts outstanding under our Revolving Credit Facility to be immediately due and payable, exercise the remedies of a secured party in respect of the secured interest on substantially all of our assets and terminate all commitments to extend further credit under that facility. If we are unable to repay those amounts, our financial condition could be adversely affected.

We may incur indebtedness, which could adversely affect our business and limit our ability to expand our business or respond to changes, and we may be unable to generate sufficient cash flow to satisfy our debt service obligations.

As of December 31, 2021 and December 31, 2020, we had zero and $22.4 million, respectively, of outstanding indebtedness under a loan and security agreement with Comerica Bank, or the Revolving Credit Facility. In the first quarter of 2021, we repaid in full the $22.4 million outstanding principal balance on our Revolving Credit Facility. We may incur indebtedness in the future, which may require us to secure such obligations with substantially all of our assets; to comply with various restrictive covenants, including restrictions on our ability to dispose of our assets, merge with or acquire other entities, incur other indebtedness, make investments and engage in transactions with our affiliates; and to meet certain financial covenants. Any substantial indebtedness, and the fact that a substantial portion of our cash flow from operating activities could be needed to make payments on this indebtedness, could restrict our business operations or have other adverse consequences, including the following:

- reducing the availability of our cash flow for our operations, capital expenditures, future business opportunities and other purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate, which could place us at a disadvantage compared to our competitors that may have less debt;
- limiting our ability to borrow additional funds; and
- increasing our vulnerability to general adverse economic and industry conditions.

Our ability to borrow any funds needed to operate and expand our business will depend in part on our ability to generate cash. If our business does not generate sufficient cash flow from operating activities or if future borrowings, under our Revolving Credit Facility or otherwise, are not available to us in amounts sufficient to enable us to fund our liquidity needs, our operating results, financial condition and ability to expand our business may be adversely affected.

Our results of operations, which are reported in U.S. dollars, could be adversely affected if currency exchange rates fluctuate substantially in the future.

We sell to customers globally and have international operations primarily in the United Kingdom, Australia, Singapore and Japan. As we continue to expand our international operations, we will become more exposed to the effects of fluctuations in currency exchange rates. Although the majority of our cash generated from revenue is denominated in U.S. dollars, a small amount is denominated in foreign currencies, and our expenses are generally denominated in the currencies of the jurisdictions in which we conduct our operations. For 2021, 13% of our revenue and 16% of our expenses, were denominated in currencies other than U.S. dollars. For 2020, 11% of our revenue and 20% of our expenses were denominated in currencies other than U.S. dollars. Because we conduct business in currencies other than U.S. dollars but report our results of operations in U.S. dollars, we also face remeasurement exposure to fluctuations in currency exchange rates, which could hinder our ability to predict our future results and earnings and could materially impact our results of operations. We do not currently maintain a program to hedge exposures to non-U.S. dollar currencies.

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

As of December 31, 2021, we had $116.8 million of U.S. federal and $75.4 million of state net operating loss carryforwards available to reduce future taxable income, which will begin to expire in 2022 for both federal and state tax purposes. It is possible that we will not generate taxable income in time to use these net operating loss carryforwards before their expiration or at all. Under legislative changes made in December 2017, U.S. federal net operating losses incurred in 2018 and in future years may be carried forward indefinitely, but the deductibility of such net operating losses is limited. States may or may not adopt similar changes. In addition, the federal and state net operating loss carryforwards and certain tax credits may be subject to significant limitations under Section 382 and Section 383 of the Internal Revenue Code of 1986, as amended, or the Code, respectively, and similar provisions of state law. Under those sections of the Code, if a corporation undergoes an “ownership change,” the corporation’s ability to use its pre-change net operating loss carryforwards and other pre-change attributes, such as research tax credits, to offset its post-change income or tax may be limited. In general, an “ownership change” will occur if there is a cumulative change in our ownership by “5-percent shareholders” that exceeds 50 percentage points over a rolling three-year period. Similar rules may apply under state tax laws. We may experience ownership changes in the future as a result of subsequent shifts in our stock ownership, some of which may be outside of our control. If an ownership change occurs and our ability to use our net operating loss carryforwards and tax credits is materially limited, it would harm our business by effectively increasing our future tax obligations.

We may be subject to liabilities on past sales for taxes, surcharges and fees.

We currently collect and remit applicable sales tax in jurisdictions where we have determined, based on applicable laws and regulations, that sales of our platform are classified as taxable. We do not currently collect and remit other state and local excise, utility user and ad valorem taxes, fees or surcharges that may apply to our customers. We believe that we are not otherwise subject to, or required to collect, any additional taxes, fees or surcharges imposed by state and local jurisdictions because we do not have a sufficient physical presence or "nexus" in the relevant taxing jurisdiction or such taxes, fees, or surcharges do not apply to sales of our platform in the relevant taxing jurisdiction. However, there is uncertainty as to what constitutes sufficient physical presence or nexus for a state or local jurisdiction to levy taxes, fees and surcharges for sales made over the internet, and there is also uncertainty as to whether our characterization of our platform as not taxable in certain jurisdictions will be accepted by state and local taxing authorities. Additionally, we have not historically collected value-added tax, or VAT, or goods and services tax, or GST, on sales of our platform because we make all of our sales through our office in the United States, and we believe, based on information provided to us by our customers, that most of our sales are made to business customers.

Taxing authorities may challenge our position that we do not have sufficient nexus in a taxing jurisdiction or that our platform is not taxable in the jurisdiction and may decide to audit our business and operations with respect to sales, use, telecommunications, VAT, GST and other taxes, which could result in increased tax liabilities for us or our customers, which could harm our business.

The application of indirect taxes (such as sales and use tax, VAT, GST, business tax and gross receipt tax) to businesses that transact online, such as ours, is a complex and evolving area. Following the 2018 U.S. Supreme Court decision in South Dakota v. Wayfair, Inc., states are now free to levy taxes on sales of goods and services based on an "economic nexus," regardless of whether the seller has a physical presence in the state. As a result, it may be necessary to reevaluate whether our activities give rise to sales, use and other indirect taxes as a result of any nexus in those states in which we are not currently registered to collect and remit taxes. Additionally, we may need to assess our potential tax collection and remittance liabilities based on existing economic nexus laws' dollar and transaction thresholds. The application of existing, new, or future laws, whether in the U.S. or internationally, could harm our business. There have been, and will continue to be, substantial ongoing costs associated with complying with the various indirect tax requirements in the numerous markets in which we conduct or will conduct business.

We may have exposure to greater than anticipated tax liabilities, which could harm our business.

While to date we have not incurred significant income taxes in operating our business, we are subject to income taxes in the United States and various jurisdictions outside of the United States. Our effective tax rate could fluctuate due to changes in the proportion of our earnings and losses in countries with differing statutory tax rates. Some jurisdictions may seek to impose incremental or new sales, use or other tax collection obligations on us. Our tax expense could also be impacted by changes in non-deductible expenses, changes in excess tax benefits of stock-based compensation, changes in the valuation of, or our ability to use, deferred tax assets and liabilities, the applicability of withholding taxes and effects from acquisitions.

The provision for taxes on our financial statements could also be impacted by changes in accounting principles, changes in U.S. federal, state or international tax laws applicable to corporate multinationals such as the recent legislation enacted in Australia, the United Kingdom and the United States, other fundamental changes in law currently being considered by many countries and changes in taxing jurisdictions' administrative interpretations, decisions, policies and positions.

We are subject to review and audit by U.S. federal, state, local and foreign tax authorities. Such tax authorities may disagree with tax positions we take, and if any such tax authority were to successfully challenge any such position, our business could be harmed. We may also be subject to additional tax liabilities due to changes in non-income based taxes resulting from changes in federal, state 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, changes to our business operations, including acquisitions, as well as the evaluation of new information that results in a change to a tax position taken in a prior period.

Risks Related to Ownership of Our Common Stock

The trading price of our common stock may be volatile or may decline steeply and suddenly regardless of our operating performance, and you could lose all or part of your investment.

The trading price of our common stock following our IPO has been and will likely continue to be volatile and could be subject to fluctuations in response to various factors, some of which are beyond our control. Factors that could cause fluctuations in the trading price of our common stock include the following:

- the COVID-19 pandemic, including recent and any future variants of the virus;
- price and volume fluctuations in the overall stock market from time to time;
- volatility in the trading prices and trading volumes of technology stocks;

- changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;
- sales or purchases of shares of our common stock, or anticipation of such sales;
- failure of securities analysts to maintain coverage of us, changes in financial estimates by securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;
- the financial projections we may provide to the public, any changes in those projections, or our failure to meet those projections;
- announcements by us or our competitors of new products, features, or services;
- the public's reaction to our press releases, other public announcements and filings with the SEC;
- rumors and market speculation involving us or other companies in our industry;
- actual or anticipated changes in our results of operations or fluctuations in our results of operations, including as a result of reduced demand for our solutions;
- actual or anticipated developments in our business, our competitors' businesses or the competitive landscape generally;
- litigation involving us, our industry, or both, or investigations by regulators into our operations or those of our competitors;
- developments or disputes concerning our intellectual property or other proprietary rights;
- announced or completed acquisitions of businesses, products, services or technologies by us or our competitors;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- changes in accounting standards, policies, guidelines, interpretations or principles;
- any significant change in our management; and
- general economic conditions and slow or negative growth of our markets.

In addition, extreme price and volume fluctuations in the stock markets have affected and continue to affect the stock prices of many companies. Often, their stock prices have fluctuated in ways unrelated or disproportionate to their operating performance. In the past, stockholders have filed securities class action litigation against companies following periods of market volatility. Such securities litigation, if instituted against us, could subject us to substantial costs, divert resources and the attention of management from our business and seriously harm our business.

Substantial future sales of shares of our common stock by existing stockholders, or the perception that those sales may occur, could cause the market price of our common stock to decline.

Sales of a substantial number of shares of our common stock in the public market, or the perception that these sales might occur, could depress the market price of our common stock and could impair our ability to raise capital through the sale of additional equity securities. We are unable to predict the effect that such sales may have on the prevailing market price of our common stock.

Provisions in our organizational documents and certain rules imposed by regulatory authorities may delay or prevent our acquisition by a third party.

Our amended and restated certificate of incorporation, or our Certificate of Incorporation, and our amended and restated bylaws, or our Bylaws, contain several provisions that may make it more difficult or expensive for a third party to acquire control of us without the approval of our board of directors. These provisions, which may delay, prevent or deter a merger, acquisition, tender offer, proxy contest, or other transaction that stockholders may consider favorable, include the following:

- the division of our board of directors into three classes and the election of each class for three-year terms;
- advance notice requirements for stockholder proposals and director nominations;
- provisions limiting our stockholders' ability to call special meetings of stockholders and to take action by written consent;
- restrictions on business combinations with interested stockholders;
- in certain cases, the approval of holders representing at least 66.7% of the total voting power of the shares entitled to vote generally in the election of directors will be required for stockholders to adopt, amend or repeal our Bylaws, or amend or

repeal certain provisions of our Certificate of Incorporation, including those relating to who may call special meetings of our stockholders, our stockholders' ability to act by written consent, our board of directors (including the removal of one or more directors), indemnification of our directors and officers and exculpation of our directors, supermajority voting, amendments to our Bylaws and the exclusive forum for litigating specified matters;

- no cumulative voting;
- the required approval of holders representing at least 66.7% of the total voting power of the shares entitled to vote at an election of the directors to remove directors; and
- the ability of our board of directors to designate the terms of and issue new series of preferred stock without stockholder approval, which could be used, among other things, to institute a rights plan that would have the effect of significantly diluting the stock ownership of a potential hostile acquirer, likely preventing acquisitions that have not been approved by our governing body.

Moreover, because we are incorporated in Delaware and our Certificate of Incorporation does not contain a provision opting out Section 203 of the Delaware General Corporation Law, or Section 203, we are governed by the provisions of Section 203, which prohibit a person, individually or as a group, who owns, or owned in the preceding three years, 15% or more of our outstanding voting stock from merging or combining with us, unless the merger or combination is approved in a prescribed manner.

The terms of our authorized preferred stock selected by our Board at any point could decrease the amount of earnings and assets available for distribution to holders of our common stock or adversely affect the rights and powers, including voting rights, of holders of our common stock without any further vote or action by the stockholders. As a result, the rights of holders of our common stock will be subject to, and may be adversely affected by, the rights of the holders of any preferred stock that may be issued by us in the future, which could have the effect of decreasing the market price of our common stock.

Any provision of our Certificate of Incorporation or Bylaws or Delaware corporate law that has the effect of delaying or deterring a change in control could limit opportunities for our stockholders to receive a premium for their shares of common stock, and could also reduce the price that investors are willing to pay for our common stock.

The provision of our Certificate of Incorporation designating the Court of Chancery in the State of Delaware and the federal district courts of the United States as the exclusive forums for certain types of lawsuits may have the effect of discouraging lawsuits against our directors and officers.

Our Certificate of Incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware be the sole and exclusive forum for: (1) any derivative action or proceeding brought on behalf of our company, (2) any action asserting a claim of breach of fiduciary duty owed by any director, officer, agent or other employee or stockholder of our company to us or our stockholders, (3) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or the DGCL, our Certificate of Incorporation or our Bylaws or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (4) any action asserting a claim governed by the internal affairs doctrine, in each case subject to such Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Our Certificate of Incorporation further provides that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolutions of any complaint asserting a cause of action arising under the Securities Act. The exclusive forum clauses described above shall not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock will be deemed to have notice of, and consented to, the exclusive forum provisions in our Certificate of Incorporation.

Although we believe these provisions benefit us by providing increased consistency in the application of applicable law in the types of lawsuits to which they apply, the provisions may have the effect of discouraging lawsuits against our directors and officers, which may limit a stockholder's ability to bring a claim in a judicial forum it finds favorable for disputes with us or our directors, officers or employees or cause stockholders to incur additional costs to bring claims in the forums designated in our Certificate of Incorporation. While the Delaware courts have determined that such choice of forum provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a jurisdiction other than those designated in the exclusive forum provision, and the provision may not be enforced by a court in that jurisdiction. In addition, investors cannot waive compliance with the federal securities laws and the rules and regulations thereunder. It is possible that, in connection with any applicable action brought against us, a court could find the choice of forum provisions contained in our Certificate of Incorporation to be inapplicable or unenforceable in such action. If so, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, financial condition or results of operations.

Our common stock market price and trading volume could decline if securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business or our market, if they adversely change their recommendations regarding our common stock or if our operating results do not meet their expectations or any financial guidance we may provide.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us, our business, our competitors and our market. The analysts' estimates are based upon their own opinions and are often different from our estimates or expectations. If one or more of the analysts who cover us downgrade our common stock or publish inaccurate or unfavorable research about our business, the price of our securities would likely decline. If few securities analysts commence coverage of us, or if one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our securities could decrease, which might cause the price and trading volume of our common stock to decline. In addition, if we do not meet any financial guidance that we may provide to the public or if we do not meet expectations of securities analysts or investors, the trading price of our common stock could decline significantly.

We will incur increased costs and impose additional demands upon management as a result of complying with the laws and regulations affecting public companies in the United States, which may harm our business, results of operations and financial condition.

As a public company listed in the United States, we incurred and will continue to incur significant additional legal, accounting and other expenses. In addition, changing laws, regulations and standards relating to corporate governance and public disclosure, including regulations implemented by the SEC and the NYSE, may increase legal and financial compliance costs and make some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, and as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. We will also need to continue developing our investor relations function. If, notwithstanding our efforts, we fail to comply with new laws, regulations and standards, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

Failure to comply with these rules might also make it more difficult for us to obtain certain types of insurance, including director and officer liability insurance, and we might be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events would also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, on committees of our board of directors or as members of senior management.

We are an "emerging growth company," and we cannot be certain if the reduced disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors.

We are an "emerging growth company," as defined in the JOBS Act, and we intend to take advantage of certain exemptions from various reporting requirements that are applicable to public companies that are not "emerging growth companies," including not being required to comply with the independent auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, being required to provide fewer years of audited financial statements and exemptions from the requirements of holding a non-binding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We intend to take advantage of these provisions until we are no longer an "emerging growth company." We will cease to be an "emerging growth company" upon the earliest to occur of: (i) the last day of the fiscal year in which we have more than $1.07 billion in annual revenue; (ii) the date we qualify as a large accelerated filer, with at least $700 million of equity securities held by non-affiliates; (iii) the issuance, in any three-year period, by us of more than $1.0 billion in non-convertible debt securities; and (iv) December 31, 2026. We may choose to take advantage of some but not all of these reduced reporting burdens. We have taken advantage of certain reduced reporting burdens in this Annual Report on Form 10-K. Accordingly, the information contained herein may be different than the information you receive from other public companies in which you hold stock.

In addition, the JOBS Act also provides that an "emerging growth company" can take advantage of an extended transition period for complying with new or revised accounting standards. We have elected to take advantage of such extended transition period, and, as a result, we will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies or that have opted out of using such extended transition period. Our consolidated financial statements may therefore not be comparable to those of companies that comply with new or revised accounting pronouncements as of the effective dates applicable to public companies.

Investors may find our common stock less attractive because we intend to rely on these exemptions, which may result in a less active trading market, increased volatility, or lower market prices for our common stock.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain any future earnings for use in the operation and expansion of our business, and we do not plan to declare or pay cash dividends in the foreseeable future. In addition, our ability to pay dividends is currently restricted by the terms of our Revolving Credit Facility. As a result, stockholders must rely on sales of their common stock after price appreciation as the only way to realize any future gains on their investment.

Item 1B. Unresolved Staff Comments.

Note applicable.

Item 2. Properties.

Our corporate headquarters are located in San Francisco, California, where we currently lease 31,182 square feet of office space pursuant to leases expiring in April 2022 and October 2025, respectively. We also lease facilities in Charlotte, London, Singapore and Sydney pursuant to leases expiring in July 2023, July 2025 and April 2022, respectively. We believe our facilities are suitable to meet our current needs.

Item 3. Legal Proceedings.

We, our Chief Executive Officer, our Chief Financial Officer, the members of our board of directors, and the underwriters that participated in our IPO are named as defendants in two putative class actions, captioned Douvia v. ON24, Inc., et al., 3:21-cv-08578 (filed November 3, 2021) and Goemer v. ON24, Inc., et al., 3:21-cv-08744 (filed November 10, 2021), that are currently pending in the United States District Court for the Northern District of California. The complaints purport to assert claims under Sections 11, 12(a), and 15 of the Securities Act of 1933 on behalf of all persons and entities that purchased, or otherwise acquired, our common stock issued in connection with our IPO. The complaints allege that our registration statement and prospectus contained untrue statements of material fact and/or omitted material facts about ON24’s growth and customer base. Plaintiffs seek, among other things, an award of damages and attorneys’ fees and costs. On February 3, 2022, the Court issued an order consolidating the cases and appointing a lead plaintiff. We believe that the allegations in the lawsuits are without merit.

From time to time, we may become involved in legal proceedings or be subject to claims arising in the ordinary course of our business. Except as set forth in the prior paragraph, we are not presently a party to any legal proceedings that we believe, if determined adversely to us, would have a material adverse effect on our business, financial condition, operating results, or cash flows. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Price of Common Stock

Our common stock trades on the New York Stock Exchange under the symbol “ONTF” since February 3, 2021. Prior to that date, there was no public trading market for our common stock.

Holders of Record

As of March 4, 2022, we had 127 holders of record of our common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Stock Performance Graph

The following graph compares the cumulative total stockholder return on our common stock since February 3, 2021, the date our common stock first began trading on the New York Stock Exchange, to two indices: the NASDAQ Computer Index and the Russell 2000 Index. The graph assumes $100 was invested on February 3, 2021 in our common stock and each index and all dividends were reinvested. The historic stock price performance is not necessarily indicative of future stock price performance.

This graph shall not be deemed “soliciting material” or be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act.

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Dividend Policy

We currently intend to retain any future earnings for use in the operation and expansion of our business, and we do not plan to declare or pay cash dividends in the foreseeable future. Any further determination to pay dividends on our capital stock will be at the discretion of our board of directors, subject to applicable laws, and will depend on our financial condition, results of operations, capital requirements, general business conditions, and other factors that our board of directors considers relevant. In addition, our ability to pay dividends is currently restricted by the terms of our Revolving Credit Facility.

Recent Sales of Unregistered Securities

From January 1, 2021 through February 4, 2021 (the date of the filing of our registration statement on Form S-8), we granted to our employees options to purchase 386,723 shares of our common stock under our 2014 Stock Option Plan (the “2014 Plan”) at a weighted average exercise price of $50.00 per share.

From January 1, 2021 through February 4, 2021 (the date of the filing of our registration statement on Form S-8), we issued and sold to our employees of 248,212 shares of our common stock upon the exercise of options issued under our 2014 Plan and 2020 Stock Option Plan at a weighted-average exercise price of $2.21 per share.

The issuances and sales of these stock options were deemed to be exempt from registration under the Securities Act in reliance upon Section 4(a)(2) of the Securities Act or Regulation D promulgated thereunder, or Rule 701 promulgated under Section 3(b) of the Securities Act, as transactions by an issuer not involving any public offering or pursuant to benefit plans and contracts relating to compensation as provided under Rule 701. None of the foregoing transactions involved any underwriters, underwriting discounts or commissions or any public offering.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On December 1, 2021, our board of directors authorized a $50.0 million share repurchase program. The timing and number of shares repurchased under the program will depend on a variety of factors, including stock price, trading volume, and general business and market conditions. The share repurchase program may be modified, suspended or discontinued at any time. The share repurchase program has an 18-month term.

Period	Total number of shares purchased	Average price paid per shares[(1)]	Total number of shares purchased as part of publicly announced plans or program	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs (in millions)
December 1, 2021 to December 31, 2021	428,218	$ 16.88	428,218	$ 42.8

(1) Includes commission of $0.02 per share paid to broker.

Use of Proceeds from our Initial Public Offering of Common Stock

On February 5, 2021, we sold 7,599,928 shares of our common stock in connection with our IPO, including 1,284,139 shares sold pursuant to the underwriters’ full exercise of their right to purchase additional shares, at a public offering price of $50.00 per share for an aggregate offering price of $378.0 million. The selling stockholders sold 2,245,141 shares of our common stock at a public offering price of $50.00 per share for an aggregate offering price of $112.3 million. The offer and sale of the shares in our IPO were registered under the Securities Act pursuant to a registration statement on Form S-1 (File No. 333-251967), which was declared effective by the SEC on February 2, 2021.We received net proceeds from the IPO of approximately $347.8 million, after deducting the underwriting discount of $26.6 million and other estimated offering expenses of $5.6 million. Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC and KeyBanc Capital Markets Inc., acted as lead book-running managers for the offering. None of the expenses associated with the IPO were paid to directors, officers, persons owning 10% or more of any class of equity securities, or to their associates, or to our affiliates, except that we paid $9.8 million of the underwriting discount to Goldman Sachs & Co. LLC, of which an employee serves on our board of directors and which owns 10% or more of our common stock.

There has been no material change in the planned use of proceeds from the IPO from that described in the prospectus filed with the SEC pursuant to Rule 424(b)(4) under the Securities Act on February 4, 2021.

Item 6. Reserved

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with the consolidated financial statements and related notes included elsewhere in this Report. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed in the section titled "Risk Factors" and in other parts of this Report.

This section generally discusses 2021 and 2020 items and year-to-year comparisons. Similar discussion for 2019 items and year-to-year comparisons may be found in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of our 10-K for the year ended December 31, 2020, filed with the SEC on March 30, 2021.

Overview

We provide a leading, cloud-based platform for digital engagement that delivers insights for revenue growth through interactive webinar experiences, virtual event experiences and multimedia content experiences. Our platform's portfolio of interactive, personalized and content-rich digital experience products creates and captures actionable, real-time data at scale from millions of professionals every month to provide businesses with buying signals and behavioral insights to efficiently convert prospects into customers.

Similar to what has taken place in the B2C market, our platform for digital engagement empowers B2B companies with insights to better personalize their engagement. Large social media platforms have been successful at leveraging experiences and insights of consumers on their platforms to enable B2C companies to effectively understand their potential consumers. While these have been effective in the B2C market, B2B companies often lack deep insights about prospective customers to effectively understand and engage them.

Businesses today primarily use automated solutions, such as digital advertising and email, for marketing. While these automated solutions reach large numbers of prospective customers, they have generally failed to deepen customer engagement because they were designed with the simple purpose of pushing marketing messages in one direction—from the business to the prospective customer. For businesses to succeed, we believe their sales and marketing strategies must evolve from the era of automation to the era of engagement. Our platform provides an innovative way both to scale digital marketing and deepen prospective customer engagement. We believe our opportunity to help businesses convert digital engagement into revenue will continue to grow as industries modernize their sales and marketing processes.

We sell subscriptions to our platform's experience products that are backed by analytics and our ecosystem of third-party integrations. Before 2013, we offered services and licensed software for managing webinars and virtual events primarily on a per event basis. In 2013, we transitioned to be a software-as-a-service company with the release of ON24 Elite and ON24 Virtual Conference as cloud-based subscription products. Substantially all of our customers subscribe to ON24 Elite, which enables customers to seamlessly broadcast video-based content and drive real-time interactivity in a single immersive experience. Our customers can host multiple tracks of their webinar experiences as a large-scale virtual event experience using ON24 Virtual Conference.

In 2018, we launched two complementary experience products, ON24 Engagement Hub and ON24 Target, to provide our customers with a system for digital engagement, offering customers the ability to curate and disseminate rich, multimedia content experiences. In addition to our products, we also provide professional services such as experience management, monitoring and premium support services, which provide the opportunity for recurring revenue, as well as implementation and other services.

In 2021, we launched ON24 Breakouts, which expanded the functionality and interactivity of webinars built with ON24 Elite. For example, breakouts enable attendees and presenters to network with each other face-to-face, sales teams to connect immediately with prospects and subject matter experts to offer two-way communication to support customer education and training.

We recently launched ON24 Go Live, which provides a new self-service virtual event solution for companies to stand up live-streaming video events faster and easier. Organizations can build a complete end-to-end external or internal event ranging from roadshows, customer conferences, virtual pop-ups, town halls, and company meetings, using pre-built templates and an easy-to-use and engaging interface.

We deliver our platform products as cloud-based subscriptions that are easy to use and purpose-built for sales and marketing professionals. As of December 31, 2021, we had over 2,100 customers.

Prior to developing our current cloud-based subscription model, we generated revenue from our Legacy offering, which primarily consisted of fully managed events and associated services. In connection with shifting to our current data-driven, cloud-based subscription model, we stopped selling our Legacy offering to new customers in 2018 and stopped selling it to all customers in 2020. As a result, substantially all Legacy revenue ceased after December 2020.

Our revenue was $203.6 million, $156.9 million and $89.1 million for 2021, 2020 and 2019, respectively, representing a period-over-period increase of 30% and 76% for 2021 and 2020, respectively. Our revenue, excluding our Legacy offering, was $203.5 million, $154.8 million and $80.7 million for 2021, 2020 and 2019, representing, a period-over-period increase of 31% and 92%, respectively. We had a net loss of $24.3 million for 2021, net income of $20.8 million for 2020, and net loss of $17.5 million for 2019.

COVID-19 Update

The recent spread of the Delta and Omicron variants of COVID-19, which appear to be more transmissible than other variants to date, may extend the impact of COVID-19 on our business. The impact of these variants cannot be predicted at this time and could depend on numerous factors, including vaccination rates among the population, the effectiveness of COVID-19 vaccines against emerging variants, and any new measures that may be introduced by governments or other parties in response to an increase in COVID-19 cases.

As conditions continue to fluctuate around the world, with vaccine administration rising in certain regions, governments and organizations have responded by adjusting their restrictions and guidelines accordingly. Our focus remains on promoting employee health and safety, serving our customers and ensuring business continuity. In compliance with applicable regulations and guidance, we partially reopened our offices in the second half of 2021 for employees who are fully vaccinated and want to work in that office. With different regions recovering at different rates, we continue to evaluate our plans to fully reopen our facilities.

During the COVID-19 pandemic, digital has become the primary way for people to connect, work, learn and be entertained, and for businesses to engage with customers. The imperative to optimize digital sales and marketing investments to drive revenue conversion has become more important as businesses accelerate digital transformation initiatives in response to the COVID-19 pandemic, resulting in increased usage of our subscription and other platforms. Our revenue increased by 30% in 2021 compared to 2020, in part due to the impact of COVID-19.

There is no assurance that we will continue to experience such accelerated growth. For example, our revenue growth rate declined in 2021 compared to 2020 and we may face similar declines in future periods as the impact of COVID-19 lessens. If the effects of the COVID-19 pandemic subside, particularly as more people get vaccinated, our customers and their users may resume in-person marketing activities in a way that decreases usage of our platform. The extent of the impact of COVID-19 on our business and financial performance may be influenced by a number of factors, many of which we cannot control, including the emergence of recent and any future variants of the virus, future spikes of COVID-19 infections resulting in additional preventative and mitigative measures, the severity of the economic decline attributable to or influenced by the COVID-19 pandemic, the timing and nature of a potential economic recovery, the impact on our customers and our sales cycles, and our ability to generate new business leads. For additional details, see the section titled “Risk Factors.”

Key Factors Affecting Our Performance

Acquiring New Customers

We are focused on continuing to grow the number of customers that use our platform. We define a customer as a unique organization, including its subsidiaries and affiliates, that has entered into an agreement for paid access to our platform. A single customer may have multiple agreements with us for separate divisions, subsidiaries or affiliates. Our operating results and growth prospects will depend in part on our ability to attract new customers. While we believe we have a significant market opportunity that our platform addresses, it is difficult to predict customer adoption rates or the future growth rate and size of the market for our platform. We will need to continue to invest in our sales and marketing functions in order to address this opportunity by hiring, developing and retaining talented sales personnel who are able to achieve desired productivity levels in a reasonable period of time.

Despite our strong growth to date, we believe our market is still relatively underpenetrated and, as a result, we see significant opportunity to market our solutions globally. We intend to pursue new customers through specialized and aligned sales teams focused on Enterprise customers and Commercial customers.

Retention and Expansion of ON24 Across Existing Customers

We believe we can achieve significant growth by retaining and further penetrating our existing customer base with the addition of new users and new products, and through upsell and cross sell. Our multi-dimensional land and expand model drives onboarding and allows us to acquire customers via free trials, live demos and continuous engagement with an efficient sales and marketing investment. As we continue to drive more actionable revenue generating marketing insights, we believe that we have a significant opportunity to further increase sales among existing customers across different functional and geographic departments within each respective organization. Our ability to pursue this opportunity will require us to continue to retain our customers, scale our sales and marketing organization and otherwise increase our operating expenses, and we may not be successful on the timetable we anticipate, or at all, for any number of reasons, which may cause our results to vary from period to period.

Innovation and Expansion of Our Platform

We plan to continually develop new products that enhance the functionality of our platform, improve our user experiences and drive customer engagement in order to further capitalize on new opportunities. We intend to sell these new solutions to both existing and new customers, to drive an increase in revenue as the breadth and depth of our solutions and use cases expands. We also intend to continue investing in our platform and related infrastructure to improve capacity, security and scalability. These development efforts will require significant investments, some of which may be episodic or otherwise cause our expenses to vary from period to period.

International Expansion

We believe the expansion of real-time, revenue-generating marketing intelligence in international markets is a significant opportunity. For 2021, 2020 and 2019, approximately 26%, 24% and 21%, respectively, of our revenue came from outside the United States. We believe there is a compelling opportunity to expand our solutions internationally, both in countries where we currently operate and countries where we do not yet sell subscriptions to our solutions. Continuing to expand our international operations will require considerable management attention and other resources and may present challenges associated with complying with local expectations, customs, laws and regulations, which may impact our ability to sell subscriptions to our solutions and otherwise cause our results to vary from period to period.

Key Business Metrics

We review the following key business metrics to measure our performance, identify trends, formulate financial projections and make strategic decisions. Our methods for calculating these metrics may differ from similarly titled metrics at other companies, which may hinder comparability with other companies. The following table sets forth as of the dates indicated our number of customers, our annual recurring revenue (ARR), our dollar-based net retention rate (NRR) and our customers contributing at least $100,000 in ARR ($100k Customers) as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020	December 31, 2019
Customers	2,122	1,994	1,401
ARR	$ 171,384	$ 153,362	$ 76,852
NRR	97 %	149 %	108 %
$100k Customers	366	302	144

Number of Customers

Increasing awareness of our platform and its broad range of capabilities has enabled us to substantially expand our customer base. We define a customer as a unique organization, including its subsidiaries and affiliates, that has entered into an agreement for paid access to our platform. We serve customers of all sizes, ranging from small businesses to global Fortune 100 organizations across a diverse set of industries, including technology, financial services, healthcare, industrial and manufacturing, professional services and B2B information services companies. Our diverse customer base has grown from 760 customers as of December 31, 2015 to over 2,100 customers as of December 31, 2021. We added 128 net customers in 2021 compared to 2020 with our small and midsize customers representing the largest contributor to the increase. Our platform is designed with a long-term view toward our customer relationships and to grow with customers as their needs expand.

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Annual Recurring Revenue

We believe that ARR is a key metric to measure our business because it is driven by our ability to acquire new subscription customers and to maintain and expand our relationship with existing subscription customers. ARR is calculated as the sum of the annualized value of our subscription contracts as of the measurement date, including existing customers with expired contracts that we expect to be renewed. Our ARR amounts exclude professional services, overages from subscription customers and Legacy revenue. Our ARR as of December 31, 2021, 2020 and 2019 was $171.4 million, $153.4 million and $76.9 million, respectively. Our continued growth of ARR reflects our success in acquiring new customers and expanding subscriptions with existing customers, which was occurring prior to the COVID-19 pandemic, accelerated in 2020 partly in response to the COVID-19 pandemic, and has continued to grow in 2021, though at a slower pace.

Dollar-Based Net Retention Rate

We believe NRR is an important metric that provides insight into the long-term value of our subscription agreements and our ability to retain and organically grow revenue from our customers. Our NRR as of a specified period end is calculated by dividing current period ARR by prior period ARR. Prior period ARR is the ARR for all engagement platform customers as of twelve months prior to such period end. Current period ARR is the ARR for the same customers as of the specified period end. Our NRR includes the effect of any customer renewals, expansion, contraction and churn but excludes ARR from customers that were acquired in the twelve months prior to the specified period end. Our NRR is subject to adjustment for mergers, acquisitions, dispositions and similar transactions involving our customers. Our NRR was 97%,149%, and 108% as of December 31, 2021, 2020, and 2019, respectively. The decrease in NRR from 2021 to 2020 was primarily driven by elevated churn within the first-time renewal cohort and existing customers rationalizing their expansions from 2020 to 2021 to align to their post-pandemic needs.

Customers Contributing $100,000 or More to ARR

We believe that our ability to increase our $100k Customers is a key indicator for important components of the growth of our business, including our success in expanding the use of our platform within large organizations. As of December 31, 2021, 2020 and 2019, we had 366, 302 and 144 $100k Customers, respectively, demonstrating our continued penetration of larger organizations.

Components of Results of Operations

Revenue

Subscription and Other Platform Revenue

Subscription and other platform revenue primarily consists of subscription fees from customer agreements to access our platform for digital engagement. Our customers do not have the ability to take possession of our software. We recognize subscription revenue on a straight-line basis over the term of the contract beginning on the date access to our platform is granted. Subscription and other platform revenue also includes usage fees from customers who acquire incremental capacity during their contract term. We recognize usage fees on a straight-line basis over the remaining term of the subscription contract, beginning when usage occurs. We expect our subscription revenue to increase over the long-term, depending on our ability to attract new customers and expand usage with current customers, which may fluctuate from period to period.

Subscription and other platform revenue also contains revenue from our Legacy offering, which consists of contracts with customers for which we grant customers access to our platform only for the duration of specific contracted events. Our Legacy revenue is primarily recognized at a point in time as events occur. We stopped selling our Legacy offering to new customers in 2018, and substantially all subscription and other platform revenue associated with our Legacy offering ceased after December 2020.

Professional Services Revenue

Professional services revenue primarily consists of fees from customer agreements to provide consulting, support for product and platform adoption as well as support for experience management, monitoring and production. The majority of our professional services consists of experience management and monitoring services, which are prepaid rights to a defined number of managed and monitored experiences. Professional services are generally considered distinct from the access provided to our platform. Professional services are available through hourly rate and fixed fee contracts, as well as one-time and ongoing engagements. We recognize revenue from experience management, monitoring and production services in the period the experience occurs and the services are delivered or, if they are not used by the customer, at the end of the subscription term. We recognize revenue from implementation services upon completion of the services. We recognize revenue from premium support offerings on a ratable basis over the subscription term. We expect our professional services revenue to fluctuate in the future based on customer needs. While more of our customers have elected to be "self-service" and not purchase our professional services, the needs of our customer base have grown more complex which may require more expert services. This fluctuation may also include seasonality, with increased customer utilization of our platform in the fourth quarter and decreased utilization in the first quarter, reflecting the timing of our customers' marketing initiatives and their internal budget cycles.

Professional services revenue also contains revenue from our Legacy offering, which consists of event-related services, and is recognized when the event occurs. We stopped selling our Legacy offering to new customers in 2018 and substantially all professional services revenue associated with our Legacy offering ceased after December 2020.

Cost of Revenue

Subscription and Other Platform Cost of Revenue

Subscription and other platform cost of revenue primarily consists of costs related to hosting our platform and providing operating support services to our customers. These costs are related to our co-located data centers, personnel-related costs such as salaries, bonuses, stock-based compensation expense, benefits costs associated with our operations and support personnel, software license fees and allocated overhead. We expect our subscription and other platform cost of revenue to increase in the near term in absolute dollars and as a percentage of revenue as we continue to invest in our customer success organization, move more of our infrastructure to a hybrid cloud, and expand our infrastructure. Over the long term, we expect our subscription and other platform cost of revenue will also increase in absolute dollars as our subscription revenue increases.

Subscription and other platform cost of revenue also includes Legacy cost of revenue. We stopped selling our Legacy offering to new customers in 2018 and the Legacy component of subscription and other platform cost of revenue substantially ceased after December 2020.

Professional Services Cost of Revenue

Professional services cost of revenue consists primarily of personnel-related costs, including salaries and bonuses, stock-based compensation, third-party consulting services and allocated overhead. We expect our professional services cost of revenue to fluctuate based on customer needs.

Professional services cost of revenue also includes Legacy cost of revenue. We stopped selling our Legacy offering to new customers in 2018 and substantially all of the Legacy component of professional services cost of revenue ceased after December 2020.

Operating Expenses

Sales and Marketing

Sales and marketing expenses primarily consist of personnel-related expenses, including stock-based compensation directly associated with our sales and marketing organization. Other sales and marketing expenses include promotional events to promote our brand, such as awareness programs, digital programs, tradeshows and our annual user conference, software license expenses and allocated overhead. Sales commissions that are directly related to acquiring customer contracts, as well as associated payroll taxes, are deferred upon execution of a contract with a customer, and subsequently amortized to sales and marketing expense. Sales commissions paid upon the initial acquisition of a customer contract are amortized over an estimated period of benefit of five years, as we specifically anticipate renewals of the customer contracts and commissions paid on renewal contracts are not commensurate with commissions paid on new customer contracts. Sales commissions paid upon renewal of customer contracts are amortized over the contractual renewal term. Amortization is recognized on a straight-line basis commensurate with the pattern of revenue recognition. Sales commissions paid related to professional services are amortized over the expected service period. We plan to increase our investment in sales and marketing over the foreseeable future, primarily through increased headcount in our sales and marketing functions and investment in brand- and product marketing efforts. As a result, we expect our sales and marketing expenses will increase in the near term in absolute dollars and as a percentage of revenue. However, we expect such expenses will decrease as a percentage of our revenue over the long term as our revenue grows, although the percentage may fluctuate from period to period depending on fluctuations in the timing and extent of our sales and marketing expenses.

Research and Development

Research and development expenses primarily consist of personnel-related expenses, including stock-based compensation directly associated with our research and development employees, contractor costs related to third-party development and allocated overhead. Research and development costs are expensed as incurred. We plan to increase the dollar amount of our investment in research and development for the foreseeable future as we focus on further developing our platform and infrastructure. As a result, we expect our research and development expenses will increase as a percentage of revenue in the near term.

General and Administrative

General and administrative expenses primarily consist of personnel-related expenses, including stock-based compensation, salaries and benefits for our personnel in executive, finance, legal and human resources organizations. In addition, these expenses include external legal costs, accounting and other consulting services, bad debt expense and allocated overhead.

We expect our general and administrative expenses to continue to increase in absolute dollars as we increase the size of our general and administrative function to support the growth of our business. In addition, as a public company, we expect to incur increased expenses in the areas of insurance, investor relations and professional services. As a result, we expect the absolute dollar amount of our general and administrative expenses to increase for the foreseeable future. We expect, however, that our general and administrative expenses will decrease as a percentage of our revenue over time, although the percentage may fluctuate from period to period.

Interest Expense

Interest expense consists primarily of interest expense incurred on our capital leases and revolving credit facility.

Other (Income) Expense, Net

Other (income) expense, net consists primarily of currency transaction gains or losses, interest income, amortization and accretion on marketable securities, and miscellaneous non-operational income and expense.

Provision for (Benefit from) Income Taxes

Provision for (benefit from) income taxes consists primarily of income taxes related to foreign and state jurisdictions in which we conduct business.

Results of Operations

We manage and operate as one reportable segment. The discussion below summarizes our results of operations for the periods presented, which we derived from the consolidated financial statements included elsewhere in this Report.

The following tables set forth selected consolidated statements of operations data for each of the periods presented:

	Year Ended December 31,		
	2021	2020	2019
		(in thousands)	
Revenue:			
Subscription and other platform	$ 175,876	$ 122,630	$ 72,589
Professional services	27,737	34,311	16,544
Total revenue	203,613	156,941	89,133
Cost of revenue:			
Subscription and other platform (1)	33,400	20,746	16,730
Professional services (1)	13,965	12,589	10,411
Total cost of revenue	47,365	33,335	27,141
Gross profit	156,248	123,606	61,992
Operating expenses:			
Sales and marketing (1)	104,063	60,640	47,773
Research and development (1)	34,835	19,275	15,730
General and administrative (1)	40,940	21,848	14,590
Total operating expenses	179,838	101,763	78,093
Income (loss) from operations	(23,590)	21,843	(16,101)
Interest expense	464	869	1,029
Other (income) expense, net	487	(76)	42
Income (loss) before provision for (benefit from) income taxes	(24,541)	21,050	(17,172)
Provision for (benefit from) income taxes	(285)	297	355
Net income (loss)	(24,256)	20,753	(17,527)

(1) Includes stock-based compensation as follows:

	Year Ended December 31,		
	2021	2020	2019
		(in thousands)	
Cost of revenue			
Subscription and other platform	$ 1,897	$ 154	97
Professional services	382	37	50
Total cost of revenue	2,279	191	147
Sales and marketing	8,806	1,051	915
Research and development	4,402	360	197
General and administrative	10,163	1,327	739
Total stock-based compensation expense	$ 25,650	$ 2,929	$ 1,998

Comparison of the Year Ended December 31, 2021 and 2020

Revenue

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Subscription and other platform	$ 175,876	86%	$ 122,630	78%	$ 53,246	43%
Professional services	27,737	14%	34,311	22%	(6,574)	(19)%
Total revenue	$ 203,613	100%	$ 156,941	100%	$ 46,672	30%

The increase in total revenue for 2021 compared to 2020 was primarily driven by an overall increase in digital engagement platform revenue and partially offset by a decrease in Legacy revenue.

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Digital Engagement Platform						
Subscription and other platform	$ 175,777	86%	$ 121,214	77%	$ 54,563	45%
Professional services	27,702	14%	33,583	21%	(5,881)	(18)%
Total digital engagement platform revenue	203,479	100%	154,797	99%	48,682	31%
Legacy						
Subscription and other platform	99	—%	1,416	1%	(1,317)	(93%)
Professional service	35	—%	728	—%	(693)	(95%)
Total Legacy revenue	134	—%	2,144	1%	(2,010)	(94%)
Total revenue	$ 203,613	100%	$ 156,941	100%	$ 46,672	30%

Total digital engagement platform revenue increased $48.7 million, or 31%, in 2021 compared to 2020, primarily attributable to an increase in subscription and other platform revenue mainly due to increased purchases of our platform by our existing customers, and to a lesser extent increases in our customer base. The increase was offset in part by the decrease of $5.9 million in professional service revenue, primarily reflecting higher than typical demand for our implementation and deployment services in 2020 that continued into the first quarter of 2021. The decline in professional services revenue as a percentage of total revenue also reflects platform improvements that enable more customer self-service, which may cause professional services revenue to continue to decline in future periods.

Total Legacy revenue decreased $2.0 million, or 94%, in 2021 compared to 2020, primarily attributable to a decrease in subscription and other Legacy platform revenue as we stopped selling our Legacy offering to new customers in 2018. Substantially all Legacy revenue ceased after December 2020.

Cost of Revenue and Gross Margin

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Subscription and other platform	$ 33,400	16%	$ 20,746	13%	$ 12,654	61%
Professional services	13,965	7%	12,589	8%	1,376	11%
Total cost of revenue	$ 47,365	23%	$ 33,335	21%	$ 14,030	42%
Gross profit	$ 156,248	77%	$ 123,606	79%	$ 32,642	26%
Gross margin	77 %		79 %			

Cost of Revenue

Cost of revenue for 2021 increased $14.0 million, or 42%, compared to 2020, primarily driven by an overall increase in digital engagement platform revenue and partially offset by a decrease in Legacy cost of revenue.

Total digital engagement platform cost of revenue for 2021 increased 15.4 million, or 48%, compared to 2020. The increase was primarily due to an increase in subscription and other platform cost of revenue of $13.3 million, and an increase in professional services cost of revenue of $2.1 million. The increase in total digital engagement platform cost of revenue was primarily attributable to an increase in personnel-related expenses of $11.8 million driven by both increased headcount to support our platform and deliver services and increased stock-based compensation expense of $2.1 million. The increase in total digital engagement platform cost of revenue in 2021 also reflected a $2.4 million increase in bandwidth, transmission and software costs due to the expansion of infrastructure and data centers.

Total Legacy cost of revenue for 2021 decreased $1.4 million, or 99%, compared to 2020. The decrease was primarily driven by a reduction in headcount and facilities allocation costs as we stopped selling our Legacy offering to new customers in 2018 and substantially all Legacy revenue ceased after December 2020.

Gross Margin

Gross margin was 77% for 2021 compared to 79% for 2020. The decrease was primarily attributable to the increase in total digital engagement platform cost of revenue, which increased 48%, compared to total digital engagement platform revenue, which increased 31%. We continue to invest in our cloud infrastructure capabilities to enable sustained growth and are also expanding our customer success teams.

We expect gross margin to decrease in 2022 as we continue to invest in our infrastructure, increase our utilization of the public cloud for our newer product offerings and scale our customer success organization.

Operating Expenses

Sales and Marketing

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Sales and marketing	$ 104,063	51%	$ 60,640	39%	$ 43,423	72%

Sales and marketing expense increased $43.4 million, or 72%, in 2021 compared 2020. The increase was primarily attributable to an increase in personnel-related expenses of $31.7 million driven by both increased headcount to support the growth in our sales force and increased stock based compensation expense of $7.8 million. The increase in sales and marketing expense was also driven by the increase of $7.7 million in advertising, content marketing and demand generation activity and, the increase of $3.1 million in facilities and other expenses. The increase in sales and marketing expense as a percentage of total revenue was primarily driven by our continued investment to drive market awareness and add sales capacity across regions and segments.

We expect our sales and marketing expense to continue to increase in 2022 to support increased demand for our digital experiences.

Research and Development

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Research and development	$ 34,835	17%	$ 19,275	12%	$ 15,560	81%

Research and development expense increased $15.6 million, or 81%, in 2021 compared to 2020. The increase was primarily attributable to an increase of $11.2 million in personnel-related expenses driven by both increased headcount for the development of our solutions and increased stock-based compensation expense of $4.0 million. The increase of $2.6 million in contractor costs for development activities and $1.7 million in facilities and other expenses also contributed to the increase of

research and development expense in 2021. We have been ramping our investment in research and development as we accelerate our pace of product innovation and bring new products to the market.

We expect our research and development expense to continue to increase in 2022 as we focus on further developing our platform and infrastructure.

General and Administrative

	Year Ended December 31,								
		2021	As a % of Total Revenue		2020	As a % of Total Revenue		$ Change	% Change
	(in thousands, except percentages)								
General and administrative	$	40,940	20%	$	21,848	14%	$	19,092	87%

General and administrative expense increased $19.1 million, or 87%, in 2021 compared to 2020. The increase was primarily attributable to an increase of $12.1 million in personnel-related expenses driven by both increased headcount and increased stock based compensation expense of $8.8 million, as well as an increase of $3.9 million in insurance expense. The increase in general and administrative expense in 2021 was also driven by a $2.0 million increase in professional and legal expenses related to IPO readiness in the first quarter of 2021 and ongoing costs associated with being a public company.

We expect our general and administrative expense to increase in 2022 as we increase the size of our general and administrative function to support the growth of our business.

Interest Expense

	Year Ended December 31,								
		2021	As a % of Total Revenue		2020	As a % of Total Revenue		$ Change	% Change
	(in thousands, except percentages)								
Interest expense	$	464	—%	$	869	1%	$	(405)	(47%)

Interest expense for 2021 decreased $0.4 million compared 2020. In the first quarter of 2021, we repaid in full the $22.4 million aggregate then outstanding principal balance of our line of credit under the revolving credit facility.

Other (Income) Expense, Net

	Year Ended December 31,								
		2021	As a % of Total Revenue		2020	As a % of Total Revenue		$ Change	% Change
	(in thousands, except percentages)								
Other (income) expense, net	$	487	—%	$	(76)	—%	$	563	741%

Other (income) expense, net for 2021 increased $0.6 million compared to 2020, primarily driven by foreign exchange transaction losses.

Provision for (Benefit from) Income Taxes

	Year Ended December 31,					
	2021	As a % of Total Revenue	2020	As a % of Total Revenue	$ Change	% Change
	(in thousands, except percentages)					
Provision for (benefit from) income taxes	$ (285)	—%	$ 297	—%	$ (582)	(196%)

The decrease in provision for income taxes in 2021 compared to 2020 was primarily driven by the tax benefits associated with the exercise of stock options and settlement of restricted stock units in a foreign jurisdiction.

Liquidity and Capital Resources

As of December 31, 2021, we had cash, cash equivalents and marketable securities of $382.6 million. Our investments generally consist of money market funds, certificates of deposit, U.S. Treasury securities and debt securities, all of which are available for use in our current operations. Our liquidity requirements arise primarily from our working capital needs, capital expenditures and debt service requirements. We have historically funded our liquidity requirements through sales of convertible preferred stock, cash generated from our operations, borrowings and availability under our revolving credit facility, and most recently through our IPO.

In February 2021, we closed our IPO in which we sold 7,599,928 shares of our common stock, which included 1,284,139 shares from the full exercise of the underwriters' option to purchase additional shares, at a public offering price of $50 per share. We received net proceeds of approximately $347.8 million after deducting the underwriting discount of approximately $26.6 million and offering costs of approximately $5.6 million.

In the first quarter of 2021, we repaid in full the $22.4 million aggregate then outstanding principal balance of our line of credit under the revolving credit facility.

In December 2021, our board of directors authorized a share repurchase program allowing us to periodically repurchase up to $50.0 million of our common stock over an 18-month period in the open market or in privately negotiated transactions. The program may be modified, suspended, or discontinued at any time. We expect any repurchases under the program to extend over multiple quarters. In December 2021 and the first quarter of 2022, we spent $7.2 million and $9.1 million, respectively, on share repurchases. As of March 9, 2022, we had $33.7 million remaining for future share buyback under the repurchase program.

Our principal uses of cash in recent periods have been to fund our operations, invest in research and development, purchase investments, and repurchase shares of our common stock.

We believe our existing cash, cash equivalents and marketable securities will be sufficient to meet our needs for at least the next 12 months. Our future capital requirements will depend on many factors including our revenue growth rate, subscription renewal activity, billing frequency, the timing and extent of spending to support further sales and marketing and research and development efforts, as well as expenses associated with our international expansion, including the timing and extent of additional capital expenditures to invest in existing and new office spaces. We may in the future enter into arrangements to acquire or invest in complementary businesses, products, services and technologies, and we may need to seek additional equity or debt financing. In the event that additional financing is needed from outside sources, we may not be able to raise the necessary capital or raise the capital on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, results of operations and financial condition could be materially and adversely affected.

The following table summarizes our cash flows for the periods presented (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Net cash provided by (used in) operating activities	$ 5,189	$ 37,542	$ (11,350)
Net cash (used in) provided by investing activities	$ (219,190)	$ 970	$ (4,162)
Net cash provided by financing activities	$ 320,514	$ 804	$ 27,580

Operating Activities

Our largest source of operating cash is cash collections from our customers for subscriptions to use our platform. Our primary uses of cash from operating activities are from personnel-related expenditures, costs related to hosting our platform and marketing expenses. Our cash flow from operating activities will continue to be influenced principally by the extent to which we increase spending on our business and our working capital requirements.

Net cash provided by operating activities is primarily impacted by our net income (loss) adjusted for certain non-cash items such as stock-based compensation, depreciation and amortization, amortization of deferred contract acquisition costs, as well as the effect of changes in operating assets and liabilities. Our cash flows from operating activities provided net cash of $5.2 million for 2021 compared to $37.5 million for 2020, a decrease of $32.3 million. The decrease was primarily attributable to the $45.0 million increase in net loss and $16.2 million unfavorable changes in operating assets and liabilities between the periods, partially reduced by an increase in non-cash expenses of $28.9 million.

The total non-cash adjustments for 2021 was $48.9 million compared to $20.0 million for 2020. The $28.9 million favorable change of non-cash adjustment was primarily driven by an increase in stock-based compensation expense of $22.7 million and an increase in amortization of deferred contract acquisition costs of $4.1 million.

Working capital used cash of $19.5 million for 2021 compared to $3.3 million for 2020, an increase of cash outflow of $16.2 million. The unfavorable change in working capital in the comparative periods were impacted by, among other items, the timing of vendor payments and prepayments, timing of cash receipts from customers, and increased business activities due to company growth.

Investing Activities

Net cash used in investing activities was $219.2 million for 2021 compared to provided cash of $1.0 million for 2020. The increase was primarily driven by an increase in purchases of marketable securities of $230.8 million and an increase in capital expenditures of $2.6 million, partially offset by an increase in proceeds from maturities and paydowns of marketable securities of $13.2 million. Our most significant capital expenditures have been investments in our equipment to support ongoing operations. We expect our capital investment will continue in the future.

Financing Activities

Net cash provided by financing activities was $320.5 million for 2021 compared to $0.8 million for 2020. The increase was primarily driven by the proceeds of $353.4 million from our IPO, net of underwriting discounts and a decrease in principal repayments of $5.6 million on our line of credit, partially offset by a decrease in borrowings of $28.4 million from our line of credit, as well as by our $7.2 million spending on share repurchases in December 2021 and payment of tax withholding obligation of $3.6 million related to net share settlement on option exercise and RSU releases in 2021.

Debt Obligations

Revolving Credit Facility

In September 2021, we amended our revolving credit facility with Comerica Bank with an effective date of August 31, 2021, which increases our borrowing capacity to a maximum of $50.0 million with a letter of credit sublimit of $4.0 million and a credit card sublimit of $1.0 million. The amendment allows us to borrow up to $50.0 million if we maintain at least $100.0 million on deposit with Comerica Bank. If such deposit is less than $100.0 million, we may borrow up to the lesser of $50.0 million or an amount determined by our trailing five months of recurring revenue, annualized renewal rate and annualized monthly churn rate. The terms of the agreement permit voluntary prepayment without premium or penalty. The revolving credit facility matures in August 2024 and is secured by substantially all of our assets. We are required to pay a quarterly commitment fee of 0.15% per annum on the undrawn portion available under the revolving line of credit.

Outstanding principal amounts on the revolving credit facility incur interest at a rate equal to Comerica Bank's prime referenced rate, as defined in the loan agreement. Prior to August 31, 2021, interest on the revolving line of credit was the prime rate, as published by the Wall Street Journal, plus 0.75% effective July 31, 2020. The referenced prime rate was 3.25% as of December 31, 2021 and the prime rate was 3.25% as of December 31, 2020.

We borrowed $22.4 million against the revolving credit facility as of December 31, 2020, which was repaid in full during the first quarter of 2021. We incurred an immaterial amount of interest expense prior to our full repayment of the principal outstanding under our line of credit in the first quarter of 2021.

Commitments and Contractual Obligations

The following table summarizes our non-cancelable contractual obligations as of December 31, 2021 (in thousands):

	Payments Due By Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating lease obligations	$ 10,538	$ 2,633	$ 5,633	$ 2,272	$ —
Capital lease obligations	3,575	1,888	1,687	—	—
Equipment loans	578	271	307	—	—
Other [(1)]	6,723	4,414	2,204	105	—
Total	$ 21,414	$ 9,206	$ 9,831	$ 2,377	$ —

(1) Amounts primarily represent our commitment under various software license and co-location facilities and services agreements. See Note 7 to consolidated financial statements for additional information.

Critical Accounting Policies and Estimates

Critical accounting policies and estimates are those accounting policies and estimates that are both the most important to the portrayal of our net assets and results of operations and require the most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. These estimates are developed based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Critical accounting estimates are accounting estimates where the nature of the estimates are material due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change and the impact of the estimates on financial condition or operating performance is material.

The critical accounting estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

We derive our revenue from subscription agreements with customers for access to our platform and related services. We recognize revenue upon the transfer of promised goods or services to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for promised goods or services. We apply the following five-step revenue recognition model in accounting for our revenue arrangements:

1. Identification of the contract, or contracts, with the customer

We determine a contract with a customer to exist when the contract is approved, each party's rights regarding the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the ability and intent to pay, and the contract has commercial substance. At contract inception, we will evaluate whether two or more contracts should be combined and accounted for as a single contract and whether the combined or single contract includes more than one performance obligation. We apply judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit and financial information pertaining to the customer.

2. Identification of the performance obligations in the contract

Performance obligations committed in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from us, and are distinct in the context of the contract, whereby the transfer of the services and the products is separately identifiable from other promises in the contract.

Our performance obligations generally consist of access to our digital engagement platform and related support services, which, together, are considered one performance obligation. Our customers do not have the ability to take possession of our software, and through access to our platform we provide a series of distinct software-based services that are satisfied over the term of the subscription. Customers may also purchase incremental capacity to our digital engagement platform. We recognize incremental access as a series of distinct software-based services that are satisfied over the remaining term of the subscription. Our Legacy offering includes performance obligations to provide customers with access to our platform for the duration of specific contracted events, and revenue is recognized primarily as events occur. Amounts related to our digital engagement platform and our Legacy offering are recorded as subscription and other platform revenue in the consolidated statements of operations.

We also provide professional services, which include consulting services, such as experience management, monitoring and production services, implementation services and premium support services. Professional services are generally considered distinct from the access to our digital engagement platform. Amounts are recorded as Professional Services revenue in the consolidated statements of operations.

We enter into contracts with customers that regularly include promises to transfer multiple services through access to our platform. For arrangements with multiple services, we evaluate whether the individual services qualify as distinct performance obligations. In our assessment of whether a service is a distinct performance obligation, we determine whether the customer can benefit from the service on its own or with other readily available resources and whether the service is separately identifiable from other services in the contract. This evaluation requires us to assess the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated, highly interrelated or significantly modify each other, which may require judgment based on the facts and circumstances of the contract.

3. Determination of the transaction price

The transaction price is determined based on the consideration to which we expect to be entitled in exchange for transferring services to the customer. Variable consideration is included in the transaction price if, in our judgment, it is probable that a significant future reversal of cumulative revenue recognized under the contract will not occur. We apply the practical expedient in Topic 606 paragraph 10-32-18 and do not adjust the promised amount of consideration for the effects of a significant financing component for contracts that are one year or less, and none of our multi-year contracts contain a significant financing

component. Revenue is recognized net of any taxes collected from customers which are subsequently remitted to governmental entities, such as sales and other indirect taxes.

Our digital engagement platform and related support services are typically warranted to perform in a professional manner that will comply with the terms of the subscription agreements. In addition, we include service level commitments to our customers warranting certain levels of uptime reliability and performance and permitting those customers to receive credits in the event that we fail to meet those service levels. These credits represent a form of variable consideration. Historically, we have not experienced any significant incidents affecting the defined levels of reliability and performance as required by the subscription agreements. We have not provided any material refunds related to these agreements in the consolidated financial statements during the periods presented.

4. Allocation of the transaction price to the performance obligations in the contract

Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on each performance obligation's relative standalone selling price, or the SSP. The SSP is the price at which we would sell a promised good or service separately to a customer. In instances where we do not sell or price a product or service separately, establishing SSP requires significant judgement. We estimate the SSP by considering available information, such as market conditions, internally approved pricing guidelines and the underlying cost of delivering the performance obligation.

5. Recognition of the revenue when, or as, a performance obligation is satisfied

Revenue is recognized at the time the related performance obligation is satisfied by transferring the control of the promised service to a customer. Revenue is recognized in an amount that reflects the consideration that we expect to receive in exchange for those services. We recognize subscription revenue on a straight-line basis over the term of the applicable contract subscription period beginning on the date access to our platform is granted. We recognize revenue from consulting services related to events in the period the event occurs and the service is delivered. We recognize revenue from implementation services upon completion of the services. We recognize revenue from premium support offerings on a ratable basis over the applicable subscription term.

Costs to Obtain a Contract

We capitalize sales commissions and associated payroll taxes paid to internal sales personnel and third-party referral fees that are incremental to the acquisition of customer contracts. These costs are recorded as deferred contract acquisition costs on our consolidated balance sheets. We determine whether costs should be deferred based on our sales compensation plans and if the commissions are incremental and would not have occurred absent the customer contract.

Sales commissions paid upon the initial acquisition of a customer contract are amortized over an estimated period of benefit of five years, as we specifically anticipate renewals of customer contracts and commissions paid on renewal contracts are not commensurate with commissions paid on new customer contracts. Sales commissions paid upon renewal of customer contracts are amortized over the contractual renewal term. Amortization is recognized on a straight-line basis commensurate with the pattern of revenue recognition. Sales commissions paid related to professional services are amortized over the expected service period. We determine the period of benefit for commissions paid for the acquisition of the initial customer contract by taking into consideration the initial estimated customer life and the technological life of our platform and related significant features. Amortization of deferred contract acquisition costs is included in sales and marketing expense in our consolidated statements of operations.

Stock-Based Compensation

We issue stock-based compensation awards to employees in the form of restricted stock awards and stock options. We measure stock-based compensation expense related to these awards based on the fair value of the awards on the date of grant and recognize stock-based compensation on a straight-line basis over the requisite service period for each separately vesting portion of the awards, which generally equals the vesting period. Effective January 1, 2021, we elected to account for forfeited awards as they occur. Prior to 2021, we estimated forfeitures at the time of grant and revised those estimates in subsequent periods if actual forfeitures differ from our estimates. This change in accounting policy did not have a material impact on our consolidated financial statements.

Stock options we grant to employees generally vest over four years. We have selected the Black-Scholes option pricing model to determine the fair value of stock option awards, which model requires management to apply judgment and make highly subjective assumptions and estimates.

These assumptions and estimates are as follows:

- *Fair Value of Common Stock*. Prior to our IPO, the fair value was determined by our board of directors, with input from management and valuation reports prepared by independent third-party valuation firms. For valuations of option grants made after the closing of our IPO, our board of directors determines the fair value of each share of common stock based on the closing price of our common stock on the date of grant, or other relevant determination date, as reported on the New York Stock Exchange.

- *Risk-Free Interest Rate.* The risk-free interest rate for the expected term of the options was based on the U.S. Treasury yield curve in effect at the time of the grant.

- *Expected Term.* The expected term of options represents the period of time that options are expected to be outstanding. Our historical stock option exercise experience does not provide a reasonable basis upon which to estimate an expected term due to a lack of sufficient data. For stock options granted to employees, we estimate the expected term by using the simplified method. The simplified method calculates the expected term as the average of the time-to-vesting and the contractual life of the options. For stock options granted to nonemployees, the expected term equals the contractual term of the option.

- *Expected Volatility.* As we do not have a trading history for our common stock prior to the IPO, the expected volatility was estimated by taking the average historic price volatility for industry peers, consisting of several public companies in our industry which are either similar in size, stage of life cycle, or financial leverage, over a period equivalent to the expected term of the awards.

- *Expected Dividend Yield.* We have never declared or paid any cash dividends and do not presently plan to declare or pay cash dividends in the foreseeable future. As a result, an expected dividend yield of zero percent was used.

The Black-Scholes assumptions used in evaluating our employee stock options are as follows:

	Year Ended December 31,		
	2021	**2020**	**2019**
Expected term	5.92 years - 6.07 years	6.25 years	6.25 years
Expected volatility	53.82 % - 54.98%	41.60 % - 62.00%	40.70 % - 51.50%
Risk-free interest rate	0.62 % - 0.96%	0.40 % - 1.70%	1.50 % - 2.50%
Dividend yield	—%	—%	—%

Restricted stock awards we grant to employees generally vest over three to four years. Stock-based compensation expense related to restricted stock awards is based on the closing market value of our common stock at the date of grant and is recognized as expense ratably over the requisite service period.

Common Stock Valuations

For periods prior to the closing of our IPO, the fair value of our business, or enterprise value, was determined using either the market approach or a combination of the market and income approaches. The market approach estimates value based on a comparison of the subject company to comparable public companies in a similar line of business. From the comparable companies, a representative market value multiple is determined and then applied to the subject company's financial results to estimate the value of the subject company. The income approach estimates the fair value of a company based on the present value of the company's future estimated cash flows and the residual value of the company beyond the forecast period. These future cash flows, including the cash flows beyond the forecast period for the residual value, are discounted to their present values using an appropriate discount rate, to reflect the risks inherent in the company achieving these estimated cash flows.

For valuations prior to October 1, 2019, the resulting equity value is then allocated to each class of stock using the Option Pricing Method, or the OPM. The OPM treats common stock and convertible preferred stock as call options on an equity value, with exercise prices based on the liquidation preference of our convertible preferred stock. The common stock is modeled as a call option with a claim on the equity value at an exercise price equal to the remaining value immediately after our convertible preferred stock is liquidated. For valuations as of and subsequent to October 1, 2019, we have used a hybrid method utilizing a combination of the OPM and the probability-weighted expected return method, which includes a probability-weighted analysis of varying values for our common stock assuming possible future events for our company, including scenarios for completing an initial public offering, completing an acquisition, and remaining a private company. Prior October 1, 2019, we believed the use of the OPM was appropriate because the range of possible future outcomes was difficult to predict and highly speculative. Under either methodology, after the equity value was determined and allocated to the various classes of shares, a discount for lack of marketability, or DLOM, was applied to arrive at the fair value of common stock on a non-marketable basis. A DLOM is applied based on the theory that the stockholder of a private company has limited information and opportunities to sell their stock. A market participant that would purchase this stock would recognize this risk and thereby require a higher rate of return, which would reduce the overall fair market value.

Our assessments of the fair value of common stock for grant dates were based in part on the current available financial and operational information and the common stock value provided in the most recent valuation as compared to the timing of each grant. For financial reporting purposes, we considered the amount of time between the valuation date and the grant date to determine whether to use the latest common stock valuation or a straight-line interpolation between the two valuation dates. This determination included an evaluation of whether the subsequent valuation indicated that any significant change in valuation had occurred between the previous valuation and the grant date. For valuations during the fourth quarter of 2020, we determined the fair values of each share of common stock based on a straight-line interpolation between the valuation date of September 15, 2020, the date on which we first obtained a third-party valuation after we held our IPO organizational meeting on September 3,

2020, and the midpoint of the preliminary IPO price range on an assumed pricing on February 2, 2021, the day prior to our shares were listed on the New York Stock Exchange.

For valuations after February 3, 2021, when our shares began trading on the New York Stock Exchange in connection with our IPO, our board of directors determines the fair value of each share of common stock based on the closing price of our common stock on the date of grant, or other relevant determination date, as reported on the New York Stock Exchange.

JOBS Act Accounting Election

We are an emerging growth company, as defined in the JOBS Act. Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We intend to avail ourselves of this exemption from new or revised accounting standards. Accordingly, we will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies or that have opted out of using such extended transition period.

Recent Accounting Pronouncements

See Note 1 to our consolidated financial statements included elsewhere in this Form 10-K for more information.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Foreign Currency and Exchange Risk

The vast majority of our cash generated from revenue are denominated in U.S. dollars, with a small amount denominated in foreign currencies. Our expenses are generally denominated in the currencies of the jurisdictions in which we conduct our operations, which are primarily in the United States, the United Kingdom, Australia, Singapore and Japan. Our results of current and future operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates. The effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would not have had a material impact on our historical consolidated financial statements for the years ended December 31, 2021, 2020 and 2019. As the impact of foreign currency exchange rates has not been material to our historical operating results, we have not entered into derivative or hedging transactions, but we may do so in the future if our exposure to foreign currency becomes more significant.

Interest Rate Risk

Our exposure to changes in interest rates relates primarily to our investment portfolio. Changes in U.S. interest rates affect the interest earned on our cash, cash equivalents and investments and the fair value of those investments.

Our cash equivalents consist of money market mutual funds, which are not significantly exposed to interest rate risk. Our marketable securities are subject to interest rate risk because these securities primarily include a fixed interest rate. As a result, the market values of these securities are affected by changes in prevailing interest rates. We attempt to limit our exposure to interest rate risk and credit risk by investing our investment portfolio in instruments that meet the minimum credit quality, liquidity, diversification and other requirements of our investment policy. Our marketable securities consist of liquid, investment-grade securities. We do not enter into investments for trading or speculative purposes.

The following table presents the hypothetical fair values of our marketable securities assuming immediate parallel shifts in the yield curve of 50 basis points (“BPS”), 100 BPS and 150 BPS as of December 31, 2021 (in thousands):

	(150 BPS)	(100 BPS)	(50 BPS)	Fair Value as of December 31, 2021	50 BPS	100 BPS	150 BPS
Marketable securities	$ 214,775	$ 218,467	$ 218,403	$ 217,609	$ 216,664	$ 215,719	$ 214,775

Item 8. Financial Statements and Supplementary Data

ON24, Inc.

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
ON24, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of ON24, Inc. and subsidiaries (the Company) as of December 31, 2021 and 2020, the related consolidated statements of operations, comprehensive income (loss), convertible preferred stock and stockholders' deficit, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements).

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

We have served as the Company's auditor since 2009.

San Francisco, California
March 11, 2022

ON24, Inc.
Consolidated Balance Sheets
(in thousands, except share and per share data)

	December 31, 2021	December 31, 2020
Assets		
Current assets		
Cash and cash equivalents	$ 164,948	$ 58,243
Marketable securities	217,609	3,000
Accounts receivable, net of allowances and reserves of $2,677 and $2,173 as of December 31, 2021 and 2020, respectively	46,117	48,617
Deferred contract acquisition costs, current	11,921	10,528
Prepaid expenses and other current assets	8,467	7,079
Total current assets	449,062	127,467
Property and equipment, net	8,780	9,051
Deferred contract acquisition costs, non-current	20,887	18,753
Other long-term assets	1,760	1,447
Total assets	$ 480,489	$ 156,718
Liabilities, Convertible Preferred Stock and Stockholders' Equity (Deficit)		
Current liabilities		
Accounts payable	$ 3,123	$ 4,730
Accrued liabilities	18,740	17,439
Deferred revenue	96,225	92,240
Long-term debt, current portion	2,039	2,359
Total current liabilities	120,127	116,768
Long-term debt	1,955	25,727
Other long-term liabilities	3,317	4,022
Total liabilities	125,399	146,517
Commitments and contingencies (See Note 7)		
Convertible Class A-1 and Class A-2 preferred stock, $0.0001 par value per share; zero and 21,699,945 shares authorized as of December 31, 2021 and 2020, respectively; zero and 21,683,548 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and $102,776 as of December 31, 2021 and 2020, respectively	—	83,857
Redeemable convertible Class B and Class B-1 preferred stock, $0.0001 par value per share; zero and 5,543,918 shares authorized as of December 31, 2021 and 2020, respectively; zero and 5,543,918 shares issued and outstanding as of December 31, 2021 and 2020, respectively; aggregate liquidation preference of zero and $70,000 as of December 31, 2021 and 2020, respectively	—	70,000
Stockholders' equity (deficit)		
Common stock, $0.0001 par value per share; 500,000,000 and 50,000,000 shares authorized as of December 31, 2021 and 2020, respectively; 47,727,346 and 10,896,137 shares issued and outstanding as of December 31, 2021 and 2020 respectively	5	1
Additional paid-in capital	550,839	27,512
Accumulated deficit	(195,519)	(171,263)
Accumulated other comprehensive income	(235)	94
Total stockholders' equity (deficit)	355,090	(143,656)
Total liabilities, convertible preferred stock and stockholders' equity (deficit)	$ 480,489	$ 156,718

See accompanying notes to consolidated financial statements.

ON24, Inc.
Consolidated Statements of Operations
(in thousands, except share and per share amounts)

	Year Ended December 31,		
	2021	**2020**	**2019**
Revenue:			
Subscription and other platform	$ 175,876	$ 122,630	$ 72,589
Professional services	27,737	34,311	16,544
Total revenue	203,613	156,941	89,133
Cost of revenue:			
Subscription and other platform	33,400	20,746	16,730
Professional services	13,965	12,589	10,411
Total cost of revenue	47,365	33,335	27,141
Gross profit	156,248	123,606	61,992
Operating expenses:			
Sales and marketing	104,063	60,640	47,773
Research and development	34,835	19,275	15,730
General and administrative	40,940	21,848	14,590
Total operating expenses	179,838	101,763	78,093
Income (loss) from operations	(23,590)	21,843	(16,101)
Interest expense	464	869	1,029
Other (income) expense, net	487	(76)	42
Income (loss) before provision for (benefit from) income taxes	(24,541)	21,050	(17,172)
Provision for (benefit from) income taxes	(285)	297	355
Net income (loss)	(24,256)	20,753	(17,527)
Change in Class B-1 preferred stock redemption value	—	—	(10,047)
Cumulative preferred dividends allocated to preferred stockholders	(558)	(5,685)	(4,774)
Net income (loss) attributable to common stockholders	$ (24,814)	$ 15,068	$ (32,348)
Net income (loss) per share attributable to common stockholders:			
Basic	$ (0.57)	$ 0.40	$ (3.68)
Diluted	$ (0.57)	$ 0.35	$ (3.68)
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders:			
Basic	43,562,604	10,017,574	8,788,628
Diluted	43,562,604	16,187,149	8,788,628

See accompanying notes to consolidated financial statements.

ON24, Inc.
Consolidated Statements of Comprehensive Income (Loss)
(in thousands)

	Year Ended December 31,		
	2021	**2020**	**2019**
Net income (loss)	$ (24,256)	$ 20,753	$ (17,527)
Other comprehensive income (loss)			
Foreign currency translation adjustment, net of tax	185	96	(80)
Unrealized loss on available for sale debt securities, net of tax	(514)	—	
Total other comprehensive income (loss)	(329)	96	(80)
Total comprehensive income (loss)	$ (24,585)	$ 20,849	$ (17,607)

See accompanying notes to consolidated financial statements.

ON24, Inc.
Consolidated Statements of Convertible Preferred Stock and Stockholders' Equity (Deficit)
(in thousands, except share amounts)

	Convertible Preferred Stock		Redeemable convertible preferred stock		Common Stock		Additional paid-in capital	Accumulated Deficit	Accumulated other comprehensive income (loss)	Total stockholders' equity (deficit)
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance as of December 31, 2018	**21,683,024**	**$83,845**	**3,233,851**	**$35,000**	**8,681,557**	**$ 1**	**$ 18,385**	**$ (176,424)**	**$ 78**	**$ (157,960)**
Cumulative effect upon adoption of Topic 606	—	—	—	—	—	—	—	11,982	—	11,982
Issuance of Class B-1 convertible preferred stock, net of issuance costs	—	—	2,310,067	24,953	—	—	—	—	—	—
Change in Class B-1 preferred stock redemption value	—	—	—	10,047	—	—	—	(10,047)	—	(10,047)
Issuance of common stock upon exercise of stock options	—	—	—	—	272,410	—	426	—	—	426
Stock-based compensation expense	—	—	—	—	—	—	1,998	—	—	1,998
Issuance of preferred stock upon exercise of preferred stock warrants	524	12	—	—	—	—	—	—	—	—
Other comprehensive loss	—	—	—	—	—	—	—	—	(80)	(80)
Net loss	—	—	—	—	—	—	—	(17,527)	—	(17,527)
Balance as of December 31, 2019	**21,683,548**	**$83,857**	**5,543,918**	**$70,000**	**8,953,967**	**$ 1**	**$ 20,809**	**$ (192,016)**	**$ (2)**	**$ (171,208)**
Issuance of common stock upon exercise of stock options	—	—	—	—	1,942,170	—	3,774	—	—	3,774
Stock-based compensation expense	—	—	—	—	—	—	2,929	—	—	2,929
Other comprehensive income	—	—	—	—	—	—	—	—	96	96
Net income	—	—	—	—	—	—	—	20,753	—	20,753
Balance as of December 31, 2020	**21,683,548**	**$83,857**	**5,543,918**	**$70,000**	**10,896,137**	**$ 1**	**$ 27,512**	**$ (171,263)**	**$ 94**	**$ (143,656)**
Conversion of convertible preferred stock and redeemable convertible preferred stock to common stock upon initial public offering	(21,683,548)	(83,857)	(5,543,918)	(70,000)	27,227,466	3	153,854	—	—	153,857
Issuance of common stock upon initial public offering, net of underwriting discounts and other offering costs	—	—	—	—	7,599,928	1	347,780	—		347,781
Repurchase of common stock	—	—	—	—	(428,218)	—	(7,228)	—	—	(7,228)
Issuance of common stock upon exercise of stock options	—	—	—	—	2,226,932	—	5,825	—	—	5,825
Issuance of common stock upon release of restricted stock units	—	—	—	—	130,074	—	—	—	—	—
Issuance of common stock under Employee Stock Purchase Plan (ESPP)	—	—	—	—	75,027	—	1,054	—	—	1,054

Payment for employee tax withholding upon net share settlement on equity awards	—	—	—	—	—	—	(3,608)	—	—	(3,608)
Stock-based compensation expense	—	—	—	—	—	—	25,650	—	—	25,650
Other comprehensive loss	—	—	—	—	—	—	—	—	(329)	(329)
Net loss	—	—	—	—	—	—	—	(24,256)	—	(24,256)
Balance as of December 31, 2021	**—**	**$ —**	**—**	**$ —**	**47,727,346**	**$ 5**	**$ 550,839**	**$ (195,519)**	**$ (235)**	**$ 355,090**

See accompanying notes to consolidated financial statements.

ON24, Inc.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2021	2020	2019
Cash flows from operating activities:			
Net income (loss)	$ (24,256)	$ 20,753	$ (17,527)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	4,592	2,974	2,329
Stock-based compensation expense	25,650	2,929	1,998
Amortization of deferred contract acquisition costs	15,248	11,115	7,012
Provision for allowance for doubtful accounts and billing reserve	2,943	3,009	743
Other	503	—	—
Changes in operating assets and liabilities:			
Accounts receivable	(443)	(29,024)	(5,431)
Deferred contract acquisition costs	(18,775)	(26,354)	(8,983)
Prepaid expenses and other assets	(4,617)	(2,799)	(418)
Accounts payable	(1,247)	2,032	113
Accrued liabilities	2,311	4,986	(268)
Deferred revenue	3,985	47,799	9,392
Other long-term liabilities	(705)	122	(310)
Net cash provided by (used in) operating activities	5,189	37,542	(11,350)
Cash flows from investing activities:			
Purchase of property and equipment	(3,564)	(1,030)	(1,162)
Purchase of marketable securities	(235,805)	(5,000)	(12,000)
Proceeds from maturities and paydowns of marketable securities	20,179	7,000	9,000
Net cash (used in) provided by investing activities	(219,190)	970	(4,162)
Cash flows from financing activities:			
Proceeds from initial public offering, net of underwriting discounts	353,397	—	—
Proceeds from exercise of stock options	5,514	3,774	426
Proceeds from issuance of common stock under ESPP	1,054	—	—
Proceeds from issuance of Class B-1 preferred stock, net of issuance costs	—	—	24,953
Payment of tax withholding obligations related to net share settlements on equity awards	(3,608)	—	—
Proceeds from long-term debt	—	28,381	9,508
Payment for repurchase of common stock	(7,228)	—	—
Repayments of long-term debt	(22,597)	(28,179)	(6,193)
Repayment of capital lease obligations	(2,304)	(1,270)	(1,114)
Payments of offering costs	(3,714)	(1,902)	—
Net cash provided by financing activities	320,514	804	27,580
Effect of exchange rate changes on cash, cash equivalents and restricted cash	185	96	(80)
Net increase in cash, cash equivalents and restricted cash	106,698	39,412	11,988
Cash, cash equivalents and restricted cash, beginning of period	58,345	18,933	6,945
Cash, cash equivalents and restricted cash, end of period	$ 165,043	$ 58,345	$ 18,933
Supplemental disclosures of cash flow information:			
Cash paid for taxes, net of refunds	$ 337	$ 183	$ 238
Cash paid for interest	$ 652	$ 967	$ 1,392
Supplemental disclosures of noncash investing and financing activities:			
Equipment acquired under capital leases	$ 1,586	$ 5,089	$ 787
Equipment purchased funded by liabilities	$ 391	$ 179	$ 74
Property and equipment purchased not yet paid	$ 419	$ 402	$ —
Conversion of convertible preferred stock and redeemable convertible preferred stock to common stock	$ 153,857	$ —	$ —
Option exercises not yet settled	$ 311	$ —	$ —
Deferred offering costs in accounts payable and accrued liabilities	$ —	$ 1,318	$ —
Change in Class B-1 preferred stock redemption value	$ —	$ —	$ 10,047
Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets (in thousands):			
Cash and cash equivalents	$ 164,948	$ 58,243	$ 18,844
Restricted cash included in other assets, non-current	95	102	89

Total cash, cash equivalent, and restricted cash	$ 165,043	$ 58,345	$ 18,933

See accompanying notes to consolidated financial statements.

ON24, Inc.
Notes to Consolidated Financial Statements (Unaudited)

Note 1. Description of Business and Significant Accounting Policies

Description of Business

ON24, Inc. and its subsidiaries (together, ON24 or the Company) provides a leading, cloud-based platform for digital engagement that enables businesses to convert customer engagement into revenue through interactive webinar experiences, virtual event experiences and multimedia content experiences. The Company's platform offers a portfolio of interactive, personalized and content-rich digital experience products that creates and captures actionable, real-time data at scale from millions of professionals every month to provide businesses with buying signals and behavioral insights to efficiently convert prospects into customers. The Company was incorporated in the state of Delaware in January 1998 as NewsDirect, Inc. and in December 1998 changed its name to ON24, Inc. The Company is headquartered in San Francisco, California.

Initial Public Offering

On February 5, 2021, the Company closed its initial public offering (IPO) of 7,599,928 shares of its common stock at a public offering price of $50 per share for net proceeds of approximately $347.8 million, after deducting the underwriting discount of approximately $26.6 million and other offering costs of approximately $5.6 million. The shares of common stock sold in the IPO and the net proceeds from the IPO included the full exercise of the underwriters' option to purchase additional shares.

Upon the closing of the IPO, all of the Company's outstanding shares of Class A-1 and Class A-2 convertible preferred stock and Class B and Class B-1 redeemable convertible preferred stock were automatically converted into an aggregate of 27,227,466 shares of common stock on a one-for-one basis.

Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements include the accounts of ON24 Inc. and its subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP) and applicable rules and regulations of the Securities and Exchange Commission (SEC) for annual financial reporting. All intercompany transactions and balances have been eliminated in consolidation.

Certain prior period amounts have been reclassified on the consolidated statements of cash flows and in Note 5 to conform to the current year's presentation.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Significant items subject to such estimates and assumptions include, but are not limited to, the estimated expected benefit period for deferred contract acquisition costs, the determination of standalone selling price for the Company's performance obligations, the allowance for doubtful accounts and billing reserve, the useful lives of long-lived assets, the estimated value of common stock prior to the IPO and other assumptions used to measure stock-based compensation, the valuation of deferred income tax assets and uncertain tax positions. Actual results could differ from those estimates.

Concentration of Risks

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, restricted cash, marketable securities and accounts receivable. The Company maintains its cash and cash equivalents, restricted cash and marketable securities with high-quality financial institutions with investment-grade ratings. A majority of the cash balances are with banks in the U.S. and are insured to the extent defined by the Federal Deposit Insurance Corporation. For concentration of risks on accounts receivables and revenue, refer to Note 1.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents consist of bank deposits and highly liquid investments, primarily money market mutual funds purchased with an original maturity of three months or less. Restricted cash included in other long-term assets in the consolidated balance sheets consists of term deposits to collateralize our Sydney operating lease.

Marketable Securities

The Company classifies its investments in debt securities as available-for-sale at the time of purchase since it is intended that these investments are available for current operations. These investments are included within cash and cash equivalents on the accompanying consolidated balance sheets.

Investments are reported at fair value and are subject to periodic impairment review. Unrealized gains and losses related to changes in the fair value of these securities are recognized in accumulated other comprehensive income (loss), net of tax, unless they are determined to be other-than-temporary impairments. The ultimate value realized on these securities is subject to market price volatility until they are sold.

Fair Value Measurements

The Company categorizes assets and liabilities recorded at fair value on its consolidated balance sheets based on the accounting guidance framework for measuring fair value on either a recurring or nonrecurring basis, whereby inputs used in valuation techniques are assigned a hierarchical level.

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Company measures assets and liabilities at fair value at each reporting period using a fair value hierarchy which requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. U.S. GAAP describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, to measure the fair value:

Level 1 – observable inputs for identical assets or liabilities, such as quoted prices in active markets.

Level 2 – directly or indirectly observable Inputs other than Level 1, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions.

Financial instruments consist of cash and cash equivalents, restricted cash, marketable securities, accounts receivable and accounts payable. The Company's investment portfolio consists of money market mutual funds, available for sales debt securities and certificates of deposit, which are carried at fair value.

Accounts Receivable

See Note 2, Revenue, for the Company's accounting policy on accounts receivable.

Property and Equipment, Net

Property and equipment, net, are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the respective assets, which are generally three years. Leasehold improvements are amortized over the shorter of the remaining lease term or the estimated useful life. Expenditures for maintenance and repairs are expensed as incurred. Significant improvements that substantially enhance the life of an asset are capitalized.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets or asset groups for impairment whenever events indicate that the carrying value of an asset or asset group may not be recoverable based on expected future cash flows attributable to that asset or asset group. If the carrying amount of an asset or asset group exceeds estimated undiscounted future cash flows, then an impairment charge would be recognized based on the excess of the carrying amount of the asset or asset group over its fair value. Assets to be disposed of are reported at the lower of their carrying amount or fair value less costs to sell. There were no impairment charges recognized related to long-lived assets in 2021, 2020 and 2019.

Deferred Offering Costs

Deferred offering costs consist primarily of accounting, legal and other fees incremental and directly related to the Company's IPO. Upon closing of the IPO on February 5, 2021, the deferred offering costs of $5.6 million were reclassified into stockholders' equity (deficit) and recorded against the proceeds from the offering. Deferred offering costs as of December 31, 2020 was $3.2 million and is included within prepaid expenses and other current assets on the consolidated balance sheets.

Revenue Recognition

Revenue is recognized when a customer obtains control of promised services. The amount of revenue recognized reflects the consideration that the Company expects to receive in exchange for these services. To achieve the core principle of this standard, the Company applies the following five steps:

1. Identification of the contract, or contracts, with the customer

The Company determines a contract with a customer to exist when the contract is approved, each party's rights regarding the services to be transferred can be identified, the payment terms for the services can be identified, the customer has the ability and intent to pay, and the contract has commercial substance. At contract inception, the Company will evaluate whether two or more contracts should be combined and accounted for as a single contract and whether the combined or single contract includes more than one performance obligation. The Company applies judgment in determining the customer's ability and intent to pay, which is based on a variety of factors, including the customer's historical payment experience or, in the case of a new customer, credit and financial information pertaining to the customer.

2. Identification of the performance obligations in the contract

Performance obligations committed to in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services and the products is separately identifiable from other promises in the contract.

The Company's performance obligations generally consist of access to its digital engagement platform and related support services, which, together, are considered one performance obligation. The Company's customers do not have the ability to take possession of the Company's software, and, through access to the Company's platform, the Company provides a series of distinct software-based services that are satisfied over the term of the applicable subscription. Customers may also purchase incremental capacity to the Company's digital engagement platform. The Company recognizes incremental access as a series of distinct software-based services that are satisfied over the remaining term of the applicable subscription. The Company's Legacy offering includes performance obligations to provide customers with access to the Company's platform for the duration of specific contracted events, and revenue is recognized primarily as events occur. Amounts related to the Company's digital engagement platform and Legacy offering are recorded as subscription and other platform revenue in the consolidated statements of operations.

The Company also provides professional services, which includes consulting services, such as experience management, monitoring and production services, implementation services and premium support services. Professional services are generally considered distinct from the access to the Company's digital engagement platform. Amounts are recorded as Professional Services revenue in the consolidated statements of operations.

The Company enters contracts with customers that regularly include promises to transfer multiple services through access to the Company's platform. For arrangements with multiple services, the Company evaluates whether the individual services qualify as distinct performance obligations. In its assessment of whether a service is a distinct performance obligation, the Company determines whether the customer can benefit from the service on its own or with other readily available resources and whether the service is separately identifiable from other services in the contract. This evaluation requires the Company to assess the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated, highly interrelated or significantly modify each other, which may require judgment based on the facts and circumstances of the contract.

3. Determination of the transaction price

The transaction price is determined based on the consideration that the Company expects to be entitled in exchange for transferring services to the customer. Variable consideration is included in the transaction price if, in the Company's judgment, it is probable that a significant future reversal of cumulative revenue recognized under the contract will not occur. The Company applies the practical expedient in paragraph 606-10-32-18 of Topic 606 and does not adjust the promised amount of consideration for the effects of a significant financing component for contracts that are one year or less, and none of our multi-year contracts contain a significant financing component. Revenue is recognized net of any taxes collected from customers (e.g., sales and other indirect taxes), which are subsequently remitted to governmental entities.

The Company's digital engagement platform and related support services are typically warranted to perform in a professional manner that will comply with the terms of our subscription agreements. In addition, the Company includes service level commitments to its customers warranting certain levels of uptime reliability and performance and permitting those customers to receive credits in the event that the Company fails to meet those service levels. These credits represent a form of variable consideration. Historically, the Company has not experienced any significant incidents affecting the defined levels of reliability and performance as required by its subscription agreements. The Company has not provided any material refunds related to these agreements in the consolidated financial statements during the periods presented.

4. Allocation of the transaction price to the performance obligations in the contract

Contracts that contain multiple performance obligations require an allocation of the transaction price to each performance obligation based on each performance obligation's relative standalone selling price (SSP). The SSP is the price at which the Company would sell a promised good or service separately to a customer. In instances where the Company does not sell or price a product or service separately, establishing SSP requires significant judgement. The Company estimates the SSP by considering available information, such as market conditions, internally approved pricing guidelines and the underlying cost of delivering the performance obligation.

5. Recognition of the revenue when, or as, a performance obligation is satisfied

Revenue is recognized at the time the related performance obligation is satisfied by transferring the control of the promised service to a customer. Revenue is recognized in an amount that reflects the consideration that the Company expects to receive in exchange for those services. The Company recognizes subscription revenue on a straight-line basis over the term of the applicable contract subscription period beginning on the date access to the Company's platform is granted. The Company recognizes revenue from consulting services related to events in the period the event occurs and the service is delivered. The Company recognizes revenue from implementation services upon completion of the services. The Company recognizes revenue from premium support offerings on a ratable basis over the applicable subscription term.

Costs to Obtain a Contract

The Company capitalizes sales commissions and associated payroll taxes paid to internal sales personnel and third-party referral fees that are incremental costs resulting from obtaining a contract with a customer. These costs are recorded as deferred contract acquisition costs on the consolidated balance sheets. The Company determines whether costs should be deferred based on its sales compensation plans and if the commissions are incremental and would not have occurred absent the customer contract.

Sales commissions paid upon the initial acquisition of a customer contract are amortized over an estimated period of benefit of five years as the Company specifically anticipates renewals of customer contracts and commissions paid on renewal contracts are not commensurate with commissions paid on new customer contracts. Sales commissions paid upon renewal of customer contracts are amortized over the contractual renewal term. Amortization is recognized on a straight-line basis commensurate with the pattern of revenue recognition. Sales commissions paid related to professional services are amortized over the expected service period. The Company determines the period of benefit for commissions paid for the acquisition of the initial customer contract by taking into consideration the initial estimated customer life and the technological life of its platform and related significant features. Amortization of deferred contract acquisition costs was $15.2 million, $11.1 million and $7.0 million for 2021, 2020 and 2019, respectively. Amortization of deferred contract acquisition costs is included in sales and marketing expense in the consolidated statements of operations.

The Company periodically reviews these deferred contract acquisition costs to determine whether events or changes in circumstances have occurred that could impact the period of benefit. The Company has no impairment losses relating to deferred contract acquisition costs during the periods presented.

Cost of Revenue

Subscription and Other Platform Cost of Revenue

Subscription and other platform cost of revenue primarily consists of costs related to hosting the Company's platform and providing operating support services to its customers. These costs are related to the Company's co-located data centers, personnel-related costs such as salaries, bonuses, stock-based compensation expense, benefits costs associated with our operations and support personnel, software license fees and allocated overhead.

Professional Services Cost of Revenue

Professional services cost of revenue consists primarily of personnel-related costs, including stock-based compensation, third-party consulting services and allocated overhead.

Research and Development

Research and development expenses primarily consist of personnel-related expenses, including stock-based compensation directly associated with the Company's research and development employees, contractor costs related to third-party development and allocated overhead. Research and development costs are expensed as incurred.

Advertising Costs

Advertising costs are expensed as incurred in sales and marketing expense in the consolidated statements of operations and amounted to $17.3 million, $9.2 million and $6.0 million for 2021, 2020 and 2019, respectively.

Leases

The Company categorizes leases at their inception as either operating or capital leases. In certain lease agreements, the Company may receive rent holidays and other incentives. For operating leases, the Company recognizes lease costs on a straight-line basis once control of the space is achieved, without regard to deferred payment terms such as rent holidays that defer the commencement date of required payments. Additionally, incentives received are treated as a reduction of costs over the term of the agreement.

Stock-Based Compensation

Stock-based compensation expense related to stock awards is measured based on the fair value of the awards granted and recognized on a straight-line basis over the requisite service period for each separately vesting portion of the award, which is generally three to four years for restricted stock units (RSUs) and four years for option awards.

The fair value of each RSU is based on the fair value of the underlying common stock as of the grant date.

The fair value of each option award and purchase right under the employee share purchase plan (ESPP) is estimated on the grant date using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the fair value of the underlying common stock, the risk-free interest rates, the expected term of the option, the expected volatility of the price of the Company's common stock and the expected dividend yield of the Company's common stock. The assumptions used to determine the fair value of the option awards represent management's best estimates. These estimates involve inherent uncertainties and application of management's judgement.

Effective January 1, 2021, the Company elected to account for forfeited awards as they occur. Prior to 2021, the Company estimated the number of awards expected to be forfeited at the time of grant and revised its estimates in subsequent periods if the actual forfeitures differed from the estimates. This change in accounting policy did not have a material impact on the Company's consolidated financial statements.

Foreign Currency

The functional currencies of the Company's foreign subsidiaries are each country's local currency. Assets and liabilities of the subsidiaries are translated into U.S. dollars at exchange rates in effect at the reporting date. Amounts classified in stockholders' deficit are translated at historical exchange rates. Revenue and expenses are translated at the average exchange rates during the period. The resulting translation adjustments are recorded in accumulated other comprehensive income (loss). Foreign currency transaction gains or losses, whether realized or unrealized, are reflected in the consolidated statements of operations within other (income) expense, net, and have not been material for all periods presented.

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 the differences between the financial reporting and the tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company then assess the likelihood that the resulting deferred tax assets will be realized. A valuation allowance is provided when it is more likely than not that a deferred tax asset will not be fully realized. Due to our lack of earnings history, the net deferred tax assets have been fully offset by a valuation allowance.

The Company recognizes benefits of uncertain tax positions if it is more likely than not that such positions will be sustained upon examination based solely on their technical merits at the largest amount of benefit that is more likely than not to be realized upon the ultimate settlement. The Company's policy is to recognize interest and penalties related to the underpayment of income taxes as a component of provision for income taxes. To date, there have been no interest or penalties charged in relation to the unrecognized tax benefits.

Net Income (Loss) Per Share Attributable to Common Stockholders

The Company calculates net income (loss) per share attributable to common stock using the two-class method required for companies with participating securities. The Company considers its convertible preferred stock and unvested common stock to be participating securities as holders of such securities have non-forfeitable dividend rights in the event of the Company's declaration of a dividend for shares of common stock. In periods when the Company is in a net loss position, the net loss attributable to common stockholders was not allocated to the convertible preferred stock and unvested common stock under the two-class method as these securities do not have a contractual obligation to share in the Company's losses.

Distributed and undistributed earnings allocated to participating securities are subtracted from net income (loss) in determining net income (loss) attributable to common stockholders. Basic net income (loss) per share is computed by dividing net income (loss) attributable to common stockholders by the weighted-average number of shares of the Company’s common stock outstanding.

The diluted net income (loss) per share attributable to common stockholders is computed by giving effect to all dilutive securities. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the resulting net income (loss) attributable to common stockholders by the weighted-average number of fully diluted shares of common stock outstanding. During the periods when there is a net loss attributable to common stockholders, potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share attributable to common stockholders as their effect is anti-dilutive.

Segment Information

The Company operates in one operating segment and one reportable segment. Operating segments are defined as components of an enterprise about which separate financial information is evaluated regularly by the chief operating decision maker, who is the Company's Chief Executive Officer, in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker allocates resources and assesses performance based upon consolidated financial information.

Recently Adopted Accounting Standards

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes Topic 740: Simplifying the Accounting for Income Taxes*, which removes a variety of exceptions within the framework of ASC 740. These include the exception to the incremental approach for intraperiod tax allocation in the event of a loss from continuing operations and income or a gain from other items (such as other comprehensive income), and the exception to using general methodology for the interim period tax accounting for year-to-date losses that exceed anticipated losses. For public business entities, ASU No. 2019-12 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020. For all other entities, ASU No. 2019-12 is effective for fiscal years beginning after December 15, 2021, and interim periods within fiscal years beginning after December 15, 2022. Early adoption of the amendments is permitted, including adoption in any interim period for (1) public business entities for periods for which financial statements have not yet been issued and (2) all other entities for periods for which financial statements have not yet been made available for issuance. The Company adopted ASU No. 2019-12 effective January 1, 2021. The adoption of this standard did not have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract*. This new standard requires an entity (customer) in a hosting arrangement that is a service contract to follow the guidance in Subtopic 350-40 to determine which implementation costs to capitalize as an asset related to the service contract and which costs to expense. Costs for implementation activities in the application development stage can be capitalized depending on the nature of the costs, while costs incurred during the preliminary project and post-implementation stages are expensed as the activities are performed. The costs capitalized are expensed over the term of the hosting arrangement. The amendments in ASU No. 2018-15 also require the entity to present the expense related to the capitalized implementation costs in the same line item in the statement of income as the fees associated with the hosting element (service) of the arrangement and classify payments for capitalized implementation costs in the statement of cash flows in the same manner as payments made for fees associated with the hosting element. ASU No. 2018-15 is effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. For all other entities, ASU No. 2018-15 is effective for annual reporting periods beginning after December 15, 2020, and interim periods within annual periods beginning after December 15, 2021. ASU No. 2018-15 should be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company adopted ASU No. 2018-15 effective January 1, 2021 using a prospective approach. The adoption of this standard did not have a material impact on its consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments Topic 326: Credit Losses Measurement of Credit Losses on Financial Instruments (Topic 326), as amended, which requires an entity to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts utilizing a new impairment model known as the current expected credit loss (CECL) model. The new guidance affects loans, debt securities, trade receivables, net investments in leases, off-balance-sheet credit exposures, reinsurance receivables, and any other financial assets not excluded from the scope that have the contractual right to receive cash. For Public business entities, excluding entities eligible to be smaller reporting companies as defined by the SEC, ASU No. 2016-13, is effective for the annual periods in fiscal years beginning after December 15, 2019, and interim periods therein. For all other entities ASU No. 2016-13, is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal year. The Company has elected to use the extended transition period that allows the Company to delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies under the Jumpstart Our Business Startups Act of 2012.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842), as amended, to supersede existing guidance on accounting for leases in Topic 840, Leases. Topic 842 generally requires lessees to recognize operating and financing lease liabilities and corresponding right-of-use assets on the balance sheet and to provide enhanced disclosures surrounding the amount, timing and uncertainty of cash flows arising from leasing arrangements.

The Company will adopt the new standard effective January 1, 2022 on a modified retrospective basis, under which we will recognize the cumulative effects of initially applying the standard as an adjustment to the opening balance of accumulated deficit on the adoption date and will not restate comparative periods. The Company will elect the package of practical expedients permitted under the transition guidance, which allows us to carry-forward our historical lease classification and our assessment on whether a contract is or contains a lease. We will also elect to apply the hindsight practical expedient which allows us to use hindsight in determining the lease term. On the adoption date, the Company estimates it will recognize on its consolidated balance sheet approximately $7.3 million of right-of-use assets, $9.9 million of lease liabilities, and derecognize existing deferred rent and lease incentives totaling approximately $2.6 million. These are preliminary estimates that are subject to change as the Company finalizes its adoption.

Other than described above, we do not expect the new lease standard to have any other material impacts on our consolidated financial statements.

Note 2. Revenue

Disaggregation of Revenue

The following table depicts the disaggregation of revenue by geographic region based on the shipping address of customers (in thousands):

	Year Ended December 31,		
	2021	**2020**	**2019**
United States	$ 150,579	$ 119,897	$ 70,124
EMEA	36,788	26,197	13,645
Other	16,246	10,847	5,364
Total revenue	$ 203,613	$ 156,941	$ 89,133

The following table summarizes the foreign countries which contributed 10% or more of the total revenue (in thousands):

	Year Ended December 31,		
	2021	**2020**	**2019**
United Kingdom	10 %	*	10 %

* Represent less than 10% of total revenue

No single customer accounted for 10% or more of the total revenue during 2021, 2020 and 2019. Additionally, no single customer accounted for 10% or more of accounts receivable as of December 31, 2021 and 2020.

The following table summarizes revenue by digital engagement platform and Legacy offering (in thousands):

	Year Ended December 31,		
	2021	**2020**	**2019**
Digital engagement platform - subscription and other platform	$ 175,777	$ 121,214	$ 66,286
Digital engagement platform - professional services	27,702	33,583	14,413
Legacy - subscription and other platform	99	1,416	6,303
Legacy - professional services	35	728	2,131
Total revenue	$ 203,613	$ 156,941	$ 89,133

Contract Balances

Accounts receivable: The Company records accounts receivable when the Company has a contractual right to consideration. In some arrangements, a right to consideration for the Company's performance under the customer contract may occur before invoicing to the customer, resulting in an unbilled receivable. As of December 31, 2021 and 2020, unbilled receivables were included within accounts receivable, net of allowance for doubtful accounts and billing reserves on the consolidated balance sheets and were not material.

Contract assets: The Company records a contract asset when the Company has satisfied a performance obligation but does not yet have an unconditional right to consideration. Contract assets are included in prepaid expenses and other current assets in the consolidated balance sheets and were not material as of December 31, 2021 and 2020.

Contract liabilities: The Company defers its revenue when the Company has the right to invoice in advance of performance under a customer contract. The current portion of deferred revenue balances is recognized during the following 12-month period and the remaining portion is recorded as noncurrent, which is included in other long-term liabilities on the consolidated balance sheet. The amount of revenue recognized in 2021 that was included in deferred revenue at the beginning of the period was $87.9 million.

Remaining Performance Obligations

The terms of the Company's subscription agreements are primarily annual and, to a lesser extent, multi-year. The Company may bill for the full term in advance or on an annual, quarterly or monthly basis, depending on the terms of the agreement. As of December 31, 2021, the aggregate amount of the transaction price allocated to remaining performance obligations was $154.2 million, which consists of both billed consideration in the amount of $97.2 million and unbilled consideration in the amount of $57.0 million that the Company expects to recognize as revenue. As of December 31, 2021, the Company expects to recognize 79% of its remaining performance obligations as revenue over the subsequent 12 months and the remainder thereafter.

Note 3. Marketable Securities

Marketable securities consisted of the following as of the periods presented (in thousands):

	December 31, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable Securities				
U.S. Treasury securities	$ 157,681	$ —	$ (404)	$ 157,277
Certificates of deposit	6,495	—	(5)	6,490
Corporate debt securities	36,422	—	(95)	36,327
Commercial paper	11,624	2	(6)	11,620
Asset-backed securities	5,901	1	(7)	5,895
Total marketable securities	$ 218,123	$ 3	$ (517)	$ 217,609

	December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Marketable Securities				
Certificates of deposit	$ 3,000	$ —	$ —	$ 3,000
Total marketable securities	$ 3,000	$ —	$ —	$ 3,000

The Company's marketable securities have been classified as available for sale. All available for sale debt securities are available for use in current operations. Accordingly, they have been classified as current.

Marketable securities in an unrealized loss position for less than 12 months consisted of the following as of December 31, 2021 ((in thousands):

	Fair Value	Gross Unrealized Loss
U.S. Treasury securities	$ 143,590	$ (404)
Certificates of deposit	6,490	(5)
Corporate debt securities	36,327	(95)
Commercial paper	6,984	(6)
Asset-backed securities	4,967	(7)
Total	$ 198,358	$ (517)

As of December 31, 2021, the Company had no marketable securities in a continuous loss position for 12 months or more. As of December 31, 2020, the Company had no marketable securities in a loss position.

The Company reviews the individual securities that have unrealized losses on a regular basis to evaluate whether any security has experienced other-than-temporary decline in fair value below amortized cost. The Company evaluates, among other factors, whether the Company has the intention to sell any of these marketable securities and whether it is more likely than not that the Company will be required to sell any securities before recovery of the amortized cost basis. Since the Company has the ability to hold its investments until maturity, and the decline in fair value was not due to any credit-related factor, no decline was deemed to be other-than-temporary.

The Company had no realized gains or losses from marketable securities that were reclassified out of accumulated other comprehensive income for the years ended December 31, 2021 and 2020.

The following summarizes the remaining contractual maturities of the Company's marketable securities as of December 31, 2021:

	Fair Value
One year or less	$ 119,795
Over one year through five years	97,814
Total marketable securities	$ 217,609

Note 4. Fair Value Measurement

The following tables summarize our financial instruments recorded at fair value on a recurring basis by level within the fair value hierarchy as of the periods presented

	December 31, 2021			
	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market mutual funds	$ 151,079	$ —	$ —	$ 151,079
Marketable Securities				
U.S. Treasury securities	—	157,277	—	157,277
Certificates of deposit	—	6,490	—	6,490
Corporate debt securities	—	36,327	—	36,327
Commercial paper	—	11,620	—	11,620
Asset-backed securities	—	5,895	—	5,895
Total cash equivalents and marketable securities	$ 151,079	$ 217,609	$ —	$ 368,688

	December 31, 2020			
	Level 1	Level 2	Level 3	Total
Cash equivalents				
Money market mutual funds	$ 2,027	$ —	$ —	$ 2,027
Marketable Securities				—
Certificates of deposit	3,000	—	—	3,000
Total cash equivalents and marketable securities	$ 5,027	$ —	$ —	$ 5,027

As of December 31, 2021, the Company classified its highly liquid money market mutual funds within level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets. The Company classified its U.S. Treasury securities, certificates of deposit, commercial paper, corporate debt securities and asset-backed securities within level 2 of the fair value hierarchy because they are valued using inputs other than quoted prices that are directly or indirectly observable in the market, including readily available pricing sources for the identical underlying security, which may not be actively traded.

As of December 31, 2020, the Company classified its highly liquid money market mutual funds and certificates of deposit within level 1 of the fair value hierarchy because they are valued based on quoted market prices in active markets.

Note 5. Balance Sheets Components

Allowance for Doubtful Account and Billing Reserve

The following table presents the changes in the allowance for doubtful accounts as of the periods presented (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Balance, beginning of period	$ 1,139	$ 514	$ 389
Charges to general and administrative expenses	1,163	1,087	282
Write-offs and other adjustments	(730)	(462)	(157)
Balance, end of period	$ 1,572	$ 1,139	$ 514

In addition to the allowance for doubtful accounts, the Company maintains a billing reserve that represents potential billing adjustments that is recorded as a reduction of revenue. The Company's billing reserve is based on known adjustments and an estimate using a percentage of revenue based on historical trends and experience.

The following table presents the changes in billing reserves as of the periods presented (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Balance, beginning of period	$ 1,034	$ 398	$ 440
Charges to revenue	1,780	1,922	516
Write-offs and other adjustments	(1,709)	(1,286)	(558)
Balance, end of period	$ 1,105	$ 1,034	$ 398

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
Deferred offering costs	$ —	$ 3,220
Prepaid expenses	5,617	2,848
Other receivables	2,786	873
Other	64	138
Prepaid expenses and other current assets	$ 8,467	$ 7,079

Property and Equipment, Net

Property and equipment, net consisted of the following as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
Computer, equipment and software[1]	$ 28,227	$ 24,175
Furniture and fixtures	1,118	1,108
Leasehold improvements	3,776	3,708
Property and equipment, gross	33,121	28,991
Less: Accumulated depreciation and amortization[2]	(24,341)	(19,940)
Property and equipment, net	$ 8,780	$ 9,051

(1) Includes assets recorded under capital leases of $5.3 million and $6.9 million as of December 31, 2021 and 2020, respectively.

(2) Includes amount for assets recorded under capital leases of $2.2 million and $2.2 million as of December 31, 2021 and 2020, respectively.

Depreciation and amortization expense was $4.6 million, $3.0 million and $2.3 million for 2021, 2020 and 2019, respectively.

The following table presents the property and equipment, net of depreciation and amortization, by geographic region as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
United States	$ 7,899	$ 8,698
EMEA	816	308
Other	65	45
Total property and equipment, net	$ 8,780	$ 9,051

Accrued Liabilities

Accrued liabilities consisted of the following as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
Accrued bonus	$ 3,922	$ 2,910
Accrued vacation	3,473	2,724
Accrued commissions	2,633	3,153
Other accrued compensation and benefits	2,474	977
Accrued ESPP	392	—
Sales and other tax liabilities	1,204	1,253
Accrued Professional service fees	647	1,769
Other	3,995	4,653
Accrued liabilities	$ 18,740	$ 17,439

Other Long-term Liabilities

Other long-term liabilities consisted of the following as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
Deferred rent liabilities	$ 1,988	$ 2,543
Deferred revenue	937	1,152
Other	392	327
Other long-term liabilities	$ 3,317	$ 4,022

Note 6. Debt

Debt consisted of the following as of the periods presented (in thousands):

	December 31, 2021	December 31, 2020
Revolving line of credit	$ —	$ 22,350
Equipment loan agreements	578	438
Capital leases	3,416	5,298
Total debt	3,994	28,086
Less: Current portion	(2,039)	(2,359)
Debt, non-current	$ 1,955	$ 25,727

Revolving Line of Credit

In September 2021, the Company amended its revolving line of credit with a financing institution effective August 2021, which increased the Company's borrowing capacity to a maximum of $50.0 million with a letter of credit sublimit of $4.0 million and a credit card sublimit of $1.0 million. The amendment allows the Company to borrow up to $50.0 million if the Company maintains at least $100.0 million on deposit at the institution. If such deposit is less than $100.0 million, the Company may borrow up to the lesser of $50.0 million or an amount determined by the Company's trailing five months of recurring revenue, annualized renewal rate and annualized monthly churn rate, as defined by the agreement. As of December 31, 2021, the Company has borrowing capacity of $50.0 million. The terms of the agreement permit voluntary prepayment without premium or penalty. The revolving credit facility matures in August 2024 and is secured by substantially all of the Company’s assets. The outstanding principal balance on the revolving line of credit, if any, is due at maturity. The Company is required to pay quarterly in arrears a commitment fee of 0.15% per annum on the undrawn portion available under the revolving line of credit. As of December 31, 2021, the Company had an outstanding standby letter of credit of $1.2 million as a guarantee for a leased space.

Interest on the revolving credit facility is payable monthly in arrears at a rate equal to the lender’s prime referenced rate as defined in the agreement. Prior to this amendment, interest on the revolving line of credit was the prime rate, as published by the Wall Street Journal (Prime Rate), plus 0.75% effective July 31, 2020, and Prime Rate plus 0.50% prior to July 31, 2020. The referenced prime rate was 3.25% as of December 31, 2021 and the Prime Rate was 3.25% and 4.75% as of December 31, 2020 and 2019, respectively.

The revolving credit facility is subject to certain restrictions and financial covenants, including the requirement of maintaining a minimum debt to EBITDA ratio when the Company’s current portion of the total borrowing exceeds $5.0 million and the Company fails to maintain $100.0 million on deposits. In addition, the revolving line of credit agreement restricts the Company from paying dividends without prior approval from the financing institution. The Company was not subject to the financial covenants as of December 31, 2021.

In the first quarter of 2021, the Company repaid in full the then outstanding principal balance of its revolving line of credit of $22.4 million.

Equipment Loan Agreements

The Company entered into various equipment loan agreements that allow it to obtain financing to purchase equipment. Borrowings are secured by the equipment purchased. The equipment loan agreements are repaid over a period up to 36 months beginning from the date of the advance at an interest rate ranging from 5.8% to 10.1%. As of December 31, 2021 and 2020, the Company owed $0.6 million and $0.4 million, respectively, on the equipment loans.

Capital Leases

The Company entered into various non-cancelable capital lease agreements for its equipment with lease periods expiring between 2022 and 2024.

As of December 31, 2021, future payments under the equipment loan agreements and capital lease obligations, are as follows (in thousands):

	Equipment Loans	Capital Leases	Total
2022	271	1,888	2,159
2023	236	1,607	1,843
2024	71	80	151
Total payments	578	3,575	4,153
Less: Amount representing interest	—	(159)	(159)
Total payments, net of interest	$ 578	$ 3,416	$ 3,994

Note 7. Commitment and Contingencies

Purchase Obligations

The Company has non-cancelable purchase commitments of $6.7 million as of December 31, 2021, primarily related to software license fees and co-location facilities and services, of which $4.4 million is expected to be paid in 2022, $2.2 million in 2023 and $0.1 million in 2024.

Operating Leases

The Company leases its office facilities in the United States, United Kingdom, Singapore and Australia under non-cancelable agreements that expire at various dates through 2025. As of December 31, 2021 and 2020, deferred rent was $2.6 million and $3.1 million, respectively. Rent expense, including common area maintenance charges, related to these facility leases was $2.9 million, $2.8 million and $3.0 million, for 2021, 2020 and 2019, respectively.

Future minimum lease payments by year under non-cancelable operating leases as of December 31, 2021 are as follows (in thousands):

2022	$ 2,633
2023	2,844
2024	2,789
2025	2,272
Total future minimum lease payments	$ 10,538

Contingencies

The Company has 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 may enable the Company to recover a portion of any future amounts paid.

FASB ASC 450-20, *Contingencies*, sets forth the rules for accounting for uncertain tax positions for taxes not based on income. When a loss contingency exists, the likelihood of the incurrence of the liability can range from probable to remote. The Company believes it is reasonably possible that a loss will result from the sales and use tax assessments in the range of zero to $0.4 million. The Company has not recorded an accrual as of December 31, 2021 and 2020.

Legal Proceedings

The Company, its Chief Executive Officer, its Chief Financial Officer, the members of its Board of Directors and the underwriters that participated in the Company’s IPO are named as defendants in two putative class actions, captioned Douvia v. ON24, Inc., et al., 3:21-cv-08578 (filed November 3, 2021) and Goemer v. ON24, Inc., et al., 3:21-cv-08744 (filed November 10, 2021), that are currently pending in the United States District Court for the Northern District of California. The complaints purport to assert claims on behalf of all persons and entities that purchased, or otherwise acquired, the Company's common stock issued in connection with the Company's IPO. The complaints allege that the Company's registration statement and prospectus contained untrue statements of material fact and/or omitted material facts about ON24's growth and customer base. Plaintiffs seek, among other things, an award of damages and attorneys' fees and costs. On February 3, 2022, the Court issued an order consolidating the cases and appointing a lead plaintiff. ON24 believes that the allegations in the lawsuits are without merit. The Company is unable to reasonably estimate a possible loss or range of possible loss, if any, arising from this matter at this early stage. Accordingly, no accrued litigation expense has been recorded in the accompanying consolidated financial statements.

In the ordinary course of business, the Company may be subject from time to time to various proceedings, lawsuits, disputes or claims. Although the Company cannot predict with assurance the outcome of any litigation, the Company does not believe there are currently any actions, other than those described in the prior paragraph, that if resolved unfavorably, would have a material impact on its financial condition, results of operations or cash flows.

Note 8. Convertible Preferred Stock, Stockholders' Equity (Deficit) and Equity Incentive Plan

Preferred Stock

In connection with the IPO, the Company's amended and restated certificate of incorporation became effective, which authorized the issuance of 10,000,000 shares of undesignated preferred stock with a par value of $0.0001 per share. The Company's board of directors is authorized to designate the rights, preferences, privileges and restrictions of the preferred stock from time to time.

Convertible Preferred Stock

Upon the closing of the IPO in February 2021, all 21,683,548 shares of the Company's outstanding Class A-1 and Class A-2 convertible preferred stock and 5,543,918 shares of Class B and Class B-1 redeemable convertible preferred stock were automatically converted into an aggregate of 27,227,466 shares of common stock on a one-for-one basis.

As of December 31, 2020, convertible preferred stock consisted of the following (in thousands):

Class A-1 and Class A-2 Convertible Preferred Stock

	Share Authorized	Share Issued and Outstanding	Aggregate Liquidation Preference (in thousands)
Class A-1	5,177,655	5,177,654	54,379
Class A-2	16,522,290	16,505,894	48,397
Total Class A-1 and Class A-2 convertible preferred stock	21,699,945	21,683,548	102,776

Class B-1 and Class B-2 Redeemable Convertible Preferred Stock

	Share Authorized	Share Issued and Outstanding	Aggregate Liquidation Preference (in thousands)
Class B-1	3,233,851	3,233,851	35,000
Class B-2	2,310,067	2,310,067	35,000
Total Class B-1 and Class B-2 redeemable convertible preferred stock	5,543,918	5,543,918	70,000

Common Stock

The Company's amended and restated certificate of incorporation authorized the issuance of 500,000,000 shares of common stock, $0.0001 par value per share. Holders of common stock are entitled to one vote per share.

Common Stock Reserved for Future Issuance

As of December 31, 2021, the Company had the following shares of common stock reserved for future issuance under its equity incentive plan and employee share purchase plan:

Stock options outstanding	9,341,242
Restricted stock units outstanding	3,737,565
Remaining shares available for future grant under 2021 Equity Incentive Plan	4,880,897
Remaining shares available for future issuance under ESPP	1,224,973
Total shares of common stock reserved as of December 31, 2021	19,184,677

Equity Incentive Plan

In February 2021 in connection with the IPO, the Company adopted the 2021 Equity Incentive Plan (2021 Plan), which serves as a successor to and continuation of the 2014 Plan and 2000 Plan, collectively the “Predecessor Plans.” All shares that remained available for issuance under the Predecessor Plans as of the closing of the IPO, or that may expire or be canceled or forfeited following the closing of the IPO, become available for future issuance under the 2021 Plan.

Under the 2021 Plan, the Company may grant up to 8,282,313 shares of common stock which includes 6,400,000 shares of common stock reserved for issuance under the 2021 Plan, plus an additional 1,882,313 shares originally reserved for issuance under the 2014 Plan. In addition, the number of shares reserved for issuance under the 2021 Plan cumulatively increases on January 1, 2022 and on each subsequent January 1 through and including January 1, 2031, by the lesser of (a) 5% of the number of shares of stock issued and outstanding on the immediately preceding December 31, or (b) an amount determined by the Company’s board of directors. The 2021 Plan provides for the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance shares, performance units, cash-based awards and other stock-based awards. The plan administrator determines the term of stock options granted under the 2021 Plan, up to a maximum of 10 years. Pursuant to the automatic annual increase, 2,386,367 additional shares were reserved under the 2021 Plan on January 1, 2021.

Grant Activities

Stock Options

A summary of stock option activity under the Company’s equity incentive plans and related information is as follows:

	Options Outstanding			
	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Balance as of December 31, 2020	11,947,731	$ 4.85		
Granted	481,403	50.12		
Exercised	(2,266,979)	2.57		$ 65,860
Cancelled and forfeited	(820,913)	15.19		
Balance as of December 31, 2021	9,341,242	$ 6.83	6.5	$ 109,971
Vested and exercisable	5,839,680	$ 3.54	5.3	$ 81,496

The weighted-average grant date fair value of options granted in 2021, 2020 and 2019 was $25.18, $11.51 and $1.19, respectively. The total intrinsic value of options exercised in 2021, 2020 and 2019 was $65.9 million, $5.2 million and $0.3 million, respectively.

Restricted Stock Units

A summary of RSU activity under the Company’s equity incentive plans and related information is as follows:

	RSUs Outstanding	
	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested balance as of December 31, 2020	—	$ —
Granted	3,907,260	20.53
Vested	(37,100)	28.03
Cancelled and forfeited	(132,595)	33.14
Unvested balance as of December 31, 2021	3,737,565	$ 20.01

The total fair value of RSU vested in 2021 was $1.0 million. There were no RSUs granted or vested in 2020 and 2019.

Restricted Stock Unit with Performance Conditions

In June 2014, the Company’s board of directors approved the issuance of 187,500 restricted stock units to an executive officer with a grant date fair value of $0.5 million. No monetary payment was required as a condition to receiving the shares of stock. The award provided that the restricted stock units would vest upon the satisfaction of the following two conditions occurring before June 17, 2021: (i) satisfaction of a service condition of one year and (ii) the occurrence of a liquidity event defined as a change of control or an IPO. The grant date fair value of the awards was not recognized as compensation expense until the performance criteria was probable.

Upon the consummation of the Company’s IPO in February 2021, these restricted stock units fully vested and the related stock-based compensation expense of $0.5 million was fully recognized. In accordance with the terms of the grant agreement, these restricted stock units had been settled after the expiration of the lock-up period in the fourth quarter of 2021.

Employee Stock Purchase Plan

In January 2021, the Company’s board of directors adopted the 2021 Employee Stock Purchase Plan (ESPP), which became effective in connection with the Company’s IPO. A total of 1,300,000 shares of common stock were initially reserved for issuance under the ESPP. The number of shares reserved for issuance cumulatively increases automatically on January 1, 2022 and on each subsequent January 1, through and including January 1, 2031, by the lesser of (a) 1% of the number of shares of stock issued and outstanding on the immediately preceding December 31, (b) 1,300,000 shares, or (c) an amount determined by the Company’s board of directors. Pursuant to the automatic annual increase, 477,273 additional shares were reserved under the ESPP Plan on January 1, 2021.

All eligible employees may participate in the ESPP and may contribute up to 20% of their earnings (as defined in the ESPP) for the purchase of the Company’s common stock under the ESPP. Unless otherwise determined by the Company’s board of directors, common stock will be purchased for the accounts of employees participating in the ESPP at a price per share equal to the lesser of (1) 85% of the fair market value of a share of the Company’s common stock on the first date of an offering or (2) 85% of the fair market value of a share of the Company’s common stock on the date of purchase. Offering periods generally start on the first trading day on or after May 16 and November 16 of each year, except for the first offering period, which commenced on the effective date of the Company’s IPO and ended on November 15, 2021.

Employees purchased 75,027 shares of common stock at a price of $14.04 per share under the ESPP in 2021.

Fair Value Determination

The Black-Scholes assumptions used to value the employee options and the employee stock purchase rights at the grant dates are as follows:

Employee Stock Options

	Year Ended December 31,		
	2021	2020	2019
Expected term	5.92 years - 6.07 years	6.25 years	6.25 years
Expected volatility	53.82 % - 54.98%	41.60 % - 62.00%	40.70 % - 51.50%
Risk-free interest rate	0.62 % - 0.96%	0.40 % - 1.70%	1.50 % - 2.50%
Dividend yield	—%	—%	—%

Employee Stock Purchase Rights under ESPP

	Year Ended December 31, 2021
Expected term	0.13 years - 0.63 years
Expected volatility	34.08 % - 61.00%
Risk-free interest rate	0.06% - 0.07%
Dividend yield	—%

These assumptions and estimates were determined as follows:

- *Fair Value of Common Stock.* Prior to the Company's IPO, the fair value of its common stock was determined by the Company's board of directors, with input from management and valuation reports prepared by third-party valuation specialists. Stock-based compensation for financial reporting purposes is measured based on updated estimates of fair value when appropriate, such as when additional relevant information related to the estimate becomes available in a valuation report issued as of a subsequent date. For valuations after the consummation of the Company's IPO, the fair value of each share of underlying common stock is based on the closing price of the Company's common stock as reported on the date of the grant on the New York Stock Exchange.

- *Risk-Free Interest Rate*. The risk-free interest rate for the expected term of the options is based on the U.S. Treasury yield curve in effect at the time of the grant.

- *Expected Term*. The expected term of options represents the period of time that options are expected to be outstanding. The Company's historical stock option exercise experience does not provide a reasonable basis upon which to estimate an expected term due to a lack of sufficient data. For stock options granted to employees, the Company estimates the expected term by using the simplified method. The simplified method calculates the expected term as the average of the time-to-vesting and the contractual life of the options. For stock options granted to non-employees, the expected term equals the contractual term of the option. With respect to the ESPP, the expected term is the length of purchase period.

- *Expected Volatility*. As the Company has a short trading history for its common stock, the expected volatility is estimated by taking the average historic price volatility for industry peers, consisting of several public companies in its industry that are similar in size, stage of life cycle, or financial leverage, over a period equivalent to the expected term of the awards.

- *Expected Dividend Yield.* The Company has not declared or paid any cash dividends and does not presently plan to pay cash dividends in the foreseeable future. As a result, an expected dividend yield of zero percent was used.

Stock-Based Compensation

Effective January 1, 2021, the Company elected to account for forfeited awards as they occur.

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

	Year Ended December 31,		
	2021	2020	2019
Cost of revenue			
Subscription and other platform	$ 1,897	$ 154	$ 97
Professional services	382	37	50
Total cost of revenue	2,279	191	147
Sales and marketing	8,806	1,051	915
Research and development	4,402	360	197
General and administrative	10,163	1,327	739
Total stock-based compensation expense	$ 25,650	$ 2,929	$ 1,998

As of December 31, 2021, unrecognized stock-based compensation expense by award type and their weighted-average recognition periods are as follows (in thousands, except years):

	Stock Option	RSU	ESPP
Unrecognized stock-based compensation expense	$ 42,812	$ 69,174	$ 310
Weighted-average amortization period	2.88 years	3.34 years	0.37 years

Repurchase of Common Stock

On December 1, 2021, the Company's Board of Directors authorized a $50.0 million share repurchase program. The timing and number of shares repurchased under the program will depend on a variety of factors, including stock price, trading volume, and general business and market conditions. The share repurchase program may be modified, suspended or discontinued at any time at the company's discretion.

The Company reduced its common stock by the par value of the repurchased shares. The excess of the repurchase price over par value of the shares was charged to additional paid in capital as the Company is in an accumulated deficit position. All repurchased shares were retired and became authorized and unissued shares.

As of December 31, 2021, the Company had $42.8 million available for future share buyback under the repurchase program.

	Year Ended December 31, 2021
Number of shares repurchased	428,218
Average price per share (including commissions)	$ 16.88
Total repurchase costs (in million)	$ 7.2

In the first quarter of 2022, the Company repurchased an additional 579,929 shares of common stock at an average per share price of $15.72 (including commissions). As of March 9, 2022, the Company has $33.7 million remaining for future share buyback under the repurchase program.

Note 9. Employees Benefit Plan

The Company maintains a retirement savings plan, or the 401(k) Plan. The 401(k) Plan is intended to qualify under Sections 401 of the Internal Revenue Code. Participants may contribute up to applicable annual Internal Revenue Code limits. The 401(k) Plan provides for automatic salary deferrals of 3% of compensation with a 1% escalator each year. Participants are permitted to waive the automatic deferral provision. All participants' deferrals, rollovers and matching contributions are 100% vested when contributed. The 401(k) plan allows the Company to make matching contributions and profit-sharing contributions to eligible participants. Effective January 1, 2019, the Company began making contributions of up to $500 per year to eligible participants. The contribution expense was $0.3 million, $0.2 million and $0.2 million for the years ended December 31, 2021, 2020, and 2019, respectively.

Note 10. Income Taxes

The components of income (loss) before the provision for (benefit from) income taxes is summarized as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Domestic	$ (25,983)	$ 19,663	$ (18,086)
Foreign	1,442	1,387	914
Ending balance	$ (24,541)	$ 21,050	$ (17,172)

The provision for income taxes were as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Current tax expense			
Federal	$ —	$ —	$ —
State	2	32	24
Foreign	(10)	265	331
Total current tax (benefit) expense	(8)	297	355
Deferred tax expense:			
Federal	—	—	—
State	—	—	—
Foreign	(277)	—	—
Total deferred tax (benefit) expense	(277)	—	—
Provision for (benefit from) income taxes	$ (285)	$ 297	$ 355

The provision for income taxes differs from the amount computed by applying the statutory federal tax rate as follows (in thousands):

	Year ended December 31,		
	2021	2020	2019
Tax benefit at U.S. statutory rate	$ (5,154)	$ 4,402	$ (3,470)
State income taxes, net of federal benefit	10	32	24
Foreign income and withholding taxes	79	89	(22)
Expenses from resolution of certain tax audits and expiration of statute of limitations	64	(32)	(16)
Stock-based compensation	(6,386)	113	258
Section 162(m)	621	—	—
Expired attributes	3,118	1,964	846
Change in valuation allowance	6,986	(5,857)	(3)
Research and development credits	(43)	(261)	(72)
Global Intangible Low-Taxed Income	—	6	176
Adoption of accounting principles	—	—	2,464
Other	420	(159)	170
Provision for (benefit from) income taxes	$ (285)	$ 297	$ 355

As a result of the Tax Cuts and Jobs Act (the Tax Act), foreign accumulated earnings that were subject to the mandatory transition tax as of December 31, 2017, can be repatriated to the U.S. without incurring further U.S. federal tax. The Tax Act moves towards a modified territorial tax system through the provision of a 100% dividend received deduction for the foreign-source portions of dividends received from controlled foreign subsidiaries. As a result, the Company continues to evaluate the indefinite reinvestment assertions with regards to unremitted earnings for our foreign subsidiaries. As of December 31, 2021, 44196 and 2019, the total undistributed earnings of the Company’s foreign subsidiaries were approximately $3.4 million, $3.5

million and $1.4 million, respectively. Historically, the Company has asserted its intention to indefinitely reinvest the undistributed earnings of foreign subsidiaries. The unrecognized deferred tax liability on the portion of the undistributed earnings considered indefinitely reinvested is not material.

Deferred income taxes result from differences in the recognition of expenses for tax and financial reporting purposes, as well as operating loss and tax credit carryforwards. Significant components of our deferred income tax assets as of the periods presented are as follows (in thousands):

	December 31, 2021	December 31, 2020
Deferred tax assets		
Accrued expense and others	$ 4,197	$ 4,083
Stock-based compensation	4,605	1,230
Net operating losses	29,092	21,622
Tax credit carryforwards	6,263	6,726
Fixed assets	—	167
Interest expense and other	—	—
Gross deferred tax assets	$ 44,157	$ 33,828
Valuation allowance	(35,080)	(26,257)
Total deferred tax assets	$ 9,077	$ 7,571
Deferred tax liabilities		
Section 481(a) adjustment	$ (461)	$ (110)
Deferred commissions	(8,339)	(7,461)
Total deferred tax liabilities	$ (8,800)	$ (7,571)
Net deferred tax assets	$ 277	$ —

The Company assesses the realizability of deferred tax assets based on the available evidence, including a history of taxable income and estimates of future taxable income. In assessing the realizability of deferred tax assets, the Company considers whether it is more likely than not that all or some portion of deferred tax assets will not be realized. Due to the losses the Company generated in prior years, management believes it is more likely than not that the deferred tax assets will not be realized. Accordingly, the Company established a full valuation allowance on its U.S. net deferred tax assets. The valuation allowance increased by $8.8 million for the year ended December 31, 2021. The Company has not recorded a valuation allowance on its net UK deferred tax assets as the Company believes it will generate sufficient future taxable income to realize the deferred tax asset in the UK.

As of December 31, 2021, the Company had net operating loss carryforwards of approximately $116.8 million for federal income tax purposes, of which a portion will begin to expire in 2022 if unused. As a result of Tax Act, $77.1 million of the federal net operating loss carryovers will carryover indefinitely and are limited to 80% of taxable income. The Company had net operating loss carryforwards of approximately $75.4 million for state income tax purposes, which will begin to expire in the year 2022 if unused.

As of December 31, 2021, the Company has research and development credit carryforwards of approximately $4.4 million for federal income tax and $4.7 million for state income tax purposes. The federal research and development tax credit will begin to expire in 2022 if unused. State research and development tax credits carryforward indefinitely.

The federal and state net operating loss carryforwards may be subject to significant limitations under Section 382 and Section 383 of the Internal Revenue Code of 1986, as amended, and similar provisions under state law. The Tax Reform Act of 1986 contains provisions that limit the federal net operating loss carryforwards that may be used in any given year in the event of special occurrences, including significant ownership changes. The Company completed a review of any potential limitation on the use of its net operating losses under Section 382 through December 31, 2021. Based on such review, the Company does not believe Section 382 of the Internal Revenue Code will adversely impact its ability to use its current net operating losses to offset future taxable income, if any,

The Company complies with ASC 740-10, Accounting for Uncertainty in Income Taxes, which prescribes a comprehensive model for the recognition, measurement, presentation and disclosure in financial statements of any uncertain tax positions that have been taken or expected to be taken on a tax return. This pronouncement sets a “more likely than not” criterion for recognizing the tax benefit of uncertain tax positions. We do not anticipate any significant changes to unrecognized tax benefits in the next 12 months. The Company recognize interest and penalties related to uncertain tax positions in income tax expense.

A reconciliation of the beginning and ending balance of total unrecognized tax position is as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Beginning balance	$ 2,397	$ 2,206	$ 2,061
Decrease related to prior year tax provisions	(151)	—	—
Increase related to current year tax positions	341	236	$ 187
Decrease due to lapse of applicable statute of limitations	(72)	(45)	$ (42)
Ending balance	$ 2,515	$ 2,397	$ 2,206

The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. The Company recognized an immaterial amount of interest and penalties associated with unrecognized tax benefits in 2021, 2020 and 2019. There are no tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within 12 months of the reporting date. If recognized, $0.4 million would affect the Company's effective tax rate.

The Company files income tax returns in the U.S. federal jurisdiction, various state jurisdictions and various foreign jurisdictions. As of December 31, 2021, all of the years remain open to examination by the federal and state tax authorities for three or four years from the tax year in which net operating losses or tax credits are utilized. There have been no examinations of our income tax returns by any tax authority.

Note 11. Net Income (Loss) Per Share Attributable to Common Stockholders

The following tables set forth the computation of basic and diluted net income (loss) per share attributable to common stockholders for the periods presented (in thousands, except share and per share data):

	Year Ended December 31,		
Basic net income (loss) per share	2021	2020	2019
Net income (loss)	$ (24,256)	$ 20,753	$ (17,527)
Change in Class B-1 preferred stock redemption value	—	—	(10,047)
Cumulative preferred dividends allocated to preferred stockholders	(558)	(5,685)	(4,774)
Net income (loss) attributable to common stockholders	(24,814)	15,068	(32,348)
Income available to participating securities	—	(11,015)	—
Net income (loss) available to common stockholders	$ (24,814)	$ 4,053	$ (32,348)
Net income (loss) per share of common stock, basic	$ (0.57)	$ 0.40	$ (3.68)
Weighted-average common stock outstanding, basic	43,562,604	10,017,574	8,788,628

	Year Ended December 31,		
Diluted net income (loss) per share	**2021**	**2020**	**2019**
Net income (loss)	$ (24,256)	$ 20,753	$ (17,527)
Change in Class B-1 preferred stock redemption value	—	—	(10,047)
Cumulative preferred dividends allocated to preferred stockholders	(558)	(5,685)	(4,774)
Net income (loss) attributable to common stockholders	(24,814)	15,068	(32,348)
Reallocation of earnings to participating securities considering potentially dilutive securities	—	(9,450)	—
Net income (loss) available to common stockholders	$ (24,814)	$ 5,618	$ (32,348)
Net income (loss) per share of common stock, diluted	$ (0.57)	$ 0.35	$ (3.68)
Weighted average common stock outstanding, basic	43,562,604	10,017,574	8,788,628
Weighted average dilutive effect of stock options and restricted stock	—	6,169,575	—
Weighted-average common stock outstanding, diluted	43,562,604	16,187,149	8,788,628

The following table sets forth the potential shares of common stock that were excluded from the computation of diluted net income (loss) per share attributable to common stockholders for the periods presented because including them would have been antidilutive:

	Year Ended December 31,		
	2021	2020	2019
Convertible preferred stock (on an if-converted basis)	—	5,543,918	27,227,466
Stock options	9,341,242	426,542	9,390,407
Restricted stock units	3,737,565	—	187,500
ESPP purchase rights	88,059	—	—
Total antidilutive securities	13,166,866	5,970,460	36,805,373

Note 12. Related Party Transactions

The Company incurred engineering and quality assurance costs from a third-party vendor in 2021, 2020 and 2019. The chief executive officer of the third-party vendor is considered an immediate family member of the Company's chief technology officer. The Company recorded $2.5 million, $1.7 million and $1.5 million in 2021, 2020 and 2019, respectively, in research and development expense relating to this third-party vendor on the consolidated statements of operations. As of December 31, 2021 and 2020, the Company recorded $0.3 million in accounts payable and $0.2 million in accrued liability, respectively, on the consolidated balance sheets for the amount owed to this third party vendor.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

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 evaluated the effectiveness of the design and operation of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act as of December 31, 2021. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Based upon the evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2021, our disclosure controls and procedures were effective at a reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act). Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2021 based on the criteria set forth in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment, our management has concluded that our internal control over financial reporting was effective as of December 31, 2021 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the three months ended December 31, 2021, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this Item 10 is incorporated herein by reference to our Proxy Statement to be filed with the SEC in connection with the solicitation of proxies for our 2022 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the year ended December 31, 2021 (“2022 Proxy Statement”).

Item 11. Executive Compensation

The information required by this Item 11 will be included in our 2022 Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 will be included in our 2022 Proxy Statement and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item 13 will be included in our 2022 Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information required by this Item 14 will be included in our 2022 Proxy Statement and is incorporated herein by reference.

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Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) We have filed the following documents as part of this Form 10-K:

1. Financial Statements

   Information in response to this Item is included in Part II, Item 8 of this report on Form 10-K.

2. Financial Statement Schedules

   All schedules are omitted because they are not required, not applicable or the required information is included in the consolidated financial statements or notes thereto.

3. Exhibits

   The following exhibits, as required by Item 601 of Regulation S-K are filed with or incorporated by reference in this report as stated below.

Exhibit Index

		Incorporated by Reference				
Exhibit Number	Exhibit Title	Form	File No.	Exhibit	Filing Date	Filed/ Furnished with This Report
3.1	Amended and Restated Certificate of Incorporation.	8-K	001-39965	3.1	2/8/2021	
3.2	Amended and Restated Bylaws.	8-K	001-39965	3.2	2/8/2021	
4.1	Description of Capital Stock.	10-K	001-39965	4.1	3/30/2021	
10.1 +	ON24, Inc. 2000 Stock Option Plan, as amended, and form of stock option agreement thereunder.	S-1	333-251967	10.1	1/8/2021	
10.2 +	ON24, Inc. 2014 Stock Option Plan, as amended, and form of stock option agreement thereunder.	S-1	333-251967	10.2	1/8/2021	
10.3 +	ON24, Inc. 2021 Equity Incentive Plan and form of stock option agreement and form of restricted stock units agreement thereunder.	10-K	001-39965	10.3	3/30/2021	
10.4 +	ON24, Inc. 2021 Employee Stock Purchase Plan.	S-1	333-251967	10.4	1/8/2021	
10.5 +	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	S-1	333-251967	10.5	1/8/2021	
10.6 +	Form of Offer Letter between the Registrant and certain of its executive officers.	S-1	333-251967	10.6	1/8/2021	
10.7 +	Tenth Amended and Restated Investors' Rights Agreement, dated April 12, 2019, by and among the Registrant and certain of its stockholders.	S-1	333-251967	10.7	1/8/2021	
10.8 +	Form of Executive Severance Agreement.	S-1	333-251967	10.8	1/8/2021	
10.9	Office Lease Agreement, dated January 2, 2018, by and between the Registrant and 50 Beale Street, LLC.	S-1	333-251967	10.9	1/8/2021	
10.10	First Amendment to Sixth Amended and Restated Loan and Security Agreement, dated February 11, 2022,, by and between the Registrant and Comerica Bank.					X
10.11 *	ON24, Inc. Sixth Amended and Restated Loan and Security Agreement.	10-Q	001-39965	10.1	11/12/2021	
10.12	Fifth Amended and Restated Loan and Security Agreement, dated January 16, 2019, by and between the Registrant and Comerica Bank.	S-1	333-251967	10.10	1/8/2021	
10.13	Consulting Agreement, dated July 1, 2010, by and between the Registrant and InfoHorizon, LLC, and the related Statement of Work Number One, dated July 1, 2010.	S-1	333-251967	10.11	1/8/2021	
10.14	Non-Employee Director Compensation Policy.	S-1	333-251967	10.12	1/8/2021	
10.15+	Continuing Employment Letter, dated January 21, 2021, between the Registrant and Sharat Sharan.	S-1/A	333-251967	10.13	1/25/2021	
21.1	List of Subsidiaries of the Registrant.					X
23.1	Consent of KPMG LLP, Independent Registered Public Accounting Firm.					X
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.2	Certification of Principal Financial and Accounting Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
32.1	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2	Certification of Principal Financial and Accounting 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 – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	Inline XBRL Taxonomy Extension Schema Document					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)					X

† Indicates a management contract or compensatory plan.

* Certain portions of this Exhibit were omitted by means of marking such portions with brackets (“[***]”) because they are not material and they are the type of information that the registrant treats as private or confidential.

Item 16. Form 10-K Summary

None.

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SIGNATURES

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

ON24, Inc.

Date: March 11, 2022

By: /s/ Sharat Sharan
Sharat Sharan
President and Chief Executive Officer
(Duly Authorized Officer and Principal Executive Officer)

Date: March 11, 2022

By: /s/ Steven Vattuone
Steven Vattuone
Chief Financial Officer
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Sharat Sharan and Steven Vattuone, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his name, place or stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
s/ Sharat Sharan Sharat Sharan	President, Chief Executive Officer and Director (Principal Executive Officer)	March 11, 2022
/s/ Steven Vattuone Steven Vattuone	Chief Financial Officer (Principal Financial and Accounting Officer)	March 11, 2022
/s/ Irwin Federman Irwin Federman	Director	March 11, 2022
/s/ Denise Persson Denise Persson	Director	March 11, 2022
/s/ Holger Staude Holger Staude	Director	March 11, 2022
/s/ Dominique Trempont Dominique Trempont	Director	March 11, 2022
/s/ Barry Zwarenstein Barry Zwarenstein	Director	March 11, 2022